

INDEPENDENCE STATEMENT

I hereby accept, declare and undertake that I read and understood Capital Markets Board, Company articles of Association and Capital Markets Board Corporate Governance Principles in the attachment of “Communique on Corporate Governance” no. II-17.1 that belong to Capital Markets Board, and within the frame of the related legislation, I bear all of the Independent Board of Directors Membership criteria of which limitations counted in principal no. 4.3.6 which is also in the attachment of this declaration.

4.3.6- A member of the board of directors who meet the following criteria shall be referred to as an “independent member”.

a) Not to have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or not to have established a significant commercial relation between the corporation, companies on which the corporation hold control of management or significant effect and shareholders who hold control of management of the corporation or have significant effect in the corporation and legal entities (provisions of TFRS 10 must be used to determine whether there is control and provisions of TMS 28 must be used to determine whether there is significant effect) on which these shareholders hold control of management and himself/herself, his/her spouse and his/her relatives by blood or marriage up to second degree, not owning more than 5% of the capital or voting rights or privileged shares together or individually or not establishing an important commercial relationship (In the event that the partnerships within the scope of this paragraph have been inactive in the last 3 accounting periods, there will be no breach of the independence criteria. In the event that the ratio of the turnover/pre-tax profit obtained from the significant business relationship to the total turnover/pre-tax profit obtained from the same business relationship is 20% or more for the independent member candidate or any of the partners, it is accepted that the independency is damaged.).

b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the corporation purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the corporation, at the time period when the corporation purchases or sells services or goods.

c) To have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member.

ç) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation.

d) To be residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.

e) To be capable to contribute positively to the operations of the corporation, to maintain his/her objectivity in conflicts of interests between the corporation and the shareholders, to

have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders.

f) To be able to allocate time for the corporation's business in order to follow up the activities of the corporation and duly fulfill the allocated duties.

g) Not to have conducted membership of board of directors more than a term of six years in the last ten years.

ğ) Same person shall not be the independent member of the board of directors in more than three of the corporations as such; the corporation or the controlling shareholders of the corporation who hold the control of management corporations and in more than five corporations in total which are admitted to the trading on the exchange.

h) Not to be registered and announced as a board member representing a legal entity.

FATMA PINAR ILGAZ

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AHMET BAL