

VESTEL ELEKTRONİK SANAYİ VE TİCARET A.Ş. GROUP OF COMPANIES
CORPORATE GOVERNANCE COMPLIANCE REPORT

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1. Statement of compliance with corporate governance principles

Vestel Electronics Incorporated's project to install corporate governance mechanisms in the Company that was launched in late 2004 was brought to completion around the middle of 2005. Detailed explanation of the changes made within the Company and of the adaptation of the principles was publicly disclosed in the "Corporate Governance Report" that was published on the Company's corporate website and made available for the information of all shareholders, investors, and other stakeholders.

Vestel Electronics Inc is one of the most publicly traded companies in Turkey, with approximately 49% of its shares held by investors. With its shares being traded on the İstanbul Stock Exchange in Turkey and also on the London and Luxembourg stock exchanges, the Company decided to adopt these corporate governance principles in order to fulfill to the maximum degree possible its responsibilities towards its corporate and individual shareholders in Turkey and abroad. In the wake of that decision, Vestel Electronics Inc's Board of Directors, management, and employees gave their support at every stage of the effort to entrench corporate governance principles at the Company. It was after the adaptation of corporate governance principles at the Company that the Corporate Governance Compliance Report was publicly announced in which it was stated that Company activities would be conducted in line with the principles of transparency, equitability, responsibility, and accountability. These activities on the part of Vestel show that it is committed to compliance with corporate governance principles and that it is aware of its responsibilities towards its shareholders no matter what the size of their stakes in the Company may be.

In this statement, the Company reveals the degree to which it is in compliance with CMB Corporate Governance Principles as well as the issues on which it is not and the reasons for non-compliance. The activities undertaken by Vestel Electronics Inc to achieve compliance with corporate governance principles are briefly described below.

- Vestel made changes in its Board of Directors in line with corporate governance principles to increase its effectiveness. These changes involved appointing two independent board members and structuring the board to bring it into compliance with corporate governance principles.
- An Audit Committee was established under a board decision dated 15 June 2005. Two independent board members were elected by the shareholders at a general meeting and independent board member Ekrem Pakdemirli began serving as the committee's head. The principles governing the Audit Committee's activities are set down in writing.
- A Corporate Governance and Appointments Committee was established under a board decision dated 15 June 2005. Two independent board members were elected by the shareholders at a general meeting and independent board member Yılmaz Argüden began serving as the committee's head. The principles governing the Governance and Appointments Committee's activities are set down in writing.
- A secretariat responsible to the Board of Directors has been created whose functions are to ensure that board meetings are held systematically, that meeting minutes are properly maintained and archived, and that board members have convenient access to the Company's information.
- An Investor Relations Unit has been set up within the Company for the purpose of managing relations with investors. This unit has also been given the responsibility for the corporate website as well as for publicly disclosing all information about the Company.

- A public disclosure policy has been prepared in writing and was submitted to those attending the general meeting.
- The corporate website was revised in line with corporate governance principles.
- A majority of shareholders at the annual general meeting held on 30 May 2005 voted to amend the Company's articles of incorporation to bring them into compliance with corporate governance principles. These amendments in main outline are as follows:
 - New rights were granted to minority shareholders with the addition of the phrase "Minority rights shall be exercised by any shareholder representing one-twentieth of the Company's capital" in line with the amendment made by the Capital Markets Act (Statute 4487) in the 10% rate prescribed in article 11 of the Turkish Commercial Code. (Article 23)
 - Minority shareholders have been given the right to call upon the Board of Directors to convene. (Article 16)
 - Shareholders controlling in aggregate at least 5% of the Company's issued capital have been given the right to call upon the Board of Directors to convene, provided that they make the request in writing and state their reasons for doing so. (Article 21)
 - Minority shareholders have been given the right to introduce motions concerning general meeting agenda items. (Article 21)
 - An article was added to the articles of incorporation stating that the Company's shares may be freely transferred. (Article 6)
 - An article was added to the articles of incorporation stating that a majority of the members of the Board of Directors must consist of non-executive members and that only persons satisfying specified criteria may be elected to seats on the board. In addition, Vestel has introduced an upper age limit for board membership, which is not stipulated in CMB Corporate Governance Principles but which is an internationally recognized principle, and added this to its articles of incorporation as well. (Article 12)
 - An article was added to the articles of incorporation stating that at least one-third but not less than two of the members of the Board of Directors must be independent members. In addition, Vestel has made it a requirement that the chairman or deputy chairman of the board must be an independent member, which is not stipulated in CMB Corporate Governance Principles but which is an internationally recognized principle, and added this to its articles of incorporation as well. (Article 12) In line with this, an independent member was elected deputy chairman.
- A requirement was added to the articles of incorporation stipulating that independent members who cast dissenting votes on issues before the board must publicly disclose their reasons for doing so. (Article 16)
- A secretariat responsible to the Board of Directors was created and given the responsibility of notifying board members of meetings at least seven days in advance and of ensuring that board members kept effectively informed about matters. (Article 16)
- For the purpose of achieving regular attendance at board meetings, a rule was added to the articles of incorporation stating that any member that missed three consecutive meetings without the board's permission is deemed to have resigned his seat. (Article)
- For the purpose of ensuring that sound decisions are taken at board meetings, a rule was added to the articles of incorporation stating that board members may not attend board meetings discussing issues that are of direct interest to themselves or to their relatives. (Article 16)

