

## Corporate Governance Compliance Report

Within the period between January 1, 2022, and December 31, 2022, MLP Care complied with its Corporate Governance Principles, in accordance with the 26<sup>th</sup> Article of the Articles of Association of the Company titled Compliance With The Corporate Governance Principles - the implementation of which is declared to be obligatory by the Capital Markets Board. Any transactions carried out and any Board Resolutions passed without complying with such obligatory Corporate Governance Principles shall be null and void, and considered to be in violation of these Articles of Association. Transactions that are considered to be of a substantial nature with regard to the implementation and compliance of the Corporate Governance Principles include substantial transactions of the Company with related parties; transactions relating to the granting of securities, pledges and mortgages in favor of third parties; and regulations of the Capital Markets Board of Türkiye relating to corporate governance. Accordingly, the Company carries out its activities in compliance with the regulations and the CMB's Corporate Governance Principles.

The Company fully complies with the compulsory principles within the scope of the Corporate Governance Communiqué n.II-17.1 in force in 2022; and also widely implemented most of the non-mandatory principles. However, our Company has not yet achieved full compliance due to the challenges encountered in the implementation of some principles, as well as ongoing discussions in Türkiye and internationally regarding compliance with certain principles, and the failure of the current market and corporate structure to comply with such principles in a proper manner. We are working on the principles not yet implemented and we are planning to put them into practice once the administrative, legal and technical infrastructure for the effective governance of our Company has been investigated.

In accordance with resolution No. 2/49 by the Capital Markets Board of Türkiye on January 10, 2019, the Company disclosed the Compliance Report Format (CRF) which indicates the compliance status of the Company with the principles of voluntary compliance and the Corporate Governance Information Form (CGIF) which indicates the existing corporate governance practices, on the Public Disclosure Platform (KAP) on March 13, 2023. The aforementioned announcements can be reached through <https://www.kap.org.tr/en/sirket-bilgileri/ozet/2118-mlp-saglik-hizmetleri-a-s>.

Among the principles that are not compulsory to be implemented from the Corporate Governance Principles, the explanations related to the different practices carried out regarding the principles not yet fully implemented by our Company, the reasons for such deviations and the measures taken to prevent conflict of interest are given below.

### 1.3. GENERAL ASSEMBLY

#### 1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions. (Partial)

The agenda of the 2021 General Shareholders' Meeting included the item detailing the amounts of all donations and contributions. However, the beneficiaries of all donations and contributions were not included. Actions are being taken for full compliance in the upcoming periods.

### 1.4. VOTING RIGHTS

#### 1.4.2 - The company does not have shares that carry privileged voting rights. (No)

Only on the matters listed on the Articles of Association Article 18 (Qualified Matters Requiring Increased General Assembly Resolution Quorum), the affirmative votes of the shareholders holding at least 85% (eighty-five percent) of the capital represented by the Class A shares shall be required.

#### 1.4.3 - The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control. (Not Applicable)

We have no subsidiary with a cross-ownership relation that provides management control.

### 1.5. MINORITY RIGHTS

#### 1.5.2-The Articles of Association extend the use of minority rights to those who own less than one-twentieth of the outstanding shares and expand the scope of the minority rights. (No)

In accordance with Article 27 of the Articles of Association, provisions of the Turkish Commercial Code, the Capital Markets Law, the capital markets legislation and other relevant legislation shall be applied in respect of matters not covered by these Articles of Association. Effective investor relations activities are conducted in order to prevent possible conflicts.

### 3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT

#### 3.2.2-Surveys/other research techniques, consultation, interviews, observation method, etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them. (Partial)

Surveys, consultation methods, etc. were held in order to obtain the opinions of stakeholders. More comprehensive actions are being planned for the upcoming periods.

### 3.3. HUMAN RESOURCES POLICY

#### 3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken. (Not Applicable)

We do not have any collective bargaining agreement. By law, our employees may join or form trade unions if they wish and, at their request, we would deduct trade union membership fees from salaries for payment to the trade union.

