

VESTEL BEYAZ EŐYA SANAYİ VE TİCARET A.Ő.
CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

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1. Statement of Compliance with Corporate Governance Principles

As per the decision dated 27.01.2014 and numbered 2/35 of the Capital Markets Board (CMB), Vestel Beyaz Eşya San. ve Tic. A.Ş.'s Corporate Governance Principles Compliance Report for 2013 is prepared in compliance with the format announced in the Capital Markets Board's Bulletin dated 01.02.2013 and numbered 2013/4, as stated in the Board's Bulletin numbered 2014/2.

In parallel with the Corporate Governance practices commenced in 2005, corporate governance mechanisms started to be operated at Vestel Beyaz Eşya San. ve Tic. A.Ş. in line with the Principles. Within the scope of these activities, in the initial phase, a series of amendments were made to the Company's Articles of Association in order to offer an equitable, accountable, responsible and transparent structure to the shareholders. These amendments served to grant rights to minority shareholders, which are envisaged by the Corporate Governance Principles though enforced by very few companies, while radical changes were made to the management structure in pursuit of "better governance". Following the revisions made to the Articles of Association, Corporate Governance practices were carried on with the establishment of Corporate Governance mechanisms at the Company. While the Board of Directors was vested with greater objectivity with the addition of independent members, committees were also set up under the Board with the aim of further increasing the effectiveness of corporate governance. In addition, the Company's disclosure policy was put into writing, and presented to the shareholders at the General Assembly Meeting. A website has been developed so as to achieve the maximum, concurrent, accurate and complete public disclosure in line with the Corporate Governance Principles.

Activities undertaken in 2013 with a view to further increasing the compliance of Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. with the Corporate Governance Principles are summarized below:

- The Articles of Association were revised in parallel with the legislations of the CMB and Turkish Commercial Code ("TCC") and presented to the approval of the shareholders at the General Assembly Meeting for the year 2012.
- In line with the Corporate Governance Principles, with the Board of Directors' decision dated 15.03.2013, Early Detection of Risk Committee was established and working principles of the Committee were submitted to the information of the shareholders via the Public Disclosure Platform and the Company website.
- Limit of the donations to be made in 2013 pursuant to Article 19 of the Capital Markets Law numbered 6362 was determined; such limit was submitted to the approval of the General Assembly and was approved by the General Assembly.
- "Internal Directive on the Principles and Procedures of Operation of the General Assembly" prepared pursuant to the "Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade who will be Present at These Meetings", as published in the Official Gazette dated 28.11.2012, was posted on the Company's website upon its approval at the Extraordinary General Assembly held on 27.03.2013.

- The Company was given the “CDP Turkey 2013 Climate Performance Leadership” Award by the Turkey Office of the Carbon Disclosure Project, which is considered the most extensive environmental initiative.

In the implementation of Corporate Governance Principles, certain principles that do not conform to the Company’s structure and that are regarded as potential obstacles against its activities were excluded. These principles and the reasons for opting not to comply therewith are summarized below:

- The definition of the appointment of a special auditor as an individual right in the Articles of Association: The right to demand the appointment of a special auditor is already granted by the Article 438 of the Turkish Commercial Code. Since the right has already been defined by legislation, it was not found necessary to further govern it in the Articles of Association.

During the implementation of Corporate Governance Principles, the Company’s Board of Directors, senior management and all employees supported the activities and participated in the studies held. With this widespread support, Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. was able to establish its management approach, which is responsible, accountable, transparent and equitable toward its shareholders.

PART I- SHAREHOLDERS

2. Investor Relations Department

- Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. carries out its relations with shareholders through Vestel Group of Companies Investor Relations Directorate. Information on the Directorate is provided below:

Department Director : Serap Mutlu
Department Manager : Başak Dalga
Address : Akmerkez 34337 Etiler - Istanbul
Phone : +90 (212) 282 28 10
Email : yatirimci@vestel.com.tr

- The principal activities carried out by the Investor Relations Directorate in 2013 on behalf of Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. are summarized below:

- Nearly 10 one-on-one meetings were held with the investors and analysts.
- During the relevant period, more than 60 questions were received via e-mail and about 80 by phone, these questions were answered in detail, at the earliest availability.

3. Shareholders’ Exercise of Their Right to Obtain Information

- During the period including the year 2013, shareholders requested information on various matters from the Company. These were responded to via telephone, e-mail or mail, in writing or verbally, as requested by investors. The answers to these inquiries were open, clear, and in detail, in accordance with the Company’s disclosure policy, and all inquiries except those concerning trade secrets were given a satisfactory response.

- All information and documents necessary for the shareholders to duly exercise their right to obtain information were disclosed via the Public Disclosure Platform (PDP) and Vestel Beyaz Eşya San. ve Tic. A.Ş.’s website.

- In order to ensure that the right to obtain information and right of examination, which are among the most important shareholding rights, are easily exercised, in 2011, design of the Investor Relations website was renewed, its contents were expanded, and thereby, it was ensured that domestic and foreign investors gain access to the highest amount of information within the shortest time, simultaneously, accurately, quickly, completely and comprehensibly. All the information required by the CMB's Corporate Governance Principles is published on the said website. Investor Relations Directorate is responsible for updating and monitoring the website.

- The right to request the appointment of a special auditor is not laid out in the Articles of Association. Since this right is already granted to each shareholder of joint stock companies by Article 438 of the Turkish Commercial Code, it was not found necessary to specifically govern this issue in the Articles of Association. The Company received no requests for the appointment of a special auditor during the relevant period.

4. General Assembly Meetings

- Vestel Beyaz Eşya San. ve Tic. A.Ş. held its Ordinary General Assembly Meeting for 2012 at 02:30 PM on June 5, 2013 at the address of Zorlu Plaza, Avcılar, Istanbul.

- Invitation for the meeting including the agenda was made in due time as set out in the Law and the Company's Articles of Association, by being published in the Turkish Trade Registry Gazette issue 8318 dated May 13, 2013 and in Dünya newspaper dated May 13, 2013, and also posted on the Public Disclosure Platform, E-General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. as well as on the Company's website at "<http://vesbe.vestelyatirimciiliskileri.com>", by announcing the day and agenda of the meeting. In order to facilitate attendance to the General Assembly Meeting, announcements were published in one Turkish newspaper with high circulation and access to any and all information concerning the Ordinary General Assembly, including the meeting invitation, was ensured by being posted on the Company's website.

