

**ÇELEBİ GROUND HANDLING INC.  
CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT  
31 DECEMBER 2011**

## **Table of Contents**

1. Statement of compliance with corporate governance principles

### **PART I: SHAREHOLDERS**

2. Shareholder Relations Unit
3. Shareholders' exercise of their right to obtain information
4. Information about general meetings
5. Voting rights and minority rights
6. Dividend payment policy and timing
7. Transferring shares

### **PART II: PUBLIC DISCLOSURE AND TRANSPARENCY**

8. Company disclosure policy
9. Special circumstance announcements
10. The internet site and its content
11. Disclosure of ultimate non-corporate shareholders who have a controlling interest
12. Public disclosure of those who may have access to insider information

### **PART III: STAKEHOLDERS**

13. Keeping stakeholders informed
14. Stakeholder participation in management
15. Human resources policy
16. Relations with customers and suppliers
17. Social responsibility

### **PART IV: THE BOARD OF DIRECTORS**

18. Structure and formation of the Board of Directors; non-executive directors
19. Qualifications of Company directors
20. Mission, vision, and strategic goals of the Company
21. Risk management and internal control mechanisms
22. Authorities and responsibilities of Company directors and executives
23. Operating principles of the Board of Directors
24. Prohibition on doing business or competing with the Company
25. Rules of ethics
26. Numbers, structures, and independence of Committees within the Board of Directors
27. Financial benefits provided to the Board of Directors

## 1. STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

While full compliance and complete implementation of the corporate governance principles published by CMB could not be achieved by our Company in the fiscal year ending 31 December 2011, work required understanding these principles and achieving their compliance and implementation has begun and is in progress.

The issues on which compliance was not achieved and the reasons for this are explained in the appropriate sections of this report.

Pursuant to the CMB's Communiqué Serial: IV No: 56, dated 30.12.2011 regarding the establishment and implementation of Corporate Governance Principles, activities will be continued to be carried out to bring about structural changes and adopt principles in 2012 such as amending the Company's articles of incorporation, setting up the Committees specified in the principles, restructuring Company organs as stipulated, developing the infrastructure needed so that announcements can be under conditions complying with the principles. We hereby declare that we will strive to bring ourselves into substantial compliance with these principles and implement them.

## PART I: SHAREHOLDERS

### 2. SHAREHOLDER RELATIONS UNIT

During 2011, relations with shareholders were carried out by the managers/specialists holding/entitled to receive CMB Advanced Level Licenses and who work at the Company's Financial Affairs Department, whose contact details are provided below:

Name	Position	Contact information	
		Telephone	E-mail address
Deniz Bal	Budget and Finance Manager	(+90 216) 666 6767 - 1550	deniz.bal@celebi.com.tr
Özgür Eren	Specialist	(+90 216) 666 6767 - 1517	ozgur.eren@celebi.com.tr

The Holding Legal Affairs Department and the Company's Financial Affairs Department worked in coordination to ensure that the Ordinary General Assembly meeting has been held in accordance with applicable legislation and the Company's articles of association, and to prepare the documents that will be made available to shareholders at this meeting.

### 3. SHAREHOLDERS' EXERCISE OF THEIR RIGHT TO OBTAIN INFORMATION

During the reporting period there were a limited number of verbal requests made by our Company's shareholders and investors for information about the performance of our Company's shares on the ISE, about the amounts and timings of dividend payments and share capital increases, about investments in progress, and about publicly disclosed financial statements and their footnotes. These requests were responded verbally and/or to in light of any information that had previously been publicly disclosed by means of special circumstance announcements within the framework of CMB regulations and on the basis of information provided in the "Questions and Answers" section of the Company's corporate website.

Shareholders' electronic access to information concerning the exercise of their rights through the Company's corporate website at [www.celebihandling.com](http://www.celebihandling.com) and investor relations website at [www.celebiyatirimci.com](http://www.celebiyatirimci.com) was at the level stipulated in the corporate governance principles announced by the Capital Markets Board. At the same time, developments related to

shareholders' exercise of their rights were also publicly disclosed by means of special circumstance announcements as required by CMB regulations and through newspaper announcements as required by law.

Moreover, in 2011 one informational meeting was held so as to keep brokers and analysts well informed on the Company's activities and financial performance.

A request to have a special auditor appointed is not an individual right provided for under our Company's articles of incorporation. There were no requests for the appointment of a special auditor in 2011.

#### 4. INFORMATION ABOUT GENERAL MEETINGS

General meetings held during the reporting period	Date	% of shares in attendance	Meeting announcements and invitations
Ordinary general meeting	29/04/2011	77.44%	<p>Date, place, time and agenda were announced via:</p> <ul style="list-style-type: none"> <li>• Special circumstance announcement made to ISE on 08/04/2011</li> <li>• Announcements published in the 11/04/2011 issues of <i>Turkish Commercial Gazette</i> no: 7791 and <i>Milliyet newspaper</i></li> <li>• Announcement in the Company's internet site</li> <li>• Letters sent to registered shareholders</li> </ul>

#### Participation in general meetings

The Company's ordinary general meeting held on 29 April 2011 was attended by shareholders responding either in person or in proxy to invitations sent out as well as by three members of the Company's Board of Directors, all senior managers, Company's personnel, and representatives of a number of media organizations.