### 4.2. ACTIVITIES OF THE BOARD OF DIRECTORS

#### 4.2.5-The roles of the Chairman and Chief Executive Officer are separated and defined. (No)

As indicated in Article 15.9.1. of IOC (Turkish version), Shareholder Agreement signed between Company's shareholders assigned the roles of the Chairman and Chief Executive Officer to Muharrem Usta.

### 4.3. STRUCTURE OF THE BOARD OF DIRECTORS

#### 4.3.9- The board of directors has approved the policy on its composition, setting a minimum target of 25% for female directors. The board annually evaluates its composition and nominates directors to be compliant with the policy. (Partial)

Even if there is no approved Company policy on its Board of Directors' composition, the existing composition complies with this rule. We are planning to publish a policy regarding the issue in the upcoming periods.

### 4.4. BOARD MEETING PROCEDURES

#### 4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting. (Partial)

There are no limits to the external commitments of board members. However, this does not create neither any conflict nor disruption of Board of Director duties in the Company. External commitments of Board Members are announced at the General Assembly Meeting via Annual Report.

### 4.5. BOARD COMMITTEES

#### 4.5.5-The board has a charter/written internal rules defining the meeting procedures of the board. (No)

Due to having 2 independent board members, the requirement of committee chairman to be selected from independent board members, and cross related subjects of some committees, some of our Board Members take responsibilities in more than one committee.

#### 4.5.7-If external consultancy services are used, the independence of the provider is stated in the annual report. (Not Applicable)

In 2022, there was no need for external consultancy services in the committee activities. In case of having external consultancy services, necessary statements will be provided in the annual reports.

## Corporate Governance Compliance Report

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### 4.6. FINANCIAL RIGHTS

#### **4.6.1 - The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively. (No)**

The board of directors did not conduct a board performance evaluation. We are planning to appoint external consultants to conduct the board performance evaluation in the upcoming periods.

#### **4.6.4-The company did not extend any loans to its board directors or executives, nor extended its lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favor of them. (Partial)**

As stated in the Consolidated Financial Statements for the year ended December 31, 2022, and Independent Auditor's Report, the Company has net current other receivables from shareholders account from Muharrem Usta of TL 74.1 million and Adem Elbaşı of TL 2.6 million. Interest is accrued for the related receivables. Except for these disclosed accounts, the Company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favor of them.

#### **4.6.5-The individual remuneration of board members and executives is disclosed in the annual report. (Partial)**

It is stated that there were no remuneration to the other board members. Total of the salaries, premiums and similar benefits provided to executives are announced in the annual report but not disclosed individually.

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS</b>						
1.1.2 - Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	√					<a href="http://investor.mlpcare.com/en/">http://investor.mlpcare.com/en/</a>
<b>1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION</b>						
1.2.1- Management did not enter into any transaction that would complicate the conduct of special audit.	√					Annual Report printed version - Other Information Related to Operating Activities > Other
<b>1.3. GENERAL ASSEMBLY</b>						
1.3.2 -The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	√					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.					√	There are no insiders with privileged information
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	√					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.		√				The agenda of the 2021 General Shareholders' Meeting included the item detailing the amounts of all donations and contributions. However, the beneficiaries of all donations and contributions were not included. Actions are being taken for full compliance in the upcoming periods.
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	√					

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	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>1.4. VOTING RIGHTS</b>						
1.4.1-There is no restriction preventing shareholders from exercising their shareholder rights.	√					
1.4.2-The company does not have shares that carry privileged voting rights.			√			Only on the matters listed on the Articles of Association Article 18 ("Qualified Matters Requiring Increased General Assembly Resolution Quorum"), the affirmative votes of the shareholders holding at least 85% (eighty five per cent) of the capital represented by the Class A shares shall be required.
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.					√	We have no subsidiary with cross-ownership relation that provides management control.
<b>1.5. MINORITY RIGHTS</b>						
1.5.1- The company pays maximum diligence to the exercise of minority rights.	√					
1.5.2-The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			√			In accordance with Article 27 of the Articles of Association, provisions of the Turkish Commercial Code, the Capital Markets Law, the capital markets legislation and other relevant legislation shall be applied in respect of matters not covered by these Articles of Association. Effective investor relations activities are conducted in order to prevent possible conflicts.