- To encourage and increase shareholder participation in general meetings, a rule has been added to the articles of incorporation requiring that such meetings be announced at least three weeks in advance. (Article 21) In addition, information about the meeting's agenda is also to be published along with the announcement and made available at the Company's headquarters and on its website. (Article 21)
- A rule has been added to the articles of incorporation requiring every company officer (including members of the Board of Directors) as well as candidate board members and candidate statutory auditors to be present at general meetings. (Article 21) Participants at such meetings must also be given information about candidates as stipulated in the articles of incorporation. (Article 21)
- A rule has been added to the articles of incorporation requiring that decisions allowing board members to compete with the Company be approved by a majority of those attending a general meeting. (Article 17)
- Rules governing the committees reporting to the Board of Directors and the principles of these committees operation have been added to the articles of incorporation. (Articles 35, 36, 37)

In addition to these specific instances of achieving compliance with corporate governance principles, there are a number of issues on which the Company is not in compliance. These issues and the reasons for non-compliance are touched on briefly below.

- Cumulative voting: The Company does not make use of the cumulative voting method. The Company believes that the effect of cumulative voting on the Board of Directors is achievable by the presence of independent members on the board.
- Individual right to request appointment of a special auditor in the articles of incorporation: A request to have a special auditor appointed is not an individual right that is provided for due to the high level of public participation in the Company's capital and the structure of shareholding interests in the Company. Nearly half of the Company's shares are publicly traded and these shares are divided up into a large number of very small shareholdings. Because of this, the number of the Company's investors is much greater than is the case in most other companies. Due to this profile of Vestel investors, granting every shareholder the right to demand the appointment of a special auditor could pose problems for the Company and this is why the articles of incorporation contain no provisions on this issue. According to CMB Corporate Governance Principles, the inclusion of this right is optional.
- Demergers and buying, selling, or leasing substantial amounts of company assets and property: The Company's articles of incorporation contain no provisions requiring decisions of a highly important nature such as demergers or buying, selling, or leasing substantial amounts of assets and property to be taken at a general meeting. The nature of the business in which the Company is involved requires it to buy, sell, and lease quite frequently. Having to hold a general meeting every time such a transaction takes place is considered to be impossible and so no such article has been included in the articles of incorporation.
- Independent members do not constitute a majority on the Corporate Governance Committee: As a newly-formed body, the Corporate Governance Committee is also responsible for setting the corporate governance structure in place throughout the entire company. As a requirement of this responsibility, more than two board members were included on the committee as a first step and these individuals actively participate in the committee's meetings and assume responsibilities. This structure of the Corporate Governance Committee is temporary. The provisional presence of the CEO, who is not supposed to be a member of this committee according to corporate governance principles, is for the purpose of enabling him to keep a close watch on the committee's duties and the functioning of the corporate governance structure.

Vestel Electronics Inc put its corporate governance principles into effect throughout the entire company for the purposes of creating an approach to management that is responsible, accountable, and open with respect to all its shareholders no matter what the size of their stakes in the Company may be; of creating a transparent corporate structure that is capable of earning the confidence of investors, customers, employees, and the markets where its shares are traded; of supporting efforts to continuously increase the Company's market value; and of ensuring the continuity of the returns that its investors secure on their investments in the Company.

Acknowledging the contributions that corporate governance principles have already made to the Company, Vestel Electronics Inc's goal is to achieve even greater compliance with those principles with the involvement of all its management and employees and to bring the Company to the highest level of compliance as compared with its competitors both at home and abroad.

