



**MERKEZİ KAYIT  
İSTANBUL**

CSD of Turkey

# **Electronic General Meeting System (e-GEM)**





e-GEM

Electronic General Meeting

- **When :** launched on 1 October 2012, under the new Turkish Commercial Code.
- **What :** a hybrid general meeting system covering both physical and electronic attendance
- **Why :**
  - ✓ Establishes a safe and sound General Meetings practice for listed companies in Turkey.
  - ✓ Removes barriers to cross-border voting; compliant with the related international regulations.



e-GEM

Electronic General Meeting

## What e-GEM Brings to Investors;

- ❖ Minimum Costs (operations & time)
- ❖ General Meeting Process from A to Z
- ❖ Vote Recording
- ❖ Attendance to Concurrent Meetings
- ❖ Access to Proxy Materials
- ❖ Instant Notifications
- ❖ No Record Date (*If legislation permits*)
- ❖ Partial & Split Voting (through intermediary)
- ❖ No Share Blockage
- ❖ Paperless Proxy
- ❖ Vote Instructions
- ❖ Live Stream of Meeting

## What e-GEM Brings to Custodians;

- ❖ Minimum Operational (Out of Pocket) Costs
- ❖ Vote Recording
- ❖ Paperless Proxy
- ❖ Attendance to Concurrent Meetings
- ❖ Instant Reporting
- ❖ No Record Date (*If legislation permits*)
- ❖ No Share Blockage
- ❖ Integration with SWIFT
- ❖ e-Attendance



