



## ***Corporate Governance Compliance Rating Report***

**Darüssafaka**  
1863 **SOCIETY**

***Darüssafaka Society***

27 December 2024

Validity Period 27.12.2024-27.12.2025

## LIMITATIONS

The revised Corporate Governance Compliance Rating Report, prepared by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. on Darüşşafaka Cemiyeti, has been prepared in accordance with the Corporate Governance Principles Compliance Rating Methodology based on the CMB's Corporate Governance Principles.

The Corporate Governance Compliance Rating Report issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. is based on 69 copies of documents, data and files electronically transmitted by the concerned Non-Governmental Institution, the Independent Audit Report prepared by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. dated 16 April 2024, and the Audit Report dated 18.04.2024 presented at the General Assembly where the activities of the Darüşşafaka Audit Board for 2023 were discussed, data open to general public and examinations made by our rating experts on site.

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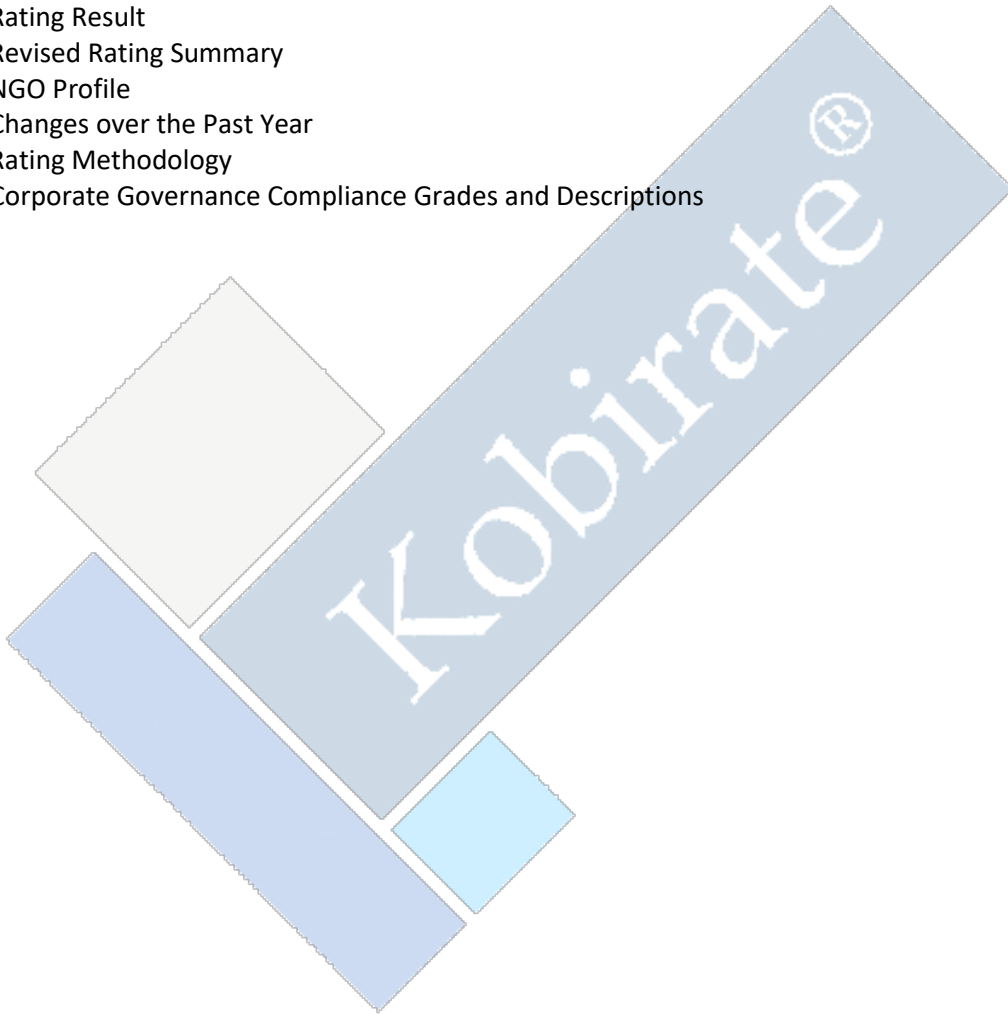
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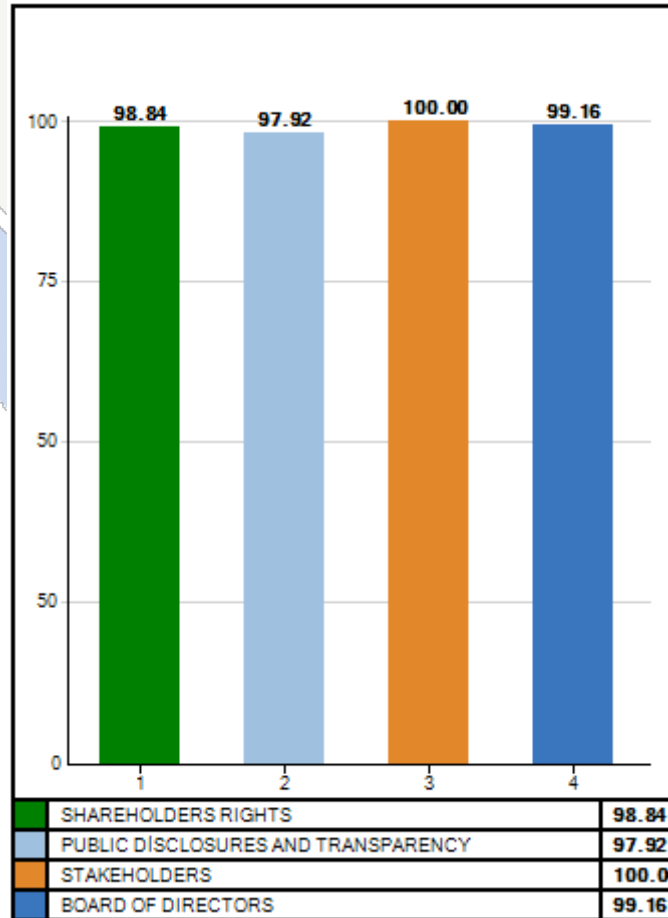


## DARÜŞŞAFKA CEMİYETİ

### 1. RATING RESULT

CMB CORPORATE GOVERNANCE  
PRINCIPLES COMPLIANCE GRADE

9.89





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(License Number: 702999)

## 2. REVISED RATING SUMMARY

This report of rating of compliance of Darüşşafaka Cemiyeti with the Corporate Governance Principles is concluded through onsite examinations of the documents and information open to the public, interviews held with executives and persons involved, and other examinations and observations.

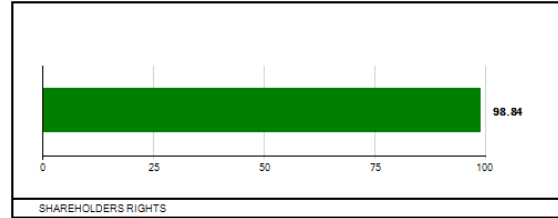
The study has been held in accordance with the NGO Corporate Governance Compliance Rating Methodology developed by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. In the methodology and rating process, the Capital Markets Board's Communiqués on Corporate Governance and Rating Agencies and good corporate governance practices were taken as basis.

The rating study was carried out under the headings of Shareholders, Public Disclosure and Transparency, Stakeholders and the Board of Directors. Darüşşafaka Cemiyeti's Corporate Governance Compliance Rating Score has been revised upwards to **9.89**, according to the methodology prepared by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. for "Non-Governmental Organizations" within the framework of the above headings and as a result of examining and evaluating 302 criteria.

This result indicates that DARÜŞŞAFKA CEMİYETİ fully complies with the Corporate Governance Principles; it has established a consciousness and culture of responsibility towards its members, benefactors, beneficiaries, public and all other stakeholders and Society, and its activities related to transparency and disclosure are at a high level; its internal control systems have been established and are functioning, and the structure and working principles of its Board of Directors are in line with the Corporate Governance Principles.

The evaluations for the reviewing period are under the following section headings.

### SHAREHOLDERS (INTERNAL AND EXTERNAL STAKEHOLDERS)



The Shareholders (Internal and External Stakeholders) Section: This section evaluates the foundation based on **86** criteria under six subheadings, including **Facilitating Membership Rights, Responsibilities and Obligations of Members, Right to Receive Information and Examine, Right to Participate** in General Assembly Meetings, Voting Rights, Voluntary Individuals and Organizations, Donators, Public Institutions and Organizations, and other NGOs. In this section, the foundation's revised score is **98.84**.

The Darüşşafaka Cemiyeti was established on March 30, 1863, by an imperial decree under the name "Cemiyet-i Tedrisiye-i İslamiye" (Ottoman Association of Education). Since 1940, it has been operating as a "public-benefit association" by a decision of the Council of Ministers. As of the report date, the Society, which has a 161-year history, has 952 members. Membership in the Society is regulated between Articles 8 and 16 of its charter and is classified into two types: full membership and honorary membership.

During the reviewing period, according to the amendment made to Article 11 of the bylaws at the ordinary general assembly meeting held on May 11, 2024, the third paragraph of Article 9 regarding membership was revised, allowing full membership registration upon payment of the entrance fee. Additionally, in accordance with the third paragraph of Article 13 of the bylaws, individuals whose

membership had been revoked were granted the opportunity to reapply.

Membership relations at Darüşşafaka are carried out by Mr. Tefvik SÖZBİR. It has been observed that the aforementioned executives are at a sufficient level with the knowledge and experience required by the task and play an active role in protecting and facilitating the use of membership rights, especially the right to obtain and review information. The member registry is also followed by the same employee, and it has been observed that these records are organized and up to date.

