

BRİSA BRIDGESTONE SABANCI LASTİK SANAYİ VE TİCARET A.Ş.
INTERNAL DIRECTIVE ON PRINCIPLES AND PROCEDURES OF GENERAL BOARD

SECTION I
PURPOSE, SCOPE, BASIS AND DEFINITIONS

PURPOSE AND SCOPE

Article 1

1. This internal directive aims to determine the working principles and procedures of General Board of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret Anonim Şirketi in accordance with the provisions of the law, relevant legislations and articles of association. The current internal directive covers all ordinary and extraordinary meetings of General Board of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret Anonim Şirketi.

BASIS

Article 2

1. This internal directive has been prepared by the Board of Directors in compliance with the Principles and Procedures of General Board Meetings for Incorporated Companies and with the provisions of Regulations on Representatives of the Ministry of Customs and Trade who will attend such meetings.

DEFINITIONS

Article 3

1. Terms included in this directive have the meanings mentioned following;
- a) **Ministry:** The Ministry of Customs and Trade
 - b) **Session:** One day meeting of General Board,
 - c) **Law:** Turkish Commercial Code no 6102, dated 13.1.2011,
 - d) **Session:** Any one of sessions interrupted by reasons such as break and lunch/dinner,
 - e) **Company:** Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret Anonim Şirketi
 - f) **Meeting:** Ordinary and Extraordinary General Board Meetings,
 - g) **Chair of Meeting:** It represents the board composed of Chair of Meeting, who is elected to chair the meeting by the General Board in accordance with the first sub clause of the Law No 419, by the Assistant Chair, Clerk of Meeting Minutes who is appointed by the Chair and Vote Collector if deemed necessary by the Chair.

SECTION II
WORKING PRINCIPLES AND PROCEDURES OF THE GENERAL BOARD

PROVISIONS TO BE COMPLIED WITH

Article 4

1. The meeting is held in accordance with the provisions of the law, relevant legislations and articles of association related to the General Board Meeting.

ENTRY INTO MEETING PLACE AND PREPARATIONS

Article 5

1. The shareholders who are recorded in the attendance list prepared in consideration of the shareholders list that was provided by the Board of Directors from the Incorporated Company as the Central Recording Agency or their representatives who were authorized in the scope of board arrangements for voting by proxy, members of Board, Auditor, Ministerial Representatives, those who will be elected or appointed as Chair of meeting, any certified users who will utilize the electronic system of the General Board, other managers and employees of the company as well as the qualified persons who are in charge of implementing technical actions in relation to the said system, if required, are allowed enter into the meeting room.

2. When entering into the meeting room, it is compulsory that the natural person shareholders and the agents who are appointed through the electronic general board system created pursuant to the Article No 1527 of the law show their identity cards, the agents of the natural person shareholders show their identity cards together with the representation certificates, the agents of the legal entity shareholders show also their representation certificates and so they affix their signatures in the places designated for themselves in the attendance list. The controls are conducted by the Board of Directors or by one or more Board Members who are appointed by the Board of Directors or by one or more persons.

3. Any tasks including to prepare the meeting place so as to contain all shareholders, to make available stationeries, documents, equipment and materials to be needed during meeting shall be performed by the Board of Directors or by one or more Board Members who are appointed by the Board of Directors or by one or more persons.

The meeting can be recorded audibly and by video reserving that the provisions of the regulations on electronic General Board system.

OPENING OF MEETING

Article 6

1. The meetings of the General Board are convened and opened by Chairman or Deputy Chairman, or if they are absent, by any person who was appointed by the Board of Directors in the registered Office or in the locations where the branch offices or industrial plants are located with resolution of the Board of Directors, with a protocol including that the quorum as stipulated in the Article 17 of the Articles of Association, is available, in the time notified before. Accordingly, the quorum of ordinary and extraordinary board meetings cannot be less than 2/3 of the total shares representing the company capital. Any resolution of the General Board cannot be passed without “yes” vote of the shareholders representing 2/3 or over the company capital.