#### Entries in the shareholders' register

There is no period of time stipulated in the Company's articles of incorporation in which the holders of registered shares must have entries made in the shareholders' register in order to take part in general meetings. The provisions of the Turkish Commercial Law (TTK) governing such matters are complied with by the Company. Shares corresponding to more than 99% of our Company's capital have been duly registered as required by Capital Markets Board regulations. Shares belonging to our shareholders are retained in custody in the investor subaccounts of our Company as issuer and/or of brokerage concerns held by the Central Registry Agency.

#### Information announced to shareholders

Before the Company's ordinary general meeting held on 29 April 2011, the financial statements for the fiscal year ending 31 December 2010 and independent auditor's report prepared by the statutory auditors elected by the general assembly of shareholders in accordance with the provisions of TTK and the Company's articles of incorporation, the Board of Directors' profit distribution proposal, and Board of Directors annual report prepared within the framework of CMB regulations and containing the statements of Company managers responsible for annual financial statements and reports as well as information about Company activities in 2010 and the board's explanations about them were all made available for the examination of Company shareholders and other stakeholders at the Company's headquarters as of the date on which the general meeting was announced. The

reports and other documents were also sent to media organizations and brokerages in order to better disseminate the information contained in them with the public and existing and potential investors.

### **Shareholders' exercise of their right to ask questions at general meetings**

The shareholders exercised their right to ask questions at ordinary general meeting held on 29 April 2011 and these questions were answered by the Company board members and executives that attended the meeting.

### **Motions made by shareholders at general meetings**

At the ordinary general meeting held on 29 April 2011, the following five motions were made by shareholders on the subjects indicated below and each motion was passed by a majority vote:

- The meeting's presiding committee is formed and authorized to sign the meeting minutes and documents on behalf of the general assembly of shareholders.
- Whereas the balance sheet and income statement included in the annual report were made available for shareholders to examine before the general meeting and both were handed out to those present at the meeting, the general meeting agrees that it suffices to read the Statutory Auditors' Report and Opinion of the Independent Auditors' Report for the discussion of item 3 on the agenda.
- Whereas the balance sheet and income statement included in the annual report were made available for shareholders to examine before the general meeting and both were handed out to those present at the meeting, the general meeting agrees that a reading of the main headings of both balance sheet and income statement suffices for the discussion of item 3 on the agenda.
- The candidates designated within the framework of the provisions of our Company's articles of incorporation to replace members of the Board of Directors whose terms of office have expired are hereby elected; Mr. Can Çelebioğlu and Mrs. Canan Çelebioğlu Tokgöz from amongst Board members are to be appointed as managing directors, and managing directors are to be paid remuneration.
- The candidates designated within the framework of the provisions of our Company's articles of incorporation to replace statutory auditors whose terms of office have expired are hereby elected.

### **Inclusion of a provision in the articles of incorporation requiring decisions of a highly important nature to be taken at a general meeting**

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. This failure to comply with the corporate governance principles published by CMB stems from the fact that the Company's Board of Directors has not completed its own assessment of developments and practices concerning this issue.

### **Action taken to facilitation participation in general meetings**

To facilitate participation in general meetings, a special circumstance announcement concerning them is made as required by CMB regulations while invitations announcing the meetings are published within the framework of the provisions of TCC and the Company's articles of incorporation at least fifteen days before the meeting date in *Türkiye Ticaret Sicili Gazetesi* and one newspaper published in the place where our headquarters are located and announced in our Company's internet site. Media organizations are also contacted to have the meeting announced in the press and electronic media.

### **Availability of general meeting minutes for inspection by shareholders**

After they have been registered in accordance with associated applicable laws, regulations, and administrative provisions, general meeting minutes are published in *Türkiye Ticaret Sicili Gazetesi* and are always available for the inspection of stakeholders at our Company's headquarters and on its corporate website.

## **5. VOTING RIGHTS AND MINORITY RIGHTS**

According to our Company's articles of incorporation, none of our Company's shares incorporate special voting rights. Three categories ("A", "B", and "C") of shares have been issued representing the Company's capital. Of these, only the owners of "A" and "B" shares have the right to designate candidates to be elected as Company directors and statutory auditors.

There are no reciprocal shareholding interests between our Company and our corporate entity shareholders.

Minority shareholdings interests are not represented in the Company's administration because there is are no minority shareholders who have been designated as candidates in elections for Company directors or statutory auditors and elected to such positions.

The Company's articles of incorporation contain no provisions concerning the representation of minority shareholding interests on the Board of Directors or governing the accumulated voting method.

## **6. DIVIDEND PAYMENT POLICY AND TIMING**

### **Special rights concerning participation in the Company's profits**

There are no special rights concerning anyone's participation in the Company's profits.

### **Dividend payment policy**

With the decision of the Board of Directors on 4 April 2006 our Company defined a written Profit Distribution Policy constituting a groundwork for preparation of profit distribution for presentation to the General Council in the frame of the compliance studies with Corporate Governance Principles published by Capital Markets Board "CMB" and of the CMB decision number 4/67 and dated 27 January 2006. The decision was announced to the public through the material disclosure sent to ISE on 4 April 2006 and informed to the shareholders during the Ordinary General Meeting held on 28 April 2006.

