

**TO THE BOARD OF DIRECTORS OF
ULUSOY UN SANAYİ ve TİCARET AŞ**

CORPORATE MANAGEMENT COMMITTEE REPORT

Report Date: 05.05.2015

Report No: 2015/2

Subject: Evaluation of the 2015 Corporate Governance Principles Compliance Report

As per the 8th article of the Corporate Management Communique of the Capital Markets Board (CMB) numbered II.17.1;

In the Corporate Governance Principles Compliance Report included in the annual activity reports; statements are included on whether the corporate governance principles annexed to the Communique are being implemented or not, in case they are not implemented a justified statement regarding this, the conflicts of interest arising from failure to fully comply with these principles and whether there are any plans to make any amendments in the management practices of the partnership in the future within the scope of the said principles or not. In case there are any significant changes in the aforesaid statements during the period, the relevant change is included in the interim period activity reports.

The principles regarding the contents and the publication of the corporate governance principles compliance report are determined by the Board and the format of the corporate governance principles compliance reports is announced by the Board.

Within the scope of the aforesaid communique, the committee has convened in order to examine the Corporate Governance Principles Compliance Report. The report has been examined and it has been concluded that it reflects the current status of Ulusoy Un Sanayi ve Ticaret A.Ş. before the CMB Corporate Governance Principles accurately and adequately.

As a result of the examination we have conducted, we hereby submit the annexed Corporate Governance Principles Compliance Report to the approval of the Board of Directors in order to be published together with 01.01.2015-31.03.2015 period Activity Report.

Vedat Ceyhan

Kemal Kitaplı

İlker Küçük

Corporate Management
Committee Chairman

Corporate Management
Committee Member

Corporate Management
Committee Member