PART I: SHAREHOLDERS

2. Investor Relations Unit

- On 30 May 2005 Vestel Electronics' Board of Directors created a Corporate Finance and Investor Relations Unit for the purposes of effectively managing relations with investors and achieving uniformity in communication with investors and in publicly disclosed information. This unit, which reports to the Corporate Governance Committee that was set up in the early part of 2005 as stipulated in the Company's articles of incorporation, plays an important role in the Company's compliance with corporate governance principles.
- The officer in charge of the Corporate Finance and Investor Relations Unit is Selim Yuna.
- The Corporate Finance and Investor Relations Unit reports to the head of the Corporate Governance and Appointments Committee can be contacted on a continuous basis through the corporate website and by its direct telephone on (0212) 456 2427.
- The principal activities carried out by the Corporate Finance and Investor Relations Unit in 2005 were the following:
 - Merrill Lynch Conference, USA
 - Bond Roadshow, USA & UK
 - ING Conference
 - Investor visits with Express Yatırım, France & Germany
 - Ata Yatırım Conference
 - Deutsche Bank Conference
 - About 20 face-to-face contacts
- During the reporting period about ten questions were responded to by e-mail and about a hundred by telephone.
- All of the questions asked of the unit were carefully responded to verbally and/or in writing as appropriate and within the framework of the Company's public disclosure policy and in such a way as not to reveal any confidential information.

3. Shareholders' exercise of their right to obtain information

- During 2005 the Vestel Corporate Finance and Investor Relations Unit responded in detail to all of the approximately 110 requests for information that were received. 90% of the requests for information were concerned with the Company's activities and financial performance; the remaining 10% were concerned with investments, stock price movements, general meetings, etc.
- For the purpose of increasing the ability of shareholders to exercise their important right to obtain information, the corporate website was redesigned in early 2005 to give domestic and international investors quick access to as much timely, truthful, complete, and intelligible information as possible. To further enhance the effectiveness of the website, it was also put under the responsibility of the Investor Relations Unit, by which it is continuously updated.
- A request to have a special auditor appointed is not an individual right that is provided for in the Company's articles of incorporation. The reason for not granting this as an individual right is the high level of public participation in the Company's capital and the structure of shareholding interests in the Company. Nearly half of the Company's shares are publicly traded and these shares are divided up into a large number of very small shareholdings. Because of this, the number of the Company's investors is much greater than is the case in most other companies. Due to this profile of Vestel investors, granting every shareholder the right to demand the appointment of a special auditor could pose problems for the Company and this is why the articles of incorporation contain no provisions on this issue. The Company received no requests for the appointment of a special auditor in 2005.

4. Information about general meetings

- Vestel held its ordinary general meeting for 2004 at 10:30 AM on 30 May 2005 at the address of Zorlu Plaza, Avcılar-İstanbul.
- Invitations to the meeting that also included the agenda were published, as required by law and the Company's articles of incorporation, in issue 6303 of Türkiye Ticaret Sicili Gazetesi dated 13 May 2005 and in the 13 May 2005 issues of the newspapers Hürriyet and Sabah. In addition, registered shareholders and holders of bearer shares that had previously entrusted one share to the Company were also notified of the meeting by registered mail seventeen days in advance of the meeting date (including the date of mailing and the date of the meeting). To facilitate participation in the meeting, its announcements were published in the two newspapers with the highest circulations in Turkey. Convenient access to all information about the general meeting including the announcement was also provided on the corporate website.
- Only shareholders attended the meeting. There was no other stakeholder or media presence.

Of the 159,099,886,960 shares corresponding to the Company's total capitalization of TRL 159,099,886,960,000, 51.65% or 82,186,743,367 shares representing TRL 82,186,743,367,000 in capital were present in person. No proxy votes were cast.

- There is no period of time stipulated in which the holders of registered shares must have entries made in the shareholders' register in order to take part in general meetings.
- Before the general meeting, the annual report and financial statements were made available for the inspection of shareholders at the Company's own headquarters and at those of Vestel Holding as well. All of this information was also published on the corporate website together with the general meeting announcement and agenda.