According to the statement it was decided;

- To formulate a written dividend payment policy on the basis of which the dividend recommendations concerning the distribution of the Company's profits that are to be submitted to general meetings are to be prepared; according to which policy, it is an accepted principle that at least 50% of the distributable profit available in 2006 and the years that follow will be paid out as a dividend each year insofar as this does not conflict with the rules and regulations of the Capital Markets Board;
- Depending on the Company's needs for investment and financing to support its long-term growth, to make such distributions as cash payments or in the form of free shares of stock distributed to shareholders representing profits that have been capitalized, or partially in cash and partially as shares;

- To abide by the above-stated dividend payment policy unless the Company's investment and/or financial circumstances or extraordinary developments in economic conditions make it necessary to do otherwise.

### **Dividend payment timing**

Within the framework of the decision taken at the Ordinary General Meeting on 29 April 2011, for each TRY 1 nominal value share, 153.62% gross TL 1.5362, 130.58% net TL 1.3058 from the profit in 2010 and from extraordinary reserves a total gross TL 37,329,460.21 cash dividends distribution would be made on 05 May 2011, it was decided by unanimous vote, and the dividend payment has been realized to the shareholders on this date.

## **7. TRANSFERRING SHARES**

The Company's articles of incorporation contain no provisions restricting the transfer of shareholding interests.

## **PART II: PUBLIC DISCLOSURE AND TRANSPARENCY**

### **8. COMPANY DISCLOSURE POLICY**

Pursuant to the provision of Article 23 of the CMB Communiqué Serial: VIII, No: 54 on the Principles of Public Disclosure of Material Events and within the frame of efforts carried out to achieve full compliance with the Corporate Governance Principles published by the CMB, and to fully implement the same, the Company's Board of Directors resolved on 30 April 2009 to approve the Information Policy developed by the Company's General Management, to post it on the corporate website and present it for the information of shareholders at the immediately following general meeting. Enforced as of the same date, the Company Information Policy aims at communicating the Company's past performance and future expectations within the frame of generally accepted accounting principles and CMB provisions, on the principles of completeness, fairness, accuracy, timeliness and intelligibility, making them equally available to all "stakeholders" such as national/foreign shareholders, stakeholders, investors and capital market institutions, and targets to maintain an active and transparent communication and to ensure that necessary information and disclosures other than trade secrets are made available to all stakeholders including shareholders, investors, employees and customers in a timely, accurate, complete, and intelligible manner, easily accessible at low cost.

The Company "Information Policy" can be accessed at the corporate website at [www.celebihandling.com](http://www.celebihandling.com) under the main heading "Information".

### **9. SPECIAL CIRCUMSTANCE ANNOUNCEMENTS**

Our Company made 32 special circumstance announcements in 2011 pursuant to CMB regulations. There was no additional information required by CMB and/or ISE.

All special circumstance announcements were made in due time

### **10. THE INTERNET SITE AND ITS CONTENT**

The address of our corporate website is [www.celebihandling.com](http://www.celebihandling.com) and the address of Investor Relations is [www.celebiyatirimci.com](http://www.celebiyatirimci.com).

**Presence on the corporate website of information stipulated in the corporate governance principles published by CMB**

<b>Information</b>	<b>Availability</b>
Commercial registry information	Yes
Current partnership and management structure	Yes
Detailed information about preferential share rights	Yes
Current form of the Company's articles of incorporation together with dates and numbers of trade registry gazettes in which amendments were published	Yes
Special circumstance announcements	Yes
Annual reports	Yes
Periodic financial statements and reports	Yes
Prospectuses and public offering circulars	n/a
General meeting agendas	Yes
General meeting attendance rosters and minutes	Yes
Proxy form	Yes
Mandatory information forms prepared for proxy solicitation or tender offers	n/a
Minutes of Board of Directors meetings whose decisions might have a material impact on the capital market instruments issued by the Company	Yes
Frequently-asked questions / Requests for information, questions, and warnings made to the Company / The Company's responses to them	Yes

Stakeholders are presently able to access some information in electronic format on our Company's corporate website at [www.celebihandling.com](http://www.celebihandling.com) and on Investor Relations website at [www.celebiyatirimci.com](http://www.celebiyatirimci.com).

#### **11. DISCLOSURE OF ULTIMATE NON-CORPORATE SHAREHOLDERS WHO HAVE A CONTROLLING INTEREST**

The identities of our Company's ultimate non-corporate controlling shareholders purged of all cross-shareholding interests are presented in section 9 ("9. Nature and Value of Issued Capital Market Instruments") of our Company's 2011 annual report.

#### **12. PUBLIC DISCLOSURE OF THOSE WHO MAY HAVE ACCESS TO INSIDER INFORMATION**

Pursuant to the provision of Article 16 of the CMB Communiqué Serial: VIII, No: 54 on the Principles of Public Disclosure of Material Events and within the frame of efforts carried out to ensure achievement of full compliance by the Company with the Corporate Governance Principles published by the CMB, and to fully implement the same, the Company's Board of Directors resolved that a list of individuals having regular access to Company insider information be prepared and kept up-to-date by the Company Investor Relations Unit, and that the list be posted on the corporate website on 30 April 2009; in this frame, the list was made available on the Company internet site as of the said date.