e-GEM

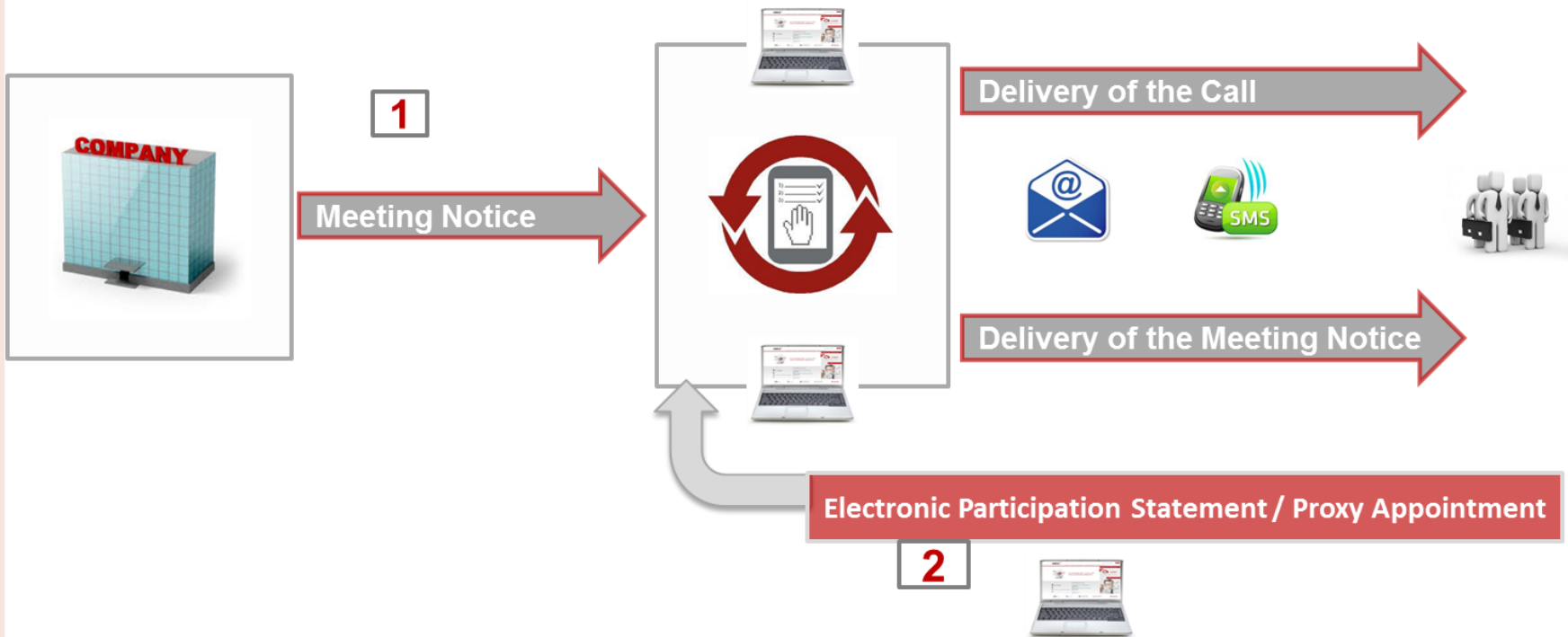
Electronic General Meeting

## Compliance with regulations : **e-GEM** is fully compliant with,

<ul style="list-style-type: none"><li>▪ EU Shareholder Rights Directive</li></ul>	<ul style="list-style-type: none"><li>• Convocation 21 days</li><li>• No share blockage but Record Date.</li><li>• Shareholders participation by electronic means.</li><li>• Proxy Voting shall be allowed.</li><li>• Appointing proxy by electronic means shall be allowed.</li><li>• Voting results (on the 15th day latest)</li></ul>
<ul style="list-style-type: none"><li>▪ Market Standards on General Meetings</li></ul>	<ul style="list-style-type: none"><li>• No share blockage.</li><li>• No delay for meeting notice (a standart format with considerable amount of info )</li></ul>
<ul style="list-style-type: none"><li>▪ Council of Institutional Investors Principles</li></ul>	<ul style="list-style-type: none"><li>• Timeliness</li><li>• Accessibility</li><li>• Accuracy</li><li>• Certainty</li><li>• Cost-effectiveness</li></ul>

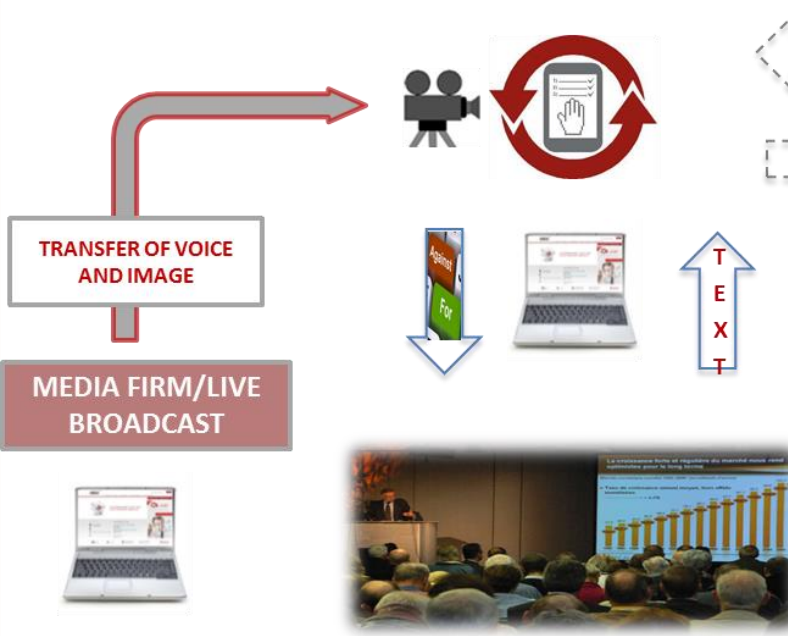


**BEFORE THE MEETING**





# DURING THE MEETING



Watch the General Meeting Monitoring

T Ordinary General Meeting

Agenda		
Item No.	Content	Result
1	Opening and election of chair council	ACCEPT
2	Authorisation of chair council for taking the minutes of meeting	
3	Read out the Board of Directors Activity Report and Audit reports	
4	Read out the Independent External Audit Report	
5	Read out, Negotiation and Approval of Balance Sheets and Profit and Loss Accounts	
6	Discharge of the members of the Board of Directors and the Board of Auditors from liability	
7	Approval or Refusal of Proposal for Statement of Profit Appropriation by negotiation	
8	Determination of the fees of members of Board of Directors and Board of Auditors	
9	Submission to the approval of Independent External Auditing Institution appointed by Board of ...	

**Agenda Item Discussed/Voted**

**Item No. 2**    **Item Content**    Authorisation of chair council for taking the minutes of meeting

**Term** 00:00    **Status** Discussion has started.

**Opinion Statement Field**

**Opinion:** 1/2    **Characters Remained :** 560

My first opinion for agenda item no.2

Send

**Vote Sending Field**

**Vote Rate**

Group	Nominal Value	Total Acceptance	Total Reject
No Result Found.			

**General Meeting Flow Text**

> Meeting has not started yet.

13:24 > Meeting started.