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>1.6. DIVIDEND RIGHT</b>						
1.6.1 -The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	√					
1.6.2-The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	√					
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	√					
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	√					
<b>1.7. TRANSFER OF SHARES</b>						
1.7.1 - There are no restrictions preventing shares from being transferred.	√					
<b>2.1. CORPORATE WEBSITE</b>						
2.1.1.-The company website includes all elements listed in Corporate Governance Principle 2.1.1.	√					
2.1.2-The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	√					
2.1.4 -The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.	√					
<b>2.2. ANNUAL REPORT</b>						
2.2.1-The board of directors ensures that the annual report represents a true and complete view of the company's activities.	√					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	√					

## Corporate Governance Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>3.1. CORPORATION'S POLICY ON STAKEHOLDERS</b>						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	√					
3.1.3-Policies or procedures addressing stakeholders' rights are published on the company's website.	√					
3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues.	√					
3.1.5-The company addresses conflicts of interest among stakeholders in a balanced manner.	√					
<b>3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT</b>						
3.2.1-The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.	√					
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.		√				Surveys, consultation methods etc. were held in order to obtain the opinions of stakeholders. More comprehensive actions are being planned for the upcoming periods.
<b>3.3. HUMAN RESOURCES POLICY</b>						
3.3.1- The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	√					
3.3.2-Recruitment criteria are documented.	√					
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	√					
3.3.4-Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	√					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.					√	We do not have any collective bargaining agreement. By law, our employees may join or form trade unions if they wish and, at their request, we would deduct trade union membership fees from salaries for payment to the trade union.
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	√					
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	√					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.	√					
3.3.9 - A safe working environment for employees is maintained.	√					
<b>3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS</b>						
3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	√					
3.4.2-Customers are notified of any delays in handling their requests.	√					
3.4.3 - The company complied with the quality standards with respect to its products and services.	√					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	√					



## Corporate Governance Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY</b>						
3.5.1-The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	√					
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	√					
<b>4.1. ROLE OF THE BOARD OF DIRECTORS</b>						
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	√					
4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	√					
<b>4.2. ACTIVITIES OF THE BOARD OF DIRECTORS</b>						
4.2.1-The board of directors documented its meetings and reported its activities to the shareholders.	√					
4.2.2-Duties and authorities of the members of the board of directors are disclosed in the annual report.	√					
4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	√					
4.2.4-Information on the functioning and effectiveness of the internal control system is provided in the annual report.	√					
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.			√			As indicated in the Article 15.9.1. of IOC (Turkish version), Shareholder Agreement signed between Company's shareholders assigned the roles of the Chairman and Chief Executive Officer to Muharrem Usta.

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.2.7 - The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	√					
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	√					
<b>4.3. STRUCTURE OF THE BOARD OF DIRECTORS</b>						
4.3.9-The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.		√				Even if there is no approved Company policy on its own Board of Directors' composition, existing composition complies with this rule. We are planning to add a policy to the Articles of Association regarding this rule in the upcoming periods.
4.3.10-At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	√					
<b>4.4. BOARD MEETING PROCEDURES</b>						
4.4.1-Each board member attended the majority of the board meetings in person.	√					
4.4.2-The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	√					
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	√					
4.4.4-Each member of the board has one vote.	√					
4.4.5-The board has a charter/written internal rules defining the meeting procedures of the board.	√					