- Shareholders were allowed to ask questions at the general meeting. All questions coming from shareholders were responded to in detail. Shareholders introduced no motions during the meeting. Statements made by one shareholder that were not in the nature of a motion were heard by company officers and noted down.
- The Company's articles of incorporation contain no provisions requiring decisions of a highly important nature such as demergers or buying, selling, or leasing substantial amounts of assets and property to be taken at a general meeting. The reason for this is the fact that the nature of the business in which the Company is involved requires it to buy, sell, and lease quite frequently. Having to hold a general meeting every time such a transaction takes place is not deemed to be possible and so no such article has been included in the articles of incorporation. This practice is refrained from in order to ensure that deals are made quickly and to prevent opportunities from being missed.
- The minutes of the general meeting were made available for the examination of shareholders at the Company's own headquarters and at those of Vestel Holding as well. As a result of changes made in the corporate website, all announcements, documents, and other materials related to general meetings are now accessible to shareholders and to all other stakeholders.

5. Voting rights and minority rights

- All of Vestel Electronics Inc shares enjoy the same rights. There are no special rights with respect to voting or dividends. This is stipulated in the Company's articles of incorporation.
- The Company's subsidiaries do not have any shareholding interests in Vestel Electronics Inc. For this reason, there are no cross-shareholding interests and therefore no need to disclose their impact on general meeting votes.
- Minority shareholding interests are represented by two independent members that have been elected to seats on the Board of Directors. By virtue of their ability to perform their duties completely independent of any outside influence, the independent members on the board protect represent the interests of all shareholders, including those of minority shareholders.
- The Company's articles of incorporation contain no provisions governing the cumulative voting method. The Company believes that the effect of cumulative voting on the Board of Directors is achievable by the presence of independent members on the board.

6. Dividend payment policy and timing

- None of the Company's shares incorporate special rights concerning the distribution of the Company's profits. Each share of stock is entitled to an equal dividend.
- The Company's dividend payment policy is stated in the articles of incorporation. The Company's dividend payment policy was also publicly disclosed in its annual report for 2004. The proposal for 2004-year profits was announced in article 8 of the agenda for the general meeting and it was unanimously passed by the participants at that meeting.
- The Company decided to set its prior-year losses off against the profits arising from its activities in 2004 as per article 446 of the Turkish Commercial Code and article 15 of the Capital Markets Law and for that reason paid no dividend last year.

7. Transferring shares

- The Company's articles of incorporation contain no provisions restricting the transfer of shareholding interests. Article 6 specifically states that there are no restrictions on the transfer of shares in the Company.

PART II: PUBLIC DISCLOSURE AND TRANSPARENCY

8. Company disclosure policy

- Vestel Electronics Inc's public disclosure policy has been formulated in line with CMB Corporate Governance Principles and was presented for the information of investors as an appendix to the annual report at the annual meeting for 2004. This disclosure policy has been published on the corporate website.

- The issues addressed by the Company's public disclosure policy are summarized below:

- The clarity, timeliness, and truthfulness of public announcements.
- What information may be publicly disclosed.
- The frequency and the ways in which information may be publicly disclosed.
- Relations of company's board members and managers with the media.
- The effectiveness with which investors, shareholders, and other stakeholders are kept actively informed.
- Methods to ensure information flows within the Company.
- Meetings involving public disclosures.
- Matters to be discussed at general meetings.
- Principles governing publicly disclosed information about matters that may come up in the future.
- The Board of Directors has formulated and approved the Company's public disclosure policy. The Board of Directors is responsible for the oversight, review, and development of public disclosure policy.
- The head of the Investor Relations Unit monitors and follows up on public disclosure policy.

9. Special circumstance announcements

- A total of 27 special circumstance announcements were made in 2005. Neither CMB nor ISE requested any additional information concerning these special circumstance announcements.
- All of the Company's special circumstance announcements made at stock exchanges outside the country are simultaneously made in Turkey as well. Similarly, special circumstance announcements made to ISE and CMB are simultaneously made to the appropriate stock exchanges abroad.
- All special circumstance announcements were made in time and the Company was not subjected to any sanctions on this account.
- The Investor Relations Unit is responsible for making special circumstance announcements.

10. The corporate website and its content

- Vestel Electronics' corporate website was overhauled in late 2004 in line with corporate governance principles. The corporate website contains all the information whose disclosure is stipulated in article 1.11.5 of section II of CMB Corporate Governance Principles. In addition, it also contains information that is not required by that article but which is deemed to be important from the standpoint of the Company's corporate governance principles.
- The Vestel corporate website is located at www.vestel.com.tr and is continuously kept up to date.

