

Corporate Governance Compliance Report

Our Company obeys the Corporate Governance Principles published by Capital Markets Board and implement thereof within the activity year 2014.

As our Company is within the scope of Capital Markets Board regulations, it precisely performs its legal obligations on public disclosure and transparency, and discloses its financial statements, footnotes and Independent Audit Reports to the public periodically. Also makes material disclosures to Borsa İstanbul A.Ş., in case of extraordinary circumstances.

Our Company, who has an important place in plastic doors and windows industry, gives particular importance to customer satisfaction.

Customer Relations Department has been formed for customer intimacy. The demands and requirements are evaluated through periodic surveys and the interviews with our dealers, and concordantly decisions are made.

Part 1 - Shareholders

1.1. Shareholder Relations Unit

Our Company has not formed a private unit for the relationships with the shareholders. As per article 11 of Corporate Governance Communique; Capital Market Advanced Level Licensee Gülşah Kara, who is associated with Directorate of Financial Affairs, has appointed to the Investor Relations Unit, as the Manager of the Investor Relations Unit and as the member of the Corporate Governance Committee; also Banu Özberber and Aşye Kara continue their jobs in the Investor Relations Unit.

Some of the major duties of the unit are as follows:

- to reply the information requests of the shareholders,
- to ensure the general meeting be held properly,
- to prepare documents for the shareholders for the general meeting,
- to provide the records of voting results kept and forward the related reports on the results to the shareholders,
- to pursue, monitor and achieve all kinds of issues related to public disclosure.

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|------------------------------------|-----------------------------|------------------------------------|
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1.2. Enjoyment of Right to Information

Information requests of the shareholders are replied by our employees assigned by the Directorate of Financial Affairs, and they are informed on subjects such as general assemblies, shares, profit share proposals, etc.

Two written information requests have been received from our shareholders within the period, and both of them have been replied.

All the information requests and questions of our shareholders by phone have been completely replied.

Almost all of the questions asked by the shareholders are related to progress of our shares in the stockexchange market, sales turnover, periodic income, dividend distribution. The questions on undisclosed issues are not replied as per Capital Markets Board Regulation, whereas for disclosed information the shareholders are enabled to reach easily and properly. General disclosures and the Material Disclosures are announced through Borsa Istanbul A.Ş. and KAP (Public Disclosure Platform)

There is no arrangement in our articles of incorporation on an individual right 'demand for assignment of a private auditor', however, the articles of Turkish Commercial Code are considered for the situations for which there exist no provisions in the articles of incorporation.

1.3. Information about the General Assembly

Ordinary Meeting of the General Assembly of 2014 for the 2013 activities of our Company was held at our Registered Office address, Atatürk Organize Sanayi Bölgesi 10003 Sok. No: 5 Çiğli - İZMİR, on May 14, 2014.

The meeting was held with a majority of 97,54% with the attendance of total 5.956.690.000 shares (TL 59.566.900,00 capital equivalent) consisting of 7.000 principle and 5.810.052.200 shares by proxy,

It is indicated in the articles of incorporation that; for the meetings of our General Assembly, attendance of shareholders representing at least 75% of the company capital is required. It is indicated in the invitations for the meetings that the articles of incorporation requires attendance of shareholders representing at least 75% of the company capital for the meetings of our General Assembly. The invitations for the meetings have been done through announcing in the 784th page of the Trade Registry Gazette no 8549 dated 14.04.2014. the following information are included in these invitation announcements: place, date, time of the meeting of the general assembly; requirement of a copy of the power of attorney for the representatives who will attend the meeting; deadline of removal of the restrictions for the shareholders applying constraints; and information about the date and place when/where 2013 financial statements, the board of the directors, independent auditor and audit reports shall be available for the review of the shareholders.

The shareholders had exercised their right of questioning and did not make any suggestion.

Taking resolution on the following issues is only possible with the Resolution of the General Assembly:

- i) Amendments in articles of incorporation,
- ii) Assignment discharge and dismissal of the members of the Board of Directors (except the assignment of a temporary member by the board as per article 10 of the articles of incorporation).
- iii) Approval of annual balance sheet, profit and loss account of the Company and profit distribution,
- iv) Issuance of bonds or other securities by the Company, without prejudice to the provisions of the Annex 32,
- vi) Unless a more severe quorum is proposed as per the regulation, the aggravated quorums in the 20th article of the articles of incorporation are implemented in taking decisions: on company's liquidation or merging; on transactions of key quality (determined as per the Capital Market Law article 23 clause 1); on restriction of right to get shares; on authorisation of the board of directors for restriction of right to get new share within the registered capital system; on capital decrease.

The minutes of the meeting of the General Assembly are submitted at the registered office for the shareholders' opinion.