In the examinations made on the records and in the discussions with the officials, it has been understood that the corporate governance principles are carefully observed in exercising all rights related to the stakeholders by the Society.

Any data that might affect the exercise of members' rights is currently at disposal of members on the Society's internet website.

The "Disclosure Policy" approved by the Board of Directors is published on the Society's corporate website, and the member's right to receive information is explained in detail within the scope of this policy.

The right to receive and review information has been extended to include beneficiaries, benefactors and all strata of Society, not just members.

The highest authority and decision-making body of the Darüşşafaka Cemiyeti is the General Assembly. All regulations concerning the General Assembly are outlined in Articles 18-26 of the association's bylaws. The General Assembly meeting, where the activities of 2023 were discussed, was held on May 11, 2024. It is stipulated by Article 18 of the Society's Bylaws that members who have paid all their dues and do not owe any dues until the end of the previous year can attend the General Assembly. Within the scope of this article, it has been determined that 239 members from 561 Darüşşafaka Cemiyeti

Members, who do not owe dues as of 31.12.2023, attended the general assembly meeting.

The invitation to the assembly was announced in a national newspaper dated 08.03.2024 and announced on the corporate website of the Society. In addition, invitations, agendas and attachments were sent to all members by e-mail and shared with the public through the website.

According to Article 26 of the Society's Bylaws, each member has only one voting right, and in accordance with the relevant laws, regulations and the Society's Bylaws, each member can exercise their right to vote personally by attending the meeting.

The General Assembly call and meeting minutes are shared with the public annually on the official website.

As a result of the examination of the prepared documents and minutes, it was understood that the members were properly informed about the agenda items before the General Assembly, all members were given the right to speak while the agenda items were being discussed, and the necessary opportunity was provided to discuss all aspects of the issues.

All the full and substitute members of the board of directors and the majority of the regular and substitute members of the supervisory board attended the general assembly meeting.

There is no general assembly resolution of the Society from the previous period that has not been implemented.

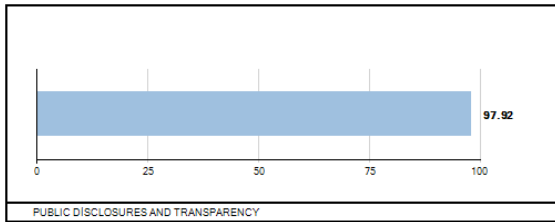
The Society adheres to widely accepted scientific, technical accuracy, and integrity principles in all research, information, and statements provided to external stakeholders when seeking support for its mission.

In addition to collaborations with public institutions, organizations, and other NGOs, the Society's international activities, including

its membership in foreign associations and organizations, have contributed to the reasoning behind the grade increase in this section.

Providing information about employee salaries at General Assembly meetings and allowing members to express their opinions and suggestions on this matter has been identified as an area for improvement in this section.

#### PUBLIC DISCLOSURE AND TRANSPARENCY



Public Disclosure and Transparency department; As a result of **48** criteria review under three headings, **Public Disclosure Principles and Tools, Corporate Website and Activity Reports**, the grade of this section was confirmed as **97.92**.

Society has created its disclosure policy and has disclosed it to the public. The Disclosure Policy was presented to the attendees as the 11th item of the agenda at the General Assembly held on 06.04.2019.

Many up-to-date information about the Society and its activities, which are listed in the principles and that members, benefactors, beneficiaries and all stakeholders may need, are available on the corporate website.

The Society's official website provides access to all relevant reports and information for the public, stakeholders, and other interested parties. These include Activity Reports, Financial Reports, Independent Audit Reports, Audit Committee Reports, announcements related to the Society's general principles and policies, as well as details on the Board of Directors, committees, and commissions. It has been observed that this information is consistent with the disclosures made in

accordance with the provisions of the relevant legislation and does not contain contradictory and incomplete information. The corporate website is designed with a convenient, easily accessible structure and is published in English and Turkish simultaneously.

The Society's corporate website is constantly being updated. Under the leadership of the Information Security Management team, in collaboration with Quality Management, efforts have been made to upgrade the existing ISO-27001 certification from the 2013 version to the 2022 version. Additional work has been carried out on the new information security scope topics introduced by the updated standard, and the system has been prepared for audit.

The Society has now completed its fourth year on its Integrated Reporting journey. Integrated activity reports contain detailed information about the activities of the Society and to inform all stakeholders and are prepared in a very comprehensive manner. With its 2023 Integrated Report, Darüşşafaka Cemiyeti ranked first place in all 6 categories it applied for at the Marcom Awards, known as the "Oscar of Activity Reports," and was deemed worthy of the "**Platinum**" award.

In addition to the quarterly information letters shared with Society members and Darüşşafaka alumni, monthly information letters have also continued to be sent to the e-mail addresses of members and alumni. The monthly information letters sent to Society members have been formatted as newsletters this year to make them easier to read.

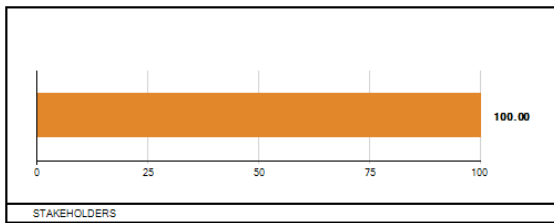
The independent external audit for 2023 regarding the financials of the Society and its affiliated institutions was conducted by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., and a qualified opinion was issued in the report. The reason cited was the lack of provisions in the financial statements for liabilities related to certain donors benefiting from the Society's services during their lifetime.



It has been learned from the officials and the independent audit report that no event took place with the independent audit company or with its auditors that could damage this company's independence, and there was no legal conflict with it.

Including information on the individual salaries and benefits provided to NGO executives and employees, along with the criteria used to determine them, in the Society's annual activity report would be considered appropriate.

### STAKEHOLDERS



This section was evaluated using **49** criteria under the headings of **Civil Society Policies Regarding Stakeholders, the NGO's Human Resources Policy, and the Code of Ethics and Social Responsibility**. The grade achieved by the Foundation regarding this section has been confirmed as **100**.

The stakeholders of the Society have been identified across a wide range, including Society members, students, Darüşşafaka alumni, parents, donators, residence donators, government institutions, non-governmental organizations, Board of Directors members, Audit Committee members, professionals, other educational institutions, Darüşşafaka Sports Club, private sector organizations, media outlets, and suppliers.

The stakeholders are adequately informed about the NGO's policies and procedures regarding the protection of their rights.

In December 2023, an e-survey was conducted to understand the external environment from the perspective of the Society's stakeholders, to evaluate a SWOT analysis (assessing Darüşşafaka Cemiyeti's strengths, areas for

improvement, opportunities, and threats), to measure the perception of being "Darüşşafakalı," (a part of Darüşşafaka) and to identify the essential "materiality" criteria in areas where it creates value. The survey was sent to 15 different stakeholder groups, including Darüşşafaka students, parents, alumni, Audit Committee members, corporate and individual donators, regular donators, will donators, residence donators, supplier companies, non-governmental organizations, public institutions, private schools, state schools, universities, and media representatives, to measure their perception of Darüşşafaka. The survey results were published in the 2023 Integrated Report.

Board members and managers use the donations received by the NGO in accordance with its purpose and to obtain maximum benefit. It can be evaluated without causing any unnecessary decrease in the assets of the NGO and without giving rise to any doubt.

It has been ensured that the aid in the form of goods, services or others obtained from donators and suppliers is allocated fairly to the service of the users, without discrimination among the beneficiaries such as language, religion, political opinion, etc. Necessary care is taken to ensure that any information regarding internal and external stakeholders and suppliers is not disclosed without their consent.

According to the Stakeholder Survey results, 31% of Darüşşafaka Cemiyeti stakeholders prefer donating to education-focused NGOs, 29% to environmental organizations, 18% to rights-based organizations, 11% to health-focused NGOs, and 11% to organizations focused on aid and solidarity.

In September 2024, a cloud-based SaaS (Software as a Service) system adaptation project was implemented to manage and plan staff training through online platforms. The system was launched in November and made accessible for management by the Human Resources Department.

An application project for managing Darüşşafaka's processes modeled according to BPMN 2.0 standards, initiated in January 2024, was completed in May. Within the scope of the first project, existing workflows related to Real Estate Management were modeled and defined in the system. Subsequently, processes for departments related to Real Estate, such as Legal Affairs and Residence Donation Management, were modeled. Following these, efforts continued with workflows for Human Resources Management, Procurement, and Warehouse Reports on improvement efforts for the initially defined Real Estate Management processes were also prepared.

The **ISO 9001** 2nd Surveillance Audit was **successfully completed in April 2024 with one minor finding**. The **ISO 27001** 3rd Surveillance Audit is scheduled for December 2024. Efforts continue to create the **ISO-45001** Occupational Health and Safety Management System in June 2025 and complete its certification.

The "Occupational Safety and Risk Management Unit" has been established under the Deputy Secretary General of Facility Services and continues its work with the support of the OHS Consultancy Service. The said unit reports to the Deputy General Secretary of Facility Services, the General Secretary of the Darüşşafaka Cemiyeti and the General Manager of Darüşşafaka Educational Institutions.

A process has been developed to digitally follow the personnel recruitment and firing processes and to help automate user operations.

Risk management activities are continuously carried out by the Occupational Safety and Risk Management Unit, covering phases such as risk identification, action plan monitoring, and improvement efforts. Corporate Risk Management continues to utilize the Failure Mode and Effects Analysis (FMEA) method across all units.

