

# **GARANTI PENSION & LIFE INC.**

## **CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT 2023**

### **1. Statement of Compliance With Corporate Governance Principles**

Garanti Pension, complies with the corporate governance principles set out by Undersecretary of Treasury and pays maximum attention to implement these principles. Garanti Pension, accordingly updates its annual reports and website, making them available to its stakeholders.

Decisions taken within the scope of the Corporate Governance Principles Circular issued by the Undersecretary of Treasury in the year 2023 are presented below in the form of determined policies and studies.

- Kobirate International Credit Rating and Corporate Governance Services Inc., one of the institutions authorized by the Capital Markets Board, has determined the rating of our company as 9.77 as a result of the evaluation work carried out in accordance with the "Corporate Governance Principles Compliance" of our Company. Being the first institution to receive corporate governance compliance rating in insurance and private pension companies, our company has also risen to the highest rating in the sector and among the non-public companies.
- In order to evaluate compliance activities with the Corporate Governance Principles, the Corporate Governance Committee held one meetings in 2022 with the participation of all its members.
- "Garanti Pension and Life Inc. Financial and Operational Plan 2024 Annual Budget" prepared by the Company's Senior Management has been approved by the Board of Directors.
- In accordance with the Corporate Governance Principles Circular, the independent auditors' reports regarding the financial tables dated 31.03.2023, 30.06.2023, 30.09.2023 and 31.12.2023 and the related financial statements were approved by the Board of Directors and announced to the public.

### **2. Our Purposes & Values**

#### **Our Purpose**

Working towards a future with lots of "we're glad"s

#### **Our Values**

##### **Customer Comes First**

- We are empathetic
- We have integrity
- We meet their needs

## We Think Big

- We are ambitious
- We break the mold
- We amaze our customers

## We Are One Team

- I am committed
- We are collaborate
- This is our company

## 3. Corporate Information

Garanti Emeklilik ve Hayat Anonim Şirketi (Garanti Pension and Life) was incorporated as "AGF Garanti Hayat Sigorta Anonim Şirketi" on July 24, 1992. The Company trade name was changed to "Garanti Hayat Sigorta Anonim Şirketi" on May 18, 1999.

Following the decision to include private pension in its field of activities, the Company applied to convert from a life insurance company to a pension company on November 14, 2002, in accordance with the 2nd item of temporary article 1 of Law number 4632 on Private Pension Saving and Investment System, and the application was accepted with the approval of Undersecretary of Treasury on December 18, 2002.

Consequently, company's title was first changed as "Garanti Emeklilik Anonim Şirketi" as it was called in Turkish Trade Registry Gazette, dated January 15, 2003 and then as "Garanti Emeklilik ve Hayat Anonim Şirketi, as it was called in Turkish Trade Registry Gazette, dated March 25, 2003. Subsequently, the Company set up pension mutual funds pursuant to the Board of Directors resolution dated June 28, 2003 and obtained authorization from the Capital Markets Board.

Today, Garanti Pension and Life is a pioneering company that provides products suitable for different customer groups in both pension and life branches, and expertly implements bancassurance. The company continues to set a good example for the industry thanks to its success in bancassurance. The company's dynamic, agile and stable structure ensures that it is easy to adapt to sectoral and economic changes. In addition, the Company undertakes as a duty of adding new applications and new products to both sectors with its innovative structure.

### SHAREHOLDER STRUCTURE

Shareholders	Share (%)	Share (TL)
T. Garanti Bankası A.Ş.	84,91	424.566.290
ACHMEA	15,00	75.000.000
Other	0,09	433.710
<b>TOTAL</b>	<b>100</b>	<b>500.000.000</b>

\* There is no privilege granted to anyone in the Company shares.

## 4. Board of Directors

### **Recep Bařtuđ**

#### **Chairman of the Board of Directors**

Recep Bařtuđ graduated from ukurova University Faculty of Economics. He started his career in Garanti BBVA Internal Audit Department in 1989. Mr. Bařtuđ worked as Corporate Branch Manager during 1995-1999, Commercial Regional Manager during 1999-2004, Commercial Banking Marketing Department Coordinator during 2004-2012, and served as an EVP of Commercial Banking and Consumer Finance during 2013-2018. After serving briefly in various capacities on a number of Board of Directors at one of Turkey's largest industrial groups, on September 6, 2019, he was appointed as CEO at Garanti BBVA and also serves as Board Member. He is also the Chairman of the Board of Directors at Garanti BBVA International, Garanti BBVA Romania, Garanti BBVA Securities, Garanti BBVA Pension and Life, Garanti BBVA Factoring, Garanti BBVA Leasing and Garanti BBVA Payment Systems and he is Board Member at Garanti Holding B.V. and G Netherlands B.V.. In addition to his responsibilities, he also serves as the Board Member in the Banks Association of Turkey and as the Board of Trustees Member of Teachers Academy Foundation. Mr. Bařtuđ has 34 years of experience in banking and business administration.

