

At its meeting held on the date of **17.02.2015** Corporate Governance Committee has reviewed the compliance of our Company with the Corporate Governance Policies, and submitted to the approval of the Board of Directors below revisions it made in our current Disclosure Policy, Profit Distribution Policy, Senior Executives Pricing Codes Policy, Donation and Grants Policy, Wage and Indemnity Policy, Share Buyback Policy, Corporate Social Responsibility Policy and Human Resources Policy.

The Board decided to acknowledge the relevant policies as attached and to issue them on KAP and internet pages of our Company

## **INFORMATION POLICY**

### **Purpose**

To share the activities, past performances and future expectations of our company with our shareholders and stakeholders by giving equal, comprehensible, simultaneous, transparent and accurate information, in accordance with the provisions of the Capital Market Board legislation and other laws, except the information that can result with the loss of our company by weakening its competitive power and that is not in the nature of confidential information.

### **Responsibles**

Company Information Policy is created at the recommendation of the Board of Directors. Public disclosure and the development, supervision and pursue of information policy is under the responsibility of the Board of Directors. Vice General Manager of Financial and Administrative Department and Manager of Investor Relations, Doruk Özcan is in charge of pursuing this policy. Vice General Manager of Financial and Administrative Department and Manager of Investor Relations, Doruk Özcan is the holder of Capital Market Activities Advanced Level Certificate and Corporate Governance Grading Certificate. Manager of Investor Relations, who is also a member Corporate Management Committee, performs his responsibility in close connection with the Board of Directors, Audit Committee and Corporate Management Committee. Manager of Investor Relations informs the Board of Directors in written about the activities periodically within the year.

### **Instruments Used In The Communications With Investors**

#### **Methods and Instruments**

Within the framework of CMB (SPK) and ISE (BİST) Regulations and Turkish Commercial Code, İzocam Ticaret ve Sanayi A.Ş. uses below methods and instruments while determining its public disclosure and information policy;

- Special Case Disclosures transmitted to PDP (KAP) and ISE (BİST),
- Financial reports transmitted to PDP (KAP) and ISE (BİST),
- Annual and interim activity reports,
- Corporate web site ([www.izocam.com.tr](http://www.izocam.com.tr))
- Registration statement, circular, announcement text and other documents that have to be drafted pursuant to Capital Market Regulations,
- Notices and announcements issued through Turkish Trade Registry Gazette.
- General Assembly Announcements and calls are notified by way of announcing separately via EGKS (electronic general assembly system) incorporated in Central Registry Agency A.Ş.
- Investors meetings,

## **Special Cases Disclosures**

Principally, special case disclosures are prepared by Vice General Manager of Financial and Administrative Department and communicated through electronic media as a KAP notification ([www.kap.gov.tr](http://www.kap.gov.tr)) after double signature of either General Manager, Vice General Manager of Financial and Administrative Department or Company Accounting Manager. In cases where the relevant person is absent, Vice General Manager of Marketing and Budget-Finance Manager are authorized.

## **Public Disclosure of Financial Statements**

Financial Statements are prepared according to the International Financial Reporting Standards within the framework of conditions stated by CMB. Annual and semi-annual financial statements are disclosed to the public after an independent audit in compliance with International Audit Standards. Prior to public disclosure, financial statements and its footnotes are submitted to the approval of the Board of Directors together with conformity assent received from the Audit Committee within the framework of CMB regulations, and financial statements, their footnotes and independent audit report are conveyed to KAP in line with the regulations of CMB and BİST after the attestation is signed by General Manager, Vice General Manager of Financial and Administrative Department or Company Accounting Manager. Financial Statements and their footnotes are retrospectively accessible on İzocam Investor Relations website, both in English and Turkish.

## **Annual Report**

Annual report content is prepared in pursuance of international standards, Capital Market legislations, and CMB corporate governance principles. After being completed, the activity report is approved by the Board of Directors and disclosed to public in both English and Turkish through the website. Besides, the printed copies can be obtained from the home office.