- Our Company's 2012 financial statements, Annual Report of the Board of Directors, independent external audit report and dividend distribution policy, Articles of Association and general assembly information document, prepared in accordance with the regulations of the Capital Markets Board were kept available for examination by our shareholders at our Company's headquarters and on the Company's website at <http://vesbe.vestelyatirimciiliskileri.com>, 3 weeks prior to the date of the General Assembly Meeting.

- Prior to the General Meeting, the shareholders, Capital Markets Board and/or other relevant public agencies and institutions did not demand adding any items to the meeting agenda.

- In accordance with the "Communiqué Regarding the Electronic General Assembly System to be Implemented in the General Assembly Meetings of Joint Stock Companies", published in the Official Gazette dated 29.08.2012 and numbered 28396, shareholders were granted the right to attend and cast vote at the General Assembly through an electronic medium.

- Out of the 190,000,000 shares corresponding to the Company's total share capital of TL 190,000,000.00; 1,010.5 shares representing TL 1,010.5 in capital were present in person, and 162,687,690 shares representing TL 162,687,690 of capital were represented in proxy at the meeting; and, the General Meeting has convened with an attendance ratio of 85.63%.

- The Company's Articles of Association contain no provisions concerning the participation of stakeholders or the media at the General Assembly Meeting. However, participation is possible provided that the Company is informed beforehand. Only shareholders attended the Ordinary General Assembly for 2012 and there was no participation from other stakeholders or media representatives.
- It was ensured that Board members who were related to the significant agenda items of the General Assembly, other related persons, officers who had responsibility in the preparation of financial statements and auditors were present at the General Assembly Meeting so that they can provide necessary information and answer questions.
- Shareholders were allowed to express their opinions and ask questions under equal conditions at the General Assembly Meeting. All questions coming from shareholders were responded to in detail. Shareholders introduced no motions during the meeting.
- At the General Assembly Meeting, shareholders were informed about donations amounting to a total of TL 47,150.27, made to various educational institutions during the year 2012.
- Pursuant to the Article 19 of the Capital Markets Law numbered 6362, limit of the donations to be made in 2013 was determined and submitted to the approval of the General Assembly.
- Minutes of the General Assembly Meeting are kept available for the examination of shareholders at the Company's headquarters. In addition, any and all announcements, documents and instruments related to the General Assembly Meetings are provided to shareholders and stakeholders on the Company's website.
- Company's Extraordinary General Assembly Meeting was held on 27.03.2013, at 12:30 PM, at the Company's head office located at of Zorlu Plaza Avclar, Istanbul.

Invitation for the meeting including the agenda was made in due time as set out in the Law and the Company's Articles of Association, by being published in the Turkish Trade Registry Gazette issue 8217 dated March 05, 2013 and in Milliyet newspaper's issue dated March 06, 2013, Dünya newspaper's issue dated March 06, 2013 and also posted on the Public Disclosure Platform, E-General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. as well as on the Company's website at "<http://vesbe.vestelyatirimciiliskileri.com>", by announcing the day and agenda of the meeting. In order to facilitate attendance to the General Assembly Meeting, announcements were published in two Turkish newspapers with high circulation and access to any and all information concerning the Extraordinary General Assembly, including the meeting invitation, was ensured via being posted on the Company's website.

- Out of the 190,000,000 shares corresponding to the Company's total share capital of TL 190,000,000.00; 161,674,689 shares representing TL 161,674,689 were represented at the meeting; out of these shares, 3 shares representing TL 3.00 in capital were present in person, and 161,674,686 shares representing TL 161,674,686 were represented in proxy at the meeting; and the General Meeting has convened with an attendance ratio of 85.09%.
- At the meeting, it was decided to elect Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the audit of both the accounts and operations of 2013 and to conduct the audit under Capital Market Law and the relevant legislations and the Turkish Commercial Code and the relevant legislations; and to accept the "Internal Directive on the Working Principles and Procedures of Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş.'s

General Assembly”, which was announced on the Company’s website at <http://vesbe.vestelyatirimciiliskileri.com>, the Public Disclosure Platform and the E-General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. and submitted to the approval of the shareholders.

5. Voting Rights and Minority Rights

- There is no privilege with respect to voting to any group or stakeholder in the Articles of Association of Vestel Beyaz Eşya San. ve Tic. A.Ş.
- The Company does not have any subsidiaries. For this reason, there are no cross-shareholding interests and therefore there was no need to put this subject to vote at the General Assembly Meeting.
- Minority shareholding interests are not represented in management. However, two independent members were elected to the Board of Directors to represent the interests of all shareholders and stakeholders, especially those of minority shareholders.

6. Dividend Rights

- There are no privileges concerning the participation in Company’s profits in the Articles of Association. Each share of stock is entitled to an equal dividend.
- Each year, the Company’s Dividend Distribution Policy is presented to shareholders as a separate agenda item at the General Assembly Meeting. The Dividend Distribution Policy is also disclosed to the public via the Company’s website and annual report.
- In accordance with the dividend distribution policy approved at the Board of Directors’ meeting held on March 19, 2007 and numbered 2007/8, the Company shall distribute dividends corresponding to a minimum 25% of its distributable profit, in 2007 and in the subsequent years, in cash or in the form of bonus shares to its shareholders, in accordance with the provisions of its Articles of Association. The amount of dividends to be distributed shall be proposed by the Board of Directors each year at the Ordinary General Assembly Meeting depending on domestic and global economic conditions and the Company’s growth plan.
- Since no dividend will be distributed due to the net loss reported in the 2012 financial statements prepared in accordance with the Capital Markets Law, the Board of Directors’ decision dated 10.05.2013 and numbered 2013/5 concerning the provision of information on the net loss at the Ordinary General Assembly Meeting for 2012, was read and information was provided to the General Assembly.

7. Transfer of Shares

- The Company’s Articles of Association contain no provisions restricting the transfer of shares.