The process-based (Process FMEA) work has also been maintained by all units within the

Society throughout 2024. As part of Corporate Risk Management efforts in 2024, the QDMS software was purchased, and the installation of risk and action modules was completed. The phases of identifying risks and monitoring action plans are conducted on an ongoing basis and include improvement activities.

The outputs of Corporate Risk Management are also monitored by the "Early Detection of Risk Commission," which operates under the Board of Directors.

There is a comprehensive code of ethics that all members, management and employees must comply with, and necessary information has been provided for those concerned to act in accordance with these rules.

There is an "Ethics Committee" in the Society that monitors compliance with ethical rules. The system created in the communication section of the Society's corporate website is active in order to provide applications from outside the institution to the Ethics Committee, and applications are also received through this system.

The Ethics Committee continues its activities in line with the 2023 Action/Activity Plan. The Ethical Guidelines outline the framework for the NGO's collaborations with local, national, and global communities, other NGOs, institutions, and organizations aimed at meeting the needs of the identified target audience within the goal of sustainable development.

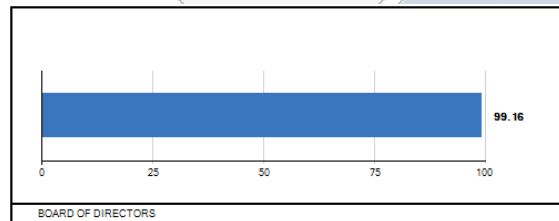
The first Corporate Carbon Footprint Report for 2023 has been prepared. The work was conducted in compliance with the ISO 14064-1:2018 standard, using emission factors from IPCC, DEFRA, and the national grid (for electricity consumption). This work aimed to determine the current status, focusing on Scope 1 and Scope 2 data for the first period (2023). Based on the calculations, the total carbon footprint was determined to be 44,149.39 tCO<sub>2</sub>e. Two electric vehicles were initially procured as part of the carbon footprint improvement efforts. In the 2024

Corporate Carbon Footprint Reporting efforts, Scope 3 data has been included in addition to Scope 1 and Scope 2, and data collection continues to establish the current situation.

The Society continues its work in the field of sustainability. In 2024, the Darüşşafaka Cemiyeti published its second "Sustainability Impact Report." The report covers the management approach and goals related to the social, economic, and environmental impacts of the activities of Darüşşafaka and its affiliated institutions. Additionally, it summarizes the Society's contribution to the United Nations' Sustainable Development Goals.

The developments presented under the Stakeholders heading also reflect the corporate sustainability approach of the Darüşşafaka Cemiyeti and are disclosed to the public in the 2023 integrated annual report.

The Society has fully complied with the principles and practices under this main heading.



In the Board of Directors section, an evaluation was made with **119** criteria under the headings of **the Function of the Board of Directors, Principles of Activity of the Board of Directors, Structure of the Board of Directors, Form of Board Meetings, Committees Established within the Board of Directors and Financial Rights Provided to Board Members and Senior Managers**. The grade reached by the Society has been revised to **99.16**.

This note indicates that the Society has continued to enhance its compliance with the CMB's Corporate Governance Principles.

As per the Bylaws, the Board of Directors of the Society is elected by the General Assembly by secret ballot as 15 (fifteen) full and 5 (five) substitute members.

The number of members of the board is sufficient for the members of the board of directors to carry out productive and constructive work and for the formation and organization of commissions (committees) effectively. Again, in Article 29 of the Bylaws, there is the statement, "Re-election is held every year instead of one-third of the Members of the Board of Directors in accordance with the provision of Article 27, the member whose term has expired can be re-elected". In accordance with this article, 1/3 of the Board of Directors of the Society is re-elected every year.

In the Board of Directors of, 8 (eight) female and 7 (seven) male members serve as permanent members, and the gender ratio is 53% in favor of female members. The ratio was 55% with 11 (eleven) members each, including associate members. The rate of female members was evaluated as positive.

It has been determined that the Board of Directors has defined its strategic goals in order to achieve the goals set in the Society's Bylaws. This purpose of the Society can be presented in a clear, informative and motivating way for various stakeholders, including members, beneficiaries, benefactors, volunteers, employees, media and all layers of Society. An internal control mechanism has been established, and it has been ensured that it works effectively.

The quorum for Board of Directors meetings is at least eight members. Decisions are taken with the majority of the members attending the meeting. In the case of a tie, the side supported by the Chairman prevails.

The Chairman of the Board (with a maximum term of six years), Vice Chairs, and the Treasurer form the Executive Board. The duties, working principles, and procedures of

the Executive Board are determined by the Board of Directors. (Bylaws Article 44)

No lawsuit has been filed against the members of the Board of Directors due to their activities.

The duties of the Chairman of the Board of Directors and General Secretary are carried out by different people. To protect the interests of the NGO, apart from assignments made by the Board of Directors, the Secretary General/General Manager has not assumed any other roles outside the organization.

The Corporate Governance Committee conducts an annual Performance Evaluation of the Board's operations, sharing the survey results with Board Members along with improvement recommendations.

The Board of Directors convened 36 (thirty-six) times in 2023 and took 63 (sixty-three) decisions. As of December 2024, 32 (thirty-two) meetings were held and 60 (sixty) decisions were taken. The Board has 2 (two) more meetings planned until the end of the year. The Executive Board, consisting of the Chairman, Vice Chairman, and Treasurer, held 29 meetings in 2024, with four more meetings planned by the end of the year.

It has been observed that the Audit, Corporate Governance and Early Detection of Risk Committees (Commissions) referred to in the Principles have been established, and the working principles have been prepared as written documents. The results of the board meetings are shared with the Board of Directors as annexes to reports.

In addition to these three main commissions listed in the principles, 7 (seven) separate commissions and specialty committees have been established to support the effective and dynamic management of the Society.

These committees are detailed below:

**Education Committee:** Contributes to ensuring that the educational and teaching

activities of the educational institutions align with Darüşşafaka's mission, embrace all social and technological developments required by the modern era, and continue at a high and qualified academic level. (Consists of 13 members)

**Asset Management Committee:** Observes the management practices of all assets and liabilities belonging to the Society in terms of operation and effectiveness, identifies deficiencies that hinder the achievement of goals, and makes improvement recommendations. (Consists of 9 members)

**Donations, Communication, and Resource Development Committee:** Strengthens the Society's brand recognition and reputation as a trusted organization among the public, ensures accessibility to all segments of the Society, increases potential in terms of donations and resource development, and identifies new strategies for expansion. It also presents results and recommendations regarding these matters. (Consists of 10 members)

**Student Selection, Enrollment, and Admission Committee:** Monitors and provides recommendations on the selection of students who will study at Darüşşafaka Educational Institutions, the organization of exams, student registration and admission, and the implementation of orientation programs. (Consists of 21 members)

**Darüşşafaka Culture and History Committee:** Supports the embedding of Darüşşafaka's historical and cultural awareness primarily among students and alumni, as well as among all stakeholders. It also emphasizes the NGO's place and importance in the country's history and culture, reinforces brand recognition and reputation, and contributes to the development of strategies and policies toward these objectives. (Consists of 5 members)

**Digital Transformation Committee:** Contributes to ensuring Darüşşafaka's adaptation to the requirements of the digital age, supporting transformation and

development. It provides recommendations on integrating global best practices in information and technology into the system. The committee also anticipates future digital applications, assists in the creation of a Digital Transformation Strategy and Roadmap, and supports the establishment of the necessary infrastructure for implementation. (Consists of 9 members)

**Residences and Residence Governance Committee:** Identifies deficiencies in the residence system that hinder the achievement of set goals and offers corrective and developmental recommendations. Additionally, it evaluates the membership admission conditions for residences, residence applications, and existing member applications and complaints. Furthermore, it aims to reinforce Darüşşafaka's brand recognition and trusted reputation among the public through residence-related practices and works toward increasing potential in terms of resource development. (Consists of 8 members)

The committees established by the Board of Directors have been formed with a sufficient number of competent experts in their respective fields, with particular attention given to ensuring that the committee chairmen are members of the Board of Directors.

The duration of committee operations has been aligned with the terms of the Board of Directors, and all work carried out by the committees and commissions is documented and recorded in writing.

A competency assessment and goal card tracking system has been established and formalized as part of the performance evaluation system for senior executives.

The remunerations, rights and obligations of senior executives are collectively disclosed in the relevant sections of the activity reports.

The structure of the NGO's Board of Directors, the gender ratio within the Board, the committees established under the Board and

their structures, as well as the regular performance evaluation methods for the Board and senior executives are the key factors contributing to the grade increase in this section.