13:26 > Discussion started for agenda item no 1.

13:27 > Discussion ended for agenda item no 1

13:28 > Voting for agenda item no 1 has started.

13:29 > Voting for agenda item no 1 has ended.

13:30 > %100 voted for and %0 voted against the agenda item no 1. The agenda item is accepted.

13:30 > Discussion started for agenda item no 2.

13:31 > 2. Agenda Item Proposal

13:31 > My first opinion for agenda item 2



# e-GEM

Electronic General Meeting



## Presentation

What is e-GEM?



## General Meeting Procedure

Deadlines and flowchart



## News



## Legislation



## Shareholder Guide

Step by step comprehensive workflow



## FAQ

Commonly asked questions and answers



## System Requirements

Does your computer meet system requirements?



Now is the time to exercise  
management rights for the  
shareholders



### Shareholder/Representative

Please use your digital signature or mobile sign to login.

[Login](#)

### Issuer

Please use your digital signature to login.

[Login](#)



# e-GEM

Electronic General Meeting

## ***On e-GEM... Issuers,***

- Make convocation (Multilingual)
  - Meeting Type, Date, Time, Address
  - Agenda items
  - Upload GM Materials (Multilingual)
- Download shareholder list
- Prepare list of attendees (Physical & Electronic)
  - Shareholder balance check,
  - Handles physical proxy assignment
- Moderate the electronic meeting
  - Starting, ending, postponing, cancelling meeting
  - Discussion of agenda items, free text announcement
  - Voting agenda items
  - Live broadcast (Multilingual)
  - Add new sub/main agenda items
  - Physical & Electronic vote calculation
  - Upload minutes of GM





# e-GEM

Electronic General Meeting

## ***On e-GEM... Shareholders,***

- Are notified of convocation + GM materials (SMS & E-mail)
- Download GM materials (Multilingual)
- Apply for electronic meeting participation
  - Account/Intermediary/Whole base
- Appoint proxy without PoA, notary or apostille
  - Real person / intermediary institution
- Register their votes before the meeting
  - Vote instruction for proxy (General/Special authorization)
  - Dissenting opinion with against votes
- Watch the meeting on-line
  - Live stream with text flow backup
- Send opinions and questions to the chairman
- Voting
  - Automatic registered vote sending option
  - Change pre-registered votes authorization base
  - Whole or in detail



# e-GEM

Electronic General Meeting

## ***On e-GEM... Intermediary Institutions,***

- Are notified of convocation + GM materials (SMS, e-mail)
- Download GM materials
- Make participation declaration for their customers upon order.
  - Screen, CSV upload
- Can save voting instructions
  - Partial & split voting
- Watch the meeting on-line
- Send opinions and questions to the chairman
- Voting
  - Automatic registered vote sending option
  - Change pre-registered votes authorization base
  - Whole or in detail
- No dependency for specific personnel




## Investor/Intermediary : e-GEM Live GM Screen

Watch the General Meeting Monitoring ✕

T Ordinary General Meeting e-GEM

### Agenda

Item No.	Content	Result
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My first opinion for agenda item no.2

Send

### Vote Sending Field

#### Vote Rate

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No Result Found.			

Share Detail/Dissenting Opinion
Send Registered Votes
Accept
Reject

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 13:31 > My first opinion for agenda item.2



## e-GEM

Electronic General Meeting

<b>Total Number of General Meetings Held on e-GEM</b>	<b>1,447</b>
Average Length of General Meetings	46 minutes
Total Number of Electronic Attendees	69,505*
Total Number of Physical Attendees	21,949*
Number of (Investors') Nationalities Using e-GEM	52
Maximum Number of Electronic Attendance	892
Maximum Number of Meetings Held on the Same Day	33
Average Voting Period on e-GEM	12 seconds

\*cumulative since 2012

YEAR	MEETING ATTENDANCE (FOREIGN INVESTORS)
2012	94
<b>2013</b>	<b>13,462</b>
2014	16,624
<b>2015</b>	<b>18,593</b>
2016	20,703

- ✓ *99.5 % of foreign participants used e-GEM*
- ✓ *7 companies conducted their GMs in both languages, English and Turkish concurrently*