PART II - PUBLIC DISCLOSURE AND TRANSPARENCY

8. Disclosure Policy

- Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş.'s public disclosure policy has been formulated in line with the CMB's Corporate Governance Principles. In 2010, the policy was revised and approved by the Board of Directors. The revised disclosure policy was submitted to the information of shareholders and participants at the 2009 Ordinary General Assembly held on May 26, 2010. The Company's disclosure policy has also been publicly disclosed on the corporate website.
- The issues addressed by the Company's public disclosure policy are summarized below:
 - Ensuring that public disclosures are made in a complete, fair, accurate, timely, comprehensible manner and are made equally and easily accessible to all;
 - Individuals authorized for the development, implementation and improvement of the disclosure policy and individuals responsible for public disclosures;
 - Methods and tools of disclosure;
 - Public disclosure of financial reports and authorized individuals;
 - Public disclosure of material events and authorized individuals;
 - Written/verbal statements-press releases-conferences and individuals authorized to make public disclosures;
 - Disclosure of forward looking information;
 - Prohibited disclosure/silent period;
 - The website;
 - Following up on news, rumors, and speculations;
 - Criteria used in the designation of individuals with administrative responsibility;
 - Confidentiality protection procedure for insider information.
- The Public Disclosure Policy has been developed and approved by the Board of Directors, which is the responsible body for its implementation, development and oversight. The monitoring and follow-up of all kinds of issues related to public disclosure is under the responsibility of executives in charge of financial management and reporting, and the Investor Relations Department. These executives perform their duties in close cooperation with the Corporate Governance Committee, Audit Committee and Board of Directors.

9. Corporate Website and Its Contents

- Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş.'s corporate website was created in early 2007 for the purpose of ensuring clear, accessible and equitable public disclosure to shareholders, stakeholders and the public at large. The information posted on the website is constantly updated.
- Corporate website contains all the required matters stipulated in the CMB's Corporate Governance Principles.
- Website is also prepared in English in order to provide information to international investors.
- The Company's website may be reached at "www.vestel.com.tr". Furthermore, pursuant to the "Regulation on Websites to be Launched by the Joint Stock Companies" and the 1st paragraph of the Article 1524 of the TCC, in accordance with the principles and procedures

regarding the launching of a website, allocation of a section of this website to publishing the announcements that are required to be made by the company under the law and information society services, our Company procures Central Database Service Provider support services from Merkezi Kayıt Kuruluşu A.Ş. (CRA) and announcements that are required to be made by the Company by law is accessible through e-Company Information Portal of the CRA.

10. Annual Report

- The annual report contains the material information stipulated in the CMB's Corporate Governance Principles. Moreover, Board of Directors' Annual Report was prepared in accordance with the provisions of the "Regulation Regarding the Determination of the Minimum Contents of the Companies' Annual Reports", published in the Official Gazette dated 28.8.2012 and numbered 28395.

PART III - STAKEHOLDERS

11. Informing of Stakeholders

- Stakeholders for the Company can be classified as employees, suppliers, finance institutions and the public.
- Stakeholders are regularly informed within the framework of the Company's public disclosure policy. Employees are informed by e-mails and also by the Intranet. Furthermore, periodic inter-departmental meetings and periodic meetings for the employees are held.
- The Company's domestic and foreign sales are carried out by Vestel Ticaret A.Ş., one of Vestel Group of Companies. Vestel Beyaz Eşya pays customer visits together with the Group's marketing company. Based on the assessments arising from these face-to-face contacts, customer satisfaction can be directly observed and complaints can be addressed onsite. When necessary, improvement work is carried out in line with the customer complaints received via this company or directly by Vestel Beyaz Eşya. Apart from these, periodic meetings are held with Vestel Ticaret A.Ş. to discuss the actions taken to meet customer expectations and to maximize the level of quality. At certain periods, the Company conducts customer satisfaction surveys.
- The stakeholders can report Company's transactions violating legislation or not compliant with ethical rules to the Corporate Governance Committee, Audit Committee or the Investor Relations Department by accessing them via phone and/or e-mail.

12. Participation of Stakeholders in Management

- No model has been developed at the Company to include stakeholders in the Company's management. However, the two independent members on the Board safeguard and represent the interests of all stakeholders as well as those of the Company's shareholders.
- The Executive Committee Member responsible for Human Resources represents the employees, one of the Company's largest stakeholder groups, at Vestel Group's Executive Committee.
- In important decisions with regard to the stakeholders, senior executives representing the stakeholders are invited to the Board meetings to express their opinions.

13. Human Resources Policy

- Human resources activities are carried out by the Vestel Human Resources Department, which reports to the Zorlu Holding Human Resources Coordinator. The Department includes a Human Resources and Training Unit, and an Industrial Relations Unit. Transactions related to the administrative affairs and recruitment functions are carried out under the direct supervision of the Human Resources Director. The Zorlu Holding Human Resources Coordinator is a member of Vestel Group's Executive Committee; as well. Thus, providing information regularly to the management on any employee related issue is ensured.
- The Company's Human Resources Policy is put down in writing and covers all the issues related to hiring, promotion, dismissal, compensation, career planning, performance evaluation system, reflection of performance results to remuneration, and training policies. The employees have been informed of their job definitions and division of tasks, as well as the performance and compensation criteria through the Human Resources Policy.
- The Human Resources Policy addresses the following matters:
 - Criteria for hiring, promotion and dismissal are put down in writing. Details regarding hiring criteria are spelled out in the recruitment regulation, and those on promotion in the promotion regulation.
 - Vestel Group has in place a performance appraisal system for the Group employees, which is based on individual performance as well as linked to the performance of the department and the Company, and which aims to contribute to the employees' personal development and the Company's corporate development. Results from the performance appraisal system are utilized in remuneration, training and career development processes.
 - A work evaluation was performed using Hay Group's grade system criteria which helped to identify the grading structure of the employees. A remuneration policy was determined in line with this structure, and a wage system has been established which is adjusted in accordance with the evolving market conditions.
 - Employees are offered comprehensive training programs. The training process is managed centrally for all Vestel Companies and the whole process is carried out on the Intranet. The training programs are designed to provide the employees with the opportunity to move forward in their careers. The employees are given the chance to select training programs in line with their career planning and aspirations.
 - "Vestel Technology Academy" was founded especially for the engineering staff of the Vestel Group. The Academy provides graduate education opportunity to nearly 200 employees with its masters and PhD programs. Additionally, "Management Training" and similar programs are regularly planned and implemented every year in order to cultivate qualified managers.
 - There are two different types of career advancement mechanisms, which are promotion and horizontal advancement. The system is run at intervals set out in the Company's guidelines.
 - Employees are provided with orientation programs. The program for each department and position is devised individually, and presents differences in terms of duration and content.