### 3. INTRODUCTION OF THE NON-GOVERNMENTAL ORGANIZATION



**Title of the NGO** : Darüŝafaka Cemiyeti  
**Address of the NGO** : Darüŝafaka Mah. Darüŝafaka Cad. No:5/9 34457 Maslak  
Sarıyer/İSTANBUL  
**Phone number of the NGO** : (0212) 939 2800  
**Fax number of the NGO** : (0212) 276 5011  
**Website of the NGO** : [www.darussafaka.org](http://www.darussafaka.org)  
**Date of Incorporation** : 1863  
**The Province where the NGO Center is Located:** İstanbul  
**Line of Business of the NGO** : Education

**NGO's Representative in Charge of Rating:**

**Suat ÇETİN**

**General Secretary**

[suat.cetin@darussafaka.org](mailto:suat.cetin@darussafaka.org)

**(0212) 939 2802**

**GOVERNING BODIES AND COMMISSIONS AS OF THE REPORT DATE**  
**Darüşşafaka Cemiyeti Board of Directors**  
**(2024-2025)**

Name/ Surname	Title
Oğuz Güleç (DŞ'72)	Chairman
Erman Süsler (DŞ'75)	Deputy Chairman
Zeynep Necipoğlu	Deputy Chairman
Mustafa U. Demirci (DŞ'71)	Deputy Chairman
Eşref Biryıldız(DŞ'73)	Treasurer
Cem Şipal(DŞ'82)	Permanent Member of Board of Directors
Prof. Dr. Esra Ekmekci Çalıcıoğlu	Permanent Member of Board of Directors
Dr. Serpil Tunçer (DŞ'79)	Permanent Member of Board of Directors
Prof.Dr. Feryal Çelikel	Permanent Member of Board of Directors
P.Nesrin Bayazıt (DŞ'79)	Permanent Member of Board of Directors
Vedat Bayrak (DŞ'74)	Permanent Member of Board of Directors
İpek Üstündağ	Permanent Member of Board of Directors
Dr. Melek Eyigünlü	Permanent Member of Board of Directors
Burak İ. Çetinceker (DŞ'02)	Permanent Member of Board of Directors
Büşra Giray (DŞ'14)	Permanent Member of Board of Directors
Akın Rota	Associate Member of Board of Directors
Nilgün Özdemir (DŞ'79)	Associate Member of Board of Directors
Sabiha Gürdemir(DŞ'07)	Associate Member of Board of Directors
Ulaş Çavdar (DŞ'12)	Associate Member of Board of Directors
Kıvılcım Pınar Kocabiyik	Associate Member of Board of Directors

In accordance with the Society's bylaws, following the election held during the Ordinary General Assembly Meeting on May 11, 2024, for members whose terms had expired, the Board of Directors now consists of newly elected members along with those whose terms are ongoing. The list of the current Board of Directors is provided above.

**Darüşşafaka Cemiyeti Board of Supervisors**  
**(2024-2027)**

Name/ Surname	Title
A.Kamil Uzun	Chairman of Board of Supervisors
Zafer Boztuna (DŞ'77)	Member of the Board of Supervisors
Süleyman Morbel (DŞ'90)	Member of the Board of Supervisors
A.Engin Ergüden	Associate Member of Board of Supervisors
M. İsmail Özsürücü (DŞ'69)	Associate Member of Board of Supervisors
Aydın Yağcı (DŞ'01)	Associate Member of Board of Supervisors

**Darüşşafaka Cemiyeti Court of Honor**  
**(2024-2027)**

Name/ Surname	Title
Mithat Günay Yazgıç (DŞ'58)	Member of Court of Honor
Halit Yurdal Tilki (DŞ'59)	Member of Court of Honor
Ergün Bankoğlu (DŞ'62)	Member of Court of Honor
Mehmet Buçukoğlu(DŞ'63)	Member of Court of Honor
Davut Ökütçü (DŞ'65))	Member of Court of Honor

## Directors of the Darüşşafaka Cemiyeti and its Affiliated Institutions

Name/ Surname	Title
Suat Çetin	General Secretary
Av. Dr. İnci Ercan	Chief Legal Counsel
Gökhan Tarhan	IT and Digital Transformation. Dep. Sec. Gen.
Doğan Sözer	Operation and Financial Affairs Dep. Sec. Gen.
Levent Çolakoğlu	Facility Services and Procurement Dep. Sec. Gen.
Nilgün Eken	Donation Management and Benefactor Relations Dep. Sec. Gen.
Ebru Arpacı	DEK General Manager
Nilüfer Kavaklı	DEK High School Principal
Şule Uyar	DEK Middle School Principal
Muhammet Erken	DEK Living Space Manager
M. Fahri Özbey	DEK Administrative Affairs Coordinator
Elif Varan	Career Office Coordinator
Dr. Can Bostancı	Chief Physician and Director of Maltepe Special Care Unit
Zeynep Ellidokuz	Şenesenevler Residence Institution Manager
Neval Erkmey Yıldız	Urla Residence Institution Manager
Furkan Canlı	Yakacık Residence Institution Manager (By proxy)
Büşra Aktaş	Maltepe Residence Institution Manager
Tugay Koralay	Urla Yaşam Institution Manager
Lale İlalan	Corporate Communications Manager
Muhittin Onbaş	Human Resources and Internal Communication Unit Manager
Ethem Yenigün	Corporate Risk Assessment Manager
Elçin Aykutoğlu	Maltepe PTR Center Responsible Manager
Ömer S. Şahin	Security and Civil Defense Manager
Ö. Kubilay Karaman	Information Technologies Unit Manager
Ercan Aktaş	Real Estate Unit Manager
Mert Ak	Financial Affairs Manager
M. Tufan Atacan	Information Security Manager
Latif Konak	System and Infrastructure Unit Manager
Yeliz Karadeniz	Financial Affairs Unit Accounting Manager
Fatma Aliakar	Financial Affairs Unit Finance Manager
Güney Ateş	Budget and Financial Reporting Manager
Mehmet Eken	Warehouse Fixtures Manager
Selim Bayram	Anatolian Side Facility Services Manager
M. Kadir Düzkaya	Urla Facility Services Manager
Firat Atalay	Human Resources Manager
Derviş Can Demirel	Headquarters Technical Services Unit Manager



## COMMISSIONS (COMMITTEES) OF THE BOARD OF DIRECTORS

Committee	Committee Members	Duty within Committee	Duty within Society
<b>Audit Commission</b>	Vedat Bayrak	Chairman	Member of Board of Directors
	Cem ŞİPAL	Member	Member of Board of Directors
	Müge ÖREN	Member	Member of Board of Directors (Previous Period)
	Akın Rota	Member	Associate Member of Board of Directors
	Beşir ÖZMEN	Member	Member of Board of Directors (Previous Period)
	İlknur ANADOL KAMPER	Member	Society Member
<b>Corporate Governance Commission</b>	Prof. Dr. Esra EKMEKÇİ ÇALICIOĞLU	Chairman	Member of Board of Directors
	Mustafa U. DEMİRCİ	Member	Member of Board of Directors
	İpek Üstündağ	Member	Member of Board of Directors
	Eşref BİRİLDİZ	Member	Member of Board of Directors
	Vedat Bayrak	Member	Member of Board of Directors
	Burak İ. ÇETİNÇEKER	Member	Member of Board of Directors
	Nilgün ÖZDEMİR	Member	Associate Member of Board of Directors
	Sevhan GÖK KAHYA	Member	Former Member of Board of Directors
<b>Early Detection of Risk Commission</b>	Burak İ. ÇETİNÇEKER	Chairman	Member of Board of Directors
	Akın Rota	Member	Associate Member of Board of Directors
	Erman SÜSLER	Member	Member of Board of Directors
	Esra EKMEKÇİ ÇALICIOĞLU	Member	Member of Board of Directors
	Beşir ÖZMEN	Member	Former Member of Board of Directors
	Müge ÖREN	Member	Member of Board of Directors (Previous Period)

All regulations regarding the formation, duties, working principles, and procedures of all committees within the Society are shared with the public through the Society's official website.

## OTHER COMMITTEES UNDER THE DARÜŞŞAFKA BOARD OF DIRECTORS

### Donation Communication and Resource Development Commission

Zeynep Necipoğlu (Chairman)

Mustafa U. Demirci

Eşref Biryıldız

P. Nesrin Bayazıt

İpek Üstündağ

Dr. Melek Eyigünlü

Nilgün Özdemir

Ulaş Çavdar

Kıvılcım Pınar Kocabıyık

Figen Atalay

### **Asset Management Commission**

İpek Üstündağ (Chairman)

Cem Şipal

Burak İ. Çetinçeker

Eşref Biryıldız

Mustafa U. Demirci

Akın Rota

Mehmet Erktin

Bülent Topbaş

Murat Ergin

### **Student Selection, Registration and Admission Commission**

Mustafa U. Demirci (Chairman)

Erman Süsler

Prof. Dr. Feryal Çelikel

Dr. Serpil Tunçer

Vedat Bayrak

P. Nesrin Bayazıt

Esra Ekmekci Çalicioğlu

Zeynep Necipoğlu

Dr. Melek Eyigünlü

Büşra Giray

Nilgün Özdemir

Sabiha Gürdemir

İpek Üstündağ

Ulaş Çavdar

Kıvılcım Pınar Kocabıyık

Davut Ökütçü

M. Hakan Tahiroğlu

Beşir Özmen

Müge Ören

Yelda Uğurlu

Türkiye İş Bankası Representatives

### **Education Commission**

Erman Süsler (Chairman)

Dr. Serpil Tunçer

Prof. Dr. Feryal Çelikel

Sabiha Gürdemir

Dr. Melek Eyigünlü

Kıvılcım Pınar Kocabıyık

Prof. Dr. Emine Erktin

Prof. Dr. Soner Yıldırım

Dr. Kamile Hamiloğlu

Cenk Eyüboğlu

Betül Akan

Nuran Çakmakçı

Türkiye İş Bankası Representatives

## Residences and Residence Governance Commission

Erman Ssler (Chairman)  
Zeynep Necipođlu  
Dr. Serpil Tunęer  
Prof. Dr. Feryal elikel  
Dr. Melek Eyignl  
Burak İ. etinęeker  
Ulař avdar  
Sabiha Grdemir

## Darřsafaka Culture and History Commission

Dr. Serpil Tunęer (Chairman)  
P. Nesrin Bayazıt  
Břra Giray  
Beřir zmen  
Fatih Mert

