

Corporate Governance Principles Compliance Report

Corporate Social Responsibility Approach

Sustainable use of the earth's limited resources is not only the responsibility of individuals, governments and nongovernmental organizations (NGOs), but companies as well. The company carries out its activities with a view to create a more livable world for next generations.

Responsibilities towards "Sustainable Development", environmental awareness and social sensitivity and operating in full compliance with laws, ethical standards and human rights constitute the "Corporate Social Responsibility" of the Company.

Drawing its strength from the corporation values and the principle of "I exist only if my country exists" determined by dear deceased Vehbi Koç, the founder, the Company strives to fulfill its responsibilities together with its employees and all of its business partners.

As the complement of its activities being performed in economic, social and environmental fields, Arçelik A.Ş. publishes a separate annual report under the name of "Sustainability Report". The report covers sustainable profitability of Arçelik A.Ş. as well as the company's activities performed together with all of its shareholders in the direction of innovative product development and manufacturing approach which is focused on the protection of natural resources, improving social standards, efficient corporate governance, human rights and implementation of ethical principles for business.

Corporate Governance Approach

The Company's corporate values, ethical approach, good governance philosophy and business ethics principles guide the employees to fulfill their responsibilities. In line with international business standards, for long-term productivity and success of the Company, it is inevitable to convey four principles of corporate governance: accountability, responsibility, openness and transparency and equality, which build trust between stakeholders and corporations, to its activities.

Arçelik A.Ş. is conscious of the fact that the methodology for fulfilling the promises on trust and stabilization against the Company's stakeholders, especially investors can be achieved by sound corporate governance. The positive impacts of Company's performance on "Corporate Governance Principles" are clearly observed in especially meetings conducted with corporate investors. The company not only depends on its business results and robust capital structure to achieve its profitability targets, but also on its "Corporate Reputation", an important asset that has been established over many years.

Corporate Governance Principles Compliance Report

PART I: Statement of Compliance with Corporate Governance Principles

Implementation and actualization of Corporate Governance Principles, which were issued by Capital Markets Board (CMB) under decision number 35/835 on 04.07.2003 and shared with the public on July 2003, is important especially for the creditworthiness and financial opportunities of publicly traded corporations. The said principles that reveal the quality of corporate governance have been adopted by the Company. As per CMB resolution No. 48/1588 on 10.12.2004, it has been decided that the companies traded at Istanbul Stock Exchange (ISE) shall include their statements related to their conformance with mentioned Corporate Governance Principles in their annual reports and on their websites (if any), beginning from their 2004 annual reports. In accordance with the abovementioned resolution,

Arçelik A.Ş. has set up an in-house team to examine the compliance with these principles, and in consequence of these studies as of 2004, information on Compliance with Corporate Governance has been included in its annual reports and on its website. Corporate Governance Principles have been revised with Corporate Governance Communiqué of CMB no. No: II-17.1, which was published in the Official Gazette dated 03.01.2014.

While fully complying with the obligatory principles, which are in effect in 2014, within the scope of Corporate Governance Communiqué No: II-17.1, the Company has also complied with the majority of nonobligatory principles. Although also the full compliance with nonobligatory principles is aimed, full compliance is not yet achieved due to reasons such as challenges encountered in the implementation of some principles, on-going discussions both in our country and international platform about compliance with some principles and some principles that not well-suit to current structures of market and company. Studies on the principles which are not yet put into practice still carries on and it is planned to carry into practice upon the finalization of administrative, legal and technical infrastructure works that will contribute to the efficient governance of our company. Comprehensive works performed within the frame of corporate governance principles within the structure of our company and in the related sections principles which have not been complied yet and if any, conflicts of interest arisen due to this have been explained below.

Primary studies in the field of Corporate Governance within 2014 are the studies of compliance with corporate governance principles of CMB and Capital Market Law containing new regulations and communiques prepared based in this Law. Amendments in articles of association required to comply with New Turkish Commercial Code and Capital Market Law have been accepted in our Ordinary General Assembly dated 28.03.2013. Our Board of Directors and committees of the Board of Directors are established in compliance with the regulations in Corporate Governance Communiqué. Established Board of Directors' Committees efficiently conduct their operations. Compliance opinion was obtained from CMB for nominees of independent board members and announcement to the public was performed in 2014. Remuneration policy for Board of Directors and Top Managers were determined again and submitted for the approval of shareholders at Ordinary General Assembly dated 27.03.2014. Prepared general assembly information document and general assembly information such as privileged shares, voting rights, organizational changes which are obligatory to be explained as per the principles, resumes of nominees for Board Members, remuneration policy for Board of Directors and Top Managers and other information that needs to be explained have been submitted for our investor's information 3 weeks before the General Assembly dated 27.03.2014. All of our related party transactions have been submitted for the information of Board of Directors and with the approvals of our independent board members; the continuity of the said transactions has been decided. Furthermore necessary revisions have been performed in terms of full compliance with principles by revising our company's website and annual report.

Also in the forthcoming period, necessary works are going to be performed by considering the improvements and implementations in legislation for compliance with the principles.

While our Company's corporate governance rating was 9.28 on a 10 point scale (92.80%) as announced to public under our disclosure of material events on 29.07.2013 and given by Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. (SAHA), and it was increased to 9.41 on a 10 points scale (94.11%) after the revision performed by SAHA on 23.07.2014. Our Corporate Governance Rating has been determined as a result of an evaluation made under four main topics (Shareholders, Public Disclosure and Transparency, Stakeholders, Board of Directors) weighted based on CMB's Corporate Governance Principles and current distribution based on main topics are provided below:

Main Sections	2013 Rating	2014 Rating
Shareholders	8.98	9.50
Public Disclosure and Transparency	9.19	9.63
Stakeholders	9.67	9.60
Board of Directors	9.39	9.11
Total	9.28	9.41

The report issued by SAHA on the corporate governance rating is available on our Company's website at www.arcelikas.com address. In the report dated 23.07.2014, SAHA has made the following assessment:

"Arçelik was graded with the score of 9.41 as a result of Corporate Governance Rating conducted by our company. Considering the importance that Arçelik gives to the corporate governance principles, willingness to execute this as a continuous and dynamic process and improvements realized in that direction, the corporate governance rating score of the company was updated as given above."

Our Company has been included in ISE Corporate Governance Index since 31.07.2009.

Corporate Governance Principles Not Yet Implemented

Arçelik A.Ş. believes in the importance of fully complying with the Corporate Governance Principles. However, full compliance with some principles has not yet been achieved due to reasons such as challenges which may be encountered in the implementation and may cause the delay of company activities, on-going discussions both in our country and international platform about compliance and not well-suiting to current structures of market and company. For example;

- Concerning the principle no. 1.5.2; minority rights were not entitled to the ones having lower than one out of twenty of the capital with articles of association, the rights were provided within the frame of general regulations in the legislation.
- Concerning the principle no. 4.3.9; no target ratio or target time is determined for woman member ratio in the Board of Directors and evaluation studies are still ongoing regarding the issue. Detailed information regarding the issue is provided in part 5.1.
- Concerning the principle no. 4.4.7, as explained in part 5.1 below, there isn't any restriction for the members of the board of directors to handle other tasks apart from the company.

Efforts for full compliance with the Corporate Governance Principles have been continued by preparing a corporate governance action plan concerning the areas that still need improvement in corporate governance implementations as determined in the Corporate Governance Rating Report for Arçelik A.Ş. prepared by SAHA.

PART II: SHAREHOLDERS

2.1. Investor Relations Department

Through the resolution of Board of Directors dated 24.06.2014, it was decided to assign the tasks of Investor Relations Department to Finance Director Doğan Korkmaz and Capital Markets Regulation Compliance Manager Faik Büлent Alagöz under the supervision of Assistant General Manager of Finance and Accounting Fatih Kemal Ebiçlioğlu and Fatih Kemal Ebiçlioğlu as the member of Corporate Governance Committee.