Attendance to the Meeting of the General Assembly through Electronic General Meeting System

The beneficiaries who have the right to attend the meetings of the general assembly of the Company may attend those meetings electronically as per article 1527 of the Turkish Commercial Code. The Company may either set up the electronic general meeting system, which will enable the beneficiaries to electronically attend the general meetings, make suggestions and to vote as per provisions of the Regulation on Electronically held General Meetings in Incorporated Companies, or may buy service from systems built for this purpose. However, as the electronic general meeting is not imperative for the companies traded at IMKB (Istanbul Stock Exchange Market) Second National Market and they can held electronic general meeting voluntarily, electronic general meeting has not been set forth in articles of incorporation and the general meeting was held by actual presence of the members.

Donation and Aid Policies

Our Company may grant donation and aid to foundations, associations, educational institutions, state institutions and organisations operating on social, cultural, education and similar purposes, with the consent of the Management and within the basis indicated in the Capital Market Board and the Turkish Commercial Code. The applicable regulations of the Ministry of Finance are considered when granting a donation and aid, as well as, been attentive for choosing tax exempt organisations. Conformity with the social responsibility criteria is regarded in selection of the form and amount of the donation, as well as selection

of the grantee institution, organisation or Civil Society Organisation. Apart from these, donation and aid can be also granted to the foundations, associations and similar institutions founded to be active in areas within the scope of Company activities. Detailed information about all donations and aids granted within the period are given to the shareholders, at the Ordinary General Meeting of the relevant year. Hence, the shareholders have been informed about the donations and aids granted within the period, with a separate agenda item at the general meeting of our Company. There is no change in donation and aid policies of our Company

1.4&5. Voting Rights and Dissentive Rights

Each share has one voting right at the Ordinary and Extraordinary General Assembly Meetings as per the articles of incorporation, and no multiple vote securities exist. Voting at the meetings of the General Assembly are open votes by show of hands. However, in case of request of the shareholders or the representatives representing 5% of the capital, secret voting is a must. Cumulative voting system is not applied at general meetings. Quorum at general assembly is content of 75% of the present votes regardless of which meeting (in order) it is.

1.6. Profit Distribution Policy and Time

According to articles of incorporation of our Company; after the amounts which have to be paid and reserved by the Company such as overhead expenses and sundry depreciations and the compulsory taxes/levies which have to be paid by the legal entity are deducted from the incomes determined at the end of the accounting year, rest of the amount which is demonstrated in the annual balance sheet as the net profit is distributed respectively as follows (after accumulated losses are deducted- if exist):

Primary Reserve

- a) Five percent (5%) legal reserves appropriated

First Dividend

- b) The first dividend in the proportion and amount determined by the Capital Markets Board is reserved from the rest.
- c) Ten percent (10%) of the rest is distributed to the founding dividend shareholders.

Second Dividend

- d) The general assembly is authorised to distribute (partly or wholly) rest of the amount, after the amounts mentioned in clauses a,b and c are deducted, as the second dividend or to reserve as excess reserve.

Secondary Legal Reserve

- e) As per the Turkish Commercial Code article 519 clause 3 paragraph 3; after dividend in the amount of 5% of the paid capital is deducted from the amount resolved to distribute to the shareholders and the other

participants (profit sharing persons), 10% of the rest of the amount is reserved as secondary legal reserve.

f) No decisions can be given: on further reserve unless the legal reserves (which have to be reserved as per the statutory provision) and the primary reserve (which has been determined for the allocation, in the articles of incorporation) are allocated; on transfer of any profit to the next year; on giving the members of the board officers employees and workers share out of profit unless the primary reserve is allocated.

The profit of our Company to be distributed for the related year is determined by considering the provisions of the legislation and by a distribution policy which takes into account the dividend proposals submitted to the General Assembly's approval by our board of directors, profitability

The meetings of General Assembly are held every year, within the 3 months following end of the accounting period, and the profit distribution is conducted within the time pursuant to the distribution date decided at the meeting of the general assembly. The profit distribution proposal of the board of the directors also takes place in "earnings per share activity report".

There is no concession in participation to the Company profit. The profit distribution policy has been declared to the public, submitted for shareholders' information and included in the activity report.

Concerning 2014 account period of our Company, It has been decided at the meeting of the general assembly that the distributable net profit of the period shall be retained at the accumulated profit/loss account in order for use in investment project.

1.7. Assignment of Shares

There is no restrictive provisions in the articles of incorporation on assignment of the shares.

Part 2 - Public Disclosure and Transparency

2.1. Information Policy of the Company

Our Company's information policy aims, completely fairly accurately timely and intelligibly submitting our Company's track record future expectations (to the extent that our sector privacy allows) vision (except the confidential business information) and generally accepted accounting principles, for the shareholders' capital market participants' and the public's information, within the scope of Provisions of the Capital Market.