## Digital Transformation Commission

Břra Giray (Chairman)  
Eřref Biryıldız  
Fatih Mert  
Dr. Serhan Yılmaz  
Serkan Bayır  
Ulař avdar  
Vildan Dayıbař Koęali  
Burak Mjdecı  
Nedim Grbz

## Comparison of Darřsafaka Cemiyeti and Its Affiliates' Consolidated Financial Position Statements For The 12th Months of The Last Two Years in Selected Items (TL)

	2022/12	2023/12
Total Current Assets	1,884,893,118	2,961,992,367
Total Fixed Assets	7,231,343,847	11,515,106,054
Total Assets	9,116,236,965	14,477,098,421
Total Short-Term Liabilities	155,400,349	157,506,833
Total Long-Term Liabilities	216,533,162	173,050,792
Total Liabilities	371,933,511	330,557,625
Total Net Assets	8,744,303,454	14,146,540,796

Source: Darřsafaka Cemiyeti 2023 Independent Audit Report

	2022/12	2023/12
Donations and income from activities	1,598,463,675	1,732,867,413
Expenses related to activities (-)	(686,445,055)	(868,336,481)
Net Income from Activities	912,018,620	864,530,932
Financial Incomes Net	474,290,752	899,320,082
Other Incomes/(Expenses) Net	(50,470,556)	11,101,189
<b>Net Overall Activity Result</b>	<b>566,927,981</b>	<b>4,853,279,119</b>

Source: Darüşşafaka Cemiyeti 2023 Independent Audit Report

As of the end of 2023, the Society's accounts were audited by PwC in accordance with the International Financial Reporting Standards (IFRS). For the first time in 2023, IAS 29 Inflation Accounting was applied, and the Society's financial statements were prepared considering the effects of inflation. In the 2023 year-end Integrated Report, along with the Society's statutory financial statements, inflation-adjusted financial statements prepared in accordance with IFRS were also included.

**The Society's financial structure supports its corporate governance development.**

### Brief History of Non-Governmental Organization

"Cemiyet-i Tedrisiyye-i İslamiye," a society aiming to provide Islamic education, was established on 30 March 1863, upon an imperial order of the Sultan, by Yusuf Ziya Pasha, Gazi Ahmed Muhtar Pasha, Vidinli Tevfik Pasha, Sakızlı Ahmet Pasha, and Ali Naki Effendi. The purpose of the establishment was to support the education of needy and orphaned children. The Society, whose members comprised many Ottoman pashas and intellectuals, constituted the very first non-governmental organization of Turkey in the field of education.

In 1868, construction of the building designed by the Italian architect Barironi and blueprinted by the chief architect of Dolmabahçe Palace, Ohannes Balyan, began on a plot purchased with the help of a donation from Sultan Abdülaziz. The school building is the first building designed as an education complex of this size, suitable for the education of girls and boys under the same roof, with facilities far ahead of the times.

The Charter of the Society, dated 25 March 1872, stated clearly that the Society would attach great importance to the love of the nation and national dedication, and so its members would comprise people who have internalized these concepts. The Charter also specified that the school would provide education to children not older than 10 years, that all the expenses of those children would be covered by the Society, that both an administrative and an educational board would be established, and that a headmaster and a headmistress would be appointed. (It was no earlier than 1965, when Nazıma Antel was appointed that the school had a headmistress, and the admission of the first female students was in 1971.)

In 1873, Darüşşafakar'ül İslamiye, as a free boarding school designated with special status, started its first academic term with its 54 students, along with a first lecture given by Captain Mustafa Effendi. The curriculum comprised the syllabi of primary, secondary, and high schools and was more qualified than the one prepared by the Ministry of Education. The syllabus for the last 2 of the 8 years in the school was prepared in accordance with the College Education program. For this reason, Darüşşafaka graduates were deemed college graduates until 1894. In addition, last year in Darüşşafaka was called "Telegram-Science School", for and Darüşşafaka was then known as a telegram-science school between the years 1873-1894.

In 1881, Darüşşafaka celebrated its first graduates. Eight people who were the first graduates of the school were recruited by the Ministry with the efforts of the Post and Telegraph Minister İzzet Efendi, a member of the Society. By then, 125 students were studying at Darüşşafaka.

Until this date, there had been no high schools in the country other than Darüşşafaka, Galatasaray, and the military high schools. Many intellectuals of the time served as voluntary instructors in Darüşşafaka during the 1880s and until the mid-1990s. These included poet Namık Kemal, state chronicler Abdurrahman Şeref Bey, Manyasizade Mustafa Refik Bey, Babanzade Naim Bey, composer Zekai Effendi, Ahmet Mithat Effendi, painter Agah Effendi, Selim Sırrı (Tarcan), poet Yahya Kemal (Beyatlı), historian Yusuf Akçura, Tahir Olgun, and painter Ali Rıza Hoca. Additionally, lots of important artists, scientists and scholars were Darüşşafaka graduates (such as mathematicians Salih Zeki and Mehmet İzzet, financier Hasan Ferit, journalist Ahmet Rasim, author İsmail Safa, historian Osman Nuri Ergin, educator Ali Kami Akyüz, who later served as the headmaster of Darüşşafaka between 1920 and 1940, and painter Mahmut Cûda), and most of them later served as instructors in Darüşşafaka for many years.

In 1888, the members of the Society were prevented from coming together, as holding meetings of any kind was banned. Meetings were on hold. Darüşşafaka was in financial difficulty. Abdülhamit took Darüşşafaka under his protection. The state then initiated the practice for each company, which has been granted privileges, to provide financial support to Darüşşafaka, and so this practice ended the financial difficulty.

In 1903, due to a resistance movement arising among students, the Ottoman Empire seized control of the School, and eventually, the administration of the School was attached to the Ministry of Education. It put an end to the situated practice of intellectuals volunteering as instructors. Cemiyet-i Tedrisiye-i İslamiye was disbanded. Turned into a public school, Darüşşafaka deviated from its original purpose. Some of the notables' children, and some children who had parents were accepted to the School as well. It continued as such until the second constitutionalist period.

II. proclamation of the second constitutional monarchy, former members of the Society and Darüşşafaka graduates came together. The members of the Cemiyet-i Tedrisiye-i İslamiye, along with the famous politicians of the time, came together under the chairmanship of the Grand Vizier, And the Society began to work again.

First thing to do, was to apply Ministry of Education for taking over the School's administration back, and their request was met the same year.

The Law on Unification of Education, dated 1924, aimed at unifying and secularizing the education system. It also puts an emphasis on the concept of Turkish nationality. The Board of the Society decided they would make significant amendments in accordance with this Law. The School became a full-time private high school and followed the curriculum of the public schools. Thereafter, the School was called "Darüşşafaka High School". Those amendments were accepted by the Ministry of Education; thus, Istanbul University and other universities began admitting Darüşşafaka graduates along with graduates of public high schools without an examination.

In 1927, with the purpose of training primary school teachers, a separate "teachers' class", at the level of the senior class of the Teaching Schools, was opened. The first group graduated in 1929. The class was closed in 1930, upon the request of the Ministry.

By 1931, the graduates had mostly chosen to study the fields of science at the university. So, the school only had science classes. The literature class was opened in 1931.

In 1935, the Society changed its name to "Turkish Teaching Institution". In 1939, 83 children who went through the Erzincan earthquake and who fulfilled the conditions to study at Darüşşafaka were admitted to the School. Isbank undertook all expenses of those children and paid to the Society. This exemplary behavior of Darüşşafaka was found applaudable.

Until that year, Darüşşafaka students, as the students at public high schools, had the right to repeat a year, but the Society decided it would best to put an end to this practice, so that more qualified students, with the awareness of how much money and time were invested in their education, could be raised. Starting from 1940, the students who failed in the class started to be expelled from the school with a compulsory certificate.

Prime Ministers holding office during the 40s (Recep Peker, who was also a member of the Society, Hasan Saka, and Şemseddin Günaltay) were closely interested in the School. They focused mainly on the acceptance of female students to the School, and their governments supported Darüşşafaka.

In 1945, Darüşşafaka started providing English courses in addition to French courses.

In 1949, a student dormitory in Fatih named Atabinen was provided to Darüşşafaka graduates studying at university.

In the season 1950-1951, the Darüşşafaka High School Basketball Team became the champion among the high schools in İstanbul. Thus, basketball became active in Darüşşafaka. And Darüşşafaka Sports Club started to offer Basketball branch in addition to football and volleyball. The amateur Basketball team started playing in the leagues in 1961, won the championship cup several times after that, and even raised successful players for the national team.

The Society adopted the name "Darüşşafaka Cemiyeti" with a charter amendment.

Poet and writer Sait Faik Abasıyanık passed away. His mother, Makbule Abasıyanık, donated the copyright of his books and some of his assets to Darüşşafaka Cemiyeti, as per his wish. She also initiated the "Sait Faik Story Award" (1955), to be given each year on his death anniversaries (11 May) to the favorite storybook of the previous year.

The Award, given in cooperation with Yapı Kredi Bank from 2003 to 2011, started to be given in cooperation with Isbank as of 2012.

His house in Burgazada was transformed into a museum by Darüşşafaka (1964).

The academic year 1955-1956 was significant for Darüşşafaka. The School obtained a college status offering education in English. It introduced a two-year prep class, and science and mathematics courses started to be given in English.

In 1957, Darüşşafaka started to hold its entrance exam in Ankara, İzmir, and Adana, in addition to İstanbul.

In 1958, investment policies were remarkably modified in order to obtain more sustainable sources of income and secure Darüşşafaka's future. A shopping mall called "Darüşşafaka Complex" in Halaskargazi Street in Şişli was constructed in line with this purpose and was put into service by Prime Minister Adnan Menderes.