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	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.4.6-Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	√					
4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.		√				There are no limits to external commitments of board members. However, this does not create neither any conflict nor disruption of Board of Director duties in the Company. External commitments of Board Members announced at the General Assembly Meeting via Annual Report.
<b>4.5. BOARD COMMITTEES</b>						
4.5.5-Board members serve in only one of the Board's committees.			√			Due to having 2 independent board members, the requirement of committee chairman to be selected from independent board members, and cross related subjects of some committees, some of our Board Members take responsibilities in more than one committee.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.	√					
4.5.7-If external consultancy services are used, the independence of the provider is stated in the annual report.					√	In 2022, there was no need for external consultancy services in the committee activities. In case of having external consultancy services, necessary statements will be provided in the annual reports.
4.5.8-Minutes of all committee meetings are kept and reported to board members.	√					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
<b>4.6. FINANCIAL RIGHTS</b>						
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.			√			The board of directors did not conduct a board performance evaluation. We are planning to appoint external consultants to conduct the board performance evaluation in the upcoming periods.
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.		√				As stated in the Consolidated Financial Statements for the year ended December 31, 2022 and Independent Auditor's Report, The Company has current net other receivables from shareholders account from Muharrem Usta of TL 74.1 million and Adem Elbaşı of TL 2.6 million. Interest is accrued for the related receivables. Except this disclosed accounts the Company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.
4.6.5-The individual remuneration of board members and executives is disclosed in the annual report.		√				It is stated that there were no remuneration to the other board members. Total of the salaries, premiums and similar benefits provided to executives are announced in the annual report but not disclosed individually.

## Corporate Governance Compliance Report

<b>1. SHAREHOLDERS</b>	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/ etc.) organised by the company during the year	In 2022, the Company organized a total of 157 investor conferences and meetings (37 meetings at 6 conferences, 31 meetings at 8 roadshows, 89 investor and analyst meetings).
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	None.
The number of special audit requests that were accepted at the General Shareholders' Meeting	None.
<b>1.3. General Assembly</b>	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.kap.org.tr/en/Bildirim/1015063">https://www.kap.org.tr/en/Bildirim/1015063</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Materials for the General Shareholders' Meeting are provided both in English and Turkish at the same time.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no such transactions that are not approved by unanimous votes of present board members.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	There is no such related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	There is no such common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)
The name of the section on the corporate website that demonstrates the donation policy of the company	Investor Relations > Policies > Donations and Aids Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/en/Bildirim/1024221">https://www.kap.org.tr/en/Bildirim/1024221</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 18 of the Articles of Association includes information regarding the General Assembly Meetings. Article 27 indicated that the Provisions of the Turkish Commercial Code, the Capital Markets Law, the capital markets legislation and other relevant legislation shall apply in respect of matters not covered by these Articles of Association.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Representative from independent auditor, representative from ministry office, representative of legal consultant, and technical team participated in the General Assembly Meeting in 2021. There is no restriction on stakeholders' participation in General Assembly.

<b>1.4. Voting Rights</b>	
Whether the shares of the company have differential voting rights	Yes.
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	<p>Only on the matters listed on the Articles of Association Article 18 ("Qualified Matters Requiring Increased General Assembly Resolution Quorum"), the affirmative votes of the shareholders holding at least 85% (eighty five per cent) of the capital represented by the Class A shares shall be required. Each Class A and Class B shares have only one voting right. However, on the matters listed on the Articles of Association Article 18 ("Qualified Matters Requiring Increased General Assembly Resolution Quorum") are Class A shares are evaluated as privileged.</p> <p>There are 88,229,127 Class A shares in total. Lightyear Healthcare B.V. holds 53%, Sancak İnşaat Turizm Nakliyat ve Dış Ticaret A.Ş. holds 24%, Muharrem Usta holds 14%, Adem Elbaşı holds 5%, İzzet Usta holds 2%, Saliha Usta holds 1%, and Nurgül Dürüstkan Elbaşı holds 1% of Class A shares.</p>
The percentage of ownership of the largest shareholder	36.42%
<b>1.5. Minority Rights</b>	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	No.
If yes, specify the relevant provision of the articles of association	None.