In the matter of public disclosure, our Company complies with the Turkish Commercial Code (TTK), Capital Market Legislation, Capital Market Board (SPK) and the Regulations of Borsa Istanbul A.Ş. (IMKB); shows ultimate attention to actualise the principles take place in Corporate Governance Principles of the Capital Market Board, to the extent our sector privacy allows. This policy arranges verbal and written communication of the Company with its shareholders, stakeholders and the capital market participators.

The Board of Directors is responsible from establishment, monitoring, review and improvement of the

Company's Policy.

Public Disclosure Methods and Instruments

Without prejudice to the provisions of the Capital Market Legislation and Turkish Commercial Code, the public disclosure policies methods and instruments of the Company are as follows:

- a) Material disclosures conveyed to IMKB through KAP (Public Disclosure Platform),
- b) Central Registry Agency (MKK- Merkezi Kayıt Kuruluşu) "e-YÖNET : Corporate Governance and Investor Relation Portal ("e-YÖNET : Kurumsal Yönetim ve Yatırımcı İlişkileri Portalı)
- c) Financial statements, footnotes, independent audit report and declarations which are periodically conveyed to IMKB through KAP,
- d) Annual activity reports
- e) Corporate website {www.egeprofil.com.tr}
- f) Notices and announcements made through Turkish Trade Registry Gazette and daily newspapers.
- g) Press releases through printed and visual media
- h) Teleconference or face-to face contact and negotiation meetings with Capital Market Participants,
- i) Communication methods and instruments such as telephone, electronic mail, telefax, etc.

Persons Authorised for Public Disclosure

The persons authorised to make a disclosure related to the requested information other than the above written declarations and their authority limits are determined according to the significance level of the requested information. All kinds of questions and explanations directed to the Company can be answered by the persons assigned by the Chairman and the Member of the Board of Directors, Members of the Board of Supervisions, General Manager, Directorate of Financial Affairs, verbally or in written and within the limits of their authorisations. The employees other than those are not authorised to answer written and/or verbal information requests from the capital market participants.

Material Public Disclosure

Material disclosures are prepared by the Directorate of Financial Affairs and informed to IMKB via KAP, with the electronic signatures of the two authorised persons and declared to the public through the COMPANY website. Material disclosures are prepared timely, accurately, comprehensibly and free from deceptive statements. If it is determined that a person involuntarily declares a significant and confidential information, which has not been disclosed before, to the public, this circumstance is informed to the persons assigned by the Directorate of Financial Affairs. In such a case, a material disclosure is prepared in accordance with the provisions of the Capital Market Legislation and conveyed to IMKB via KAP.

Our company had 11 material disclosure in 2014. All our material disclosures pursuant to the Disclosure

Principles have been made in time and in compliance with the legal legislation. No amendment and annotation have been made by Borsa Istanbul A.Ş. and the Capital Markets Board in 2014 related to those material disclosures.

Declaration of the Financial Statements to the Public

The interim and annual financial statements of the company are prepared pursuant to provisions determined by the Capital Markets Board and in compliance with the International Financial Reporting Standards. They are audited for the periods set forth by the legislation and declared to the public pursuant to the Capital Market legislation, with the assent of the Audit Committee and approval of the Board of Directors, together with the state of responsibility (statement of accuracy by the authorised persons), and by conveying to IMKB via KAP. The interim and annual financial statements of the previous periods can be reached from our website.

Corporate Website

Our Company's website is www.egeprofil.com.tr. Auto-switch to www.egepen.com.tr and www.winsa.com.tr websites is provided when entered to our website. Information about our brands, Egepen Deceuninck and Winsa, our dealers and services take place on our website. Also with the www.deceuninck.com link on our website, it is possible to get information about Deceuninck Group which we are affiliated. The information determined by Turkish Commercial Code and the Corporate Governance Principles of Capital Markets Board take place and updated on Company's website. The announcements, documents on agenda items, other information documentation and reports related to agenda items of the meetings of the General Assembly, and the information about the General Meeting attendance methods are also conspicuously take place on the website. The disclosures made on Company's website does not substitute the declarations and material disclosures which have to be made as per the provisions of the Capital Market Legislation. All kinds of measures are taken for the security of the Company's website and the studies are continued for the improvement. Easy access to the former and the current information has been provided on Company's website. The disclosures to the public are published both in Turkish and in English.

Meeting of General Assembly

From the date of the invitation to the General Assembly; the financial statements and reports including the Activity Report, profit distribution proposal, independent audit company selection, policies required to be established as per Capital Markets Board, other documents constituting a base to the agenda items of the General Assembly and the current Articles of Incorporation and the text of amendment to the main contract (if exist) are kept open for inspection at the registered office and on Company's website where can be easily reached by the shareholders. The agenda titles of the General Assembly are stated clearly and without

causing any dispute.