11. Disclosure of non-corporate ultimate controlling shareholders

- The Company has no non-corporate ultimate controlling shareholders.
- The Company's shareholder structure is as follows:

Shareholder	Nominal value (TRY)	% shareholding interest
Collar Holding BV	82,000,000.00	51.59
Publicly held	77,017,886.96	48.41
Total	159,099,886.96	100.00

12. Public disclosure of those who may have access to insider information

- Information about the individuals who may have access to insider information about the Company is provided in the Company's corporate governance compliance report every year.
- Vestel is in complete compliance with rules governing insider trading as per capital market and related laws, regulations, and administrative provisions and takes all necessary measures to fulfill its responsibilities thereunder. For this purpose Vestel Electronics formulated an "Insider Trading Policy" and introduced it as a company regulation in early 2005. This policy has also been publicly disclosed on the corporate website.

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- The following is a list of the people who are in positions to have access to insider information about the Company:

Ahmet Nazif Zorlu	Chairman of the Board of Directors
Ekrem Pakdemirli	Vice Chairman of the Board of Directors
Şule Zorlu	Board Member
Yılmaz Argüden	Board Member
M. Cem Bodur	Board Member
Ömer Yüngül	Board Member & Chairman of the Executive Committee
Enis Turan Erdoğan	Board Member & Member of the Executive Committee
Ahmet Hızarcı	Statutory Auditor
Fahrünisa Arı	Statutory Auditor
Cem Köksal	Member of the Executive Committee
Cengiz Ultav	Member of the Executive Committee
İhsaner Alkim	Member of the Executive Committee
Özer Ekmekçiler	Member of the Executive Committee
İzzet Güvenir	Member of the Executive Committee
Levent Hatay	Member of the Executive Committee
Necmi Kavuşturan	Member of the Executive Committee
Sertaç Beller	General Manager
Mehmet Keskiner	Assistant General Manager for Factories
Şeref Hamarat	Assistant General Manager for Production & Planning
Ender Yüksel	Assistant General Manager for Procurements
Ediz Kökyazıcı	Assistant General Manager for Financial Affairs
Celal Özkul	Assistant General Manager for Applications Engineering and Quality
Samim Hünakıncı	Finance Officer
Cem Kadırgan	Financial Affairs Officer
Selim Yuna	Corporate Finance and Investor Relations Director
Şenol Toygar	Business Evaluation Officer
Coşkun Özkan	Internal Audit Manager
Ergün Güler	Finance Manager
Hamdiye Yalçın	Accounting Manager
Salih Muratoğlu	Logistics Manager
İdris Tilmensağır	Production Planning Manager
Raşit Çiloğlan	Budget Manager
Aykut Halit	Grant Thornton Independent Auditors
Ramis Uzunoğlular	Grant Thornton Independent Auditors
Fahrünisa Arı	Anılar Independent Auditors
Şerif Arı	Anılar Independent Auditors

PART III: STAKEHOLDERS

13. Keeping stakeholders informed

- Stakeholders are continuously informed within the framework of the Company's public disclosure policy.
- Employees and management take part in periodically held meetings for the purpose of keeping employees actively informed about the Company. Attention is given to two-way communication with information flowing upward to management from employees as well as downward from management to employees. The Company adheres to an "open door policy" to keep channels of communication open between management and personnel. In addition, employees are also kept continuously informed by means of the Company's corporate intranet.
- Periodic meetings are held with customers and suppliers and all customers and suppliers are kept informed about company-related issues that may be of concern to them. The Company regularly organizes meetings for its dealers in order to measure customer satisfaction. In situations where it is deemed to be necessary, additional one-on-one and group meetings are also held.

14. Stakeholder participation in management

- Stakeholders do not take part in management however attention is given to having employees take part in Board of Directors meetings at regular intervals in order to have first-hand access to their opinions.
- No model has been developed to include stakeholders in the Company's management. Stakeholders do not participate in management. However the independent members on the board protect and represent the interests of all stakeholders as well as those of the Company's shareholders.

15. Human resources policy

- The Company's human resources policy is set down in writing and covers all issues related to hiring, promotion, dismissal, compensation, training, career planning, and performance evaluation.
- The Human Resources Unit is responsible for the conduct and development of this policy. This unit keeps track of employee-related entitlements, promotions, career progression, training, and disciplinary action. At regular intervals but not less than once a year, the unit also conducts employee evaluations in line with specified performance criteria.
- Training programs are regularly conducted for the purpose of improving employees' productivity. Employees may also be sent to take part in extramural training programs.
- While there is no board member responsible for overseeing employee relations, individuals representing employees are invited to be present at board meetings at which issues affecting employees are to be decided on so that they may provide the board with information about the matter at hand.
- All employees are treated equally and without any discrimination whatsoever in all matters involving training, career development, promotion, etc.
- There were no complaints from employees concerning discrimination. Measures are taken to prevent any practices that might cause discrimination among employees and all employees are treated equally without any distinctions being made among them. The Human Resources Unit periodically conducts polls to measure employee satisfaction.