### **Murat ađrı Szer**

#### **Deputy Chairman of the Board of Directors**

Murat ađrı Szer started his career at Danone in 2006 and worked as sales and commercial marketing manager, respectively. In 2008, he became a consultant at McKinsey, a global consulting firm. He continued to work as Senior Consultant and Project Manager between 2008-2013. During these years, he undertook the management of important projects in the finance sector in Turkey and abroad in many areas such as growth, profitability, transformation, strategy, risk management, human resources, M&A. In May 2013, Murat ađrı Szer started to work as Marketing Coordinator at Garanti BBVA Payment Systems and was appointed as Assistant General Manager responsible for Digital Channels and Commercial Cards at Garanti BBVA Payment Systems in 2015. In May 2013, Murat ađrı Szer started to work as Marketing Coordinator at Garanti BBVA Payment Systems and was appointed as Assistant General Manager responsible for Digital Channels and Commercial Cards at Garanti BBVA Payment Systems in 2015. As of May 2020, Szer returned to Turkey and appointed the position of General Manager of Garanti BBVA Payment Systems Inc. In June 2022, in addition to his current responsibilities, he became responsible for Garanti BBVA's Consumer Finance, Business Partnerships and Foreign and Financial Technology Subsidiaries. In September 2023, in addition to his existing responsibilities, he appointed the roles of Garanti BBVA Customer Solutions and Digital Banking. Mr. Szer currently serves as Garanti BBVA Payment Systems General Manager and Garanti BBVA Financial Technologies, Customer Solutions and Digital Banking Executive Vice President. Murat ađrı Szer's duties at the Board of Directors level continue at Garanti BBVA deme Sistemleri A.ř., Garanti BBVA Emeklilik A.ř., Garanti BBVA Dijital Varlıklar A.ř. and Garanti Bank Romania, respectively. Mr. Szer is also a member of the Board of Directors of the Teachers Academy Foundation (RAV) and SALT, and continues to serve on the Mastercard Eastern Europe Advisory Board, American Express Global Advisory Board and Mastercard Global Blockchain Advisory Board.

Mr. Süzer also served on the Board of Directors of the Retail Bankers Association of America (CBA) between 2018 and 2020. Murat Çağrı Süzer graduated from Middle East Technical University, Department of Industrial Engineering and received his MBA degree from INSEAD in France and Singapore, and has 17 years of experience in banking and business administration.

### **Aydın Güler**

#### **Board Member of the Board of Directors**

Aydın Güler graduated from Istanbul Technical University Department of Mechanical Engineering and joined Garanti Bank Fund Management Department in 1990. After working at different Head Office departments for 10 years, in 2000 he was appointed Senior Vice President responsible for Risk Management and Management Reporting. Between the years 2001-2013, Mr. Güler served as the Senior Vice President responsible for Financial Planning & Analysis and was appointed as Coordinator in 2013. On December 21, 2015, Mr. Güler was appointed as the Executive Vice President in charge of Finance and Accounting and he is furthermore a Board Member of Garanti Bank Pension and Provident Fund Foundation, Garanti Mortgage, Garanti Leasing and Garanti Fleet and Board of Trustees Member of Teachers Academy Foundation. With 28 years of experience in banking and business administration, Mr. Güler's areas of responsibility are Assets & Liabilities Management, Financial Planning and Analysis, Cost Management and Efficiency, Investor Relations, Financial Reporting and Accounting, Consolidation and International Accounting, Tax Management, BBVA Finance Coordination and Credit Cards and Member Merchant Coordination.