Activity Report

The content of the activity report is prepared in compliance with Turkish Commercial Code, Capital Market legislation and the Corporate Governance Principle of Capital Markets Board. Following the approval of the Board of Directors, the activity report is submitted to the shareholders at the meeting of the General Assembly and then published in Company's website.

Declarations and Announcements through Turkish Trade Registry Gazette and Daily Newspapers

The announcements related to the General Assembly, amendments in Articles of Incorporation, capital increase and profit distribution are made both through Turkish Trade Registry Gazette and daily newspapers, pursuant to Capital Market Law, Turkish Commercial Code and the Articles of Incorporation.

Disclosures to the Media

And disclosure by holding a Press Conference and/or through a Press Release on any subjects are made with the instruction of the General Manager. In critical situations Board approval is received. The Press Conference to be held and/or the Press Release are announced by the Corporate Communication Department to the media institutions

Determining the Persons having Administrative Responsibility and Compiling Internal Information

Access List

The person who have administrative responsibility involves members of the Company's managing and audit bodies and the persons (although are not the members of those bodies) have directly or indirectly access to the internal information of the Company and the persons who have close relationship with them

Internal Information Access List is e-mailed to the related institution, to whom we gave power of attorney for the fulfilment of our transactions at Central Registry Agency, and the printed lists are kept in the Company.

Postponement of Disclosure of Internal Information

The information defined as internal information are the information which have not been declared to the public yet and which can affect the value of the issued public securities and the decisions of the investors, who holds or acquire those securities, related to these instruments. Postponement of the disclosure of the internal information to hold the legal rights and the benefits harmless is under the authority of the Board of Directors and/or the General Manager. Ensuring the confidentiality of the information within the postponement period is under the responsibility of the personnel having access to those information, and the necessary measures are taken by the General Management, and the disclosure is made immediately after the removal of the reason of the postponement.

Measures Taken for Providing Confidentiality of the Internal Information Until Public Disclosure

A great importance is attached to the company employees' attention for the observance of the rules related to the use of the internal information. Company employees secure the information they inquired within their work periods, which are considered as the confidential business information of the Company, both during and after their employment and do not directly or indirectly use those information.

Communication with the Capital Market Participators

Our Company has not formed a private unit for its relations with the shareholders and the persons assigned by the Directorate of Financial Affairs manage/maintain the relations with the shareholders.

The Procedures Against the News in the Media Organs and Follow-up Mechanism

The Internet, written and visual media are daily followed up by Media Monitoring Agency. Also, the news related to the company on other subscribed data broadcasting channels are followed up. The content of the news related to the Company are evaluated by the General Management and Material Disclosure is made if considered necessary.

The Baseless News in the Market

As a principle, the Company does not deliver any opinion on market rumours and speculations related to the Company. However, in case a verification request is made by SPK and/or IMKB within the provisions of Capital Market Legislation or the Company management considers that an opinion delivery is necessary and appropriate, an explanation is made related to the rumours in the market.

Prudential Explanations

In case it is considered necessary within the Company Information Policy, the anticipatory expectations can be disclosed with the approval of the Board of Directors and/or the General Manager, only by the persons authorised for public disclosure.

Enforcement

This information policy comes into force with its presentation to General Assembly's information. In case a change is required in the information policy, it is first approved by the Board of Directors and then submitted to General Assembly's information and declared to the public.

2.2. Corporate Website and its Contents

Our Company's website is www.egeprofil.com.tr. Auto-switch to www.egepen.com.tr and www.winsa.com.tr websites is provided when entered to our website. Information about our brands, Egepen Deceuninck and Winsa, our dealers and services take place in our website. Also with the www.deceuninck.com link on our website, it is possible to get information about Deceuninck Group which we are affiliated.

The information determined by Turkish Commercial Code and the Corporate Governance Principles of Capital Markets Board take place and updated in Company's website.

The announcements, documents on agenda items , other information documentation and reports related to agenda items of the meetings of the General Assembly, and the information The disclosures made on Company’s website does not substitute the declarations and material disclosures which have to be made as per the provisions of the Capital Market Legislation.

All kinds of measures are taken for the security of the Company’s website and the studies are continued for the improvement. Easy access to the former and the current information has been provided in the website of the Company. The disclosures to the public are published both in Turkish and in English.

Announcement of Real Person Ultimate Controlling Shareholder(s)

No real person ultimate controlling shareholder exist in our Company. The current partnership structure of our company is as follows:

| | 31 Aralık 2013 | |
|---------------|-----------------------|----------------|
| | Tutarı | Pay (%) |
| | (TL) | |
| Deceuninck NV | 58.100.520 | 97,54 |
| Halka arz | 1.466.380 | 2,46 |
| Toplam | 59.566.900 | 100,00 |

Easy access to the former and the current information declared to the public have been provided on the website of the Company. The disclosures to the public are published both in Turkish and in English.