16. Relations with customers and suppliers

- The Company conducts regular meetings with its customers and suppliers concerning the marketing and sale of its goods and services. A Customer Communications Center has also been set up to deal with customers' problems and resolve them without delay. This center operates as a help desk and seeks to resolve problems that customers may have and refers any problem that cannot be resolved by the center to an appropriate company officer to be dealt with.

- The utmost importance is given to quality control to ensure the satisfaction of customers and suppliers and tight quality checks are made to achieve this. As is the case with the ISO 14001 system, the ISO 9000 system is also based on the principle of voluntary participation. This system is playing an important role in the changeover to Total Quality Management and represents the first step in that direction. Vestel regards Total Quality Management as being important to increasing the quality of life.
- Customer satisfaction is measured at regular intervals and corrective action is taken to resolve issues and deal with dissatisfaction when it occurs.
- In keeping with its TS-EN ISO 9001 certification, Vestel employs a quality management system that governs all processes and subprocesses from customer demand and market research to design, production, and after-sales services for the purpose of maximizing customer satisfaction at the highest level. As a company whose products' certified standards make the products fully capable of competing in world markets with their, Vestel is making an increasing effort to be the best player in the world league among its employees, customers, dealers, and suppliers.

17. Social responsibility

- Within the framework of its principle of social responsibility, Vestel Electronics Inc contributes towards the services provided by Zorlu Holding in the areas of education, sports, and culture.
- Vestel underwent environmental impact audits during 2005 and no violations of environmental safety rules were identified. The potential environmental risks inherent in each department have been identified and the company conducts all of its activities taking these risks into account
- Taking the responsibilities made incumbent upon it by its goal of being a world player in the consumer electronics sector, Vestel Electronics Inc carries out environmental impact reviews of all its operations, production lines, and products. Vestel believes that it has a duty to be mindful of the health and safety of the employees, customers, and general public who may be affected by its activities, products, and services and to protect the environment and nature for the good of future generations. Vestel demonstrated the importance of this by being awarded its TS-EN ISO 14001 Environmental Management System Certificate in 1998. The Company has pledged itself to continuously improve its performance on environmental issues, to prevent pollution, to strictly obey all environment-related laws, regulations, and administrative provisions, and to allocate sufficient and proper resources in its efforts to:
 - Take environmental factors into account when evaluating new product projects and operations
 - Reduce the use of harmful materials in its product design and production processes and to investigate the use of materials that are less polluting
 - Reduce waste and wherever possible reuse, recycle, and recover resources that have been used
 - Make the most economical use possible of energy, water, and natural resources through productivity increases and by encouraging the use of new technologies
 - Use recycled/recyclable packaging materials whenever feasible
 - Conduct activities aimed at fostering environmental awareness.

The underlying objective and approach of Vestel's environment policy are to protect and improve the quality of life of its employees and customers.

- During 2005 the Company was not the target of any suit concerning damage to the environment.
- Within the framework of its social responsibility, the Company contributes to the activities of the Mehmet Zorlu Foundation, through which all of the Vestel Group's charitable and social efforts are channeled.

Part IV: The Board of Directors

18. Structure and formation of the Board of Directors; non-executive board members

Name	Position	Age	Term of office	Classification	Educational background	Previous experience
Ahmet Nazif Zorlu	Chairman	60	3	Non-executive	Primary school	-
Ekrem Pakdemirli	Deputy Chairman	67	1	Independent	University	Minister of Finance and Customs Faculty member of Bilkent University and Başkent University
Şule Zorlu	Board Member	28	3	Non-executive	University	Served successively in various capacities in Vestel Group companies
Ömer Yüngül	Board Member	49	3	Executive	University	Vestel White Goods
Enis Turan Erdoğan	Board Member	49	3	Executive	University	Ekinciler Holding
M. Cem Bodur	Board Member	43	3	Non-executive	University	Ekinciler Holding
Yılmaz Argüden	Board Member	48	3	Independent	University	Chief Consultant to the Prime Minister Chairman of Erdemir

- Five of the board's seven members are non-executive members and two are executive members.
- The chairman of the board and the chief executive officer are different individuals. The chairman of the board is Ahmet Nazif Zorlu and the chief executive officer is Ömer Yüngül.
- Board members Ekrem Pakdemirli and Yılmaz Argüden are independent members who satisfy CMB corporate governance principles pertaining to independence criteria. Nothing occurred during the reporting period that changed the independent status of the independent members.
- No restrictions are imposed on board members' undertaking one or more duties outside the company.