### **Bianca Tetteroo**

#### **Board Member of the Board of Directors**

Bianca Tetteroo joined the Executive Board in 2015. She has been a qualified chartered accountant since 1997 and has also followed various executive training programs, including corporate governance and leadership (Insead). In 1988 her career started at the current accountancy firm Mazars. She subsequently held various positions at Fortis. In 2009 she became Financial Director of the pension provider and Asset Manager Syntrus Achmea. Since 2012, Bianca has been chairman of the Pension & Life division.

Since January 2020 she is Vice Chairman of the Achmea Executive Board. Her core responsibilities now are Pension Administration, Asset Management, Real estate, IT and Achmea Health Care. Bianca Tetteroo is also member of the Supervisory Board of the Kunsthal.

### **Sibel Kaya**

#### **Board Member of the Board of Directors**

Graduated from Middle East Technical University, Faculty of Architecture, Department of City and Regional Planning, Sibel Kaya started her career in 1997 as a Management Trainee at Garanti BBVA. She held managerial positions in the Commercial Banking department between 1998- 2005, Branch Manager and Commercial Branch Manager in various branches between 2005-2016, Aegean Region Manager between 2016-2018 and Human Resources Director between 2018-2021. On February 2, 2021, she was appointed as the Executive Vice President responsible for Garanti BBVA Small and Medium-Sized Enterprises (SME) Banking. She also serves as the Vice Chairman of the Board of Directors of Garanti BBVA Payment Systems, a Member of the Board of Directors of Garanti BBVA Pension and Life, Garanti BBVA Leasing, Garanti BBVA Fleet, and Garanti BBVA

Factoring, Garanti BBVA Pension and Assistance Fund and as a Member of the Board of Trustees of Teachers Academy Foundation. With 27 years of experience in banking and business administration, Mrs. Kaya's areas of responsibility are SME Banking Marketing and SME Banking Network & Performance Management.

### **Cemal Onaran**

#### **Board Member of the Board of Directors**

Graduated from Middle East Technical University with a degree in Public Administration in 1990, Cemal Onaran started his career as Assistant Auditor in Garanti BBVA at the Audit Committee in the same year. Between years 2000- 2007, he worked as the Regional Manager in various regions of Garanti BBVA in Istanbul. After the establishment of Garanti BBVA Mortgage in October 2007, he was appointed General Manager of Garanti BBVA Mortgage. After having served as the General Manager of Garanti BBVA Pension, since 2012, and Executive Vice President of Garanti BBVA responsible of SME Banking since January 17, 2017, Mr. Onaran was appointed as the Executive Vice President responsible from Commercial Banking as of February 2021. Mr. Onaran also serves Vice Chairman at Garanti BBVA Mortgage and as a Member of the Board of Directors at Garanti BBVA Romania, Garanti BBVA Leasing, Garanti BBVA Factoring, Garanti BBVA Pension and Assistance Fund Foundation and as a Member of the Board of Trustees of Teachers Academy Foundation. With 33 years of experience in banking and business administration, Mr. Onaran's areas of responsibility are Commercial Banking Anatolian Marketing and Commercial Banking Istanbul Marketing.

### **Ceren Acer Kezik**

#### **Board Member of the Board of Directors**

With an undergraduate degree from Bilkent University in Industrial Engineering and graduate degree in Business Administration from Harvard University, Ceren Acer Kezik started her career in 2005 in a global management consultancy firm.

She mainly worked in banking, telecommunications, retail and private equity sectors along marketing, strategy and new business development functions. She joined Garanti BBVA on October 2012 as the Manager of Retail Mass Segment. As of April 2016, she was appointed as the head of new business unit SME Micro segment. Since 2017 she was also held responsible for Retail Mass Banking under Retail Banking business line. On June 1 2022, she was appointed Executive Vice President responsible for Retail Banking, leading Retail Banking Marketing, Mass Banking Marketing and Affluent Banking Marketing. In addition, Mrs. Kezik serves as a Member of the Board of Directors of Garanti BBVA Mortgage, Garanti BBVA Securities, Garanti BBVA Payment Systems, and Garanti BBVA Pension and Life. She has 19 years of experience in banking and business administration.

### **Jaime Nicolas Lazaro Ruiz**

#### **Board Member of the Board of Directors**

He began his financial career in 1995 as Private Banking Advisor at Casa de Bolsa BBVA and, in 2002, he continued his career at Asset Management BBVA as Deputy Director of Specialized Portfolio Management.