In 1964, the School began admitting financially disadvantaged students whose fathers are alive, too. This practice ended in 1976.

The Board of Directors took the decision to switch to coeducation in 1969. In the 1971-72 academic year, female students also started to study at Darüşşafaka.

The renovated five-story school building, with its conference hall, sports hall, modern kitchen, dining hall, laboratories, and lodgings, was put into service by President Cevdet Sunay.

Children of soldiers martyred in the Cyprus Peace Operation were accepted to Darüşşafaka with no requirement of examination.

Darüşşafaka celebrated its first female graduates.

Darüşşafaka Cemiyeti was exempted from all kinds of tax, fee and other financial obligations with Law no 3685, published in the Official Gazette on 5 December 1990.

In 1992, it was decided to move out of the facilities in Fatih and construct residences for benefactors so that they would spend their older ages in a safe, healthy environment. Part of the treasury's land in Maslak Balabandere, which had been allocated for the Ministry of Defense, and which was about to be handed on to Istanbul Metropolitan Municipality, was transferred to the Society. A competition was organized to decide on the architectural Project. The jury selected the Project of MSc. Architect Dr. Fatih Gorbon. The construction of the Maslak Campus began.

Darüşşafaka Schools' new campus in Maslak was put into service. The 120-year-old building in Fatih was sold to Ziraat Bank.

In 1997, "Darüşşafaka Yakacık Residence" was put into service as the first example of the "residences" project, which was decided as a new donation and finance model based on creating a new donation flow to Darüşşafaka and providing people with high financial means to a peaceful and comfortable life in their old age. The sports complex in Maslak was completed and opened the same year.

In 1998, the book "The History of Darüşşafaka 1863-1994" was published following a detailed research, in cooperation with Economic and Social History Foundation of Turkey.

41 students living through the earthquake of 17 August were accepted to the School with no examination. In addition, in the 1997-2007 period, a total of 78 martyred soldiers and police children were admitted to the school without an examination.

In 2003, Darüşşafaka hosted 108 students who lived through the Bingöl earthquake for a while.

In 2004 and 2005, Maltepe Residence, Şenesenevler Residence, Darüşşafaka Physical Therapy and Rehabilitation Center, and Maltepe Special Care Unit opened their doors to Darüşşafaka benefactors.

Fundamental changes took place regarding both the Society and the School administration: As a result of several meetings held with the participation of the administrators of both the Society and the School, teachers, representatives of both the students and the Parent-Teacher Society, and experts in the field of education, a 5-year strategic plan for the years 2007 to 2012 was developed with the purpose to improve the School further.

Urla Residence started operating in İzmir.

Darüşşafaka Elementary School started organizing a column-writing competition in memory of journalist and writer Ahmet Rasim, who was both a graduate and a teacher of Darüşşafaka, among the elementary schools in Istanbul.

In 2008, in order to deepen the practice of the principle of equal opportunity in education and to increase the success of students in rural areas, whose opportunities are limited compared to big cities but who have high talent, in Darüşşafaka entrance examinations, the exam system based on knowledge measurement was changed to an examination system based on intelligence, talent and creativity, and the number of provinces where the examination was held was increased.

Darüşşafaka started "Darüşşafaka Seeks for its Parents" program, as well as annual donation campaigns within the Darüşşafaka family.

The project "81 Students from 81 Provinces" was initiated in cooperation with Isbank, and the first students accepted within this scope began studying at Darüşşafaka.

After the tragic event in Mardin Bilge Village in 2009, it opened its doors to five children who met the conditions.

To ensure that Darüşşafaka broadened its horizon in the globalizing world, the High Advisory Board was established with the participation of opinion leaders of the Society.

A social responsibility project called "From Dreams to Reality" was initiated in cooperation with Procter & Gamble Turkey.

The Law no 6009, enabling the use of the school campus for commercial purposes provided the educational activities are not disrupted, was published in the Official Gazette on August 1, 2010. Several studies were initiated in order to strengthen the principles of corporate governance.

Darüşşafaka Educational Institutions Regulation, Ministry of National Education Darüşşafaka Elementary School Regulation, and Ministry of National Education Darüşşafaka High School Regulation were separately approved by the Ministry of National Education Board of Education and Discipline on 13 September 2011.

In memory of Nazima Antel, the first headmistress of Darüşşafaka, the School began granting "Nazima Antel Awards" to students who achieved success in the field of English in out-of-school activities.

As it was the 40th year after the first-time female students were accepted to the School, female Darüşşafaka graduates started the campaign "Daçka Girls 40th Year", with the purpose of collecting TL 1,000,000, education expense of ten girls for ten years .

The purpose article of the Charter was amended on 14 April 2012 in the extraordinary general assembly, to which President Recep Tayyip Erdogan participated as the natural president of Darüşşafaka Cemiyeti. With this amendment, it became possible for students who have lost their mothers to be accepted to Darüşşafaka, as well as the students who have lost their fathers. The term "Turkish-Islamic children" in the relevant article was replaced with "citizen of the Republic of Turkey." A new article on the ideal qualifications of individuals Darüşşafaka wants to raise was added to the Charter.

In addition to the 3rd-grade primary school students whose fathers passed away, students whose mothers are not alive were accepted for the first time in the Darüşşafaka Entrance Examination.



Due to the 4+4+4 practice in the education system, 4th-grade primary school students have started to be admitted to the Darüşşafaka Entrance Examination as of the 2013-2014 academic year.

In line with its transparency approach, Darüşşafaka Cemiyeti became the first non-governmental organization to have an independent rating company (Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş) authorized by the Capital Markets Board perform a corporate governance compliance rating in 2013. In this rating study, the compliance grade was announced as 8.4.

In 2014;

A strategic plan for 2015-2020 was prepared.

Darüşşafaka Techno-Entrepreneurship Youth Center was opened.

Started giving scholarships to university students who are not Darüşşafaka graduates.

Increased its corporate governance principles compliance rating from 8.4 to 8.64.

In 2015;

The first steps were taken in accordance with the strategic plan of 2015-2020.

The focus was on receiving regular donations. In this context, the "Some expenses are optional, but education is essential" campaign was launched. The corporate governance compliance rating was increased from 8.64 to 9.08.

Darüşşafaka Cemiyeti was granted the "special consultative status" by ECOSOC (UN Economic and Social Council).

An independent research firm was asked to conduct Darüşşafaka Reputation Research.

In 2016;

Increased its corporate governance principles compliance rating from 9.08 to 9.29.

The campaign with the slogan "Not all expenses are essential, but education is" won the Golden Effie Prize in the CSO (Civil Society Organization) Category.

In 2017;

Increased its corporate governance principles compliance rating from 9.29 to 9.43.

The "81 Students from 81 Cities" project, which was implemented on September 3, 2008, in cooperation with Türkiye İş Bankası and the Society, celebrated its 10th year anniversary. The project celebrated its first graduates to university in 2017. In addition, the documentary titled "Darüşşafakalıyız Biz," prepared by beIN İz TV, by Türkiye İş Bankası about the project, was recognized and appreciated by the public.

The traditional Islamic Memorial Service ceremony was carried out in Ankara and Izmir, in addition to Istanbul.

Darüşşafaka Cemiyeti received the Felis Award with the donation story of "Klas Hamal" Mehmet Ateş, who makes his living as a porter in Kocaeli's Kandira district, and the new communication campaign prepared with the volunteer support of 4129Grey.

Darüşşafaka Robotics Club won the "Chairman's Award", which is the most prestigious award at the FIRST Robotics Competition San Francisco Regional Tournament, which it participated in this year in

the USA, and was entitled to participate in the FRC World Championship held in Houston, also won the "Team Spirit" award in the World Championship.

Four students from the DŞMakers Club represented Turkey in the science fair called "Canada Wide Science Fair" held in Canada and where the world's bright young scientists compete with two projects they developed for the disabled, namely "Mind Controlled Smart Home" and "Remote Board Control with Gloves" and won two gold medals.

In 2018;

Increased its corporate governance principles compliance rating from 9.43 to 9.50.

The year 2018, in which the 155th anniversary of the Darüşşafaka Cemiyeti was celebrated, hosted many events. The prominent of them was the Darüşşafaka Roof Talks organized under the title of "Small Stories on Big Topics". Nearly 1,000 participants from all over Turkey followed the all-day event, which was held at the TIM Exhibition Center on October 24.

Famous pianist and composer Fazıl Say gave a recital at İş Sanat Culture Center on April 6 for the 155th anniversary of its foundation.

Darüşşafaka Robot Club "Sultans of Turkey", which is a pioneer in this field as the first high school robot club in Turkey, won the "Chairman's Award", the most prestigious award of the "FIRST Midwest Regional" robot competition held by the FIRST Foundation on April 4-7 in Chicago, USA.

Darüşşafaka Basketball Team became the EuroCup Champion.

In 2019;

Increased its corporate governance principles compliance rating from 9.50 to 9.54.

Talha Çamaş (DŞ'69), who had been the Chairman of the Board of Directors at Darüşşafaka for six years, handed over his duties to M. Tayfun Öktem (DŞ'82).

Having received the "Engineering Inspiration Award" which was received by a Turkish team for the first time at the First Robotics Competition in the USA, Darüşşafaka Robotics Club was entitled to go to the grand finals to be held in Houston in 2020 with the support of the American Aerospace Agency (NASA), without participating in any qualifying rounds.

A strategic plan has been prepared for the period 2020-2025.

In 2020;

Increased its corporate governance principles compliance rating from 9.54 to 9.63; and then to 9.66 with the revised report prepared in the same year.

ISO 9001:2015 Quality Management System certificates were obtained for the Society and all affiliated institutions.