Licenses of the persons within Investor Relations Department are provided below:

Name-Surname	Title	Type of License Certificate	License Certificate No.
Fatih Kemal Ebiçlioğlu	Assistant General Manager -Finance and Accounting	Capital Market Activities Advanced Level Corporate Governance Rating Specialty	204598 701403
Doğan Korkmaz	Finance Director	Capital Market Activities Advanced Level Corporate Governance Rating Specialty	206438 701256
Faik Bülent Alagöz	Capital Market Regulation Compliance Manager	Capital Market Activities Advanced Level Corporate Governance Rating Specialty	203781 700495
Turhan Sarı	Capital Market Regulation Compliance Specialist	Corporate Governance Rating Specialty	700489

Contact information of responsible persons of Investor Relations Department:

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Activities carried out in 2014 in order to provide detailed information to investors about the Company's operations is summarized in the following table:

Number of investor conferences held in Turkey and abroad	11
Number of investors interviewed	271
Number of teleconferences organized for the disclosure of financial results as of the end of 2013 and the first 9 months of 2014	4
Number of press meetings organized in Turkey and abroad	11

Major activities executed in Investor Relations Unit are as follows:

- Keeping the records of shareholders in a proper, secure and up-to-date manner,
- Responding to shareholders' oral or written queries for information regarding the company, excluding undisclosed information that is considered confidential and trade secret,
- Ensuring that the General Assembly is conducted in accordance with applicable legislation, articles of association and other in-house regulations,

- Preparing documents to be used by shareholders during General Assembly,
- Keeping records of voting results and ensuring that all reports related to resolutions are delivered to shareholders,
- Observing and monitoring all issues regarding public disclosures, including applicable legislation and the company's disclosure policy,
- Attending meetings held at company headquarters as well as other local and international meetings organized by various organizations and informing investors of these meetings,
- Providing information to analysts who make assessments about the company,
- Responding to information requests made by academicians who carry out research about the company and industry,
- Preparing the content, both in Turkish and English, to be posted on the investor relations section of the company's corporate website (www.arcelikas.com); updating the page regularly, and ensuring that shareholders are able to access company information easily and quickly via the Internet,
- Providing up-to-date information and announcements on the company's corporate website which would have an impact on the use of shareholders' rights,
- Filing material events disclosures through the Public Disclosure Platform (PDP), in accordance with the CMB Communiqué no. II-15.1,
- Monitoring changes in the applicable legislation related to the Capital Market Law and bring these to the attention of concerned units in the company,
- Representing the company at the Capital Markets Board, Istanbul Stock Exchange, and Central Registry Agency (CRA).

The report prepared regarding the activities conducted by Investor Relations Department within 2014 were first submitted to the Corporate Governance Committee to review on 12.01.2015. Then, 2014 Investor Relations Department Annual Report was submitted to the Board of Directors on 19.01.2015.

2.2. Use of Shareholders' Rights to Obtain Information

In the use of rights of shareholders, the legislation, article of association and other in-house regulations are applied, as well as necessary precautions are taken to ensure the use of these rights and all shareholders receive equal treatment. In Arçelik A.Ş., Investor Relations Unit is operated under the authority of Assistant General Manager of Finance and Accounting. The primary objective of the company is to ensure that shareholders exercise their right to obtain information in a fair and complete process. Furthermore, the Company enables its shareholders to exercise their rights, which they are entitled to as partners, fully and as soon as possible.

In the Company no discrimination is applied among shareholders in the use of their right to obtain and evaluate information. Each shareholder has right to obtain and evaluate information.

The queries directed to Investor Relations Unit, excluding undisclosed information that is considered confidential and trade secret, are responded either via phone or in written by obtaining information from the highest authority of related subject. As explained in Part 3.1 of this report, every kind of information and statement, which may affect the use of shareholders' rights are included on the website.

With the intent of extending the shareholders' rights to obtain information and enable them to exercise their rights in an accurate way, up-to-date financial statements as well as necessary information and documents are provided on the Company's website (www.arcelikas.com) both in English and in Turkish. During this period, oral or written information requests addressed by the shareholders have been responded orally or in written without discrimination among shareholders within the frame of Capital Markets Regulation.

Material event disclosures required to be submitted to the PDP along with financial statements and other company information are submitted in an electronic environment with electronic signatures.

Notwithstanding that the Company Articles of Association do not include any provisions regarding the right to demand special auditor as an individual right, as per Article 438 of Turkish Commercial Code, each shareholder, in case it is necessary for being able to exercise the shareholder right and if the right for obtaining or evaluating information had been exercised previously, may demand general assembly to clarify specific matters through with a special audit even if it is not included in the agenda. The company has also not received such a request during the period. In addition, the operations of Arçelik A.Ş. are periodically audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, an independent auditing firm (a member firm of Ernst & Young Global Limited), as well as by auditors elected during General Assembly.

2.3. General Assembly

In order to ensure attendance of maximum number of shareholders, announcements of invitation to the General Assemblies are made through all available means of communication, including electronic media, at least three weeks in advance. Our Articles of Association has been issued accordingly.

In addition the announcements of General Assemblies and announcements and disclosures, which are required by the applicable legislation, the following matters are notably announced to our shareholders on our Company's website as well:

- a) The total number of shares and voting rights, which reflect the shareholding structure of the company, as of the date of announcement,
- b) Changes in management and activities at the company or the company's subsidiaries and affiliates that would have a crucial impact on any activities, and which took place in the previous accounting period or are planned in the next accounting period,
- c) In the event that the agenda of the General Assembly contains any items which stipulate the discharge, change or election of any members of the Board of Directors, the justification for these and information on the individuals who would be nominated for the Board of Directors;
- d) Requests of shareholders, Capital Markets Board (CMB) and/or other institutions and organizations related to the company for any items to be included on the agenda,
- e) In the event that the agenda of the General Assembly contains any items that stipulate for an amendment to any of the articles of association, the list of previous and current items to the articles of association alongside the relevant Board of Directors' resolution. Concerning the fulfillment of the obligation stipulated in paragraph (c), résumés of individuals who shall be nominated for the Board of Directors; their employment history for the past ten years and reasons for leaving their prior employment; the nature and prominence of their relationships with the company and the company's affiliates whether they can be considered independent or not, and in the event that these individuals are elected as members of the Board of Directors, information on similar issues to affect the company operations.

All shares of the company's capital stock are nominative. An informative document regarding the agenda items shall be prepared and disclosed to the public on the company's corporate website and PDP prior to the General Assembly. General Assemblies are held open to the public, including stakeholders and members of the media, provided that they do not have the right to speak at the meeting as per Company's Articles of Association.

The Company has held 1 General Assembly within 2014. During the Ordinary General Assembly, which was held on March 27, 2014, during which the Company's 2013 operations

were discussed, 60,775,164,017 shares (89.94%) of 67,572,820,500 shares, which is the total of Company's capital, were represented physically and on electronic environment. Company's shareholders (either in person or by proxy), stakeholders and members of media attended the meeting. Representatives from several intermediary institutions and banks providing settlement and custody services also attended the meeting as observers. During General Assembly Meetings, questions directed by shareholders were answered. In cases when the question being asked is not related to the agenda or is too complicated to be answered during the meeting, the answers thereto are provided by Investor Relations Unit in writing. No question was asked requiring such a written response in the General Assemble dated March 27, 2014.

- According to the Articles of Association, the General Assembly was announced at least three weeks before the General Assembly in PDP, in the Turkish Trade Registry Gazette, on the company's corporate website, in Electronic General Assembly System, on e-company in an effort to reach the highest possible number of shareholders besides the procedures stipulated through the legislation.
- All announcements comply with Corporate Governance Principles.
- Starting with the invitation date of the General Assembly, financial statements and reports, including the annual report, the proposal for dividend distribution, information on the agenda of the General Assembly, supplementary documents pertaining to the agenda, the current Articles of Association, the text and reasons of amendments, if any, to the Articles of Association are all made available to shareholders at the company headquarters and on the company's corporate website for the convenience and open review of shareholders.
- The company prepares a clear agenda of the General Assemby to avoid any ambiguities and misunderstandings. Such information consists of references and citations pertaining to the agenda items to be discussed.
- Examples for powers of attorney are announced and posted on the company's corporate website for shareholders represented by proxy.
- Voting procedure is announced prior to the meeting and shareholders are duly informed via the company's corporate website.
- During the General Assembly held on March 27, 2014, the company did not receive any requests from shareholders for any additional items to be included on the agenda.

General Assemblies are conducted with minimum costs and simplest method and as not to cause inequality among shareholders. By facilitating the participation of shareholders residing both in the country and abroad, they are enabled to participate in General Assembly.