He has served as Corporate and Institutional Portfolio Management Director 2004 - 2008, Fixed Income and Derivatives Director 2008 - 2010, as well as CIO (Chief Investment Officer) Asset Management Mexico from 2010 to 2012. From 2013 to 2022 he was CEO at BBVA Asset Management in Mexico. He currently is the Global Head of Asset Management & Global Wealth at BBVA and president of CFA Society Mexico.

### **Avni Aydın Düren**

#### **Board Member of the Board of Directors**

Aydın Düren graduated from the Faculty of Law at Istanbul University and earned his graduate degree on International Law from the American University, Washington College of Law. After serving as an associate, partner and managing partner for over 18 years at international private law firms in New York, London and Istanbul, Mr. Düren joined Garanti BBVA on February 1, 2009 as Executive Vice President in charge of Legal Services and Collections. On June 17, 2020 he was appointed as a Board Member and since his appointment as an Audit Committee Member he is deemed as an Independent Board Member of Garanti BBVA in accordance with the relevant regulations of the Capital Markets Board of Turkey. Since June 2015, serving as the Corporate Secretary of the Bank, Mr. Düren is also the Member of the Board of Directors, responsible for legal services. Furthermore, Mr. Düren is Vice Chairman of Garanti BBVA International and Garanti BBVA Pension and Assistance Fund Foundation, and Board Member of Garanti BBVA Payment Systems, Garanti Mortgage and Garanti Securities and Board of Trustees Member of Teachers Academy Foundation. Mr. Düren has 31 years of work experience in banking and business administration.

### **Osman Bahri Turgut**

#### **Board Member of the Board of Directors**

Osman Bahri Turgut graduated from the Department of Economics of Marmara University in 1990. He started his career at GARANTİ BBVA as an assistant auditor and throughout his career at the Bank, he worked as Branch Manager, Assistant Director of the Internal Audit Department, Commercial Loans Department Manager, Internal Control Unit Manager and Head of Internal Audit and Control. He currently serves as the Director of Internal Audit Department of Garanti BBVA. He also acts as a Board and Audit Committee Member at Garanti BBVA Leasing and Garanti BBVA Fleet Management; a Board and Corporate Governance Committee Member at Garanti BBVA Factoring; a Board Member at Garanti Bank Pension Fund Foundation; an Audit Committee Member at Garanti BBVA Leasing SA, Garanti BBVA Consumer Finance SA and Garanti BBVA Payment Systems; an Audit Committee and Board of Trustees Member at Teachers Academy Foundation (ÖRAV); a Chairman of the Board at The Institute of Internal Auditing Turkey (TİDE) and an Audit Committee Member at WWF Turkey – World Wildlife Fund.

### **Murat Atay**

#### **Board Member of the Board of Directors**

Graduated from Middle East Technical University Department of Political Science and Public Administration and earned his master's degree in Accounting from Yeditepe University, Murat Atay holds a doctoral degree in Banking and Finance from Istanbul Okan University. He started his career at Garanti BBVA as a corporate and credit analyst.

He served as Corporate Branch Manager between 2000-2009, and between 2009-2012 he was General Manager of Garanti BBVA Romania and also served as Chairman of the Board of Directors at Motoractive, Ralfi and Domenia companies. Between 2012 and 2020, he served as Garanti BBVA Mortgage General Manager, and as of January 2021, he was appointed as the Chief Credit Garanti BBVA Integrated Annual Report 2021 Risk Officer, Executive Vice President responsible of credit risk management. Atay is a Vice Chairman of the Board of Directors of Garanti BBVA Leasing and Garanti BBVA Factoring, a Member of the Board of Directors of Garanti BBVA Securities and Garanti BBVA Romania, a Member of the Board of Trustees of the Teachers Academy Foundation. With 28 years of work experience in banking and business administration, Atay's responsibilities under credit risk management group include Corporate and Specialty Loans, Commercial Loans under the Credit Risk Management group; Under the Retail and SME Loans Risk Management group, Risk Strategies, Loan Policies Implementation and Analysis, Retail and SME Loans Evaluation, Corporate and Commercial Loans Structuring, Risk Planning, Monitoring and Reporting, Regional Loans Coordination; Risk Projects and Credit Risk Management Advanced Analytics.