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<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations > Corporate Governance > Policies > Dividend Policy
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend	<p>Approval is suggested for the Profit Distribution offer made with March 8, 2022 dated decision of the Board of Directors.</p> <p>The offer in question is given as a written memorial, the memorial is determined as being suitable and read by the Meeting Chairman. Whereas;</p> <p>"According to the Company's consolidated financial statements for the period between January 1, 2021-December 31, 2021, which were prepared and independently audited as per the Capital Markets Board's Communiqué on the "Principles of Financial Reporting in Capital Markets" (II-14.1), a Net Profit of TL 355,209,000.00 was recorded. As a result of the calculations made in accordance with the provisions of the Tax Procedure Law, Corporate Tax, and Income Tax Law a Net Profit of TL 168,673,159.51 was recorded. In order to strengthen the financial structure of the Company and further increase its financial flexibility, the Net Profit of the fiscal year of 2021 will not be distributed, and will be transferred to the "Retained Earnings" account."</p> <p>Meeting Chairman presented the read offer for voting. As the result of the voting, the offer in question is accepted unanimously and it is decided not to distribute any profit.</p>
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	<a href="https://www.kap.org.tr/en/Bildirim/1024221">https://www.kap.org.tr/en/Bildirim/1024221</a>

**General Assembly Meetings**

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Doğrudan temsil edilen payların oranı	Vekaleten temsil edilen payların oranı	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
27.04.2022	0	68.21%	0.00%	68.21%	Investor Relations > Corporate Governance > General Assembly > 2021	Investor Relations > Corporate Governance > General Assembly > 2021	None.	56	<a href="https://www.kap.org.tr/tr/Bildiri/1024221">https://www.kap.org.tr/tr/Bildiri/1024221</a>

<b>2. DISCLOSURE AND TRANSPARENCY</b>	
<b>2.1. Corporate Website</b>	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Information required by Corporate Governance Principles numbered 2.1.1. are included in the Investor Relations section on Company website.
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations > MLP Care at a Glance > Shareholder Structure
List of languages for which the website is available	Turkish and English
<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	The information on the duties of the members of the board of directors and executives conducted out of the company - Corporate Governance Section > The Board of Directors;  Declarations on independence of board members - Corporate Governance Section > Statements of Independence
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Corporate Governance Section > The Board of Directors > The Number, the Structure and the Independence of the Committees within the Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Corporate Governance Section > The Board of Directors > Working Principles of the Board Of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Other Information Related to Operating Activities > Other
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Other Information Related to Operating Activities > Other
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Other Information Related to Operating Activities > Other
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	There is no cross ownership subsidiary.
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Sustainability



## Corporate Governance Compliance Report

<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Investor Relations > Corporate Governance > Policies > MLP Care Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	246
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Discipline Committee
The contact detail of the company alert mechanism.	Etikihbar@mlpcare.com
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies.	There are many committees within the company whose responsibilities and authorities are defined in the Board, Council and Committee Manual. Both managers and employees can take part in these committees.
Corporate bodies where employees are actually represented	Management bodies that represents the employees are as follows: - Executive Committee -Discipline Committee -Academic and Ethics Committee -Organ and Tissue Transplantation Coordination Committee -Occupational Health and Safety Board -Quality Council -Drug Management Committee -Transfusion Committee -Infection Control Committee -Patient Safety Committee -Evaluation and Caring Committee -Patients Right and Satisfaction Committee -Education Committee -Facility Safety Committee -Radiation Safety Committee
<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Succession plan for the key management positions are prepared annually and are presented to the Board of Directors.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Investor Relations > Corporate Governance > Policies > MLP Care Human Rights Policy
Whether the company provides an employee stock ownership programme	There isn't an employee stock ownership programme.
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Investor Relations > Corporate Governance > Policies > MLP Care Human Rights Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	0