Besides, all documents that may be needed by foreign shareholders in order to be informed about the General Assembly and agendas are translated into English and sent via the banks performing the barter and holding transactions of such shareholders and are also posted on the company's corporate website.

The company makes every effort to hold its General Assembly close to the city center for greater participation and convenience. The number of participants is tracked annually and the meeting venue is designated according to the number of participants. The Ordinary General Assembly was held on 27.03.2014 at the following address: "Divan İstanbul Elmadağ, Asker Ocağı Caddesi, No: 1 34367 Şişli, İstanbul". The location of the General Assembly was easily accessible to all shareholders. Invitations to the General Assembly are issued by the Board of Directors according to the provisions of the Turkish Commercial Code (TCC), Capital Market Law and the Articles of Association. Resolutions made by the Board of Directors for the convention of General Assemblies are shared with the public via disclosures filed with the PDP.

As per the regulations of CMB, it is obligatory to disclose financial statements to the public within 11 weeks after the end of accounting period. However, the company discloses its

financial statements much earlier. The financial statements for 2014 year-end were disclosed during the 5th week. Following the disclosure of financial results, preparations for General Assembly are started and General Assembly is conducted upon the finalization of required legal procedures. This year's General Assembly will be conducted within three months after the accounting period. During the General Assembly, subjects included in the agenda are conveyed to shareholders in detail and fairly with a clear and understandable method; proper discussion environment is created where shareholders are provided with equal opportunities to express their opinions and raise questions. For the featured subjects included in the agenda, related board members, related other persons, authorized persons and auditors who are responsible for preparing the financial statements participate in General Assembly in order to answer the questions and provide necessary information.

The shareholders are also given the opportunity to make comments and recommendations regarding the remuneration of the company's Board of Directors and top managers.

The General Assembly is provided with information on processes, if any, based on the permission acquired by shareholders having the governance control, members of Board of Directors, managers with the responsibility of administration and their spouses and second degree blood and kinship relatives at the General Assembly to perform tasks within the Company's area of operation in line with articles 395 and 396 of Turkish Commercial Code.

As per clause 4 of the article 415 of the new Turkish Commercial Code no. 6102 and the clause 1 of the article 30 of the Capital Market Law no. 6362, it is no longer a requirement to store share certificates to acquire the right to participate in the general assembly and the right to vote. Therefore, our partners who wish to participate in the General Shareholders' Meeting are not required to block their shares before the Central Registry Agency.

At the General Assembly, votes of shareholders on the agenda subjects are recorded in the minutes of meeting. Each agenda topic is voted separately at the meeting. The General Assembly is conducted under the supervision of a Commissioner from the Ministry of Customs and Trade.

General Assembly is informed about donations and aids which are made by the Company to foundations and associations for social relief with a separate agenda topic. At the ordinary general assembly held in 2014, information on the donations and aids in 2013 was provided with a separate agenda topic and the upper limit for donations in 2014 was determined to be 15,000,000 TL and there has been no change in the donation policy.

The minutes of General Assembly are posted on the corporate website and are also made available to shareholders at the company's headquarters and given upon request.

2.4. Voting and Minority Rights

The voting procedures at the General Assembly are announced to shareholders at the beginning of the meeting. Applications, which cause inconvenience for the exercise of voting right, are avoided in the Company and each shareholder, including residing abroad, is provided with the opportunity to exercise his/her voting right in the most appropriate and convenient manner.

The company's Articles of Association does not include any special voting privileges. Each share has one voting right. Any legal entity, which is the affiliate of The Company, does not exist among the Company's shareholders. The Articles of Association do not contain any provisions preventing a non-shareholder from voting by proxy.

Shareholders representing the minority rights compose the Management together with majority shareholders by their participation at General Assembly. In 2014, our company has not received any criticism or complaint concerning this issue. Minority rights are determined to be no lower than one out of twenty of the capital with articles of association.

2.5. Dividend Rights

The dividend distribution policy approved by the shareholders as 6th Agenda article in Ordinary General Assembly held on 27.03.2014 has been determined as:

"Our company performs dividend distribution within the frame of the provisions of Turkish Commercial Code, Capital Market Regulations, Tax Regulations and other relevant regulations and the article regarding dividend distribution in our Articles of Association. The distribution of dividends is based on a balanced and consistent policy between shareholders and corporate interests in accordance with Corporate Governance Principles. As a principle, 50% of the distributable term profit, calculated according to the Capital Market Regulations, is distributed in the form of cash and/or bonus shares to the extent allowed by the relevant regulations and financial facilities as long as they have provisions in the existing resources specified in our legal records on the basis of market expectations, long-term corporate strategy, investment and finance policies, profitability and cash position. The purpose is to distribute dividends within maximum one month after the General Assembly meeting, which also decides on the date of distribution of dividends. General Assembly or Board of Directors, if authorized, may decide on distribution of dividends in installments in accordance with the Capital Market Regulations. The Articles of Association of the Company states that The Board of Directors may distribute dividend advance provided that it is authorized by the General Assembly, and that it complies with the Capital Market Regulations."

Dividend distribution policy of the Company is included in the Annual Report and posted on the company's corporate website.

The company's profit distribution process is carried out in accordance with TCC (Turkish Commercial Code) and CMB, within statutory periods. At March 27, 2014 dated Ordinary General Assembly, it has been decided to distribute gross dividend rate at the rate of 44.396% (net 37.737%) based on 2013 financial results and as of April 1, 2014, dividend distribution has started. The Articles of Association do not grant any privileges regarding profit sharing.

According to the Company's Articles of Association, General Assembly may distribute dividends in advance, in compliance with the Capital Markets Board regulations and related legislation.

2.6. Transfer of Shares

The Articles of Association do not include any provisions which obstruct the free transfer of shares and restricting the transfer of shares. CMB regulations are applied in terms of takeover of Company's nominative shares treated in the stock market.

PART III: PUBLIC DISCLOSURE AND TRANSPARENCY

3.1. Corporate Web Site and Its Content

The Company uses its corporate website (www.arcelikas.com) actively in order to communicate more effectively and rapidly and to be constantly in touch with its shareholders, in accordance with CMB's Principles. The information provided here is updated regularly. The information posted on the company's website is the same as and/or consistent with the

material event disclosures made in accordance with the applicable laws, they are complete and do not contain any contradictory information.

In addition to the information required to be publicly disclosed by the applicable laws, the company's website provides the following information: trade registry information, the latest partnership and management structure, the notification that the company has not issued any privileged shares, the latest version of the company's Articles of Association together with dates and numbers of the Turkish Trade Registry Gazettes that contain the amendments made; material event disclosures, financial statements annual reports, prospectuses and IPO circulars, agendas of General Assembly and list of attendants and minutes, proxy voting form, dividend distribution policy, disclosure policy, ethical rules of the company and answers to frequently asked questions. Accordingly, such information for the last 5 years is available on the company's website.

The company's website is provided both in Turkish and English in compliance with the content and design required by CMB's Principles. It is the responsibility of the Investor Relations Department to prepare, update and contribute to the content posted on the Investor Relations section of the company's website. The Company makes every effort to provide investors of its corporate website with better service.

The company is controlled by the main partner Koç Holding A.Ş., Koç Family and the companies owned by the same. List of ultimate real person controlling shareholders was put on our corporate website.

3.2. Annual Report

The Company Board of Directors prepares the company's annual reports in sufficient detail to ensure that the public is able to access complete and accurate information about the company's activities.

In addition to the information required to be included by the applicable law and in other parts of Corporate Governance Principles, annual reports contain the following;

- a) Information about positions held by members of Board of Directors outside the company in their résumés,
- b) Information on the names of members of the committees of the Board of Directors, the frequency of meetings and the functions carried out,
- c) Information about corporate social responsibility activities conducted by the company that have social and environmental consequences and the social benefits of employees and their vocational trainings.

In maintaining the balance between providing transparency and protecting the interests of the company, employees are urged to follow the rules regarding the use of inside information. All the necessary measures and precautions are taken for the prevention of insider trading. The "Principles of Business Ethics", which are published across the company, clearly outline the code of conduct expected of Arçelik A.Ş. employees.

Any company-owned information obtained during the course of employment and which the company does not want to be disclosed to any third parties except those who are intended to receive the information, and which are designated as trade secret, is considered as "Company Proprietary Information." All employees protect company proprietary information during and after their employment at Arçelik A.Ş. and may not use any such information directly or indirectly. The employees of Arçelik A.Ş. may not engage in any activity which would allow them to gain personal benefit by purchasing and selling Arçelik A.Ş. shares or

those issued by any other Koç Group company, using the inside information they have obtained during the course of their employment.