### **PART III: STAKEHOLDERS**

#### **13. KEEPING STAKEHOLDERS INFORMED**

Based on the Company 's Board of Directors decision passed on 19 March 2009, pursuant to the provision of Article 7 of the CMB Communiqué Serial: IV No: 41 on the Principles to be Complied with by Joint Stock Companies Subject to the Capital Market Law, and within the frame of efforts carried out to ensure achievement of full compliance by the Company with the Corporate Governance Principles published by the CMB and to fully implement the same,



the Company set up an Investor Relations Unit, which will handle exercising of shareholding rights at our Company that is listed on the ISE, which reports to the Board of Directors, and which will maintain communication between the Board of Directors and shareholders. In this context, Abdullah Kırımlı, who serves as the Business Development Coordinator at Çelebi Havacılık Holding A.Ş., the majority shareholder in our Company, and who holds a “Capital Market Activities Advanced Level License” was appointed as the head of the Investor Relations Unit as a full-time manager responsible for the fulfillment of the Company’s obligations arising from the capital market legislation, coordination of corporate governance practices and reporting thereon to the Board of Directors, and Özgür Eren, who works for our Company and holds a “Capital Market Activities Advanced Level License” and a “Corporate Governance Rating Expertise License”, was assigned as executive personnel. Upon the reorganization that took place in the Company, Abdullah Kırımlı who served as the head of Investor Relations Unit has been appointed the Business Development Coordinator at Çelebi Aviation Holding Inc. ("the Holding"); thus, Deniz Bal has been assigned as the head of Investor Relations Unit as of 01 July 2010 and carried on the duty during 2011, who has earned the “Capital Market Activities Advanced Level License” and who presently functions as the Budget and Finance Manager at the Company.

In 2011, for the purpose of informing stakeholders, our Company’s executive director and other members of management gave interviews that appeared in the press and electronic media, took part in TV programs and discussions, and made press statements. Detailed information about the Company and its investments was provided in the course of such appearances and announcements.

#### **14. STAKEHOLDER PARTICIPATION IN MANAGEMENT**

Airport ground handling services are a part of the civil aviation industry and as such they are a business that imposes stringent demands on specialization and expertise whose rules are specifically spelled out by international aviation agencies and organizations. Partaking in the management of a company engaged in this sector requires expertise in a variety of different areas and for that reason, no significant steps have been taken in the direction of involving the Company’s employees, the majority of which are blue-collar workers, in the Company’s management.

In matters involving non-technical issues such as employee rights and human resources policies on the other hand, individual workplace meetings are held regularly and at least once a year during which employees’ views on the conduct of work and Company practices are solicited. Changes are made where necessary in light of such views and feedback is provided.

#### **15. HUMAN RESOURCES POLICY**

Our Company HR policy is presented in section 13 (“13. Information about Personnel; Human Resources Policy”) of our Company’s annual report for 2011.

#### **16. RELATIONS WITH CUSTOMERS AND SUPPLIERS**

##### **Customer satisfaction**

Because it is our Company’s principle to provide service wherever our customers may be, and with the domestic civil aviation market being deregulated and opened to privately-owned carriers our services continued in a total of 26 stations in 2011.

In order to provide better service to airlines in the growing ground handling services market, our Company became the first ground handling services company in Turkey using **GroundStar Inform** software system prepared by German technology firm Inform to support the control of ground handling services resources and processes on automation. The system

is consisting of three modules. Real-Time Control module is used successfully in Istanbul, Antalya, Sabiha Gökçen and İzmir. Planning Control and Roaster modules are used in Ankara, Adana, Trabzon, Dalaman, Bodrum, Diyarbakır and Samsun Stations.

GroundStar Inform's Planning Control, Real-Time Task Management, and Real-Time Control modules make it possible to plan and allocate resources efficiently and productively. GroundStar is currently being used in more than 90 airports around the world by airlines (including British Airways, Lufthansa, and ServisAir) as well as by catering and ground handling services companies.

In 2011, the Company launched Project Web SCF, which will allow our customers to electronically check and approve the services they receive. Upon its completion, the project will speed up SCF ("Service Charge Form") processes, electronically deliver the records to the customers, reduce paper consumption, and alleviate workload.

Designed to enable real-time tracking of the vehicles and equipment used on the apron, the Vehicle Tracking Project was initiated in 2011 and is slated for completion during 2012. With real-time tracking of vehicles, the Company targets to achieve improved performance in various aspects including operational security, timely service and efficient use of resources.

In the reporting period, hand-held terminals were started to be used at İstanbul and Antalya stations for the purpose of transferring the services rendered to the electronic system instantly, their approval by the customer during the service, preventing erroneous service entries, and reducing the rate of erroneous invoices.

The CELEBRIS projects initiated in 2005 with the purpose of increasing the business perfection and hence customer satisfaction, collects Flight Information System, Agreements Follow-up and Pricing, Customer Invoicing and Quality Management under one system. The CELEBRIS project has been modernized and renamed as IKARUS within the framework of process improvement studies and successfully used during 2011.

The other project, "**CRM**" is an effective Customer Relations Management model and application infrastructure and is successfully being used in our headquarters and stations since April 2011. On another wing, Microsoft Dynamics CRM was purchased to enable utilization of the CRM software also in foreign countries and to ensure integration among all our ventures due to our investments that grow rapidly particularly in India, and a project has been designed for its installation.