## **Corporate Web-Site**

Company web site is in the nature of a platform where stakeholders can view the most detailed and updated information. Majority of information present on website is given in both English and Turkish. Substantial headings that can be viewed on website are summed up below.

- Information Society Services,
- Detailed information about corporate identity,
- Vision and Mission,
- Main Agreement,
- Trade Registry information,
- Shareholding Structure of the company,
- Information on Board of Directors' Members and their working principles, and company senior management,
- Committees within the Board of Directors and working principles of these committees,
- Annual Reports,
- CMB special case disclosures,
- General Assembly calls, agenda, procuration sample, statements related with agenda, list of participants, meeting minutes, Corporate Governance compliance report,

- Financial information, periodical financial statement and independent audit reports,
- Grading Reports,
- Announcements and notifications,
- Information policy,
- Ethical principles,
- Announcements and notifications issued through T. Trade Registry Gazette

Announcements belonging to the company and General Assembly notices are made by taking into consideration the minimum time stated in Turkish Commercial Code, Capital Market Law and other relevant legislations through all kinds of medium including electronic communication, which can ensure to reach the maximum probable number of shareholders, besides the procedures provided for in legislation.

### **Monitoring The News And Rumours Related With Partnership**

Company, daily monitors the visual and printed media through an agency it contracted at home.

In case of there being changes in share prices or transaction volumes that cannot be explained by ordinary market conditions, the Company is obliged to make public disclosure upon the request of stock market. In disclosures to be announced, the company acts in accordance with SPK Communique on Material Events Disclosure (II-15.1)

### **Criteria For Designating The Person With Administrative Responsibility**

People having administrative responsibility and regular access to internal information are determined according to the scope of the information they can access.

Accordingly, the managers and other personnel who does not possess the information that can affect the value of Capital Market instrument and decision of investors in other words, who have detailed information related only with a part of the company and limited information about the whole are not considered as person having administrative responsibility and access to internal information. However, members of the Board of Directors, Audit Committee and Corporate Governance Committee, General Manager, Vice General Managers, Company Accounting Manager and Budget-Finance Manager having detailed information about the whole of the company and its current and future plans are considered as persons having administrative responsibility and regular access to internal information.

Board of Directors' Members selected at the General Assemblies of the Company determines, by a decision, the ones authorized to act on behalf of the company, their authority levels, and the way of exercising this authority. Signing authority is arranged as First Degree and Second Degree A,B,C,D,E,F and the ones in First Degree and Second Degree A group, and Company Accounting Manager and Budget Finance Manager in B group are designated as persons having administrative responsibility. People offering service for the company or take charge in various projects and identified as freelancer (legal advisors, auditors etc.), takes place in the list of people having access to international information separately.

### **Ensuring The Confidentiality Of Special Cases Until Public Disclosure**

Obeying the rules related with usage of critical information of every Company worker is essential to balance between the transparency and protection of company interests. All kinds of measures are being taken to prevent the usage of inside information.

Information that is received during working period, belonging to the company; that can be characterized as trade secret and undesired by the company to be learned except by the required people is considered as "Company Information". Every personnel protects the

company information and do not use it directly or indirectly during the working period and afterwards. Any İzocam Tic. ve San. A.Ş. employee having access to internal information due to his/her position, cannot engage in activities that will carry interest through the trade of securities belonging to the company basing on the information he/she received internally.

### **Procedures About The Disclosure Of Future Assessments**

Company Board of Directors determines the company strategies by making long and short-term future plans. In these plans in the markets within the scope of our activity are investigated, required investments and other needs are determined and decisions are taken after discussing the ways of creating the resources needed to realize these.

Long term plans of the company are made within the first half of every year, in a way to comprise five-year periods and to include also the past five-year trends.

Short-term plans are made for a year (budget), monitored monthly and revised four times within the year.

Company budget targets play an important role in determining the performance of the company. If the company decides to disclose its future assessments, this disclosure will be based on Special Cases Communique number II-15.1 of CMB.