In case Company's Top Managers who have access to the information that may affect the value of capital market instruments perform purchase and sales transaction through the capital market instruments of the company, these transactions are disclosed to the public. Disclosures are also posted on the company's website.

SECTION IV - STAKEHOLDERS

4.1. Informing Stakeholders

Stakeholders are third parties who are directly involved with the Company. The company provides information to its stakeholders on matters of interest by organizing meetings or using teleconferences. Taking into account the fact that engagement stakeholders would provide long-term benefits to the company, the Company respects the rights of its stakeholders that are protected by laws, mutual arrangements and contracts. The corporate governance structure of Arçelik A.Ş. allows all its stakeholders, including employees and representatives, to communicate their concerns regarding illegal or unethical practices to the company's top management. Evaluating the complaints received by the Company is among the tasks of Audit Committee. Furthermore Internal Audit Department also evaluates the complaints and communicates them to the Audit Committee.

Composing the dealership organization of the Company in Turkey and company employees, nearly 3,000 dealers constitute a major stakeholders group that is directly in relation with the Company. The company regularly informs its employees through the practices, communiques, circular letters, regulations and written notifications and at the same time it holds regular "Dealer Meetings" throughout the year to keep its dealers up-to-date on practices and campaigns, company policies, targets and recent economic developments as well as to create a more effective system by listening to the dealers' problems and concerns.

Besides, we have various efforts to increase collaboration with our direct and indirect 4500 suppliers whom we consider a significant link of our supply chain and stakeholders. The primary ones among those efforts are technology and innovation collaboration days, supplier days, supplier trainings, audits, visits, Arçelik corporate website and our supplier portal. As part of these efforts, a general briefing about Arçelik's vision, strategy, business goals and future actions is made, and our expectations from our suppliers in terms of sustainability is communicated.

Employee relations, which are managed by collective bargaining, are carried out through union representatives. Arçelik A.Ş. is the member of Metal Industrialists Union (MESS) and the blue-collar employees of the Company are the members of Turkish Metal Union. The Collective Bargaining Agreement, which covers all Arçelik employees who are the member of union and is effective from September 1, 2014 through August 31, 2017, was signed in December 15, 2014.

4.2. Stakeholders' Participation in the Company's Management

Particularly through suggestion system, call center, web site, face-to-face regular meetings for both employees as internal customers and dealers as external customers; mechanism and models supporting the participation of the stakeholders, particularly the company employees and the dealers, to the company management are included and developed in a way not to interrupt the operations of the company.

To encourage the participation of the stakeholders in the management, their demands determined through the tools like “suggestion, survey” are reflected on the operations of the company. Opinion and approval of the Labor Union are obtained for the implementation changes regarding the rights provided to the employees and working conditions and environment and the decisions are taken collectively. The Company also encourages its dealers, who are in close contact with the company, to participate in the company's management by organizing “Dealer Meetings”.

The Company considers customer and supplier satisfaction among its top priorities. The Company monitors customer satisfaction regularly and issues reports. Arçelik A.Ş. cherishes the confidentiality of customer and supplier data, which the company considers to be trade secrets. Customer satisfaction policy of the company given below is shared with the stakeholders in writing and business and all management processes are shaped within the frame of this policy.

As Arçelik A.Ş. we adopt a customer-oriented approach which accepted as the main principle that customer request and suggestions for all of our brands we provide service to are easily communicated from each channel without profile discrimination (call center, e-mail, www.arcelik.com.tr, www.beko.com.tr, www.grundig.com.tr, www.altus.com.tr, fax, letter, social media, dealer), collected on a single trackable, reportable, transparent and safe information pool, these records are handled and evaluated in compliance with the legal regulations in an objective, fair and confidential way and processes are continuously controlled to bring perfect customer experience. In parallel with our approach, all processes are integrated into the management system and a structure controlling each other is established and thus, management targets are set via this system.

The singular goal of all the efforts and investments made by the Arçelik Call Center is not only to provide the company's customers a high level of modern service on a 24/7 basis, but also to ensure a smooth dialogue between them and Arçelik, respond to their proposals and requests more rapidly and maximize their level of satisfaction. One of the primary functions of the Arçelik Call Center is to contribute to the development of new products that meet customer expectations by providing a smooth flow of information in the form of suggestions and complaints to the relevant units of the Company.

Thanks to its state-of-the-art facilities, which give the Company an advantage, Arçelik Call Center's unique position is sustained by the variety of communication channels it has established with its consumers. Arçelik responds to a majority of its consumer requests, which it receives through both traditional communication channels such as fax and post and modern ones such as telephone and e-mail, instantly by phone. Committed to raising its level of service each day, Arçelik Call Center also conducts customer satisfaction surveys to tap into its customers and considers feedback surveys to be an opportunity to improve its operations.

Arçelik Call Center, which since 1991 has maintained a high level of dialogue with its domestic customers and has striven to achieve high levels of customer satisfaction, has continued to expand its abroad call center services network since 2008 in order move closer to its goal of becoming an international call center and has begun to provide pre- and post-sale call center services in Germany and Austria from Turkey for all brands. Through the consumer satisfaction surveys conducted for developing countries such as Serbia and Macedonia apart from Austrian and German markets, not only domestic market, but also foreign markets were listened and assessing their opinions and expectations were taken as a goal.

Having assumed responsibility for the management of online sales and social media communication operations, Arçelik Call Center Management has continued to implement its strategy of being with its customers at all times.

One of the most striking call center projects in 2014 was Arçelik Service Cloud project. Through this project, we converted our service network in Turkey into a call center model and it was allowed to manage the communication between distributed service points and customers from a single center. Our project was granted "Most Successful Koç Members" award under the category of "Creators of Customer Happiness" in Koç Holding through its performance and vision.

An important opportunity for management to expand its know-how in different industries was that Arçelik call-center started to provide technical assistance for cash register pos device that entered into market as a new product merging bank pos devices with cash register devices with the Communiqué on "Payment Recording Devices" of the Ministry of Finance in 2013. In 2014, we increased our experience in that field and the optimum organizational structure was developed and thus, quality after sale services performance was achieved in compliance with SLA contracts executed with the banks.

In 2014, Consumer Services under the roof of Consumer Services Directorate provided field service with 11,300 personnel, about 5,400 of which were technicians and 5,600 vehicles at about 534 authorized service locations operating under the authority of 10 regional managements throughout Turkey.

The technical staff is certified by the Technical Services and Training Division, which operates under the Consumer Services Directorate. We accelerated the oriented training and certification activities by using techniques based on measurement in education and besides, technologies based on e-learning were put into use. The entire technical staff was provided with the trainings under relevant profession groups within the field of our industry and certified as per the law no. 6331.

Russia and Spain Academies were launched abroad and activities for education in the native language were started. New organizational structuring was engaged to manage the technical support activities and training processes in the foreign countries more efficiently.

Innovative devices, designs of which were made within Technical Services Department, were put into use of the authorized services. Thus, it was aimed to reduce the expenses and increase the satisfaction.

Authorized services provide over 13 million services annually for all the brands of Arçelik A.Ş. The ability to handle both the delivery and installation of a product with a single service call is one of the competitive advantages of the technical service.

Authorized service performance system is being implemented to provide more quality service to the customers and increase the satisfaction. Performance system is consisted of measurable criteria and performed based on authorized service and technicians. Performance results are shared with the Authorized Services quarterly and development and action plans are prepared for the areas needs to be improved. Premium system is applied for the authorized services according to the performance results to increase the efficiency of the performance system.

General meetings are organized with the Authorized Services for 2 times a year with the participation of the top management. During these meetings, company policies and strategies are shared and studies are conducted for a sustainable cooperation by getting the opinion and suggestions of the Authorized Services.