The quality management systems that our Company employs are the ones most preferred in the world of civil aviation: AHS 1000 and IATA AHM 804. These systems make it possible to identify and report measurable quality criteria and contribute significantly to airline and ground handling services companies' ability to function more productively and improve their operational performance. By means of these systems, it is possible to observe at what step of the service process problems are being experienced and to take corrective action accordingly. Any customer dissatisfaction arising in the conduct of service can be monitored at all stations. Complaints received from customers can be dealt with quickly by taking measures needed to make improvements. For the purpose of preventing any possible customer dissatisfaction in advance, all our stations are audited regularly twice a year by the Quality Department and stations take immediate corrective action to eliminate any divergences that are identified as a result of these audits.

As at 2011, our Company is the one and only company in Turkey holding ISAGO (IATA Safety Audit Program for Ground Operations) certification awarded by IATA at its headquarters and five stations.

Within the frame of its project to constantly enhance customer satisfaction, our Company carried on with “Çelebi Scorecard”, the customer loyalty and satisfaction survey started in 2005. In 2011, consultancy has been received from an independent and internationally recognized research company for the administration of “Çelebi Scorecard” survey, and the results were sent online to our customers.

During 2011, the Company started discussions with the consultant firm concerning the “Professional Service” project identified in relation to the quality service it is targeting to offer its customers.

The primary goal of this project is to provide the personnel of Passenger Services Department with encouragement and support to deliver high-quality personalized service by making it possible for them to adopt participatory and positive attitudes in their personal and working lives.

Another service that our Company provides to enhance customer satisfaction consists of specialized training for personnel in assisting physically handicapped passengers. This training program, which was prepared jointly with the Darüşşafaka Foundation, continued all year long in 2011. Station personnel who deal directly with disabled and physically handicapped passengers at airports before and after flights and who provide such passengers with transfer services received certificates showing their successful completion of the course.

#### **Trade secrets**

Under the heading of trade secrets, our Company gives the utmost attention to protecting the confidentiality of any information in comes into possession of about its customers and suppliers. The non-disclosure of customer-related information without the customer’s knowledge is guaranteed as a separate clause in contractual agreements with customers.

#### **Compliance with the sector’s international rules**

Our Company takes all necessary measures to ensure that it establishes good relations with customers in which neither party has an unjustified advantage over the other and to comply strictly with the terms of its agreements with them. For this purpose, our Company uses the “Standard Ground Handling Services Contract” prepared and recommended by IATA as its reference.

## **17. SOCIAL RESPONSIBILITY**

#### **Compliance with European Union Environmental Norms**

When procuring new equipment, our Company only purchases items that comply with EU environmental norms. Our Company fully complies with all EU standards governing the prevention of noise and pollution.

#### **Sectoral responsibility projects**

There is not as yet a particularly great public awareness of the civil aviation industry in our country and for this reason, our Company gives special importance to supporting its sector so that it becomes better known and appreciated and is thus able to attract high-quality human resources.

To this end, the Company directly supports and sponsors:

- Sectoral movies about civil aviation
- The “Career Days” event held each year at the Eskişehir College of Civil Aviation
- The congresses, seminars, and training projects of aviation industry professional organizations.

On the other hand, the Company established cooperation with the Ministry of Transport and Erzincan University. Within the scope of the collaboration, the project has been launched to set up a School of Civil Aviation under the university.

Under the project, a school building is constructed with a floor area of 4,000 m<sup>2</sup> and a covered area of 15,000 m<sup>2</sup> holding 30 classrooms for a student body of 1,500.

Registrations for the 2010-2011 academic year at the Erzincan Ali Cavit Çelebioğlu Civil Aviation School, construction of which was completed as of September 2010, were accepted on August 31st and September 1st.

Students registering in the school's Civil Aviation Transportation Management Department will complete a five-year program consisting of a first year of English language prep followed by a four-year BA curriculum. Because students who have been accepted into the prep class will be studying English at a language school in Erzincan city, the official opening of the civil aviation school itself took place at the start of the 2011-2012 academic year.

Under the "I'm Home" project, which is being carried out in collaboration with TOÇEV (Tüvana Educational Support Foundation), the Ministry of National Education and the Ministry of Transportation, Çelebi initiated work in 2008 to renovate the lodging allocated to the teachers of 50 village schools identified in cities located in the eastern part of the country, and to equip them with basic furniture and appliances.

Under the repairing and renovation works carried out, Çelebi Homes are recreated in a healthy structure from their foundations to their roofs. Improvements are made to the interiors as well and the homes are furnished and equipped with basic necessities and appliances from sofa beds to refrigerators, TV sets to stoves. Each Çelebi Home is thus converted into a cozy home enabling the teachers to move in just taking along their personal belongings and "feel at home".

Following the initial two homes in Kars completed during 2008 under "I'm Home" project, in 2009, eight more homes were built, of which two were in Diyarbakır, two in Erzurum, three in Erzincan, and one in Mardin, thus bringing the total number to ten. The number of homes completed and turned over reached twenty six with the addition of two in Hatay, two in Kahramanmaraş, three in Malatya, and three in Osmaniye during 2010 and three in Van and three in Erzurum during 2011. Plans are to complete fifty of these homes by end of 2013.

### **The environment and nature**

Our Company has an environment management system (EMS) which has been developed in order to systematically reduce or eliminate the harm that is or may be caused to the environment. Our Company's EMS aims at identifying environmental factors and at controlling such factors in order to minimize their environmental impact and to improve environmental performance during all the stages from the design of services to their presentation to the customers.