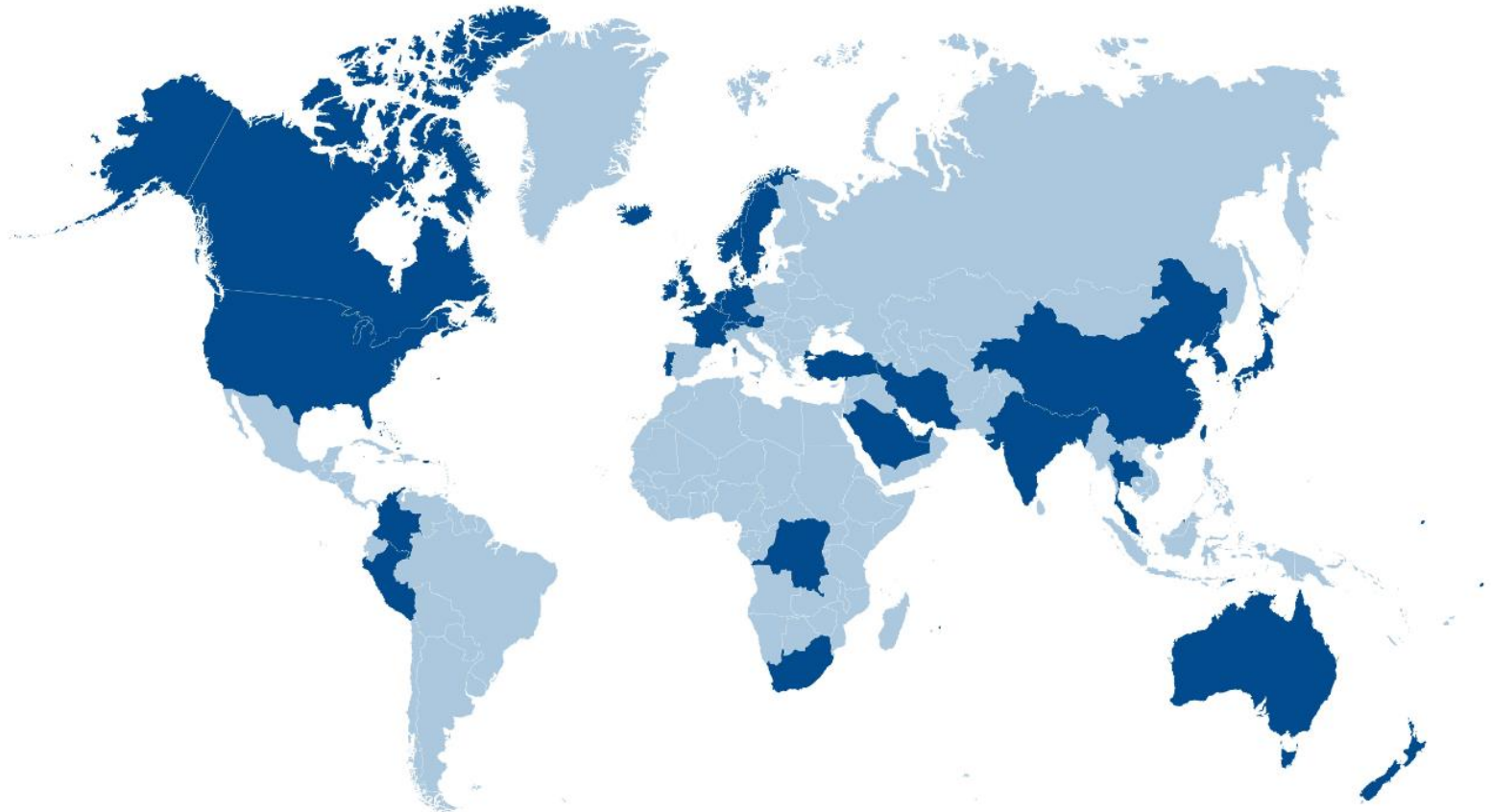
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- ✓ Attendees from 52 different countries including U.S., UK, Canada, Ireland and Luxembourg





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- ✓ Although not legally obligated, four private companies held their annual general meetings on e-GEM





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MERKEZİ KAYIT  
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**Cooperation Agreement with NASDAQ to sell e-GEM  
to 17 different countries**

**(September 2014)**



e-GEM

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**Cooperation Agreement with AFRICLEAR for the use of  
e-GEM in Africa  
(December 2015)**





e-GEM

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## *Future Plans,*

- ✓ Integration with Swift 20022
- ✓ Electronic voting infrastructure for physical votes in meeting room
- ✓ Mobile applications
  - iOS
  - Android
- ✓ Integration with Trade Registry where feasible