ISO 27001:2013 Information Security Management System certification studies have been completed. As of 23.12.2020, the necessary inspections were completed, and the certificate was awarded.

In 2021;

Increased its corporate governance principles compliance rating from 9.66 to 9.74.

The Digital Transformation Project was launched, and the Digital Transformation Commission was established.

About 1000 identified risks were classified by the Early Detection of Risk Committee.

The Darüşşafaka Young Board was established. The Board consists of ten full and five substitute members to be elected among graduates who are younger than 30 years old. The term of office of the Board is three years, and its members will be renewed at the end of this period.

The "2020 Integrated Report", the first integrated report of Darüşşafaka Cemiyeti, received two first ranks(Platinum) and one-second rank (Gold) awards in 3 categories at the MarCom Awards, which is described as the world's largest participation competition.

In 2022;

Increased its corporate governance principles compliance rating from 9.74 to 9.77.

M. Tayfun Öktem (DŞ'82), who had been the Chairman of the Board of Directors since 2019, handed over his duty to Oğuz Güleç (DŞ'72).

Within the scope of the Digital Transformation Project, the Digital Transformation Commission started its work.

An independent research company was made to conduct Darüşşafaka Cemiyeti Reputation and Perception research and Darüşşafaka Educational Institutions Strategy research.

Within the scope of Corporate Governance and risk studies, FMEA (Failure Model Effect Analysis) study was initiated.

The logos of all institutions were registered.

In 2023;

On December 29, 2023, the Corporate Governance Compliance Rating was raised from 9.77 to 9.80 for a one-year period.

Following the February 6 earthquake, special quotas were allocated for students from the affected regions.

The new campus project was launched. The first Sustainability Impact Report and Carbon Footprint Report were published. Throughout the year, various events were held to celebrate the 160th anniversary of the Society, the 150th anniversary of its educational institutions, and the 100th anniversary of the Republic .

In 2005, the Darüşşafaka Eğitim Vakfı (Education Foundation) was established with the joint efforts of the Society's representatives and several academics to cultivate qualified intellectuals who uphold scientific values and national ideals and are equipped to meet the needs of the present and future. The foundation aimed to establish primary and higher education institutions as well as research and knowledge production centers. In 2023, the management of the Darüşşafaka Eğitim Vakfı was transferred to the Darüşşafaka Cemiyeti, following authorization from the General Assembly.

There are 13 foundations whose revenues have been dedicated to the Darüşşafaka Cemiyeti.

### **Brief Information about the Activities of the Non-Governmental Organization**

Darüşşafaka Cemiyeti, one of Turkey's most rooted non-governmental organizations, has been offering the most advanced education opportunity of the age under the roof of Darüşşafaka Educational

Institutions since 1863 to talented and financially disadvantaged children whose fathers or mothers are not alive.

Darüşşafaka, which has continued to exist with the support of individuals, institutions and organizations since the day it was founded, supports the education of nearly 1000 students with full scholarship, boarding and college level every year with the income it earns.

The Society, which offered educational opportunities to financially disadvantaged but talented children whose fathers were deceased at its inception, expanded its scope of service with a constitutional amendment on April 14, 2012, defining its purpose as "to educate financially disadvantaged and talented children whose father and/or mother are not alive in accordance with contemporary educational principles both domestically and abroad, to cultivate confident, lifelong learners who embrace universal values and are raised as conscientious and responsible leaders aware of their duties and responsibilities to their country and society."

"Darüşşafaka Cemiyeti has launched Darüşşafaka Residences, Urla Yaşam Private Nursing Home and Care Center, Maltepe Ömran and Yahya Hamuluoğlu Physical Therapy and Rehabilitation Center, and Maltepe Special Care Unit, with the aim of ensuring the perpetuation of the principle of "equal opportunity in education" that has been maintained for a century and a half at Darüşşafaka Educational Institutions, providing more children with access to this educational opportunity, and opening the doors of Darüşşafaka's "nest of compassion" to philanthropists who are dedicated to its mission.

Darüşşafaka Cemiyeti provides non-repayable scholarships to its high school graduates who continue their university education. These scholarships are awarded to encourage academic success and are available to new university students ranked within the top 100,000 in the ÖSYM placement exam for their respective score type and current university students who have a minimum GPA of 3.00 out of 4.00 and have earned the right to advance to the next academic year. Accordingly, for the 2023-2024 academic year, 371 students received a total of 6,891,570 TL in scholarships over nine months, with monthly payments of 765,730 TL. For the 2024-2025 academic year, 390 students will receive 16,713,000 TL in scholarships over nine months, with monthly payments of 1,857,000 TL.

The Career Office, established to support Darüşşafaka high school graduates until they enter professional life, continues to operate at the Maslak campus of Darüşşafaka Educational Institutions.

As in 2023, an additional 100 students from the 11 provinces affected by the February 6 earthquake were admitted to Darüşşafaka Educational Institutions in 2024 through a special quota supported by İş Bankası. Additionally, another 100 students from these 11 provinces continue to receive scholarships and remote education support while continuing their studies at their local schools. As part of the program, 100 students continued their online education this year, and with the addition of 100 more students for the 2024-2025 academic year, the total number of students in the program has increased to 200.

On November 3, 2024, at the 46th Türkiye İş Bankası Istanbul Marathon, Darüşşafaka participated with 651 individual and 44 corporate runners, stepping forward with the motto "If it's about education, we run to help." This initiative aimed to raise funds for the annual book and stationery expenses of more than 1,000 Darüşşafaka students. Through this fundraising campaign, Darüşşafaka raised a total of 15,045,925 TL, making it the top fundraising NGO among 60 NGOs.

These institutions within Darüşşafaka, which transform the donations of our country's people and institutions into educational opportunities that will add value to our children, are important aspects

created to offer our children a bright future. The common goal is to provide more children with contemporary education opportunities by creating new resources.

### Affiliates of the Darüşşafaka Cemiyeti

Trade name	Line of Business	Share(%)	The Nature of the Relationship with the Company
<b>DAÇKA Eğitim Araştırma Tanıtım Organizasyon Hizmetleri A.Ş</b>	Organization Services	100	<b>SUBSIDIARY</b>
<b>Darüşşafaka Cemiyeti İktisadi İşletmesi</b>	Physical Therapy and Rehabilitation, Private Nursing Home and Care Services	100	<b>SUBSIDIARY</b>

### Darüşşafaka Cemiyeti

Society's Registered Members	Number
As of 31.12.2022, the Number of Registered Members:	954
As of 01.12.2023, the Number of Registered Members:	958
As of 01.12.2024, the Number of Registered Members:	952

Number of Society's Donators	:
As of 31.12.2022 <b>Total Number of Donators:</b>	196,278 (Individual and Corporate)
As of 01.12.2023 <b>Total Number of Donators:</b>	254,439 (Individual and Corporate)
As of 01.12.2024 <b>Total Number of Donators:</b>	261,665 (Individual and Corporate)

### Number of Students As of the 2024-2025 Academic Year (As of 01.12.2024)

	High school	Secondary school	Total
<b>School Size</b>	374	664	<b>1,038</b>
<b>Total Girls</b>	178	309	<b>487</b>
<b>Total Boys</b>	196	355	<b>551</b>

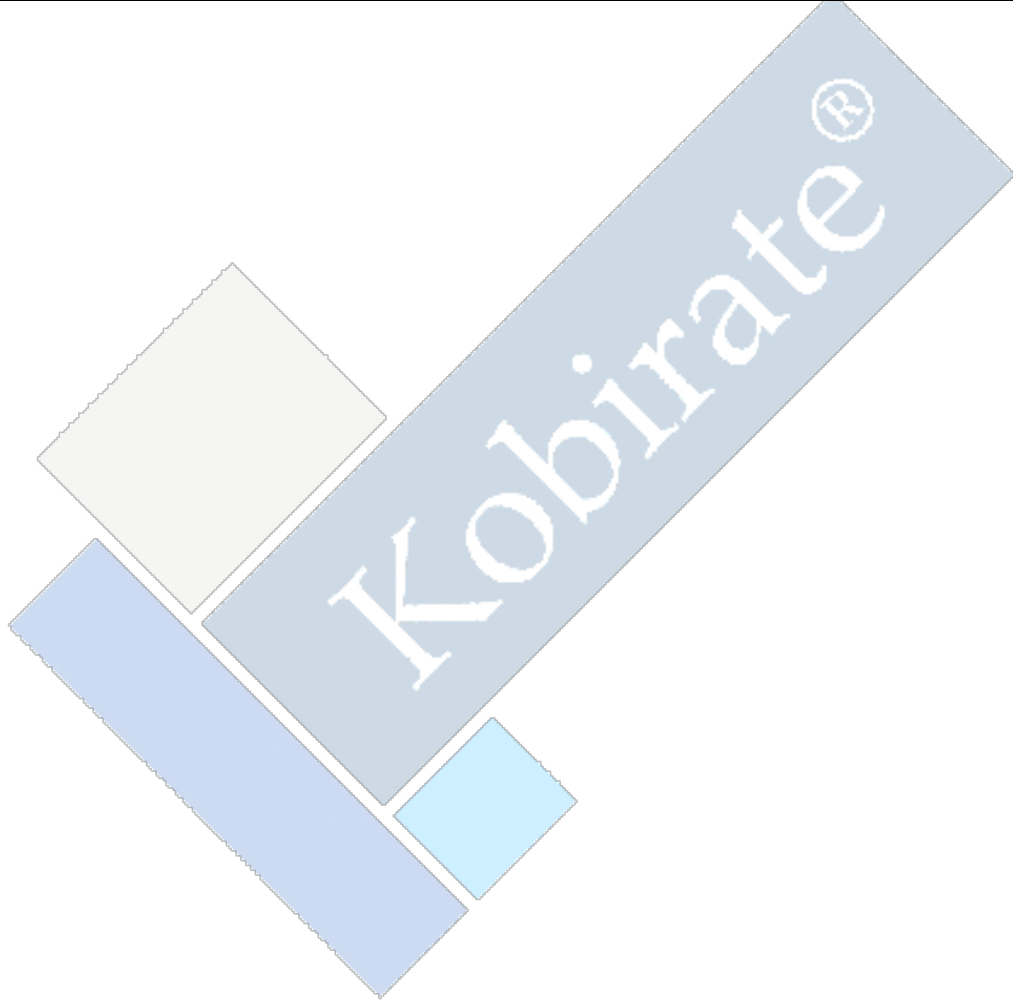
**Number of Employees of Educational Institutions As of 01.12.2024:**