- The corporate portal and the e-mail system are used for the purpose of providing periodic information to employees. Each unit holds internal meetings at certain intervals. These meetings are production meetings (every morning at the factories), department meetings (each Monday), happy hour gatherings (on Fridays), quality management meetings (bi-monthly), budget meetings (monthly) and R&D new product meetings (monthly).
- All employees are treated equally and without any discrimination whatsoever (on the basis of ethnicity, language, religion, race, gender) in all matters involving training, career development, promotion, and the like.
- Measures are taken to prevent any practices that might cause discrimination among employees and all employees are treated equally without any distinctions being made among them. There were no complaints received from employees related to discrimination.

14. Code of Ethics and Social Responsibility

- Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş.'s Code of Ethics has been put down in writing and posted on the corporate website within the framework of the Public Disclosure Policy. Utmost care is taken to ensure that the Code of Ethics, which is formulated for the Company, the Board Members, and the employees is complied with in full.
- Within the scope of its social responsibility, Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş. takes part in the social responsibility projects carried out by its parent company, Vestel Elektronik San. ve Tic. A.Ş. and Zorlu Holding A.Ş. Zorlu Group, of which the Vestel Group of Companies is a member, took a major step in elevating its principles and values espoused since its foundation to global social responsibility dimension, by signing the United Nations Global Compact in 2007.
- Vestel Beyaz Eşya fulfills its obligations as a responsible corporate citizen by reducing the environmental impact arising from its activities, and by manufacturing products that are compatible with the environment. Since June 2006, the Company has adhered to the RoHS (Restriction of the Use of Certain Hazardous Substances) Directive in the manufacturing of all of its products. Accordingly, it limited the use of the six heavy metals (lead, mercury, cadmium, chrome+6, PBB, PBDE) which are hazardous to the environment and human life in its products. To ensure that the Turkish people live in healthier environments, Vestel Beyaz Eşya bore the costs resulting from this compliance and started supplying products to the domestic market that conform to the RoHS Directive even before this regulation went into effect in our country.
- Parallel to its RoHS efforts, the Company also carries out works in relation to WEEE (Waste of Electrical and Electronic Equipment Directive). According to this Directive, each brand is responsible for the collection and recycling of the wastes of its own products. Our Company is carrying out the necessary preparations with a view to adhering to the WEEE Directive in the most effective manner in coordination with the authorized governmental bodies.
- In accordance with its global environmental responsibility, Vestel Beyaz Eşya San. ve Tic. A.Ş. made it a principle ever since its foundation not to use in the products and production processes the chemicals that deplete the ozone layer or lead to global warming by creating greenhouse effect. In keeping with this philosophy, gases with very low ODP (ozone depletion potential) and GWP (global warming potential) levels are being used in the production of our refrigerators and air conditioners.

- With its environmental policy, Vestel Beyaz Eşya San. ve Tic. A.Ş. targets an approach that maintains and enhances the quality of life of its employees and customers. Under the environmental policy adopted, the Company pledges to:

- Take into account environmental factors when considering new products, projects and operations;
- Reduce the use of harmful materials in the product design and production processes, and search for less contaminant materials;
- Undertake activities for waste reduction, reuse, recycling and recovery;
- Ensure savings of energy, water and natural resources by encouraging higher productivity and employment of new technology;
- Use recycled packaging material whenever feasible;
- Organize activities that raise and promote environmental awareness;
- Comply with the environmental legislation and administrative regulations in effect.

- Due to the environmental significance of energy efficiency from the point of preventing direct consumption of natural resources, ISO 50001 Energy Management System activities are integrated into the ISO 14001 Management System.

In addition, with a view to contributing to the effective use of natural resources and electricity, priority is given to the manufacture of A and A+ energy class products at Vestel plants, and research and development activities mainly focus on products that consume less electricity, water, detergent, and gas.

- Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş.'s Energy Management System which was founded in 2011, was certified in 2012. Under the Energy Management System, the Company is committed to:

- Using energy efficient and eco-friendly technologies for continuously improving its energy performance and ensuring economic and environmental sustainability,
- Continuously comparing the Company's energy performance with the best practices in the world and its peers for improvement and development,
- Making use of renewable energy sources,
- Cultivating a culture of participation and innovation among stakeholders for continuous improvements in energy saving,
- Achieving full compliance with legal requirements,
- Identifying energy efficiency improvement areas by regularly conducting internal and external energy efficiency studies,
- Ensuring that all employees play a role in the improvement of the Company's energy consumption performance,
- Raising energy efficiency awareness via training, seminars and posters,
- Encouraging creative ideas for the development and use of new technologies and modification of equipment and processes in order to optimize energy consumption.

- As part of its environmental awareness activities within the Integrated Management Systems Policy, Vestel Beyaz Eşya Sanayi ve Ticaret A.Ş.:

1. Trains all employees on the subject of environment and energy. In 2013, 7,286 people received trainings on environment and energy.
 2. Distributes booklets on environment and energy to all employees.
 3. Designs bi-monthly environmental awareness brochures which are placed on panels which employees can see and on panels behind the bathroom doors.
- "Let's Collect Bottle Tops One by One, Overcome the Obstacles Step by Step" campaign organized by Ege University, Faculty of Dentistry in the scope of social

responsibility and waste management is supported within the Company. Wheel chairs were bought for the relatives of 50 employees with the collected plastic caps.

- Through supporting the "White Goods Sector Hazardous Waste Guide" project, hazardous wastes in white goods sector are classified with the support of the Ministry of Environment and Urbanization, Marmara University and TÜBİTAK.
- An Environment Commission, in which Environmental Management Officer represents the Company, continues its environmental activities.

Our Company was awarded with the "Cleanest Industrial Facility 1st Prize" and the "Environment Certificate" at the "Clean Turkey 2013" Competition held by the Ministry of Environment and Urbanization thanks to our products and our environmentally friendly production approach as an Eco-Friendly Technology.