2.3 Activity Report

The content of the activity report is prepared in compliance with Turkish Commercial Code, Capital Market legislation and the Corporate Governance Principle of Capital Markets Board. Following the Board of Directors’ approval, the activity report is submitted to the shareholders at the meeting of the General Assembly and then published on Company’s website.

Announcement of the Persons to the Public (whose announcement is appropriate)

Furthermore, in the activity report of our company, the list of the department managers, General Manager, Members of the Board of Directors and the Supervisory Board take place.

Part 3 - The Stakeholders

3.1. Informing the Stakeholders

The stakeholders are informed about the activities of our Company through general assemblies and the material disclosures made within the frame of the principles of public disclosure. These notifications are

made through activity reports and Istanbul Stock Exchange Market and KAP (Public Disclosure Platform) .

3.2 Codetermination of the Stakeholders

in order for codetermination of our employees at various levels, regular meetings are held in every 3 months, with the attendance of the department managers and directors and the senior management (represented on the department basis), and the annual targets set are reviewed, and the attendants compare notes about the relevant matters. The decisions made are implemented by the departments and necessary improvements are performed.

3.3. Human Resources Policy

The Human Resources Department grounds on success and conducts modern and strategic human resources applications, in harmony with Company's mission vision and basic values, with the consciousness of that the most effective source for the fulfilment of the objectives is human, concertedly with the other departments.

Objective of our Human Resources Policy;

is to carry our Company into future with our highly motivated employees who feel the Company's spirit inside and have high work satisfaction and performance, and to ensure achievement of the long term goals.

In this context, our principles are as follows;

- to provide a suitable working condition for our employees for their improvement in both personal and vocational manner, to organise training programs for enhancing their knowledge, skills and selfimprovement,
- to evaluate their performance by measuring with objective criteria,
- to award the high performance, to support improvement of the performance lower than the expected,
- to create a secure, healthy and peaceful working environment in terms of occupational health and safety,
- to organise various social activities/events to increase morale and motivations of the employees.

To provide belongingness, unity and solidarity with these social activities,

- to take necessary measures which increase the efficiency and productivity and improve the working conditions.

Recruitment Policy

The most important factor behind our success is our employees. For this reason, our primary objective in the recruitment process is to employ persons having qualifications and competency appropriate to our Company policies. Our Human Resources department gives fair opportunity to everybody, without and religious language racial or sex discrimination. Our recruitment process is carried out within the frame of

the rules defined in 'Personnel Recruitment Procedure'. The compatibility of the person to the position is evaluated in direct proportion to the compatibility to the current job definition. The human resources and the relevant director conduct two separate interviews with the persons considered adequate. The applicants who be successful in the interviews are subjected to personality inventory analysis, foreign language test and other tests as per the requirements of the position.

Training Policy

Our Company who acknowledges that the most important capital of the company is the human, makes continuous investments on human as a principle. In this context, all our employees have various trainings for their professional and personal development. The training programs are prepared in accordance with the performance evaluations conducted all the year round and the requirements of the position, and they are arranged within the year. Our Company who attach a particular importance to health and security of the employees, organises several Occupational Health and Safety and First-aid Trainings all the year round.

Indemnity Policy

Our company has taken Labour Law no 4857 as reference while determining the indemnity policy for its employees.

In this regard;

Severance pay for an employee who has a certain period of seniority and whose labour contract is terminated because of any circumstance set forth in Law no 4857 is paid to that personnel (or in case of death, to the heirs of the deceased) pursuant to the articles 14,24 and 25 of the Law, on the basis of term of employment and wage of the said personnel. Notice pay is paid to the employee in cash pursuant to the article 17 of Law no 4857 or it can be compensated by allotting time to the employee to seek work provided that the termination of the labour contract is noticed him/her before an adequate time (depending on the seniority of the employee) before the termination.

3.4. Information about the Relationships with the Customers and Suppliers

Our company endeavours to meet the requirements and expectations with multidirectional communication, in order to increase both customer and supplier satisfaction. For this purpose, demands and expectations are inquired from the first hand by the visits performed to the customers and the suppliers and the client surveys made, and solutions are searched. We formed a department where the end user complaints on the products our company produces are received. This unit can be easily reached with all kinds of communication instruments. The complaints are evaluated and searched and any quality deficiency is immediately recovered.

3.5. Codes of Conduct and Social Responsibility

Codes of Conduct

Our partner Deceuninck NV has announced the Corporate Codes of Conduct, which have been established in all partner companies, to its employees in our company in 2004, and in all recruitments these codes are signed. The aim of the Corporate Codes of Conduct is to reveal our faith in high ethical values and to consolidate urgent and consistent actions for protection of those standards. All employees commits to comply with the high ethical and social standards in terms of the content and essence of the documents.