In 2012, there were some organizational changes in order to meet and go beyond the expectations of the customers and stakeholders in spare parts process. Strategical plans were developed for Planning, Remuneration, Supply and Storage processes. Through these improvement activities, our inventory turnover was increased and ratio of meeting the customer demands which are among the essential targets of the company was increased. Action plans were developed to serve for our vision always targeting the highest consumer satisfaction as to increase the ratio of meeting the demands more and more in years. A planning software was developed and put into use to provide the highest level of service to the consumers and for the authorized services to make efficient spare parts planning. Thus, levels of the authorized services to provide services at one time increase and it's ensured that they reach a customer satisfaction level befitting the modern and innovative service level as we target. Within the scope of the sustainable cooperation activities, inventory levels of the authorized services can be controlled and they have an efficient inventory management thanks to this software.

4.3. Human Resources Policy

Taking firm steps towards becoming a global company by adopting the vision of Respects the Globe, Respected Globally, the company always aims the highest and considers "its human resources to be its most important capital" that will carry the Company into the future.

Human Resources Policy of Arçelik A.Ş. which had been determined in accordance with the strategies of the Company, common values and business ethics, has been documented and shared with the employees working in Turkey and in abroad subsidiaries.

Human Resources Director is responsible for determination and management of the principles of the company's human resources policy and management of the relations with the employees.

Arçelik A.Ş. uses various criteria in recruitment and competences used in this sense are listed below.

- Grow
 - We think globally
 - We shape the market with innovation
 - We focus on customers
 - We execute with excellence
- Respect
 - We listen deep
 - We welcome diversity
 - We earn trust
 - We built collaboration
- Lead
 - We inspire and empower
 - We promote high performance and accountability
 - We develop capability
 - We create impact for collective success

Our fundamental principles which direct the Human Resources Policy are given below and in Human Resources practices we act in line with these principles.

- There is a global-local balance in human resources systems and practice. As an international company, local laws, practices and requirements are respected. Country's legal

regulations take precedence in situations where Human Resources Policies and Practices conflict with local legislations.

- Human Resources Policy of Arçelik A.Ş. is fully aligned with the company's business strategies and also responds to future needs on top of current organizational requirements.
- All Human Resources Policies and Practices respect and support human rights and oblige the company to avoid any discrimination and create equal opportunities for its employees. Arçelik A.Ş. does not discriminate based on ethnic origin, race, nationality, disability, political affiliation, religion, age, gender or sexual orientation. This principle is accepted company-wide and a formal complaint from the employees regarding that they have experienced any discrimination has never been received. Arçelik A.Ş. Code of Conduct and Codes of Practice, Arçelik A.Ş. Personnel Regulation and all relevant policies put forward binding rules and the company ensures that these rules are implemented to permanently prevent any discrimination and in-house physical, mental and emotional abuse likely to occur between the employees.
- Fairness, consistency and trust lies at the heart of all human resources practices implemented by Arçelik A.Ş. In line with this principle, job definitions, salaries, criteria of performance and reward system intended for the employees are announced to the employees in accordance with the determined schedule and it's ensured that all employees are informed equally. Same principles are taken into account in the trainings provided to the employees by Arçelik A.Ş. and training programs are developed and announced to the employees in a wide variety as to address the improvement needs of all employees.
- Career plans of employees are made in accordance with knowledge, skills and competences. Annual human resources planning meetings are held in order to identify the critical positions and potential employees that would carry the company to the future, and performances of potential employees are monitored in order to support their development and make them ready for their possible future roles. There are succession plans in place for all management positions and potential employees are positioned in these plans. This helps us develop candidates to managerial positions and also prevent any interruptions in the corporate management in case of any possible changes in these positions.
- For the purpose of improving Human Resources Standards continuously, Human Resources Practices are revised systematically and regularly and in light of latest developments and the feedback received, Human Resources processes are re-structured.
- Internal communication implementations put into use for the employees to be informed continuously about the developments and participate in the decision processes more actively have great importance. The company has created a platform which enables employees to be constantly in touch and encourages further creativity and communication through the intranet system renewed in 2012. We continuously inform our employees through our internal communication implementations like internal announcements published online, newsletter and e-mails. Through Communication and Exchange Meetings organized at different levels, Arçelik employees express their opinions on the functionality of the main processes of the company and active support is ensured to reach the primary business targets.
- In Arçelik A.Ş., opinions of the relevant union are obtained and mutual understanding is ensured before the decisions to be taken regarding the human resources policy changes and system revisions intended for the union member employees. All of the union member employees are informed of the changes.
- Personal information of the employees is kept confidentially within the frame of the legal legislations.

Arçelik A.Ş. aims to meet the business needs during the recruitment and replacement processes in current time and in the future and equal opportunities are provided to all candidates with suitable education, knowledge, skill, competence and experience in line with the ethical principles. The fact that the current employees were graduated from 81 different universities emphasizes the importance that company gives to the principle of equality.

Total employee number in Turkey and abroad by 2014 year-end is given in the following table.

Number of employees by 2014 year-end	Total
Turkey	16,718
Abroad	8,158
Arçelik Group	24,876

The average length of service and age of employees in Turkey is 7.5 years and 33 years, respectively.

Approach of the company for the training and development process is that Company's performance is improved by working with continuous development principle in parallel with the company's vision and business targets. It's aimed to use the in-house resources in an efficient and effective way while planning the development needs of the employees in the current time and in future in line with the business requirements.

In 2014, the company provided 471.719 hour of trainings in total, average of 28 hours per person. The total training hour is increased for 50% compared to the previous year.

Arçelik A.Ş believes that organizational success is based on team work and collaboration along with the individual successes. In this direction, the company uses different development and management systems to improve the performance of the employees in compliance with the company targets.

Arçelik A.Ş. evaluates, rewards and ensures the recognition within the company any success, invention and/or suggestion that provide benefit in order to increase the motivation, commitment and productivity of the employees, put into use the best practices and encourage the rising critical behaviors. The company determines a fair employment policy through the approach, laws and competitive understanding in compensation management.

Arçelik A.Ş. gives importance to the impact of the employee commitment on the company's business results and monitors the employee commitment regularly through the independent researches and develops improvement activities according to the research results. Research was renewed also in 2014. Good practices that were engaged in previous years have been continued and new projects were triggered by determining the fields need to be improved. As a result of the studies conducted in this sense, leadership culture and climate studies continued in 2014, Blue Collar Production model was renewed, Shift Supervisor and Blue Collar Safe Behavior trainings were put into effect, it was focused on increasing the internal communication activities for all of the employees throughout the company and strengthening the social activities intended for the motivation.

Industrial Relations

Arçelik A.Ş. respects and supports the rights of its employees to organize and form unions in accordance with the company's industrial relations policy. The company pays strict attention to maintaining the peaceful working environment it has created on the basis of mutual trust between its employees and unions and by respecting the applicable law and collective bargaining agreements. Arçelik A.Ş. takes local conditions, customs and practices, which are specific to the regions and countries in which it operates, into account in order to maintain the peaceful working environment it has created, even though these local conditions, customs and practices are not included in the agreements into which the company has entered.

Within the frame of Industrial Relations Policy, labor unions are not considered as adverse parties but as social stakeholders. Therefore, Arçelik A.Ş. always attaches great importance to be on good terms with labor unions and to act in concert. Providing better working conditions for the social stakeholders is an important goal of the Company. Accordingly, besides conforming to law, social aids such as better working conditions, occupational health and safety, maternity, death, education and marriage supports are included in collective bargaining agreements and care is taken for their implementation.

Arçelik A.Ş. provides the following social benefits to its employees in Turkey in accordance with the provisions of the collective bargaining agreements:

- Arçelik A.Ş. employees receive 4 bonus payments every year.
- Fuel allowance,
- “Leave allowance” before annual leaves,
- “Special allowance” before religious holidays,
- Monthly child allowance,
- Childbirth, marriage, death, military service and education allowances as payments made per case.
- Transportation and daily food allowances, which are offered in-kind.
- Annual leave entitlements are specified under collective bargaining agreements. Irrespective of whether they are members of a labor union or not, the employees are entitled to annual leaves longer than those provided under the law.
- Starting positions and wages of union employees are determined based on the type of work they will perform according to the collective bargaining agreement.

The Collective Bargaining Agreement, which covers all Arçelik employees who are the member of union and is effective from September 1, 2014 through August 31, 2017, was signed on December 15, 2014.

Occupational Health and Safety

Starting from the “value given to the employee” that is one of the most important factors in the corporate vision, Arçelik A.Ş. provides integrity between the Occupational Health and Safety Policy and relevant legislation and business processes and encourages the integration of the planned and systematic studies within the scope of the Occupational Health and Safety and aims to prevent the occupational accident and disease based losses and to make improvements constantly.