19. Qualifications of board members

- The minimum qualifications required of members of the Board of Directors coincide with those stipulated in articles 3.1.1, 3.1.2, and 3.1.5 of section IV of the CMB's corporate governance principles.
- At the annual general meeting for 2004, the Company's articles of incorporation were amended so that the minimum qualifications required of members of the Board of Directors are spelled out in them. (Article 12.)
- To date there has been no need for a training or compliance program for board members. If such a program does become necessary, it will be carried out by the Corporate Governance Committee.

20. Mission, vision, and strategic goals of the Company

- The Company's mission, vision, objectives, and values are publicly disclosed on the corporate website.

Mission:

To offer customers high-quality goods and services by keeping abreast of technology and new developments and developing new products; engage in activities within the Company to increase employee performance; maximize customer satisfaction according to the principle that "The customer is our reason for being"; avoid waste by using resources effectively; act in an awareness that we are a company operating at world standards and capable of contending with our competitors.

Vision:

To achieve continued, sustainable growth in the Company; make customer satisfaction one of our fundamental goals; ensure the production of high-quality goods and services without ever sacrificing quality; compete with major firms both in Turkey and abroad in the same sector in the areas of production and marketing and become the leader of them; strive to increase the Company's value by investing in the right places at the right times.

- The Board of Directors approves the strategic goals formulated by company management. Ideas pertaining to the Company's strategic goals may be suggested by both board members and company managers. The board is certain to consult management on the goals it formulates. Goals formulated by management are first debated among management and then submitted to the Board of Directors, which approves them at its discretion. Managers are also invited to attend meetings at which strategic goals are discussed. Work to implement these goals as quickly as possible is begun immediately. Performance in achieving these goals is measured at quarterly intervals and on the basis of the Company's year-end results.
- Once a year the Board of Directors convenes to conduct an annual review and assessment of the degree to which the Company has accomplished its objectives and of its activities in light of previous performance. In the conduct of this review and assessment, the Board of Directors debates the degree to which objectives have been accomplished, the effectiveness of the Company's activities, past performance, and the Company's strategies. A Vestel executive responsible for business evaluation also sends the Executive Committee a monthly performance report.

21. Risk management and internal control mechanisms

- The Vestel Board of Directors has created a risk management mechanism within the Company to measure existing and potential risks and to deal with them. Embodied in this mechanism are controls that have been developed so as to identify the maximum risks to which the Company may become exposed in aggregate as well as on an individual unit basis and to take such measures as are needed for them. The Vestel Electronics Inc Board of Directors is responsible for the creation and reliable operation of a risk management and internal control mechanism that will minimize the impact of risks on the Company.
- The Company's internal control system oversees all matters related to finance, operations, and compliance and it assesses the measurement of risk at regular intervals and determines the level that it is at. The entire mechanism is also reviewed at regular intervals and any defects that might impair its effectiveness are corrected as soon as possible. In the conduct of these activities, Vestel also employs its SAP system as an effective operational program.

22. Authorities and responsibilities of board members and executives

- The authorities and responsibilities of board members are spelled out in the Company's articles of incorporation and are published on the Company's corporate website.

23. Operating principles of the Board of Directors

- Agendas for board meetings are determined in line with the requests of the chairman and other members. Requests coming from company management are also influential in determining meeting agendas.
- As stipulated in article 16 of the articles of incorporation, the Board of Directors must meet at least twelve times a year. The board met a total of 48 times during the reporting period. The overall rate of attendance at these meetings was 89%. To encourage attendance at meetings the following rule was added to the articles of incorporation: "A member of the Board who does not take part in three consecutive meetings shall be deemed to have resigned his seat."
- Invitations to meetings are made by mail, fax, and e-mail. In line with corporate governance principles, a secretariat has been set up within the Company that is responsible to the Board of Directors. This secretariat notifies board members of meetings at least a week (seven days) in advance of the meeting date, providing them with the agenda and documents related to the matters on the agenda.
- A board resolution requires that differences of opinions arising at board meetings and reasonable and detailed justifications for dissenting votes be entered into the record; however to date there has never been an instance of this. The minutes taken by the board's secretariat also include any questions that members ask and the responses that are made to them.
- Board members are personally present at board meetings that will vote on the issues stipulated in article 2.17.4 of section IV of CMB's corporate governance principles as requiring the actual attendance of board members at meetings.
- No board members, including the chairman, have preferential voting rights or the right to veto board decisions. Each member, including the chairman, possesses an equal vote.