Responsibility to Each Other

You and your ideas create value and success for the Company. We have to appreciate and respect to any unique character and contribution of each employee.

Diversity

We encourage diversity among our employees. Diversity of the individuals and the thoughts are commercial advantages for our Company.

Equality of Opportunity

Any discrimination, to any of our employee or anybody we cooperate with, because age race religious sex physical disability nationality sexual orientation veteran or legally protected any other circumstance is not permitted.

Mobbing and Violence

Mobbing or violence in the workplace is definitely forbidden and they are no tolerated. Undesirable intimacy or sexual demands, indecorums, rags, intimidation, tyranny or physical contact or similar undesirable behaviours or any other behaviour causing an irritant or unfriendly work environment is considered as mobbing.

Security and Health

We commit to create a safe and healthy workplace, and to be attentive to each other, to the Company, and to the environment. Each of us is obliged to obey the health and safety rules effective in our workplace. All of us are responsible to take the necessary measures to protect ourselves and our colleagues from any accident, injury and insecure situation. Also, we have to immediately report health and security threatening situations and have take necessary steps to eliminate them.

Alcohol/Drug Abuse

We commit to create a workplace far from drug abuse. Working under influence of alcohol or drugs endanger ourselves and the others. It is forbidden to use, carry and distribute unpermitted drugs and alcohol within

the working hours of the Company or within the facilities of the Company. In special occasions, alcohol use can be exceptionally allowed by the management. The employees are encouraged to have alcohol and drug abuse treatment.

Wage/Salary

Ege Profil A.Ş. does not pay to its employees any wage/salary under legal minimum wage or the minimum wage in the sector.

Human Rights

Ege Profil A.Ş. commits to protect human rights all over the world. For that purpose our Company supports the following standards:

- Provides equal opportunities to all its employees at all levels regardless of their age, race, religious, sex, physical disability, nationality, sexual orientation, veteran or any other legally protected situation,
- Provides a secure and healthy workplace where human and environment health is protected,
- Does not pay wage under the legal minimum wage or the minimum wage in the sector. Creates opportunities to improve their skills and abilities,
- Our Company does not employ children and does not support their employment. The child labour is defined as the persons under minimum age permitted by the law enacted by the related authorities.

Ege Profil A.Ş. in no sense employs persons under ages of 16 on purpose.

- Our Company makes contracts with its employees totally on voluntary basis. Company never force anybody directly or indirectly to work for the Company and does not support mandatory labour.

Information Technology Sources

We, as Ege Profil A.Ş., have to use information technology sources with ethical methods and with responsibility, in accordance with the rules. Getting unethical information (over porno, violence or racist, etc websites) is forbidden.

Liability Towards the Company

Conflicts of Interest

The commercial decisions taken and the activities being involved on behalf of the Company should never get affected from personal opinions and relations. We shouldn't use Company's properties, information and our position for our personal or familial interests. Conflict of interest may arise when we establish a business relation with our family members or close friends, within or out of the Company, or ourselves or any of our family members directly or indirectly get any personal or financial benefit from any such business. This circumstance may also occur in case external interests affect our capacity of doing our business in the way we desire. We should never attempt to involve in a business which may compete with the company, or to

acquire a property or similar assets, which may be expected the Company to reasonably profit from, before offering the said opportunity first to the Company.

Liability Towards the Public

Environment

Protecting the environment is the right choice and is a part of our Corporate strategy. We commit to be attentive to each other, to the company, and to the environment. We endeavour to reduce wastes, emissions and dumped substances in all our activities. We use, process, transport and discharge all raw materials, products and wastes safely. Also, we help the others to acknowledge the environmental liability they bear while using our products. We endeavour to permanently take our environmental implementations further together with the government agencies, contractors and communities. The commitment we give for the environment is a responsible to be shared by everybody. Nobody can claim that this is another's duty.

Liability Towards our Business Partners

External Business

We have to be honest to our suppliers and contractors. We believe in working together with persons who adopt and exhibit high standards in their business. We do not lean towards lawbreaker suppliers (including environmental, occupational and health laws).

Liability Towards Laws

Legal act standards are the minimum acceptable behaviour level for us. Obviously, we have to obey the laws; however we aim at high standards. The spirit of our corporate codes of conduct helps us against special conditions. Accordingly, we must comprehend the aim and spirit of our Corporate codes of conduct and we have to consult with the related persons in case we are undecided about the preferences related to our acts.

Social Liability

Izmir manufacturing plant and Kocaeli-Sarımeşe manufacturing plant are certificated according to TSEN ISO 9001 Quality Management, TSEN ISO 14001 Environmental Management System and TS 18001 Occupational Health and Safety Management System Standards, respectively since 2007 and 2008.