Arçelik and its employees comply with all applicable national and international occupational health and safety laws and regulations and create a safe and healthy working environment in line with occupational health and safety management system based on continuous improvement.

We perform our activities to

- analyze and decrease the occupational health and safety risks arising in the working environment
- conduct training activities in order to develop and increase the awareness in occupational health and safety issues
- take measures to achieve a zero work accident rate and a zero occupational disease rate and increase productivity

accompanying the Quality and Environmental Management Systems and we strive to set a model in durable goods sector with regard to occupational health and safety efforts.

In accordance with this policy, occupational health and safety is included as a criterion among other target criteria set for departments and individuals as part of the Performance Management System.

In 2014, the Accident Frequency Rate, which indicates the frequency of occurred occupational accident based on the total actual working time, was realized as 6.69 with an improvement of 10% and the Accident Gravity Rate, which indicates the working day loss occurred due to occupational accidents based on the total working time, was realized as 0.088 with an improvement of 5%.

Arçelik A.Ş. always provides guidance to its employees regarding occupational health and safety on a regular basis and encourages them to communicate among themselves and with their managers on issues related to occupational health and safety. In 2014, totally 143.753 man-hours of training on Occupational Health and Safety was provided with a comprehensive participation in all Arçelik facilities by occupational safety specialists and occupational physicians.

Adopting “zero accident rate and zero occupational disease rate” objective in terms of Occupational Health and Safety, Arçelik A.Ş. continues its efforts by involving employees at every level of the company and allocating the necessary resources to achieve desired targets.

4.4. Ethical Rules and Corporate Social Responsibility

The company aims to ensure customer satisfaction, offer world-class products and services of universal quality by using limited natural resources efficiently, and contribute to economic and social development. Accordingly, the company strives to be a global symbol of credibility, continuity and respectability in the eyes of all of its customers, shareholders, employees, suppliers, dealers and authorized services; in other words, all of its stakeholders.

We accept the standards established by Vehbi Koç, the founder of Koç Group, as our guiding principles;

- Our Customers are the focus of everything we do,
- Always to be the best is our ultimate goal,
- Our most important capital is our human resources,
- Our goal is to create wealth for continuous development,
- We strive to strengthen Turkish economy from which we derive our own strength,
- Superior business ethics and honest working principles are the foundations of our business conduct.

The company has based its Code of Ethical Conduct on the abovementioned principles in order to provide its employees and others who represent the Company with a guiding document that would help them when making decisions. This Code of Ethical Conduct is disclosed to public in detail on our Company's website.

Our company expects from all its employees to behave in a manner that would contribute to the strengthening and development of the Company's philosophy and corporate standing. All of the employees, including temporary workers, are under obligation to follow the company's Code of Ethical Conduct.

Code of Ethical Conduct booklet is given to Arçelik A.Ş. employees in exchange for their signatures, at the day of their employment. Also, Arçelik Code of Ethical Conduct is assigned to all our white collar and blue collar employees in the form of digital trainings, and in the course of their training, their rate of accomplishment is monitored regularly.

The company expects from all of its stakeholders to comply with business ethics and all related policies.

“Code of Ethical Conduct of Arçelik A.Ş.” includes the following sections:

- Company-Employee Relations
- External Relations
 - Stakeholders, Shareholders, Government, Customers, Suppliers, Dealers, Authorized Dealers, Authorized Services
 - Competitors and Competitor Relations
 - Social Responsibility
 - Global Responsibility
- Code of Conduct Required To Be Followed by Employees
- Occupational Health and Safety Approach
- Code of Conduct Application Principles
 - Obligation to Report Transgressions
 - Code of Conduct Committee
 - Disciplinary Practices

It is under the responsibility of the management to display the required level of effort and leadership, to announce the Code of Conduct to all employees, to ensure that the employees put required level of importance on those policies, and to ensure that the all employees act in alignment with the Code of Conduct all the time.

The company considers corporate social responsibility to be an integral part of the company's core business functions and carries out its activities according to the principle of “sustainable growth”.

Providing its customers with quality and innovative products and services, following the general principles of ethics, laws and human rights, displaying sensitivity to the environment and needs of society at every location in which it operates, together with the company's commitment to “sustainable development” constitute the main components of “Corporate Social Responsibility” philosophy.

The company which performs its operations in full compliance with applicable laws, ethical standards and human rights, is one of the first companies to sign the Code of Conduct drafted by the European Committee of Domestic Equipment Manufacturers (CECED). The Code of Conduct secures the subscribing company to achieve a sustainable performance concerning working conditions, environmental laws and standards which are regulated by international conventions. Furthermore, Arçelik A.Ş. has its domestic and abroad production facilities audited by an independent audit firm within a program based on the criteria of BSCI (Business Social Compliance Initiative) and Sedex (Suppliers Ethical Data Exchange) Social Responsibility Organizations, widely accepted in EU and obtains compliance reports in consequence of these audits. The company has adopted an approach which focuses on protecting and preserving the environment and natural resources in cooperation with its partners both during production and non-production activities while at the same time developing and manufacturing innovative products. The company monitors the compliance of its operations with all domestic and international legal obligations, which call for the protection of the environment and human health. The company regularly organizes training programs for its employees to extend the sentiment about the protection of environment and natural resources and combating with climate change and carries out projects with Public and Non-Governmental Organizations in Turkey to raise awareness of the public and maintains its support for carried out projects and efforts.

The Company carries out many different projects in the countries, where it operates, in the fields of education, sports, culture and art acting with the sense of "Sustainability". Acting with corporate citizenship awareness, the Company provides the sustainability of the projects thanks to voluntarily supports of its employees and business partners. Through this approach, the company develops programs and carries out numerous projects to contribute to the education of young people in different regions in which it operates. The policies and projects implemented by the Company are included in the explained in the "Social Responsibility" sections of the Annual Report.

Arçelik A.Ş. expands its global presence day by day in line with its vision and continues to develop by integrating the sustainability into the processes with the conscious of its responsibilities. Sustainability of the approach of the company is to act by looking after the social, economic, environmental and ethical dimensions of its operations, to follow-up these dimensions by integrating them into the corporate business targets and to manage its operations with sustainability principles within the frame of corporate policy and strategies. The company evaluates the risks and opportunities regarding the sustainability and expectations of the stakeholders as important inputs for its operations.

The highest level of responsibility for the sustainability management belongs to the Sustainability Committee in the company. Sustainability Committee established with the participation of the top management of Arçelik A.Ş. bears the mission of determining the corporate sustainability and climate change policy and strategies, ensuring the integration with the company's business processes, monitoring the performance and increasing the efficiency. Sub-committees were established to enable the members of Arçelik A.Ş. Sustainability Committee to control and coordinate the sustainability activities regarding their own responsibility fields. Arçelik A.Ş. Sustainability Sub-Committees are; Environmental Coordination Committee, Energy Coordination Committee, Climate Change Coordination Committee, Green Chemistry Coordination Committee, Occupational Health and Safety Committee, Human Resources and Business Ethics Committee and Value Chain Management Committee. Sustainability Sub-Committee is consisted of managers and/or specialists responsible for sustainability issues. Sub-Committees ensures that the decisions taken in Sustainability Committee are implemented and expanded and reports the developments. Sustainability Committee convenes 2 times a year. Year-end outputs are evaluated through "Arçelik A.Ş. Sustainability Activities Year-End Report" and targets of next year are determined. Primary sustainability subjects determined within the frame of the sustainability management studies are innovative and environmentally friendly products, risk management, business ethics, environmental approach in production processes, talent management, occupational health and safety, sustainability management in value chain, quality and safety of the products, contribution to the sales and after sale services and social development. With the aim of presenting its priorities, practices and business results in the field of sustainability to its stakeholders in an efficient and transparent way, Arçelik A.Ş. publishes a separate annual report under the name of "Sustainability Report" since 2008. Arçelik A.Ş. Sustainability Report including the areas of "Management Approach", "Talent Management", "Environmental and Energy Management", "Combatting with Climate Change", "Management of Natural Resources and Waste Management", "Sustainability Management in the Value Chain", "Social Development" was prepared in 2011-2012 years in alignment with the Global Reporting Initiative (GRI) G3 policies, on the level of "B+". The company carried the studies in that field a step forward and prepared the 2013 Sustainability Report at core implementation level of new G4 Reporting Guidelines which is the latest reporting framework of Global Reporting Initiative (GRI).