24. Prohibition on doing business or competing with the Company

- One of the items included on the agenda of each year's general meeting and voted on by the shareholders pursuant to articles 334 and 335 of the Turkish Commercial Code is concerned with Vestel Board of Directors members doing business and competing with the Company.
- No board member did any business or competed with the Company in 2005.
- As required by corporate governance principles, in the event of any violation of the prohibition on board members' doing business or competing with the Company, the potential conflicts of interest will be publicly disclosed.

25. Code of ethics

- Vestel's code of ethics has been written up and published on the corporate website within the framework of its public disclosure policy. The utmost care is given to ensure that the code of ethics formulated for the Company, its board members, and its employees is complied with.

26. Number, structure, and independence of committees established by the Board of Directors

- The Vestel Electronics Inc Board of Directors has set up a corporate governance and appointments committee and an audit committee in line with Capital Markets Board corporate governance principles.

The Audit Committee

- The Audit Committee was set up by a Board of Directors resolution dated 17 May 2005 pursuant to article 3 of CMB Communiqué X:19. This committee is responsible for the effective oversight of all financial and operational activities. The Audit Committee is structured in accordance with Capital Markets Board corporate governance principles and consists of at least two members. To ensure the independence of the committee, it has been decided to choose its head from among the Company's independent board members. In addition to independence, attention is also given to the possession of specific qualifications when choosing the committee head. The head of the Audit Committee should have previously served in a similar position, should have the knowledge and experience needed to analyze financial statements, should be versed in accounting standards, and otherwise be highly qualified. These issues have been included in the Company's articles of incorporation (Articles 35 and 36.)
- The head of the Audit Committee is Ekrem Pakdemirli, an independent board member. The other member is Cem Bodur, a non-executive board member.
- The Audit Committee meets at least four times a year (once in each quarter) and this is stipulated in the articles of incorporation. The Board of Directors' secretariat is responsible for recording the committee's minutes and decisions.
- The committee carries out its activities in accordance with detailed working principles that have been written up.

Corporate Governance and Appointments Committee

- The Corporate Governance and Appointments Committee was set up by a Board of Directors resolution dated 17 May 2005 pursuant to article 3 of CMB Communiqué X:19. This committee is responsible for monitoring the Company's compliance with corporate governance principles and for making recommendations to the Board of Directors concerning company appointments.
- The committee consists of four members at least three of whom must be board members. It is a requirement that the head of the committee be chosen from among the board's independent members. The committee's head is Yılmaz Argüden, who is an independent board member. The other members of the Corporate Governance and Appointments Committee are Ömer Yüngül, Şule Zorlu, and Selim Yuna.
- Attention is given to ensuring that the qualifications of this committee's members comply with those required of the company's board members as per its corporate governance principles.
- The Corporate Governance and Appointments Committee is required to meet at least three times a year. In 2005 the committee met three times. The Board of Directors' secretariat is responsible for recording and archiving the committee's meeting minutes and for keeping committee members effectively informed.
- The committee carries out its activities in accordance with detailed working principles that have been written up. The activities carried out by the Corporate Governance and Appointments Committee in 2005 consisted of:

- Establishing corporate governance principles throughout the Company
- Developing recommendations pertaining to the structure and effectiveness of the Board of Directors
- Evaluation the structures and functions of committees and making recommendations about such matters
- Structuring the Shareholder Relations Unit and coordinating its activities.

27. Financial benefits provided to the Board of Directors

- The rights, benefits, and remuneration given to members of the Board of Directors and to the statutory auditors are determined every year by the shareholders at a general meeting.
- As of June 2005, the members of the Vestel Board of Directors were being paid TRY 50,000 a year each, which is commensurate with precedents in the sector. The statutory auditors were being paid TRY 2,000 a year each.
- The Company has extended no loans or credit to any board member or manager.