Our company did not incur any accusation or sanction for environment protection till now. In 2007 our Company lead the sector in another subject by using eco-friendly Calcium-Zinc stabiliser instead of Lead stabiliser. We recycle 90% of the waste produced at the production stage, by reusing in its production. We converted our heating system to natural gas in the plants of our Company, which is not subjected to emission permission, and thus have taken an important step in preventing air pollution. Our recyclable wastes are collected separately and delivered to the certified establishments for recycling. The hazardous

wastes are also delivered to certified establishments and disposed securely. In our Company, which is not subject to noise permission, noise level is being measured day and night and noise level is being kept within the legal limits allowed. There is no lawsuit against our Company for any harm posed to the environment.

Part 4- Board of Directors

4.1 Function of the Board of Directors

The Board of Directors manages and represents the Company with a rational and prudent risk management approach by keeping the risk, growth and profit balance of the Company at the most appropriate level with the strategic decisions it takes, primarily by looking after Company's long-term benefits.

The Board identifies the strategic targets of the Company and determines the human and financial resources to be required by the Company.

Observes the conformity of the Company's activities/operations with the legislation, articles of the incorporation, internal regulations and the policies established.

The scope of the duties, rules of procedures and the constituent members of the committees to be formed within the Board of Directors are specified by the Board of Directors in accordance with the provisions of the Capital Market legislation.

The Company policies and rules, which have to be prepared pursuant to the Capital Market legislation are prepared by the Board of Directors, if necessary it is submitted to General Assembly's information and approval and then announced.

4.2. Principles of the Board of Directors' Activities

According to the articles of incorporation, although the meeting of the Board of Directors can be held whenever required, the meetings have to be held maximum within 3 months following the previous board meeting and at least four times a year.

The members are invited to the meetings by the General Management secretarial, in written. The agenda is determined with the interviews of the Chairman of the Board of Directors with the members. There exist regulations in the articles of incorporation for the validity of the decisions of the Board of Directors, and pursuant thereto the Board of Directors meeting is held with the majority of the total member number and the decisions are made with the majority of the number of the members attended to the meeting. The members of the Board of Directors have the rights for disapproval and to lodge a statement of opposition.

The veto rights of the members of the Board of Directors are enacted as per the articles of incorporation. Prohibition of Competition and Trading of the Members of the Board of Directors with the Company.

There is no regulation in the articles of incorporation of our Company regarding prohibition of competition

and trade of the chairman and the members of the Board of Directors with the Company, and they are not allowed to transact business directly or indirectly in the name or on behalf of themselves or others' without the permission of the general assembly. The related provisions of Turkish Commercial Code apply in case any transaction is determined.

In consequence of the resolutions given in the General Assembly of our Company, the authorisations listed in the 395th and 396th articles of the Turkish Commercial Code have been granted to the members of the Board of Directors.

Within the activity year of 2014, the members of the Board of Directors did not transact any business related to the Company and did not embark on an enterprise in competition with the subjects of the activities. Total 16 meetings of Board of Directors have been held within 2014.

4.3. Structure of the Board of Directors

The Board of Directors is selected by the general assembly pursuant to Turkish Commercial Code, among the shareholders or extrinsically, and it consists of minimum 5 (five) members.

The Board of Directors is formed in a way that it enables the members to do efficient and constructive works, to take fast and rational decisions, and to organise the formation and effective operation of the committees.

The number, qualification and assignment methods of the supervisory non-management directors in the Board of Directors are specified as per the relevant provisions of the related legislation and the regulations related to Corporate governance of the Capital Markets Board. The members of the Board of Directors are selected in accordance with the Capital Market Legislation, Turkish Commercial Code and the Provisions of Articles of Incorporation. Re-election of the independent members, whose term office is expired, is possible provided to comply with the regulations of the capital market legislation.

The company is managed and represented by the Board of Directors.

The members of the Board of Directors are selected maximum for three years. The members whose term office expire can be re-elected. In case of an open position, the Board of Directors selects a person having legal requirements non-permanent membership of the board of directors.

Such non-permanent member assigned pursue his/her task until the next meeting of the general assembly and he/she continues to fulfil his/her duty until the date that the term office of the previous member expires, if the general assembly approves.

In case a legal entity is elected to the board membership, "one" real person (who is designated by the legal entity) is also registered and announced together with this legal entity, on behalf of the legal entity, and this registration and announcement is immediately disclosed on company's website. Only this person can attend to the meetings can vote on behalf of this legal entity. The members of the board of directors and the

real persons to be registered on behalf of the legal entities have to be fully competent.

Following the membership election, the members make a job sharing amongst . The Board of the Directors is authorised to partly or wholly assign the management to one or several board member(s) or to a third person, with an internal directive to be drawn up by the board.