"BIST Sustainability Index" features companies that are traded in Borsa İstanbul and that demonstrate top performance in terms of corporate sustainability and the index has been calculated since 04.11.2014 and includes our Company.

Arçelik A.Ş. shares the Annual Report and Sustainability Report with public through the corporate website at www.arcelikas.com.

PART V: BOARD OF DIRECTORS

5.1. Structure and Formation of Board of Directors

As per the Articles of Association, the activities of the Company are carried out by a Board of Directors that compose of at least five members who will be elected with the resolution of General Assembly within the framework of Turkish Commercial Code and the regulations of Capital Markets Board. The General Manager of the Company can be elected as Board Member. 27.03.2014 dated General Assembly of the Company has taken a resolution that the Board of Directors shall compose of 12 members together with 4 independent members.

In accordance with the Structure of Board of Directors regulation included in the Article 4.3 of Capital Markets Board's Corporate Governance Principles, arrangements that are required for including independent members in the Board of Directors, have been accepted at 29.03.2012 dated General Assembly by making necessary amendments in the Articles of Association.

The Board Members are determined in such a way to function efficiently and in a constructive manner, make quick and rational decisions and organize the activities of the committees effectively.

The Board of Directors includes both executive and non-executive members according to the definition stipulated in CMB's Corporate Governance Principles. The non-executive members of the Board of Directors do not occupy any other position in the company and do not involve themselves in the daily operations and ordinary activities carried out at the company. Non-executive members are in the majority in the Board of Directors. Mr. Levent Çakıroğlu is the only executive member included in the Board of Directors in 2014.

Members of Board of Directors (MBD)

MBD Name-Surname	Whether it's executive or not	Independence status	Date of assignment	Period of duty	Functions in Board of Directors and in the Committees
Rahmi M. Koç	Non-executive	Not independent	27.03.2014	1 year	Chairman Chairman of the Executive Committee
Mustafa V. Koç	Non-executive	Not independent	27.03.2014	1 year	Vice Chairman Member of Executive Committee
Semahat S. Arsel	Non-executive	Not independent	27.03.2014	1 year	Board Member Member of Executive Committee
Ömer M. Koç	Non-executive	Not independent	27.03.2014	1 year	Board Member Member of Executive Committee
Ali Y. Koç	Non-executive	Not independent	27.03.2014	1 year	Board Member Member of Executive Committee
O. Turgay Durak	Non-executive	Not independent	27.03.2014	1 year	Board Member Member of Executive Committee Member of Risk Management Committee
Robert Sonman	Non-executive	Not independent	27.03.2014	1 year	Board Member
Levent Çakıroğlu	General Manager	Not independent	27.03.2014	1 year	Board Member
Kutsan Çelebican	Non-executive	Independent	27.03.2014	1 year	Board Member Chairman of Audit Committee
Tunç Uluğ	Non-executive	Independent	27.03.2014	1 year	Board Member Chairman of Corporate Governance Committee

Mehmet Barmanbek Non-executive Independent 27.03.2014 1 year Board Member
Member of Audit Committee
Member of Corporate Governance Committee
K. Kaynak Küçükpinar Non-executive Independent 27.03.2014 1 year Board Member
Chairman of Risk Management Committee

Within the scope of 395th and 396th Articles of Turkish Commercial Code, the approval regarding the Board Members to carry out the activities which are included in the company's field of activity on their own or behalf of others and to participate in the companies that carries out such activities has been obtained at 27.03.2014 dated General Assembly.

Tasks of Board Chairman and General Manager are performed by two different persons. The Company pays attention that the Board Members have enough time to deal with the Company's activities; however there is no restriction for them to handle other task or tasks apart from the Company. Especially since the business experiences and sector specific knowledge of independent members have a significant contribution to the Board of Directors, such restriction is not deemed necessary. Prior to General Assembly, personal background as well as previous positions of the member is submitted for shareholders' information.

Tasks of Candidate Nomination Committee and Compensation Committee are carried out by Corporate Governance Committee in our company. Number of independent member nominees submitted to the Corporate Governance Committee for General Assembly dated 27.03.2014 is 4, independence declarations and resumes of these persons were evaluated in the Resolution of the Board of Directors dated 21.01.2014 of Corporate Governance Committee dated 20.01.2014 and it was decided that all of them are determined to be independent member nominees. By getting the approval of Capital Market Board through the letter dated 20.02.2014 for 4 independent member nominees (Kutsan Çelebicancı, Tunç Uluğ, Mehmet Barmanbek ve Kadri Kaynak Küçükpinar) and these 4 nominees are selected as independent members of board of directors for 1 year by the General Assembly dated 27.03.2014. There isn't any situation occurred removing the independence within the activity period for 2014.

Following the General Assembly meeting dated 27.03.2014 in which Members of the Board of Directors are selected; Chairman and Vice Chairman of the Board of Directors are determined to decide on the assignment of the duty.

The entire of the members of the Board of Directors have worked professionally in various industries for long years and they are experiences persons in the industry in which the company operates. The company benefits from the accumulation of knowledge and experiences of the members of the Board of Directors at the highest level. Member of the Board of Directors can share and express their opinions freely away from any effect.

We believe that ensuring the diversity of accumulation of knowledge, experience and opinion before the Board of Directors will make positive contribution to the efficient operation of the Board of Directors and to the company activities. Our evaluation studies are still ongoing to determine a target ratio for the woman members of the board of directors that is a tool to ensure that different opinions are represented in the Board of Directors. Currently, Mrs. Semahat S. Arsel participates in the Board of Directors as woman member in compliance with the Corporate Governance Principles.

Resume of the General Manager as the member of Board of Directors and the resumes of other members of Board of Directors are given in section of "2014 Board of Directors" of Annual Report in 2014.

5.2. Principles of Activity of the Board of Directors

Board of Directors holds meeting when it is required for the activities of the Company. In 2014, Board of Directors had 4 meetings and took decisions. Different opinions expressed in the meetings of Board of Directors and reasons for counter votes are registered in decision record. Detailed reasons of the members who voted against are disclosed to the public. In the Board of Directors, each member has one voting right. However, in the meetings of the Board of Directors held in 2014, no disclosures on this matter have been made to public since there was no such opposition or expressed different opinion.

The Agenda of the Board of Directors are determined by the notification of matters that it is clearly decreed to be concluded by the resolution of the Board of Directors within the Company's Article of Association, made by related departments to Company's Top Management and the Board Members. In addition, the Agenda of the Board of Directors are also determined by the notification of any Board Member made to the Top Management of the Company about taking a decision on a matter of high concern. The subjects desired to be discussed in the meeting of the Board of Directors are collected at the department of Assistant General Manager, Finance and Accounting and the agenda is determined by consolidation.

Arçelik A.Ş. has appointed Assistant General Manager, Finance and Accounting for determining the agenda of Board of Directors' Meetings, issuing resolutions of Board of Directors, informing Board Members and providing communication.

The meetings of the Board of Directors are held in the headquarters of the Company or in a suitable place where the headquarters are located. Significant resolutions of the Board of Directors are announced to the public by Public Disclosure Platform (PDP) and are posted on Company's website in both Turkish and English.

The company has subsidiaries and affiliate companies. Since we believe that it will be for the benefit of the Company, to have the Board Members manage these companies, there are no restrictions on this matter.

The regulations of Company's Board Members are clearly determined in the Articles of Association. Authorities are included in the Company's signatory circular in more detail.

The Board of Directors takes a leading part in maintaining efficient communication among shareholders, settling and resolving disputes and for this purpose the Board of Directors works in close cooperation with Corporate Governance Committee and Investor Relations Unit.

"Manager Liability Insurance" is available for the members of the Board of Directors and top managers in our company.

5.3. The Number, Structure and Independence of the Committees Established Under the Board of Directors

According to Articles of Association, the Board of Directors may establish advisory, coordination, audit and similar nature committees or sub-committees composing of its members and/or non-members on the subjects it deems suitable provided that relevant legislation provisions are followed.

In the election of members of committees established after 27.03.2014 dated Ordinary General Assembly, the provisions specified in Article 4.5 of CMB's Corporate Governance Principles were followed.