Scope of this award includes waste management (hazardous and non-hazardous waste), carbon footprints, water and waste water management, environment and energy trainings, environmental social responsibility projects, stack gas emission measurements, environmental noise measurements, etc., ministry reporting, environmental impact evaluation reporting, energy efficiency works, environmental practices within the scope of TPM, ISO 14001 (Environment Management System), ISO 50001 (Energy Management System), environmental impact analysis throughout the production facility, environmental sustainability and MOIZ environment commission activities.

- Climate change is not only an ecological but also a social and economic threat. Vestel Beyaz Eşya San. ve Tic. A.Ş. views climate change as a significant risk for the world's future and the sustainability of the Company, and carries out important projects in this context. For this reason, the Company carried out studies for the measurement and reduction of its carbon footprint and joined the Carbon Disclosure Project, which has been initiated to encourage companies, investors and governments to gather and share information, which could help the fight against the climate change threat. The Company aims to realize performance improvement by embracing carbon-cutting targets by means of disclosing data about greenhouse gas emissions, climate change strategies and sustainable water consumption to the public and investors. With its project report explaining its environmental and energy management processes and how it has integrated climate change into its business strategies and processes, Vestel Beyaz Eşya San. ve Tic. A.Ş. was rewarded with the "CDP Turkey 2013 Climate Performance Leadership" Award by the Turkey Office of Carbon Disclosure Project (CDP), which is considered the most extensive environmental initiative focusing on climate change.

- Vestel Beyaz Eşya San. ve Tic. A.Ş. achieves sustainability by successfully applying the Total Productive Maintenance (TPM) management system since 2011. TPM is a maintenance system, which targets zero equipment disruption and zero quality error in production systems. In production and service processes, TPM upholds the participation of all employees, introduces autonomous maintenance processes, adopts a preventive rather than corrective approach, and maximizes equipment efficiency. The TPM system approach has brought the following environmental gains to the Company:

- Maintaining order with the 5S approach and reduced pollution,
- Achieving improvements through the Kaizen philosophy,
- Savings in energy and raw materials, and reduced breakdowns and waste with the Autonomous Maintenance approach,
- Decreasing scrap and rework and thus waste,
- Efficiency and quality improvements – continuous development.

- Vestel Beyaz Eşya San. ve Tic. A.Ş.'s Puzzle Refrigerator was granted the Energy Efficient Product Award at the MOIZ Energy Efficiency Competition, which is one of the contingent results of the Company's large-scale investments in eco-friendly products.

- Vestel Beyaz Eşya San. ve Tic. A.Ş.'s policy in relation to occupational health and safety is as follows:

The Company:

- Meets its legal obligations and administrative conditions toward employees and complies with the rules of the organizations to which it is a member,
- Achieves continuous improvement through incorporation of international standards, new technologies and employees' recommendations in its practices,
- Devises and implements plans that will prevent potential occupational accidents and diseases by undertaking occupational health and safety risk analysis,
- Offers continuous training to employees to help them adopt the correct behavioral habits with regard to potential health and safety risks,
- Reviews the policy according to changing conditions so as to eliminate or minimize unsafe situations and unsafe acts at workplaces with a view to prevent or reduce occupational accidents; to regularly review working conditions and to take necessary actions with regard to problematic areas; and to secure funds for such actions,
- Adopts the principle of "the right work for the employee and the right employee for the work" in order to prevent or reduce accidents.

- At Vestel, corporate development is synonymous with social development. Cognizant of this fact, the Company firmly supports all social responsibility projects, which deliver value to the society, pioneers new initiatives in this field, and raises social awareness on this front with its future-oriented and eco-friendly product communications.

- Vestel makes a point of ensuring that its social responsibility activities make concrete and sustainable contributions to the society, and accordingly, chooses to support long-term rather than short lived projects. As such, before embarking upon a social responsibility project, the Company first identifies areas in which the state's presence is insufficient or lacking. In all the social responsibility projects it supports or organizes directly, Vestel never compromises its total quality approach and demonstrates the same performance and meticulousness that it displays in its operations.

- Vestel has assumed the technology sponsorship of Contemporary Istanbul, held during November 7-10, 2013 which is the most extensive international contemporary arts fair in Turkey. In the fair, which was held for the 8th time this year, works of the world's and Turkey's leading artists have been exhibited by Vestel technology. At the fair, Vestel has supported art with its nearly 200 products, which ranged from televisions to tablets, laptops to sound systems and head phones, projectors to kiosks. Vestel has also brought together Candaş Şişman and Ozan Türkkkan, who are among the most famous digital artists in Turkey and NOHlab and OUCHHH, who are among the leading artist groups, for the first time at Contemporary Istanbul.

- Vestel has assumed the Video Art sponsorship of Mamut Art Project, which is established to enable independent artists to exhibit their works and for the early discovery of promising artists. Young artists exhibited their video works through Vestel screens. Furthermore, visitors experienced Vestel's interactive screen technologies at the Vestel booth that was set up at the exhibition area. Being the first exhibition held in Turkey in this arena, during May 16-19, 2013, Mamut Art Project has brought together art lovers with 40 artists who were provided approximately 10 meter square of personal area to exhibit their works.

- Vestel was the main sponsor of the IFCA (International Funboard Class Association) Children, Teenagers and Adults World Championship, organized during July 1 – 6, 2013 in İzmir Alaçatı. Nearly 150 people, majority of whom were from abroad, participated in the competitions held in 3 different categories; namely, Children, Teenagers and Adults. The Championship brought together many sportsmen from various countries, including France, Greece, Italy, Portugal and Holland.

PART IV: THE BOARD OF DIRECTORS

15. Structure and Composition of the Board of Directors

Member	Duty	Term of Office	Type of Membership
Ahmet Nazif Zorlu	Chairman	1 year	Non-executive member
Hacı Ahmet Kılıçoğlu	Vice-Chairman	1 year	Independent member
Olgun Zorlu	Board Member	1 year	Non-executive member
Şule Cümbüş	Board Member	1 year	Non-executive member
İzzet Güvenir	Board Member	1 year	Non-executive member
Ali Akın Tari	Board Member	1 year	Independent member

Ahmet Nazif Zorlu-Chairman of the Board

(1944 - Denizli) Ahmet Nazif Zorlu began his professional career in a family-owned textiles business. He set up his first company, Korteks, in 1976. In the years that followed, he continued to undertake new investments in the textiles industry and founded Zorlu Holding in 1990. Mr. Zorlu purchased the rights to the Vestel trademark in 1994. He is currently the Chairman of the Board and Board Member of numerous Zorlu Group companies active in different sectors, including Vestel Beyaz Eşya San. ve Tic. A.Ş. and Vestel Elektronik San. ve Tic. A.Ş.