### **Tuba Köseoğlu Okçu**

#### **Board Member of the Board of Directors and General Manager**

Graduated from Bogazici University Translation and Interpretation Department in 1994, Tuba Köseoğlu Okçu worked as a simultaneous conference interpreter both in the private sector and in the academia between 1994-1997. As of 1997, she switched to human resources area and pursued her human resources career in the leading institutions of the banking, holding, automotive, pharmaceutical and media industries, being at the top management during the last 17 years of this period. On March 2020, Ms. Tuba Köseoğlu Okçu joined Garanti BBVA as the Talent & Culture Learning Director and as of February 2022, she took the additional responsibility of General Manager at ÖRAV, Teachers Academy Foundation. On September 12, 2022, Ms. Tuba Köseoğlu Okçu was appointed as the Executive Vice President responsible of Talent & Culture. Her areas of responsibility are Talent & Culture Front, Talent Solutions and Compensation Discipline, Talent & Culture Business Execution, Talent & Culture Projects, Talent & Culture Learning, Internal Comm. & Culture and Construction & Premises.

### **Burak Ali Göçer**

#### **Board Member of the Board of Directors and General Manager**

Burak Ali Göçer received his BSc in Civil Engineering from Middle East Technical University and his MSc in Finance from University of San Diego. He began his professional career at Interbank in 1995 and later worked at Bayındırbank. In 1999, Mr. Göçer started working as Director of the Digital Banking Department at Garanti BBVA. He was promoted to Online Banking Unit Manager in 2002. Between 2004 and 2007, Mr. Göçer took a break to his professional career and established several online service providers. After the founding of Garanti BBVA Mortgage, the mortgage lending subsidiary of Garanti BBVA, he became Vice General Manager for Sales and Marketing in October 2007. Promoted to Director for Private Banking at Garanti BBVA in 2010, Mr. Göçer has worked as General Manager for Garanti BBVA Pension and Life since January 1, 2017.

## **5. Corporate Governance Committee**

To monitor competency to both corporate governance principles which aim to determine the series of relations of the Board of Directors, executives, shareholders and other stakeholders both for our company and for each other, and circular on Corporate Governance Principles in Insurance Companies, Reinsurance Companies and Pension Companies dated April 27, 2011, numbered 2011/8, and published by Undersecretariat of Treasury, Corporate Governance Committee is established with the decision of Board of Directors. The Committee is responsible for ensuring that the Company adheres to the Corporate Governance Principles, implementing necessary measures to create a general corporate governance culture, making suggestions to the Board of Directors in these matters, and monitoring the Company's compliance with the Corporate Governance Principles. The Corporate Governance Committee held one meeting in 2023 with all members present.

Avni Aydın DÜREN is the chairman of the Corporate Governance Committee. Board Member Osman Bahri TURGUT is the other member of the Corporate Governance Committee.

## **6. Corporate Governance Principles**

The corporate governance principles that shape the relations of our Company's Board of Directors, executives, shareholders and other stakeholders with both our Company and each other are as follows.

### **6.1. Garanti Pension Operates Its Activities In Accordance With The Equality, Transparency, Accountability and Responsibility Principles**

For Garanti Pension;

- Equality signifies; Company management's equal treatment to shareholders and stakeholders in all its actions and prohibition of possible conflicts of interest,
- Transparency signifies; Timely, true, complete, understandable, interpretable, cost-effectively and easily accessible public disclosure of Company's relevant financial and non-financial information, except for information that qualify as trade secret and has not been yet publicly disclosed,
- Accountability signifies; Accountability of the Members of the Board, fundamentally to the corporation's legal personality and shareholders,
- Responsibility signifies; Conformity of all of company management's activities to the legislation, articles of association and company's internal regulations, and inspection of this conformity.



## **6.2. Garanti Pension Takes The Necessary Measures That Will Allow The Company's Use Of Its Share Ownership Rights Arising From The Legislation, Articles Of Association And Other Internal Regulations**

As principle, all shareholders should be treated equally.

Our Company has an information policy that comes into force with the decision of the Board of Directors and public disclosures are made within the scope of this policy. Shareholders should not be discriminated for the exercise of their rights of access to information and review of information. All sorts of information that may affect shareholders from exercising their rights should be presented to the shareholders electronically with up-to-date information. Prior to general assembly meetings, all sorts of measures should be taken to ensure shareholders' attendance to the general assembly and they should be completely informed about the agenda of the general assembly to prevent hesitation and allow shareholders to make necessary preparations. In the General Assembly meetings, the issues on the agenda should be conveyed in an objective, detailed, clear and comprehensible manner; the shareholders should be provided with the opportunity to state their opinions and ask questions under equal circumstances, and a healthy discussion environment should be created. The General Assembly meeting for the activities of 2022 was held on 31.03.2023 and all shareholders were represented by proxy. There is no stakeholder with minority rights.