“The Audit Committee” in charge of ensuring reliable fulfillment of duties and responsibilities of the Board of Directors was established. The Audit Committee regularly carries out its activities in compliance with Capital Markets Regulation and CMB’s Corporate Governance Principles. All members of the Audit Committee have been elected from among independent board members. This Committee was composed of 2 members and Kutsan Çelebican has been appointed as the Chairman and Mehmet Barmanbek has been appointed as the member. An in-house Audit Committee has been established for the purpose of auditing the operation of accounting and reporting systems to be in compliance with related law and regulations, public disclosure of financial statements, the operation and efficiency of internal audit system has held 5 meetings in 2014 for evaluating the financial statements.

In accordance with the Corporate Governance Principles issued by Capital Markets Board, an in-house Corporate Governance Committee has been established for the purpose of monitoring the compliance of the Company, performing activities for improving the compliance and providing advices to the Board of Directors. Tasks of Candidate Nomination Committee and Compensation Committee are also carried out by Corporate Governance Committee. All members of the Corporate Governance Committee was elected from among independent board members on April 3, 2014. Tunç Uluğ has been appointed as the Chairman of the Corporate Governance Committee and Mehmet Barmanbek has been appointed as the member. Fatih Kemal Ebicioğlu, head of Investor Relations Department, was determined as the member of Corporate Governance Committee as per article 11 of the Corporate Governance Communiqué on June 24, 2014. In-house Corporate Governance Committee has held 7 meetings in 2014.

From among the independent members, K. Kaynak Küçükpinar has been elected as the Chairman and O. Turgay Durak has been appointed as the member of Risk Management Committee which has been established for the purpose of early detection and evolution of strategic, operational, financial and all other miscellaneous risks that may affect our Company, calculating the effects and probabilities, managing these risks in accordance with the Company's corporate risk taking profile, reporting, considering in decision-making mechanisms and accordingly providing advices and suggestions to the Board of Directors for creating and integrating efficient internal control systems. Risk Management Committee has held 6 meetings in 2014.

In order to offer efficient coordination between the Board of Directors and the management structure, an Executive Committee has been formed, tasked with increasing the efficiency of the Board of Directors, ensuring efficiency in the subjects of business development and investment in areas aligned with strategic aims, and to offer suggestions and recommendations in that respect. As the Board of Directors could not convene in a time and frequency required, the aim of this committee is to inform the Board of Directors by following up the Company as well as industrial improvements closely when required; to ensure coordination between the Corporate management structure and the Board of Directors; to develop proper strategies for the Company and to make recommendations for the efficiency of the activities. Rahmi M. Koç has been appointed as the Chairman of the Executive Committee and Mustafa V. Koç, Semahat S. Arsel, Ömer M. Koç, Ali Y. Koç and O. Turgay Durak have been appointed as the members.

The duties, operation principles and the members of these committees were disclosed to the public by posting on the Company's website (www.arcelikas.com).

5.4. Risk Management and Internal Control Mechanism

Arçelik A.Ş. Board of Directors conducts its businesses in a transparent, accountable, fair and responsible manner. A Chairman and a Vice Chairman are appointed among the Board

Members. Also, Chairmen and Members of Board committees are appointed. Furthermore, the General Manager participates in the Board of Directors as the executive member.

Board of Directors creates internal control systems involving risk management and information systems and processes that may minimize the effects of risks which may affect stakeholders (especially the shareholders) of the company by taking the opinion of Board of Directors committees into account.

With the Decision of Arçelik A.Ş. Board of Directors dated 16.07.2010 and in accordance with Article 378 of Turkish Commercial Code number 6102; a Risk Management Committee was formed in order to carry out activities with the aim of early identification of risks that may jeopardize the existence, development and continuity of the company, application of relevant actions concerning identified risks and managing risks. Mr. K. Kaynak Küçükpinar, independent member of the Board of Directors, is the chairman of this committee. Other member of the committee is Mr. O. Turgay Durak, a member of the Board of Directors.

Risk Management Committee has held 6 meetings in 2014. Risk Management Committee provides advices and suggestions to Board of Directors in terms of early diagnosis and assessment of strategical, financial, operational etc. risks; management and reporting of those risks in accordance with corporate risk taking profile of the Company; application relevant actions concerning the risks identified; regarding the risks in decision-making mechanisms; creating effective internal control mechanisms and their integration in this direction.

Risk Management Committee implements Enterprise Risk Management Program in order to assist Arçelik A.Ş. in achieving its growth goals, meet expectations of internal and external stakeholders, raise risk awareness in the organization, increase profitability and create competitive advantages by considering the organization-wide factors such as strategies, processes, people, technology and knowledge.

An Enterprise Risk Management Directorate was formed under the Assistant General Manager of Finance and Accounting to conduct Enterprise Risk Management Program. Enterprise Risk Management Directorate reports to the Risk Management Committee and ensures that strategic, financial, operational, compliance, investment, brand and external risks which may impact the company are managed in accordance with the corporate risk-taking profile of the company; and risk coordination and supervision are in place.

Internal Auditing Department, which is formed under the Assistant General Manager of Finance and Accounting for the purpose of healthy execution of internal auditing mechanism, reports information to the Auditing Committee at the meetings held during the year. Committee constantly supervises the execution and effectiveness of system and presents to Board of Directors the issues and suggested solutions regarding the risk management and internal control mechanism when required.

5.5. Strategic Targets of the Company

The Board of Directors of the company keeps the risk, growth and return equilibrium of the Company at an optimum level through the strategic decisions taken and manages and represent the Company by primarily looking after the Company's long-term interests with a smart and cautious risk management approach.

The Board of Directors determines the strategic targets of the Company, identifies the needed human and financial resources and audits the performance of management.

The Board of Directors audits the compliance of the Company's activities with legislation, Articles of Association, internal regulations and created policies.

Mission and Vision as well as Main Business Targets of the company are indicated below:

The mission of the company is to develop, manufacture, offer and provide products, which meet the customer needs by going beyond their expectations, make life easier and which are affordable, user-friendly and reliable, to provide after-sales services and continuously develop and grow in target markets by ensuring the satisfaction and long-term loyalty of the customers and employees and utilizing the resources in most efficient manner and meeting the expectations of stakeholders in line with corporate values, targets and strategies of Koç Group.

The company has adopted the vision of "Respects the Globe, Respected Globally". Company "Respects the Globe" because it is environmentally friendly, respects human beings and carries responsibility. The Company is "Respected Globally" because it always aims beyond the highest.

The Company's main business goals are as follows:

- Realizing sustainable growth and increasing our share in the current markets and getting into new markets
- Perpetuating the profitability level that will enable sustainable growth
- Being R&D, innovation, quality, design, brand and customer oriented
- Improving the capabilities for offering pioneering, innovative and environment and climate sensitive products, solutions and technologies during the product life cycle to provide added value for customers and society
- Developing and retaining global organization and capabilities by managing the differences with human-oriented approach.

The Board of Directors evaluates and approves the Company's vision and main business goals. These goals are shared with the public in the annual reports, on the company's website and through meetings or statements by means of various communications channels.

As per the Company's Articles of Association, during the Board Meetings, which are held periodically, Company's targets and performed activities are followed as also covering previous period performances. The current situation of the Company is revised and in case it is deemed necessary in consequence of current situations, new targets and strategies are developed.

5.6. Financial Rights

Covering every kind of right, interest and remuneration, which are provided to the Board Members and top managers and the criteria and remuneration policies that are used to determine these, the "Remuneration Policy for the Board Members and Top Managers" of our Company has been submitted to the examination of our shareholders on our website through the "Information Document" issued three weeks prior to 29.03.2012, 28.03.2013 and 27.03.2014 dated Ordinary General Assembly and put into practice upon the approval of the General Assembly. The afore-mentioned policy disclosed to the public through our company's web site, is also put on the agenda of Ordinary General Assembly in which 2014 activities shall be discussed and will be submitted to the opinion of the shareholders. Payments made within the framework of Remuneration Policy for the Board Member and Top Managers are evaluated by Corporate Governance Committee and the Board of Directors. In the footnotes of our financial statements, the payments made to the Board Members and top managers collectively are announced to the public in parallel with common

practices. There is no transaction that may cause conflict of interest such as granting loans and credits to our Board Members or managers, giving guarantees in favor of them.

Stock options or payment plans based on Company's performance are not utilized for the compensation of Independent Board Members.