<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	Investor Relations > Corporate Governance > Code of Ethics
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Information was provided under the Sustainability section of the Annual Report, published on our website.
Any measures combating any kind of corruption including embezzlement and bribery	It is specified in the Company's Anti-Bribery and Anti-Corruption Policy. Investor Relations > Corporate Governance > Policies > Anti-Bribery and Anti-Corruption Policy
<b>4. BOARD OF DIRECTORS-I</b>	
<b>4.2. Activity of the Board of Directors</b>	
Date of the last board evaluation conducted	None.
Whether the board evaluation was externally facilitated	No.
Whether all board members released from their duties at the GSM	Yes.
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	There is no board member with specific delegated duties and authorities.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	5
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Information was provided under the Corporate Approach in the Sustainability section.
Name of the Chairman	Muharrem Usta
Name of the CEO	Muharrem Usta
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	As indicated in the Article 15.9.1. of IOC (Turkish version), Shareholder Agreement signed between Company's shareholders assigned the roles of the Chairman and Chief Executive Officer to Muharrem Usta. There is no PDP announcement other than IOC announcement on 25.01.2018: <a href="https://www.kap.org.tr/tr/Bildirim/655665">https://www.kap.org.tr/tr/Bildirim/655665</a>
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	<a href="https://www.kap.org.tr/en/Bildirim/1065052">https://www.kap.org.tr/en/Bildirim/1065052</a>
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Due to having ratio of 33% female directors in the Board, no additional information announced in the company website.
The number and ratio of female directors within the Board of Directors	The number of female directors within the Board of Directors is 2 (one of them is independent) out of 6 total Board of Directors. The ratio of female directors within the Board of Directors is 33%.

## Corporate Governance Compliance Report

**Composition of Board of Directors**

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting and/or Finance Or Not
Muharrem Usta	Executive Director	Not Independent Director	28.12.2005	-	Not considered	Irrelevant	No
Seymur Tari	Not Executive Director	Not Independent Director	8.05.2014	-	Not considered	Irrelevant	Yes
Haydar Sancak	Not Executive Director	Not Independent Director	6.02.2006	-	Not considered	Irrelevant	No
Hatice Hale Özsoy Bıyıklı	Not Executive Director	Not Independent Director	8.05.2014	-	Not considered	Irrelevant	Yes
Meral Kurdaş	Not Executive Director	Independent Director	14.05.2018	<a href="https://www.kap.org.tr/en/Bildirim/1015063">https://www.kap.org.tr/en/Bildirim/1015063</a>	Considered	No	Yes
Tayfun Bayazıt	Not Executive Director	Independent Director	14.05.2018	<a href="https://www.kap.org.tr/en/Bildirim/1015063">https://www.kap.org.tr/en/Bildirim/1015063</a>	Considered	No	Yes

<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical or online board meetings in the reporting period (meetings in person)	5
Director average attendance rate at board meetings	100%
Whether the board uses an electronic portal to support its work or not	No.
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	Even though the Board Charter does not include the number of minimum days ahead of the board meeting, in order to provide equal information flow all board members are provided information at reasonable days ahead of board meetings.
The name of the section on the corporate website that demonstrates information about the board charter	Article 14 of the Article of Association named Meetings of the Board of Directors, Meeting and Resolution Quorums demonstrates the relevant information. Section of The Articles of Association on the website: Investor Relations > Corporate Governance > Corporate Governance-More on Corporate Governance > Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There are no limits to external commitments of board members. However, this does not create neither any conflict nor disruption of Board of Director duties in the Company.  External commitments of Board Members announced in the company website: Investor Relations > Corporate Governance > Management and BOD > Board of Directors

<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented.	Corporate Governance Section > The Board of Directors > The Number, the Structure and the Independence of the Committees within the Board Of Directors
Link(s) to the PDP announcement(s) with the board committee charters	Board committee charters are announced at Prospectus in April 30, 2021 with PDP announcement. PDP Announcement link: <a href="https://www.kap.org.tr/en/Bildirim/934146">https://www.kap.org.tr/en/Bildirim/934146</a>