4.4. Meetings of Board of Directors

The meeting of the Board of Directors can be held either by demand of any member of the Board of Directors or ex officio by the chairman of the board of directors, at any time. But the meeting has to be held maximum within three months following the previous meeting and at least four times a year. The meeting of the Board of Directors is held with the majority of the total member numbers and the decision can be taken with the majority of the members attend to the meeting.

The date of the board meeting is notified to the members at least 10 (ten) days prior to the date of meeting.

The aforesaid notification involves a reasonable summary of the agenda and the relevant reports and documents (if exist). The meetings of Board of Directors is held at a place within the country or abroad (to be determined by the board) and in English. However the resolutions and the minutes of the meeting of the Board of Directors are taken/issued in Turkish. The English translations of the decisions made are attached to the resolution.

The persons who have right to attend the meeting of the board of directors of the Company can electronically participate those meetings as per article 1527 of the Turkish Commercial Code. The Company may either set up the Electronic Meeting System, which will enable the beneficiaries to electronically attend the those meetings and to vote as per provisions of the Regulation on Electronically held Assemblies in Trading Companies Other than the General Assemblies of the Incorporated Companies or may buy service from systems built for this purpose.

4.5. Number, Structure and Independency of the Committees Formed within the

Board of Directors

The Board of Directors of the Company and the committees which has to be formed pursuant to Corporate Governance Principles consist of following names:

Board of the Directors

Clement Edmont De Meersman Chairman of the Board of Directors

Tom A. Debusschere Member of the Board of Directors

Ergün Çiçekci Member of the Board of Directors

Marcel Klepfisch Member of the Board of Directors (Independent Member)

Yasemin Ünlü Romano Member of the Board of Directors (Independent Member)

Audit Committee

Marcel Klepfisch Member of the Board of Directors (Independent Member)

Yasemin Ünlü Romano Member of the Board of Directors (Independent Member)

Audit Committee consists of 2 members and holds meeting in every 3 months. The Audit Committee carries on its activities according to the generally accepted principles, and there exist no other regulation in which the relevant procedures are written. The members of the Audit Committee are selected from non-executive crackerjack members.

Early Detection of Risk Committee

Clement Edmont De Meersman Chairman of the Board of Directors

Marcel Klepfisch Member of the Board of Directors (Independent Member)

Koen Kurt Vergote Financial Analysis and Budget Director

Nurcan Güngör Director of Finance

Corporate Governance Committee

Marcel Klepfisch Member of the Board of Directors (Independent Member)

Tom A. Debusschere Member of the Board of Directors

The Early Detection of Risk Committee and the Corporate Governance Committee carry on their activities according to the generally accepted principles, and there exist no other regulation in which the relevant procedures are written.

Risk Management and Internal Control Mechanism

The internal control unit of our partner Deceuninck Group conducts audits, within the frame of the annual audit plans determined every year, and reports the findings obtained from the audits. The relevant audits on compliance of the activities and the operations carried out with either legal legislation or Company policies are conducted.

The internal control unit has conveyed the findings of its audit conducted on 14 June 2014 and determined the development fields. The action related to those development fields has been immediately constituted.

The matters related to the follow up of the findings have been added into the next year's audit plan.

Furthermore, with the periodic internal audits performed within our company, it is being inspected whether the requirements of TS EN ISO 9001 Quality Management System, TS EN ISO 14001 Environmental Management System, TS 18001 Occupational Health and Safety Management System are fulfilled or not and the improvement activities are started if appropriate.

Besides, our company aiming continuous improvement by using simple production techniques, measures

the in-plant order and organisation on team basis through monthly performed 5S audits.

Our company aims at offering a healthier and safer working environment to the employees working for or on behalf of the Company, dealers, visitors and suppliers and aims at protecting the environment while it carries out its activities. Accordingly it works with the continuous improvement philosophy complying with the legal necessities related to occupational health and safety and environment. In addition to the consultancy service we provide from an Occupational Safety Consulting company we employ an Occupational Safety Specialist within our company.

4.6. Financial Right Granted to the Board of Directors

The total wages and honorarium to be granted to the chairman and the members of the Board of Directors are determined by the general assembly. For the salaries (wages) of the independent members of the Board of Directors share certificate options and Company performance-dependent pay plans are not used. The total wages and similar benefits granted to the chairman and members of the Board of Directors and the senior directors such as general manager, general coordinator, deputy general managers, as of December 31, 2014 is TL 4.370.860.82 (December 31, 2013 - TL 4.005.906).

Our company takes into consideration the energy policies being implemented in the World and Turkey. Both because of our environmental consciousness and as a part of our efficiency studies, we have R&D projects aiming development of low-energy consuming products.