There are no implementations obstructing the exercise of rights in both Company's Articles of Association and other internal bylaws. Each shareholder should be provided the opportunity to exercise his/her voting right as easy and properly as possible.

Shareholders' voting rights are regulated in Article 19 of the Articles of Association. According to this; shareholders have one vote for each share. There is no privilege for voting. Voting procedure should be announced to shareholders prior and at the start of the meeting.

The shareholders did not request for a special auditor during the period.

The utmost care should be given to the exercise of minority rights.

The Company's dividend distribution practices are regulated in Article 22 of the Articles of Association. The dividend distribution policy prepared in accordance with the legislation and the Articles of Association is publicly disclosed on our corporate website. There should be coherence between the interests of shareholders and interests of the company for the dividend procedures. Issues related to dividend procedures should be submitted to the review of shareholders at the general assembly meeting, set out in the activity report and publicly disclosed in accordance with the information policy. According to Article 6 of the General Assembly dated 31.03.2023, in which the activities for 2022 were discussed, 650 million TL of the distributable profit of the end of 2022 was paid to the shareholders on 26 April 2023 in proportion to their shares.

## **6.3. Garanti Pension Transparently Performs Its Tasks and Transactions**

Information that will be disclosed to the public that can affect the financial position and activity results should be timely, truly, completely, understandably, up-to-date and easily accessibly

submitted to the public. This information can be accessed from the annual activity reports and continuously updated corporate website ([www.garantibbvaemeklilik.com.tr](http://www.garantibbvaemeklilik.com.tr)).

Our Company's website should be actively used for public disclosure.

In addition to the information stated by the article 13, paragraph three, sub-paragraph (a) titled 'Obligation To Set Up A Website' of the Regulation on Notifications Regarding Insurance Contracts published in the Official Gazette dated October 28, 2007 and numbered 26684, our Company's website contains;

- Corporate information about our Company in Turkish and English,
- Trade registration information,
- Articles of Association,
- Shareholding Structure,
- Details about the Members of the Board of Directors and Committees,
- Activity Reports,
- Financial statements from the current year and the last five years including the independent audit reports and footnotes,
- Corporate Governance Principles and Corporate Governance Principles Compliance Report,
- Information Policy,
- Dividend Distribution Policy,
- General Boards,
- Information about the Main Shareholders,
- Corporate Social Responsibility,
- Company's Mission and Vision,
- Information about pension investment funds

shall be provided.

Board of Directors should draft principles stating the information policy about public disclosure, submit to the general assembly and disclose them to the public. The code of conduct of our company should be disclosed to the public in accordance with the information policy.

The dividend procedures determined by the General Assembly should be found in the activity report and disclosed to the public in accordance with the information policy.

Activity report should be drafted with adequate detail, allowing the public to reach all sorts of information about our Company's activities.

### **Corporate Website and Content**

Our corporate website ([www.garantibbvaemeklilik.com.tr](http://www.garantibbvaemeklilik.com.tr)) contains general information about the company, our purpose and values, activity reports, and financial charts. Besides given information, information on private pension, life and unemployment insurance products is also available in our website. Our website also contains information about our fund returns, "Garanti Emeklilik YAŞA", "fast receipt", "happy retirement calculation", campaigns and new developments. It is offered to the use of our customers in the internet branch covered by our website. There is also an infrastructure for receiving online applications from our website.

## **6.4. Garanti Pension Protects The Rights Of Stakeholders Independently**

Upon conflicts of interest between stakeholders or in case a stakeholder is involved with multiple interest groups; the adopted policy should be as balanced as possible for the protection of rights.

All sorts of measures should be taken to ensure customer satisfaction in offering products and services. For trade secrets, attention should be paid to the confidentiality of information about customers and suppliers. Necessary measures should be taken to establish good relations between our company and customers and suppliers, far from any unfair advantages, and adapt to the terms of the contracts signed between the parties.

The policy of providing equal opportunities to anyone under equal conditions should be adopted for recruitment applications and career planning. Succession planning and personnel backup have been established to identify new managers to be assigned for the positions and positions that are anticipated to cause disruptions in the management of the Company.

