

Corporate Governance Rating

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Sector: Holding

İHLAS HOLDİNG A.Ş.

Ratings

Overall Score	8.51	AAA(Trk)/a (Stable)
Shareholders	8.19	AA(Trk)/bbb (Stable)
Public Disclosure & Transparency	8.74	AAA(Trk)/a (Stable)
Stakeholders	8.44	AA(Trk)/bbb (Stable)
Board of Directors	8.62	AAA(Trk)/a (Stable)

Company Profile

Trade Name	İHLAS HOLDİNG A.Ş.
Address	Merkez Mah.29 Ekim Cad. İhlas Plaza No:11 B/21 Yenibosna Bahçelievler/ İSTANBUL
Chairman	Mr. A. Mücahid ÖREN
CEO	Mr. A. Mücahid ÖREN
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Holding Overview

İHLAS HOLDİNG A.Ş. (Holding or Company) dates back to the establishment of Türkiye Newspaper in 1970. The Company was transformed into a holding company in 1990 and adopted its current title in 1993. In 1994, the Company went public and its shares are traded on Borsa Istanbul. through IPO in 1994. As the management company of a capital group operating in numerous sectors, the Holding is actively engaged in education, healthcare, media, construction, tourism and internal trade. As of the first quarter of 2024, the Holding employed 2,886 personnel.

The Company's paid-in capital is TL 1,500 million and 84.04% of its shares are publicly traded as of March 31, 2024. Mr. A. Mücahid ÖREN, who currently owns the Group's privileged shares, are the controlling shareholder of İhlas Holding. Investor Relations Department conducts and coordinates corporate governance activities. The general meetings have been organized by this department in compliance with the principles.

4 members of the 11-member Board bear the attributes of independence. 5 members execute managerial functions while the other 6 are non-executives. Audit, Corporate Governance and Early Detection of Risk Committees composed of independent members exist within the Board.

Strengths

- Having four independent members in the board of directors, the majority of whom are non-executive members, and committee chairs consisting of independent members,
- Transparent website with comprehensive information in Turkish and English as well as annual report prepared in accordance with the principles,
- Investor Relations Department consisting of experienced staff and managers,
- Presence of the risk management and internal control system structured in accordance with organizational framework,
- Significant investments in digitalization of management processes and human resources practices becoming more functional with the establishment of the Organizational Development Department,
- Safe working environment and conditions provided for employees.

Constraints

- The privilege on the B group shares to determine majority of board members,
- Absence of any clauses in the articles of association that broaden the exercise of minority rights beyond the current legislation,
- The chairman of the board of directors and the chief executive officer being the same person,
- Absence of female members in the board of directors and the lack of a target policy regarding this,
- Absence of "Directors Liability Insurance" for the members of the Board of Directors and senior executives,
- Lack of performance evaluation system for the members of the board of directors,
- Lack of disclosure of the per-person remuneration of the top managers and the board members.