

Insider trading

I. General

Our Company fully complies with all rules concerning insider trading provided in the Capital Markets Law and other related laws and regulations and it takes all necessary measures to ensure that its obligations under such rules are fulfilled. For this purpose, company policies spelling out the obligations and responsibilities of those who are in a position to have insider information about the Company have been written up and circulated among all those concerned.

A set of disciplinary regulations have been written up concerning the action that is to be taken in situations where the Company's insider-trading rules are violated. These regulations are enforced independently of the legal restrictions on such trading.

II. Definitions

- **Black-out periods:** These are the periods during which interim and end-of-cycle financial statements are being prepared as required by the Capital Markets Law (Statute 2499). The Company's financial statements are normally prepared for release on the dates of 15 March, 15 June, 15 September, and 15 December.

- **Insider:** The following individuals and entities are considered to have access to insider information:

1. Board members
2. Managers
3. Employees
4. Consultants
5. Suppliers
6. Vendors
7. Immediate family members of the individuals specified above as well as their first-degree relatives.

Material information: Material information is any information that might have an impact on investors investment decisions. Material information includes but is not limited to the following:

1. Financial statements
2. Future gains or losses
3. Company mergers, demergers, etc
4. Company takeovers
5. Financial distress, bankruptcy
6. Loss of an important customer or supplier
7. Changes in dividend payment policies
8. Imminent issues of investment securities
9. Significant litigation exposure

Undisclosed information: Undisclosed information is any material information that has not been publicly disclosed and thus is inaccessible to the public at large.

Undisclosed information is deemed to have been disclosed as of the day on which it is published by ISE in line with its own public disclosure policy.

III. Implementation

- The moment an insider becomes aware of material information about the Company, he may no longer buy or sell any of its securities.
- An insider who becomes aware of material information about another company may no longer trade in that company's shares.
- Insiders in possession of undisclosed material information may not divulge it to anyone else, including members of their own families, and may not offer any views or opinions concerning undisclosed material information about shares traded on ISE.
- If an insider with access to undisclosed material information offers an opinion about it or divulges it to someone outside the Company, the incident must be reported to the Corporate Governance Committee and to the Investor Relations Unit.
- Insiders may not trade in the Company's securities in the periods during which the Company's quarterly financial reports are being prepared for release on the dates of 15 March, 15 June, 15 September, and 15 December. They may resume trading in the Company's securities on the day after these financial reports have been published by ISE.
- The Investor Relations Unit makes timely public announcements concerning any rumors or media reports that might affect the price of the Company's stock.

IV. Ban on trading outside financial reporting periods

Members of the Board of Directors, members of senior and middle management, personnel employed in units preparing financial statements whether or not they are actually involved in the preparation, and other employees specified by the Board of Directors may not trade in the Company's securities as of the moment they become aware of new developments in the Company's activities, management, shareholder structure, or similar issues and they may not resume trading in them until the day on which a special circumstance announcement has been duly made at ISE.

V. Internal Control Unit

The Internal Control Unit is responsible for:

- Delivering, against signature, copies of company regulations concerning insider trading to board members, managers, and all other employees
- Keeping the Board of Directors informed about policy implementation
- Keeping abreast of changes in the legal framework governing insider trading.

VI. Penalties for insider trading

- As prescribed in the Capital Markets Law (Statute 2499) a prison sentence of from one and three years and a fine of from TL 500 million to TL 1 billion may be imposed on anyone actually engaging in insider trading.
- Other violations of the rules banning insider trading are subject to fines of from TL 2 billion to TL 10 billion.