Hacı Ahmet Kılıçoğlu-Vice Chairman

(1956 - Giresun) Hacı Ahmet Kılıçoğlu graduated with a Bachelor's degree and Master's degree in Economics from the University of Essex. He started his professional career in 1979 at the Ministry of Industry and Technology. In 1980 he became an Assistant Specialist at Türkiye İş Bankası, and after working in the private sector for a couple of years, Mr. Kılıçoğlu assumed administrative positions at the United Nations Development Program (UNDP) and the F-16 project. He then took office at Türk Eximbank where he worked in various positions. He later served as the CEO of the bank and as a Board Member between 1998 and 2010. He has been serving as a Board Member at the Turkish Banks Association for 12 years and was also elected as the President of the World EximBanks Union (The Berne Union). He also served as Consultant to the President at the Islamic Development Bank and Vice Chairman at Denizbank. Having been appointed as Board Member at Zorlu Enerji Elektrik Üretim A.Ş. in 2013, Mr. Kılıçoğlu also serves as Board Member at Vestel Beyaz Eşya, Vestel Elektronik and Doğan Yayın Holding in addition to his Vice Presidency position at the Turkish Education Association.

Olgun Zorlu-Board Member

(1965 - Trabzon) After graduating from university in the United Kingdom, Olgun Zorlu began his professional career in 1986 and gained managerial experience in Zorlu Group's textiles companies. He was appointed as Board Member of Zorlu Holding in 1998. In addition, Mr. Zorlu continues to serve as a Board Member at Vestel Beyaz Eşya and Korteks Mensucat San. Ve Tic. A.Ş.

Şule Cümbüş-Board Member

(1976 - İstanbul) After graduating from Işık High School, Şule Cümbüş went to the USA to pursue her undergraduate studies. In her first year, she studied business administration at Pepperdine University in Los Angeles, and in the following two years she was at New Jersey's Silberman College/Farleigh Dickinson University. For about six months she worked at Zorlu Holding's American subsidiary Zorlu USA Textile. In 1999, she returned to Turkey to take office as a Management Trainee at Denizbank, and went on to serve in various departments of the bank. In early 2002, she became Executive Director at Anadolu Kredi Kartları A.Ş. In 2003, she was appointed as General Manager of Linens Pazarlama. Ms. Cümbüş has served as a Board Member in a number of Zorlu Holding companies.

İzzet Güvenir-Board Member

(1955 - İzmir) İzzet Güvenir graduated from Istanbul Technical University, Department of Aeronautical Engineering in 1980. After serving in various positions in the white goods sector, he joined Vestel in 1998 as the Manager of the Air Conditioner Plant. Mr. Güvenir was appointed as General Manager of Vestel Beyaz Eşya in 2000. He stepped down from his position as a Member of the Executive Committee responsible for White Goods and Vestel Russia as of July 1, 2011. He continues to serve as a Member of the Board of Vestel Beyaz Eşya.

Ali Akın Tarı-Board Member

(1943 - Koruköy) Ali Akın Tarı graduated from Istanbul Law Faculty before starting his career as a Tax Inspector in 1972 at the Ministry of Finance, where he went on to serve as Chief Tax Inspector, Vice-President of the Tax Inspectors Board and Group Head of the Istanbul Tax Inspectors Board. He was appointed as a Board Member of the Banking Regulation and Supervision Agency in 2001 and also elected as a Board Member of the Saving Deposits Insurance Fund in the same year. He left the Banking Regulation and Supervision Agency when his period of duty expired in 2004, and was appointed as a Consultant for the Ministry of Finance. Mr. Tarı became a member of the Board of Directors and the Audit Committee of Dilerbank in 2008 and has continued to serve as a member of the Board of Directors of Dilerbank since 2011.

Enis Turan Erdoğan-Chairman of the Executive Committee

(1955 - Mersin) Enis Turan Erdoğan graduated from Istanbul Technical University, Department of Mechanical Engineering in 1976 and completed a master's degree in Production Management at Brunel University in the UK in 1979. After serving in a number of different managerial positions for various firms in Turkey, he joined Vestel in 1988. Since 1988, he has served in various managerial positions at the Company, and was appointed as the Chairman of the Executive Committee of the Vestel Group of Companies as of January 1, 2013. Between 2002 and 2006, Mr. Erdoğan served as President of TURKTRADE (Turkish Foreign Trade Association). Additionally, he is the first Turkish citizen to be appointed as Board Member to Europe's largest ICT Association, DIGITALEUROPE, a position he has held since 2010.

- Four Board Members are non-executive members, and two are independent members.
- The Chairman of the Board and the Chairman of the Executive Committee are different individuals. The Chairman of the Board is Ahmet Nazif Zorlu and Chairman of the Executive Committee is Enis Turan Erdoğan.
- Prior to the Ordinary General Assembly for 2012, two independent board member candidates were presented to the Nomination Committee. The Committee's report dated May

09, 2013 on whether these candidates fulfill the independence criteria was submitted to the Board of Directors. Upon a resolution by the Board of Directors dated May 10, 2013 and numbered 2013/18, it was decided that the candidates' names would be submitted to the approval of the shareholders at the General Assembly Meeting, to be elected as independent Board Members.

Declarations of independence of the candidates are provided hereinbelow:

"I hereby accept, undertake and declare that I have read and understood the Capital Markets Board's Corporate Governance Principles contained in the Capital Market Legislation, Company's Articles of Association and the CMB's Communiqué Serial: IV, No: 56 on the Determination and Implementation of Corporate Governance Principles, as amended by the CMB's Communiqué Serial: IV, No: 57, and that, in accordance with the relevant legislation, I meet all of the criteria for Independent Board Membership, as listed exhaustively in the Article 4.3.7 of the Capital Markets Board's Corporate Governance Principles."