The environment management system has been awarded ISO 14001:2004 certification at headquarters offices and at the İzmir station by the firm of Bureau Veritas. With this certification, we declare that we shall:

- Carry out programs to minimize our waste and achieve compliance with laws and regulations.
- Carry out programs to minimize resource use.
- Coordinate efforts aimed at more environment-friendly production.

Aware of the need and responsibility on the part of people to use the natural resources they require to maintain a good way of life in a renewable way, which is to say mindfully of future

generations as well, our Company engages in the following activities to achieve optimum use of natural resources and to minimize pollution.

- Every year it has its exhaust gas emissions regularly analyzed by an accredited organization.
- It has drinking water treated and has periodic analyses performed on water samples.
- In order to achieve more effective use of natural resources, waste at our Company is sorted and the recyclable elements (paper, plastic, etc) are regularly collected. Photocell systems have been installed at some stations to reduce water and electricity consumption.
- Waste oil (hydraulic oil etc) from technical workshops is eliminated by sending it to facilities where it is specially burned.
- Hazardous wastes produced as a result of our activities are shipped to establishments licensed by the Ministry of Environment and Forestry for disposal.
- Specialized equipment (battery-powered forklifts etc) that does not cause emissions is used.

Our Company's goal is to be an organization whose practices make it the most environmentally sensitive company in the aviation industry through an approach that safeguards and enhances the quality of life of its employees and customers.

Waste created at our Company's business units is surrendered to organizations licensed by the Ministry of Environment and Forestry for elimination/recycling. A waste inventory is conducted in order to determine the Company's environmental performance every year and the Company sends its "Environmental Performance Reports" to concerned agencies and organizations. During 2011, 12,905 liters of waste oil, 14,753 kilograms waste batteries, 2,377 kilograms waste filters were eliminated by surrendering to licensed organizations.

In 2009, Republic of Turkey Ministry of Transport Directorate General of Civil Aviation (DGCA) launched the project Green Airport in an effort to systematically reduce and eliminate the actual or potential damage caused to the environment by establishments operating in airports.

Çelebi Ground Handling İzmir Station filed an application with the DGCA for assessment of its operations according to the project criteria; as a result of the reviews carried out, it has been established that Çelebi Ground Handling İzmir Station meets the required conditions under the Project Green Airport, and certified as a Green Company. Along this line, Çelebi Ground Handling, with the title earned, was entitled to use the logo set out in the project, as well as 20% discount in the extension fees charged on various permits such as enterprise authorization certificate, licenses and certificates. Çelebi Ground Handling brought its efforts at Bodrum and Antalya stations to completion in 2011 and applied to DGCA for broadening the scope of its "Green Company" certification.

Our Company is not a defendant in any suit brought against it on account of harm caused to the environment.

### **General social responsibility projects**

Health services: Our Company has been supporting the Lokman Hekim Health Foundation since 1986. Based in Gebze-Beylikbaşı outside İstanbul, this foundation serves low-income people who are in need of health services without any concern for material gain.

## **PART IV: THE BOARD OF DIRECTORS**

### **18. STRUCTURE AND FORMATION OF THE BOARD OF DIRECTORS; NON-EXECUTIVE DIRECTORS**

According to article 7 (“Board of Directors”) of our Company’s articles of incorporation, the Company’s affairs and administration are the responsibility of a six-member board of directors elected by the general assembly of shareholders from among candidates, at least four of which are put up by a majority of Class A shareholders and at least two of which are put up by a majority of Class B shareholders. Company directors are elected to maximum terms of three years. A director whose term of office expires may be reelected.

A director who represents a corporate-entity shareholder must notify the Company if his relationship with that entity terminates, whereupon his seat on the board is vacated.

If a vacancy occurs in the board’s membership before a term of office expires, the remaining directors will chose a new member from among candidates designated by a majority of shareholders of the same class as put the departing member up as a candidate. This newly-elected director will be subject to the approval of the very next general assembly of shareholders that is held. A member elected to the board in this way will fill out the remaining term of the departing director.

According to article 8 (“Representing and binding the company”) of our articles of incorporation, the Board of Directors is responsible for the administration of the Company and for representing it before outside parties. The Board of Directors may delegate some or all of its powers to represent and administer the Company to executive directors and/or to managers who are not members of the board. The individuals with the power to represent and bind the Company and the ways they may do so are determined by the board and duly registered and announced. In order for any documents issued by the Company or for any contracts that are entered into to be valid, they must be signed, below the Company’s legal name, by an individual or by individuals authorized to do so by the Board of Directors.

Within the framework of statements concerning this matter made in the corporate governance principles published by CMB, the members of our Company’s Board of Directors have been divided into the categories of executive/non-executive directors in light of the duties they undertake in the conduct of the Company’s affairs together with the Company general manager, and within the responsibilities defined in the Company’s list of authorized signatures that is currently in circulation:

<b>Name, Surname</b>	<b>Position</b>	<b>Status</b>
Can Çelebioğlu	Chairman	Executive/Managing Director
Canan Çelebioğlu Tokgöz	Vice Chairperson	Executive/Managing Director
Engin Çelebioğlu	Board Member	Non-executive
Mehmet Kaya	Board Member	Non-executive
Necmi Yergök	Board Member	Non-executive
Aydın Günter	Board Member	Non-executive

There are no independent members on our Company’s Board of Directors. Company directors are not subject to any specific rules and/or limitations concerning their undertaking another duty or other duties outside the Company. This failure to comply with the corporate governance principles published by CMB stems from the fact that the Company’s Board of Directors has not completed its own assessment of developments and practices concerning this issue.