In order to ensure a cooperative management environment, meetings should be organized to inform and exchange views with employees about subjects like financial opportunities, remunerations, career, training and health. Employees or their representatives should be informed about decisions or developments about employees.

Executives should define and announce the job definitions and distributions to the employees.

A safe working environment and conditions should be established for the employees and these conditions should be constantly improved. Measures should be taken to protect employees from physical, psychological and emotional mistreatment inside the company.

There should be awareness for social responsibilities; environmental, consumer and public health regulations as well as code of conduct should be followed and the Company's activities on these issues should be disclosed to the public.

## **Ethical & Accuracy Principles**

Our highly valued code of conduct is found on our intranet and it can be accessed by all our employees. In addition, all our new workers are informed about our code of conduct at their mandatory orientation program.

Our code of conduct comprises these main topics: our responsibilities to our customers, to each other, to the business, and to the community.

Our ethical and accuracy principles and indispensable values include accuracy, equality, reliability, transparency, open communication, honesty and ethical behaviour, meticulous application of laws without compromise.

## **Customer Satisfaction**

Our company aims to improve the product and service offerings and meet the internal and external customer expectations by considering all stakeholders. In order to achieve this; it gives importance to designing all systems for continuous development.

In addition to meeting the information requests of our customers, the Happy Pension Line (Mutlu Emeklilik Hattı), which focuses on the evaluation of their suggestions and resolution of their complaints, serves all customers. Our customers always have the opportunity to forward their requests, complaints, opinions and suggestions regarding the management on our website or on our Call Center (444 0 336).

In order to ensure the participation of employees in management, various meetings are organized and mutual exchange of ideas is provided. In addition, a suggestion system was developed to encourage employees to participate in management. Employees are able to share their suggestions for improvement and development through the system and the appropriate suggestions are put into practice and rewarded.

## **Sustainability**

Based on the principles laid out by Garanti BBVA, its main shareholder, Garanti BBVA Pension; In 2023, it has also worked in this direction in order to save energy throughout the company, reduce carbon emissions and ecological footprints, and support responsible and sustainable development. With a sense of responsibility towards society and the environment, studies have been carried out to help employees make environmentally friendly choices in terms of reducing energy and water use, reducing the use of paper and plastic, and saving money at all locations of the Company.

### **WWF Green Office Program**

Garanti BBVA Pension is included in the WWF Turkey Green Offices network, which aims to reduce carbon emissions, save energy, raise awareness about renewable resources, conscious use of natural resources and environmentally friendly practices.

Garanti BBVA Pension, which has the "WWF Green Office" certificate in its Head Office buildings since 2017, continued its activities in 2022 in order to increase employee awareness about recycling, to save energy and to reduce its ecological footprint.

### **6.5. Garanti Pension Board of Directors and Executives Conduct Their Activities Fairly, Transparently, Accountably and Responsibly**

The Board of Directors of Garanti Pension consists of 13 members. All 12 members except General Manager are non-executives. The Board of Directors held 21 meetings in 2023. Within the Board of Directors; Corporate Governance Committee, Audit Committee and Remuneration Committee have been formed. Working principles of committees have been established. Corporate Governance

Committee's objective has been defined as; harmonizing with the corporate governance principles and conducting the necessary activities to create such a general corporate culture, making suggestions to the Board of Directors for this purpose and monitoring our Company's harmonization with the said principles. The Corporate Governance Committee prepares a report containing its evaluations. In March of every year the committee presents it to the Board of Directors of the Company and sends a copy to the Undersecretariat of Treasury.

The Early Detection of Risk Committee has not been established under supervision of the Board of Directors, the Internal Control and Risk Management Department identifies, measures and monitors the operational and financial risks that the Company is exposed to. The activities, controls, results and actions to be taken within the scope of Risk Management are regularly reported to the Senior Management and the Audit Committee.

Board of Directors should determine the Company policy and strategy, the road map to achieve these policies and strategies, developments on these policies and strategies, procedures to follow for observation and assessment. Board of Directors should constantly and effectively review the Company's level of achievement to its goals, its activities and past performance. When necessary, it should take measures without delay, before emerge of the issue.

Board of Directors should oversee the conformity of Company activities to the legislation, articles of association, internal regulations and established policies.