- Board Members Hacı Ahmet Kılıçoğlu and Ali Akın Tarı are independent members who satisfy CMB's Corporate Governance Principles pertaining to independence criteria. Nothing occurred during the reporting period that changed the independent status of the independent members.
- No restrictions are imposed on Board Members' undertaking one or more duties outside the Company.

16. Working Principles of the Board of Directors

- Agendas for Board meetings are determined in line with the requests of the Chairman and Board Members. Requests coming from Company management are also influential in determining meeting agendas.
- Article 16 of the Company's Articles of Association sets out that Board meetings will be held at the Company's head office, as and when deemed necessary, and at least once a month. In 2013, the Board approved 39 decisions and the attendance rate for these meetings reached 88%. In order to increase attendance at the meetings, the meeting dates were determined at the beginning of the year and the Board Members were notified. As such, the Board Members were given the chance to plan their schedules according to the meeting dates. Also to increase attendance at the meetings, the following article was added to the Articles of Association: "The Board membership of a Board Member who fails to participate in three consecutive meetings without the Board's permission is deemed to be null and void."
- Invitations to Board meetings are made by mail, fax, and e-mail. In line with the Corporate Governance Principles, a secretariat has been set up within the Company that reports to the Board of Directors. This secretariat notifies Board Members of the meetings at least a week (seven days) in advance of the meeting date, and provides them with the agenda and documents related to the matters on the agenda.
- Differences of opinions arising at Board meetings and reasonable and detailed justifications for dissenting votes are entered into record. Reasons for the dissenting opinions and votes of independent members are disclosed to the public. However, to date there has never been an instance of dissent by independent or other members at the Board meetings.

- No Board members, including the Chairman, have preferential voting rights or the right to veto Board decisions. Each member, including the Chairman, possesses an equal vote.
- Upon a resolution of Vestel Beyaz Eşya San. ve Tic. A.Ş.'s Board of Directors dated October 17, 2012 and numbered 2012/33, the significance threshold requiring the approval of the Board of Directors in common and continuous asset, service and liability transfers between our Company and its related parties was set as 1% of the total assets or 1% of the net sales in the last 12 months shown in the latest financial statements disclosed to the public as per the CMB regulations. Transactions exceeding this threshold were duly approved by the Board.
- During the accounting period ending on December 31, 2013, there were no related party transactions outside the scope of the Board of Directors' resolution dated October 17, 2012 and numbered 2012/33, and/or significant transactions within the scope of the Article 1.3.10 of the Corporate Governance Principles.

17. Number, Structure, and Independence of Committees Established by the Board of Directors

- Vestel Beyaz Eşya San. ve Tic. A.Ş. established a Corporate Governance Committee, Early Detection of Risk Committee and Audit Committee in line with the Capital Markets Board's Corporate Governance Principles. The duties, authorities and responsibilities normally assigned to the Nomination Committee and Remuneration Committee carried out by the Corporate Governance Committee.
- Independent board members Ali Akın Tarı and Hacı Ahmet Kılıçoğlu take part in more than one committee due to the number of the Board Members and the requirements of the committee structures under the CMB's Corporate Governance Principles.

Audit Committee

- The Audit Committee was set up pursuant to Article 3 of the CMB's Communiqués Serial X, No. 19 and is responsible for the effective oversight of all financial and operational activities. The objective of the Audit Committee, which reports to the Board of Directors, is to oversee the functioning of the Company's accounting and reporting system, the audit and disclosure of the financial data, and the functioning and efficiency of the internal control system.
- Pursuant to the CMB's Communiqué Serial IV, No. 56, on the "Determination and Implementation of Corporate Governance Principles", the "Audit Committee Working Principles" were revised and approved at the Board of Directors' meeting dated June 28, 2012. The revised version of the working principles was disclosed to shareholders via the Public Disclosure Platform and the corporate website.
- The Audit Committee is structured in accordance with the Capital Markets Board's Corporate Governance Principles and consists of two members.
- The head of the Committee was elected from among the independent members of the Board and certain criteria were taken into account in the selection process. The Head of the Audit Committee is ensured to have previously served in a similar position, having the knowledge and experience needed to analyze financial statements, and be versed in accounting standards, and otherwise be highly qualified.

- Both Audit Committee members were elected from among the independent members. The Head of the Committee is Ali Akin Tari, and the other member is Hacı Ahmet Kılıçoğlu.
- In principle, the Audit Committee shall meet at least four times a year, being once in each quarter.
- The management secretariat is responsible for keeping records of the decisions made by the Committee, as well as the minutes of the meetings.
- The Committee carries out its activities in line with the working principles put into writing in detail.

Activities undertaken by the Audit Committee in 2013 are as follows:

- Monitoring of the Company's financial and operational activities,
- Monitoring of the existing and potential risks,
- Supervision and approval of the accuracy of the financial statements, their compliance with the laws and transparency,
- Following up of the effectiveness and performance of the independent audit activity,
- Supervision of the internal audit function and its effectiveness,
- Holding meetings with independent auditors,
- Monitoring the efficiency and adequacy of the internal control system,
- Evaluation of the findings obtained on the internal control system and reporting these to the Board of Directors,
- Review and approval of the internal control and internal audit reports.

Corporate Governance Committee

- The Corporate Governance Committee is established to monitor the Company's compliance with the CMB's Corporate Governance Principles, to make proposals to the Board of Directors and to carry out improvements in this area.
- Within the scope of the CMB's Communiqué Serial IV, No. 56, on the "Determination and Implementation of the Corporate Governance Principles", the "Corporate Governance Committee Working Principles" were revised and approved at the Board of Directors' meeting dated June 28, 2012. The revised version of the working principles was shared with the shareholders via the Public Disclosure Platform and the corporate website.
- The Corporate Governance Committee is composed of at least two non-executive Board Members. The head of the Committee is Ali Akin Tari, an independent member, and the other member is Olgun Zorlu.
- In principle, the Corporate Governance Committee meets at least three times a year.
- The activities carried out by the Committee in 2013, in line with its working principles put into writing in detail, are presented below:
 - Undertaking compliance and improvement activities within the scope of the CMB's Communiqué on the Determination and Implementation of the Corporate Governance Principles,
 - Revision of the Committee's working principles in line with the CMB's Communiqué on the Determination and Implementation of the Corporate Governance Principles,

- Reviewing the activities of the Investors Relations Department and presenting recommendations in this context.
- Determination and assessment of the Board Member candidates,
- Making recommendations pertaining to the structure and effectiveness of the Board of Directors,
- Evaluation of the performances of the Board Members and senior executives.