### **19. QUALIFICATIONS OF COMPANY DIRECTORS**

The Company's board of directors consists of people chosen from among designated candidates who satisfy the levels of knowledge and skills stipulated in the CMB's corporate governance principles and who possess specific experience and backgrounds.

None of the members of our Company's Board of Directors have ever been sentenced to penal servitude or imprisonment of more than five years (excluding negligible offenses, whether or not they were pardoned) for convictions on account of violations of laws and regulations governing capital markets, insurance, banking, money-laundering, lending money; have ever been convicted of infamous offenses such as embezzlement, aggravated embezzlement, extortion, bribery, theft, fraud, forgery, abuse of trust, or fraudulent bankruptcy; or of crimes of evasion, save for evasion of use or evasion of consumption; or of duplicity in government tenders or procurements; or of betraying state secrets; or of tax evasion or attempted tax evasion or involvement in tax evasion.

In addition, all Company directors are in possession of the essential knowledge needed to read and analyze financial statements and reports, are familiar with the legal framework governing the Company's day-to-day and long-term dealings and transactions, and are capable of and committed to taking part in all of the year's regularly scheduled board meetings.

Principles concerning these qualifications are not specifically embodied in the Company's articles of incorporation. This failure to comply with the corporate governance principles published by CMB stems from the fact that the Company's Board of Directors has not completed its own assessment of developments and practices concerning this issue.

## **20. MISSION, VISION, AND STRATEGIC GOALS OF THE COMPANY**

Our Company's mission, vision, and strategic goals are presented in section 3 ("3. Company mission, vision, and strategic goals") of 2011 annual report.

## **21. RISK MANAGEMENT AND INTERNAL CONTROL MECHANISMS**

The planning, conduct, functioning, and oversight of the effectiveness of risk management and internal control and the conduct of the internal control team's activities within the framework of the plan are the responsibility of the Audit Committee that has been set up by a Board of Directors resolution and as per article 28/A added to CMB communiqué X: 16. The creates a risk management and internal audit system capable of minimizing the impact of the risks that the Company may be confronted by and takes such measures as needed to ensure that this system functions reliably.

While there is no separate unity responsible for risk management and control in the Company's organization, these functions are carried out by the Holding Company's Internal Control Unity under the guidance of the Audit Committee.

Information about basic risks management policies are presented in section 12 ("12. Basic Risks Management Policies" of our Company's annual report for 2011.

## **22. AUTHORITIES AND RESPONSIBILITIES OF COMPANY DIRECTORS AND EXECUTIVES**

According to article 8 ("Representing and binding the company") of our articles of incorporation, the Board of Directors is responsible for the administration of the Company and for representing it before outside parties. The Board of Directors may delegate some or all of its powers to represent and administer the Company to executive directors and/or to managers who are not members of the board. The individuals with the power to represent and bind the Company and the ways they may do so are determined by the board and duly

registered and announced. In order for any documents issued by the Company or for any contracts that are entered into to be valid, they must be signed, below the Company's legal name, by an individual or by individuals authorized to do so by the Board of Directors.

The authorities and responsibilities of our Company's directors and managers are spelled out in signature circular VII setting down the powers to represent and bind the Company that was registered by the İstanbul Commercial Registrar on 04 November 2011 and announced as having been registered in issue 7939 of *Türkiye Ticaret Sicili Gazetesi* dated 14 November 2011.

Statements concerning the authorities and responsibilities of the Company's directors and managers are not specifically embodied in the Company's articles of incorporation. This failure to comply with the corporate governance principles published by CMB stems from the fact that the Company's Board of Directors has not completed its own assessment of developments and practices concerning this issue.

## **23. OPERATING PRINCIPLES OF THE BOARD OF DIRECTORS**

### **Determining the agenda for board meetings**

Agendas for Board of Directors meetings may be determined in three different ways. The chairman may determine the agenda on the basis of suggestions received from board members; the Company's general manager may determine the agenda himself; the agenda for the next board meeting may be determined during a board meeting that is in progress.

### **Number of board meetings during the reporting period**

The Company's Board of Directors convened 53 times during 2011.

### **Separate secretariat responsible for keeping Company directors informed and maintaining communication with and among them**

The secretariat of the chairman of the Board of Directors carries out the duty of keeping members of the board informed and maintaining communication with and among them.

### **Meeting attendance and invitation methods and processes**

The secretariat of the chairman of the Board of Directors keeps Company directors informed about meeting times and agendas by means of reports sent out regularly prior to the meeting. In 2011, 4 board members have attended in 38 board meetings and 5 members in 15 board meetings.

### **The right of dissenting members to have their reasonable and detailed objects entered into the record and to convey them in writing to the Company's statutory auditors**

All decisions taken at all Company board meetings held during 2011 were passed by unanimous vote of the attendants.

### **Public disclosure of the independent directors' reasons for their dissenting votes on issues they disagree with**

There are no independent directors on the Company's Board of Directors.