Duty	Number of People	
Manager	25	
General Manager	1	
Manager	3	
Deputy Manager	12	
Head of Department	0	
Coordinator	8	
Consultant	1	
Teacher	136	
Teacher Aide	55	
Academic Trainers	16	
Administrative Staff	41	
Other Personnel	103	
<b>TOTAL</b>	<b>376</b>	

Number of Employees of Residence and Health Institutions/ 01.12.2024			
Duty	Professional	Administrative	Total
Yakacik Residence	18	20	38
Maltepe Residence	41	24	65
Şenesenevler Residence	16	15	31
Urla Residence	29	30	59
Special Care Unit	40	8	48
PTR Center	16	7	23
Urla Yaşam Ünitesi	68	11	79
<b>TOTAL</b>	<b>228</b>	<b>115</b>	<b>343</b>

Number of Employees of the Society Center / 01.12.2024	
Duty	Number
Secretary General and Deputy Secretary General	5
Member of Board of Directors	3
Resource Development, Donation and Communication	33
Financial affairs	8

Procurement	9	
Facility and Support Services	16	
Human Resources and Internal Communication	7	
Real estate	7	
Information Technologies	18	
Internal Audit	1	
Chief Legal Counsel and Law Office	6	
Ankara Office	1	
Darüşşafaka Museum	0	
Sait Faik Abasıyanık Museum	3	
<b>TOTAL</b>	<b>117</b>	<b>117</b>



General Number of Employees / 01.12.2024		Number
Society Headquarter		117
Ankara Office	1	
Darüşşafaka Museum	0	
Sait Faik Abasıyanık Museum	3	
Darüşşafaka Educational Institutions		376
Yakacik Residence		38
Maltepe Residence		65
Şenesenevler Residence		31
Urla Residence		59
Special Care Unit		48
PTR Center		23
Urla Yaşam Ünitesi		79
<b>TOTAL</b>		<b>836</b>

#### Number of Donators Staying in the Residences

Residence	01.12.2024
Yakacik Residence	77
Maltepe Residence	112
Şenesenevler Residence	67
Urla Residence	171
<b>Total</b>	<b>427</b>

Source: Darüşşafaka Cemiyeti



#### **4- CHANGES IN THE FOUNDATION IN THE LAST YEAR:**

##### **i. Amendments made to the Society's Charter;**

The amendments made to Articles 9, 13, 21, 30, 32, 33, and 41 of the Society's Bylaws were discussed and approved during the Ordinary General Assembly Meeting on May 11, 2024. These changes were subsequently approved by the Republic of Türkiye Istanbul Governorship Provincial Directorate of Civil Society Relations through its official **letter dated August 16, 2024 (E-87385697-450-710266)**. The updated bylaws, reflecting these amendments, have been shared with the public via the Society's official website.

##### **ii. Corporate Governance Compliance Development;**

In the rating report resulting from the evaluation of the activities of the Darüşşafaka Cemiyeti in 2023, the Corporate Governance Compliance Score of the Association was determined as **9.80**.

As of 27.12.2024, the Society's Corporate Governance Compliance score reached **9.89**. It has been observed that the Foundation's Board of Directors and senior management make significant efforts in the development of Corporate Governance.

##### **iii. Policies;**

There have been no changes in the Society's Information Policy, Ethical Principles and Rules, Human Resources or Compensation and Personnel Severance Policies that have been shared with the public during our reviewing period. All policies of the Society have been shared with the public under the "Policies" section on the official website.

##### **Management and Organization:**

It was learned that there was no change in the organization and management structure of the Society during the reviewing period.

## 5- RATING METHODOLOGY

The Corporate Governance Compliance Rating is a system which audits whether the organizations' management structures and management styles, the arrangements for shareholders and stakeholders and the process of informing in transparency and accuracy are performed in accordance with the modern corporate governance principles and which assigns a grade corresponding to the existing situation.

In 1999, the Organization for Economic Cooperation and Development approved and published the OECD Principles of Corporate Governance at the Council of Ministers. Since then, the principles have become an international reference for decision makers, investors, shareholders and companies around the world. The principles were revised in 2002 and brought into line with the present.

In Turkey, the Capital Markets Board (CMB) has undertaken studies on Corporate Governance. The CMB first established the Corporate Governance Principles in 2003, then revised and published it in 2005. Finally, the Board revised the Corporate Governance Principles in December 2011/February 2012 with the Communiqués Series: IV No: 56 and Series: IV No: 57. At last, on January 3, 2014, the principles were revised and published. The principles are grouped under four main headings: the Shareholders, Public Disclosure and Transparency, Stakeholders and the Board of Directors.

Apart from the CMB, the Regulation on the Corporate Governance Principles of Banks published in the Official Gazette dated 01.11.2006 and numbered 26333 in the BRSA and the rules required to be implemented by the banks are gathered in this regulation.

Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. (Kobirate A.Ş.) carries out its Corporate Governance Rating with a system that is based on the Corporate Governance Principles of the Capital Market Board (SPKKYİ). The firms are analyzed under

four main headings in this system according to CMB CGP. These are the Company's Shareholder Structure, Management Structure, Shareholders, Public Disclosure and Transparency, Stakeholders and Board of Directors.

In this analysis, the full compliance of workflow and analysis technique with Kobirate A.Ş.'s Ethical Rules is considered.

During this analysis, 302 different criteria are considered in order to measure the compliance of the Non-Governmental Organization with the corporate governance principles. These criteria have been transformed into Corporate Governance Rating Question Sets specific to Kobirate A.Ş. and the answers to these questions are received electronically from companies or banks. The responses received are reviewed and rechecked by rating experts and analysts, and a report with the results is submitted to the Kobirate Corporate Governance Rating Committee for a final decision.

The grade to be assigned by the Corporate Governance Rating Committee to the firm ranges between 0-10. In this scale of grade, "10" points mean excellent, full compliance with CMB's Corporate Governance Principles while grade "0" means that there is no compliance with CMB's Corporate Governance Principles, in any sense, in the existing weak structure.

In this sense, in reaching the total score, the following weight is taken into consideration at the rates adopted by the Capital Markets Board in the Corporate Governance Principles:

- Shareholders 25 %
- Public Disclosure and Transparency 25 %
- Stakeholders 15 %
- Board of Directors 35 %

and the final score is achieved accordingly.

**6- KOBİRATE ULUSLARARASI KREDİ DERECELENDİRME VE KURUMSAL YÖNETİM HİZMETLERİ A. Ş. CORPORATE GOVERNANCE RATING GRADES AND DESCRIPTIONS**

<b>GRADE</b>	<b>DEFINITIONS</b>
<b>9-10</b>	The NGO achieved substantial compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are established and are operational. Any risks to which the NGO might be exposed are recognized and controlled effectively. The interests of the members are fairly considered. The level of public disclosure and transparency is high. The interests of the stakeholders are fairly considered. The structure and the working conditions of the Board of Directors are in full compliance with the Corporate Governance Principles.
<b>7-8,9</b>	The NGO achieved significant compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are operational and in place, although some improvements are required. Potential risks that the NGO may be exposed to are identified and can be managed. The interests of the members are fairly considered. Public Disclosure and transparency are at high levels. The interests of the stakeholders are fairly considered. The composition and operational conditions of the Board comply with the Corporate Governance Principles. Some improvements are needed in compliance with the Corporate Governance Principles, even though they do not constitute serious risks.
<b>6-6,9</b>	The NGO has moderately complied with the Corporate Governance Principles issued by the Capital Market Board. Internal Control systems at a moderate level have been established and operated. However, improvement is required. Potential risks that the NGO may be exposed to are identified and can be managed. The benefits of the members are taken care of, but improvement is needed. Although public disclosure and transparency are taken care of, there is a need for improvement. The benefits of the stakeholders are taken care of, but improvement is needed. Some improvement is required in the structure and working conditions of the Board.

<b>GRADE</b>	<b>DEFINITIONS</b>
<b>4-5,9</b>	The NGO has minimally complied with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place at a minimum level but are not full and efficient. Potential risks that the NGO is exposed to are not properly identified and are not under control. Members' rights, Public disclosure and transparency, Stakeholders' rights, Board of Directors' structure and working conditions require significant improvements in line with corporate governance principles.
<b>&lt; 4</b>	The NGO has failed to comply with the Corporate Governance Principles issued by the Capital Market Board. It also failed to establish its internal control systems. Potential risks that the NGO might be exposed are not identified and cannot be managed. The NGO is not responsive to the Corporate Governance Principles at all levels. The rights of the members, public disclosure and transparency, the rights of stakeholders and the structure and working conditions of the board of directors contain significant weaknesses.