Early Detection of Risk Committee

- Pursuant to the Turkish Commercial Code, the Company's Articles of Association and the CMB's Corporate Governance Principles, the Early Detection of Risk Committee was established by the Board of Directors' decision dated 15.03.2013 with the aim of detecting the risks, which could jeopardize the existence, development and continuity of the Company and adopting necessary measures to counter and manage these risks.
- Working principles of the Committee were submitted to the information of the shareholders through the Public Disclosure Platform and the Company's website.
- Early Detection of Risk Committee consists of at least two members of the Board of Directors. If the Committee is composed of two members, both members, if it is composed of more than two members, then the majority of these members are elected from amongst the non-executive members of the Board. Hacı Ahmet Kılıçoğlu, who is elected from amongst the independent members is the Head of the Committee. The other member of the Committee is Şule Cümbüş.
- In 2013, Early Detection of Risk Committee has convened three times and submitted the required risk reports to the Board of Directors.
- The activities carried out by the Committee in 2013, in line with the working principles put into writing in detail, are presented below:
 - Process-based risk inventory is prepared and opinions and evaluations of risk owners are obtained.
 - As a result of the risk inventory and risk management researches, risk reports were prepared and submitted to the Committee in order to ensure early detection of risks that may jeopardize the Company's existence, development and continuity, adoption of necessary measures regarding the detected risks and management of risk.
 - Sector and company based risks contained in the risk reports were grouped under 9 main risk headings (External Environment, Operational, Authorization, Information Technology and Technology, Honesty/Integrity, Financial, Process/Operational, Reporting and Strategic) according to COSO (The Committee of Sponsoring Organisations of the Treadway Commission) risk taxonomy.
 - Risks are evaluated in two different ways, namely, with (residual risk) and without (natural risk) taking into account the efficiency performance of the existing control and precaution activities.
 - Natural and residual risks contained in risk reports are evaluated on a 4-tier scale (Acceptable, Acceptable with Control, Undesired, Unacceptable).
 - As a result of these assessments, it was observed that risks were generally gathered under the main headings of External Environment, Operational, Financial and Strategic.
 - Risks, which could be digitalized under the SAP GRC (Governance, Risk and Compliance) System, were started to being monitored by being identified as CRIs (Critical Risk Indicators).

18. Risk Management and Internal Control Mechanism

- For the purpose of early detection of risks, which may jeopardize the existence, development and continuity of the Company, adoption of necessary measures to counter the detected risks and management of risk, a Risk Management Department was created within Zorlu Holding. Company's Board of Directors has granted authority and responsibility to the Corporate Risk Management Department to identify the Company's existing and potential risks and to determine the policies concerning such risks.
- The Company's internal control systems are evaluated with a risk-focused approach, by taking into account the risks which are identified through risk management analyses and/or during the internal audit activities and by considering risk-reducing actions. The risk management system identifies the risks concerning 9 main headings determined based on the COSO risk taxonomy, measures risks periodically and determines their level, monitors these risk levels through the SAP GRC System, while the internal control systems manage these risks. The efficiency and effectiveness of these systems are periodically reviewed by the Internal Audit Department according to annually approved plans, approvals are given at certain levels and reports are provided to the Board of Directors for the adoption of the necessary measures.

19. Company's Strategic Targets

- Vestel Group's mission, vision, objectives and values are disclosed to the public via the Company's website.

Mission: Conquering the world with our technological products

Vision: Becoming the world's most powerful production and technology group in our sector

- The Board of Directors approves the strategic targets set by the managers. Opinions on the Company's strategic targets can be formulated by the Board of Directors or managers. The Board of Directors always asks for the opinions of managers on the targets it sets. The targets set by the managers are first discussed at the concerned management level, then presented to the Board of Directors and finally approved by the Board of Directors. Managers can be invited to the meetings on strategic targets. Actions towards the approved targets are taken as soon as possible. The degree of target achievement is measured according to actual results, in the financial reporting periods and at the end of the year.
- Board of Directors holds an assessment meeting, at least once a year, in order to review the Company's degree of attaining its targets as well as of its operations and past performance.

20. Financial Benefits

- As stipulated in the Capital Markets Board's Corporate Governance Principles, the "Remuneration Policy for Board Members and Senior Executives" was put down in writing, approved at the Board of Directors' meeting dated May 18, 2012 and disclosed to shareholders via the corporate website.
- Attendance fees to be received by the members of the Board are determined every year at the General Assembly Meeting. This fee is determined according to the Board Member's

status (whether independent or executive), responsibilities, seniority, know-how, skills and experience.

- Vestel Beyaz Eşya San. ve Tic. A.Ş.'s Board Members were paid a total gross sum of TL 90,000.00 as an attendance fee in 2013, commensurate with the practices of the peer companies in the sector. The amounts for 2014 will be determined at the 2013 Ordinary General Assembly Meeting. No other benefits are provided to the Board members.
- There is no performance measurement or rewarding scheme based on performance for the Board Members.
- The salaries of Vestel Beyaz Eşya San. ve Tic. A.Ş.'s senior executives are determined by the Board of Directors. In addition, senior executives may be entitled to bonus payments at year-end, in line with the Company's financial performance and their respective contribution to this performance. The amounts of such bonus payments are determined by the Board of Directors. The "Senior Executive Remuneration Policy" is determined in accordance with the size of the Company's production and sales activities; the extensiveness of its operations; existence of international operations; the number of employees, subsidiaries and their weight in total operations; the level of knowledge required to maintain operations; the characteristics of the sector; the competitive environment; and the level of salaries paid at peer companies.
- The financial benefits provided to the Company's Chairman, Board Members, general manager, general coordinators and assistant general managers are disclosed in the foot notes of the financial statements. In this regard, the total salaries and fees paid during the 12 months ending on December 31, 2013 were TL 3,493 thousand (01.01-31.12.2012: TL 2,308 thousand).