### **Compliance with the requirement of physical presence at board meetings at which issues enumerated in article 2.17.4 of section IV of CMB's corporate governance principles**

At the board meetings of our Company on CMB Corporate Governance Principles 4<sup>th</sup> Part Article number 2.17.4, the full Board participated except 9 meetings which two members and 2 meeting which one member did not attend in 2011.

### **Inclusion of questions raised by board members during Board of Directors meetings in resolution memoranda**



No questions raised by members of the Company's Board of Directors during meetings were entered into resolution memoranda.

**The ability of Company directors to exercise special voting rights or veto board decisions**

Our Company's articles of incorporation do not invest any Company director with special voting rights or the ability to veto board decisions.

**The failure of our Company to comply with some corporate governance principles published by CMB concerning the operating principles of the Board of Directors** stems from the fact that the Company's Board of Directors has not completed its own assessment of developments and practices concerning this issue.

**24. PROHIBITION ON DOING BUSINESS OR COMPETING WITH THE COMPANY**

At the ordinary general meeting held on 21 April 2010 to discuss the Company's results in 2009, shareholders voted to authorize Company directors to personally engage in the businesses falling within the Company's object and scope, to perform them on behalf of others, and to become partners in and enter into other transactions with companies engaged in such businesses as per articles 334 and 335 of the Turkish Commercial Law. However no Company director engaged in any transaction or competed with the Company in 2011.

The failure to comply with the corporate governance principles published by CMB prohibitions on doing business or competing with the Company stems from the fact that the Company's Board of Directors has not completed its own assessment of developments and practices concerning this issue.

**25. RULES OF ETHICS**

Two publications (*Corporate Culture* and *Our Policies*) have been put out by the Company. These publications contain not only the vision and mission statements that have been adopted by the Company and are included in its every publication, on its corporate website, and on the Company intranet, but also the principles that must apply and to which every employee must adhere in all dealings with Company personnel and outside parties. Copies of these publications are given to every newly hired employee during his orientation.

Every year Company meetings are held in which Company directors and the general manager take part for the purposes of informing senior, middle, and lower management about the Company's ethical values, and short, medium, and long-term strategy within the framework of the mission and vision statements and ensuring that such matters are conveyed through them to all lower-echelon employees.

**26. NUMBERS, STRUCTURES, AND INDEPENDENCE OF COMMITTEES WITHIN THE BOARD OF DIRECTORS**

An Audit Committee has been set up by a Board of Directors pursuant to article 28/A added to CMB communiqué X: 16 by communiqué X: 19. There are no other committees set up within the board other than this Audit Committee.

The Audit Committee consists of Engin Çelebioğlu and Mehmet Kaya, both of whom were chosen from the board's non-executive directors.

The Company's Audit Committee convened five times during 2011 at which times they queried Company managers and looked into whether or not our publicly disclosed financial statements accurately reflected the true standing of our operational results and whether or not the accounting principles adhered to by the Company were in compliance with CMB laws

and regulations. They reached the conclusion that financial statements were correct and had been prepared in accordance with such requirements.

Moreover, they presented their thoughts and opinions to the Company Board of Directors, on the explanations made at the declaration and notification of the annual and interim financial statements within the context of 28/B decisions of communiqué on "Capital Markets Independent Audit" Serial: X No.16 of Capital Markets Board and on information transmission and coordination to ISE, relations with the partners, and CMB Serial: VIII No.54, on material disclosures covered by communiqué on Principles on material disclosure to public within the context of the principles in ISE quotation regulations article 18/A as well as on defining by which executives of the Company these disclosures are to be conducted.

The failure to comply with the corporate governance principles published by CMB concerning numbers, structures, and independence of committees within the Board of Directors stems from the fact that the Company's Board of Directors has not completed its own assessment of developments and practices concerning these issues.

## **27. FINANCIAL BENEFITS PROVIDED TO THE BOARD OF DIRECTORS**

In the context of the decision taken at the Shareholders Ordinary General Meeting held on 29 April 2011, no session fee is paid to the board members. On the other hand, fees were paid on a monthly basis to those according to their knowledge, experience and specialization, to Vice Chairperson, Canan Çelebioğlu Tokgöz (executive board member/managing director), together with our General Manager; Chairman Can Çelebioğlu (executive board member/managing director); Board Member Mehmet Kaya, not an executive position however for the legal services on Tax Code and Fiscal Legislation; and to Board Member Necmi Yergök, again a non-executive position but for the responsibilities he undertook on technical and equipment maintenance in 2011.

At the 2010 Ordinary General Meeting convened on 29 April 2011, it has been resolved to appoint Can Çelebioğlu and Canan Çelebioğlu Tokgöz from amongst Board members as managing directors (executive members) and to pay a net monthly remuneration of EUR 30,000 to each managing director.

The Company's Board members have no debts carried forward from 2010 and there were no amounts due (advances on salaries) from the Board members as of 31 December 2011.

The amount due (advances on salaries) from the Company executives carried forward from 2010 is TL 27,000. During 2011, the Company lent money (advances on salaries) with a total worth of TL 64,500; out of this amount (advances on salaries), TL 71,500 has been collected. The amount due (advances on salaries) from the Company executives is TL 20,000 as of 31 December 2011.

The terms of these loans made to board members and managers were not prolonged nor were their conditions improved; no credit was extended to them under the rubric of personal loan nor were they provided with any guarantees such as surety through any third party.