#### Composition of Board Committees-I

<b>Names Of The Board Committees</b>	<b>Name Of Committees Defined As Other In The First Column</b>	<b>Name-Surname of Committee Members</b>	<b>Whether Committee Chair or Not</b>	<b>Whether Board Member or Not</b>
Audit Committee	-	Tayfun Bayazıt	Yes	Board Member
Audit Committee	-	Meral Kurdaş	No	Board Member
Corporate Governance Committee	-	Tayfun Bayazıt	Yes	Board Member
Corporate Governance Committee	-	Meral Kurdaş	No	Board Member
Corporate Governance Committee	-	Hatice Hale Özsoy Bıyıklı	No	Board Member
Corporate Governance Committee	-	Deniz Can Yücel	No	Not Board Member
Other	Nomination and Remuneration Committee	Meral Kurdaş	Yes	Board Member
Other	Nomination and Remuneration Committee	Tayfun Bayazıt	No	Board Member
Other	Nomination and Remuneration Committee	Hatice Hale Özsoy Bıyıklı	No	Board Member
Committee of Early Detection of Risk	-	Meral Kurdaş	Yes	Board Member
Committee of Early Detection of Risk	-	Tayfun Bayazıt	No	Board Member
Committee of Early Detection of Risk	-	Hatice Hale Özsoy Bıyıklı	No	Board Member

## Corporate Governance Compliance Report

<b>4. BOARD OF DIRECTORS-III</b>	
<b>4.5. Board Committees-II</b>	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	<p>Corporate website - Investor Relations &gt; Corporate Governance &gt; Management and BOD &gt; Board Committees &gt; MLP Care Audit Committee Charter</p> <p>Annual report -Corporate Governance Section &gt; The Board of Directors &gt; The Number, the Structure and the Independence of the Committees within the Board of Directors</p>
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	<p>Corporate website - Investor Relations &gt; Corporate Governance &gt; Management and BOD &gt; Board Committees &gt; MLP Care Corporate Governance Committee Charter</p> <p>Annual report -Corporate Governance Section &gt; The Board of Directors &gt; The Number, the Structure and the Independence of the Committees within the Board of Directors</p>
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	<p>Corporate website - Investor Relations &gt; Corporate Governance &gt; Management and BOD &gt; Board Committees &gt; MLP Care Nomination and Remuneration Committee Charter</p> <p>Annual report -Corporate Governance Section &gt; The Board of Directors &gt; The Number, the Structure and the Independence of the Committees within the Board of Directors</p>
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	<p>Corporate website - Investor Relations &gt; Corporate Governance &gt; Management and BOD &gt; Board Committees &gt; MLP Care Early Detection of Risk Committee Charter</p> <p>Annual report -Corporate Governance Section &gt; The Board of Directors &gt; The Number, the Structure and the Independence of the Committees within the Board of Directors</p>
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	<p>Corporate website - Investor Relations &gt; Corporate Governance &gt; Management and BOD &gt; Board Committees &gt; MLP Care Nomination and Remuneration Committee Charter</p> <p>Annual report -Corporate Governance Section &gt; The Board of Directors &gt; The Number, the Structure and the Independence of the Committees within the Board of Directors</p>

<b>4.6. Financial Rights</b>	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	MLP Care in 2022
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Investor Relations > Corporate Governance > Policies > Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Other Information Related to Operating Activities > Compensation and Benefits Provided to Board Members and Senior Managers

#### **Composition of Board Committees-II**

<b>Names of the Board Committees</b>	<b>Name of Committees Defined as Other in the First Column</b>	<b>The Percentage of Non-executive Directors</b>	<b>The Percentage of Independent Directors in the Committee</b>	<b>The Number of Meetings Held in Person</b>	<b>The Number of Reports on its Activities Submitted to the Board</b>
Audit Committee	-	100%	100%	5	5
Corporate Governance Committee	-	75%	50%	4	4
Other	Nomination and Remuneration Committee	100%	67%	2	2
Committee of Early Detection of Risk	-	100%	67%	6	6