Board of Directors should be responsible for drafting the periodic financial statements according to the current legislation and international accounting standards, their presentation and authenticity. Board of Directors should take a separate decision for the approval of the periodic financial statements and annual activity report.

Executives should ensure that Company affairs are carried out in accordance with the mission, vision, goals, strategies and policies; they should act according to the financial and operational plans annually approved by the Board of Directors. Executives should comply with the legislation, articles of association, company's internal regulations and policies when exercising their duties.

Executives shall not use Company's secret and undisclosed information on their own or behalf of others; they shall not spread fictional, false, misleading information, news and comments about the Company.

## **6.6. Garanti Pension Considers Its Code of Conduct, Internal Balance and Strategic Goals To Determine Its Remuneration Policy**

Board of Directors should determine the general policy about the remuneration of the board members, upper executives and other personnel.

Individuals' qualities and contributions to company's success should be considered for the remuneration and other rewards for the executives and employees.

The remunerations and all other benefits provided to the members of the Board of Directors and executives with administrative responsibility are disclosed to the public through the annual report.

## **7. Human Resources**

The basis of Garanti BBVA Emeklilik's Talent and Culture practices is employee focus, with the priority of building the best and most committed team. We invest in our employees by prioritizing their happiness and development, and provide a working environment where they can feel happy and show their talents.

As one of the leading companies in the private pension and insurance industry, Garanti BBVA Emeklilik achieved sustainable success by rapidly adapting to the Hybrid Working Model in job descriptions during the transformation process of human resources during the pandemic period and reinforced its sector leadership with its qualified human resources.

Aiming to create a culture that employees will be happy and proud to be a part of, Garanti BBVA Pension designs its Talent and Culture strategy by focusing on the happiness of its employees and provides its employees with an equal, fair and transparent working environment that will contribute to their professional and personal development. It aims to increase employee loyalty with internal communication practices that suit the needs of its employees, and a happiness-oriented corporate culture nourished by BBVA's values is created by encouraging continuous learning with career and development practices that will enable its employees to be better equipped for the competencies of both today and the future.

### **Career Planning**

Career At Garanti BBVA Emeklilik, the career journeys of all employees are determined clearly and transparently with employee-centered Career Maps. At Garanti BBVA Emeklilik, where different measurement and evaluation tools and methods based on competencies, objective and developed specifically for the position are used to place the right person in the right position, the rate of realization of employees' goals, their competencies and performances are evaluated and measured. In addition, evaluation center practices, fair performance systems, seniority periods and the Company's needs in relevant positions are decisive in career planning processes. Within the scope of Career Maps, a total of 112 employees were promoted to higher positions in 2023.

### **Recruitment**

Competency-based, objective, and position-specific measurement and evaluation methods are used in order to place the right person for the right job in recruitment. Various selection and evaluation tools such as ability tests, profile analysis, personality inventories, group interviews and competency-based interviews are used. In addition, the career portal, which offers career opportunities throughout the Group, was launched in 2022.

It is aimed to be with them during the adaptation process, to solve the problems they experience, and to measure their satisfaction levels by holding regular feedback meetings with the recruited employees at certain periods.

## **Employee Interviews**

Garanti BBVA Pension aims to be in constant communication with employees and to ensure that employees share their opinions openly and transparently, with Talent and Culture Consultancy teams that are differentiated in line with the changing needs of the Head Office and Regional teams in line with the Talent and Culture strategies. In this context, regular meetings were held with unit and regional employees in 2023. By meeting with the employees, their general satisfaction status was evaluated, and their opinions and suggestions were received and reported to the management, with the aim of developing practices that will increase employee happiness and loyalty.

The Acquaintance Club event, designed to enable new employees to get to know each other better, continued in 2023, and the "Do I Know You?" meeting was held with the Head Office teams. meetings were held and employees in different teams were able to better integrate with each other and have a pleasant time.

## **Success Award Programs**

The devoted work and high performance of employees who have different duties and responsibilities within the company are rewarded within the scope of the Achievement Reward Program. Employees nominated for the reward program are evaluated by the Achievement Reward Committee, consisting of Garanti BBVA Emeklilik employees. The participants of the committee consist of independent representatives from unit, field and telephone teams and change every year.

## **General Manager Information Broadcasts**

Live broadcast plans have been made at certain periods in order to share the developments, new projects, goals and evaluations of the Garanti BBVA Emeklilik's General Manager in the sector and the Company with the employees.