2. Meeting is simultaneously opened physically and electronically.

CHAIRING OF THE MEETING

Article 7

1. The General Board meetings are chaired by the Chairman of Board of Directors. In case of absence of the Chairman of Board, the Deputy Chairman is in charge. If both of them are absent, the chairperson of the meeting is elected by the Board of Directors.

2. The chairperson of the meeting is entitled to appoint Clerk for minutes and vote collector if deemed necessary to establish chairing committee. Besides, the qualified persons may be appointed by the chairperson to utilize the electronic general board system in the meeting.

3. The chairing committee is authorized to sign the minutes of meeting and the other documents which constitute basis for the minutes.

4. The chairperson of meeting acts, when chairing the meeting, according to the law, the articles of association and the provisions of the current Internal Directives.

DUTIES AND AUTHORITIES OF THE CHAIRING COMMITTEE

Article 8

1. The chairing committee fulfils the following duties under management of the Chairperson:

a) to check if the meeting is held in the shown address and the meeting place is suitable as specified in the articles of association,

b) to check if notice of general board meeting is carried out, as mentioned in the articles of association, with a notice published on the web site, in Public Disclosure Platform, and other places determined by the General Board which is issued on Turkish Trade Registry Gazette; if this notice is published three weeks prior to date of meeting at least, excluding the meeting and notice days, and if such notice details are included in the minutes of meeting,

c) to check if those who are not authorized to enter into the meeting room have attended the meeting and if the duties stipulated in the second sub clause of the Article 5 of the current Internal Directives related to entry into the meeting room are fulfilled by the Board of Directors,

d) to identify and indicate in the minutes of meeting if the articles of association including any amendment, if amended, the share ledger, the annual activity report of the Board of Directors, Auditor Reports, financial statements, agenda, the amendment draft prepared by the Board in case of any amendment of articles of association, permission letter and attached amendment draft received from the Capital Market Board and the Ministry of Customs and Trade in relation to the amendment on the articles of association, the attendance list prepared by the Board of Directors, any adjournment minutes of the last meeting if the General Board is convoked upon adjournment of meeting and the other required documents for meeting are completely collected and made available in the meeting room; and to state this case in the minutes of meeting,

e) to control the identities of people, who attend the General Board meeting acting as principal or agent, by signing the attendance list and to verify their representation documents,

- f) to identify if the executive director and one member of Board at least as well as the auditor are present in the meeting and to state this case in the minutes of meeting,
- g) to chair the General Board Works in the scope of agenda, to prevent get out of the agenda except for exceptions stipulated in the Law and the Capital Market Regulations, to keep the meeting in order, and to take necessary measures therefor,
- h) to open, close the sessions and to close the meeting,
- i) to read or have read any resolution, draft, minutes, report, proposal and similar documents related to the discussed matters, and recognize the right to speak to those who want to speak,
- j) to ensure ballot in relation to the resolutions which will be passed by the General Board and notify the results,
- k) to monitor if the quorum of meeting is kept in the beginning of, during and in the end of the meeting and if the resolutions are passed in compliance with the quorum which is stipulated in the Law, Capital Market Regulations and the Articles of Association,
- l) to prevent those who are not entitled to vote from voting for the resolutions specified in the said article pursuant to the Article 436 of the Law,
- m) to adjourn discussion of financial statements and associated subjects to the next meeting to be held in one month upon request of the shareholders owning one twentieth of the capital without need to pass any resolution by the General Board,
- n) to ensure the minutes of General Board meeting are issued, enter any objections into the minutes, sign the resolutions and the minutes, and to indicate affirmative and negative votes in relation to the resolutions in the minutes of meeting without any hesitation,
- o) to deliver the minutes of meeting, annual activity report of the Board of Directors, auditor reports, financial statements, attendance list, agenda, motions, ballot papers and minutes, and all other meeting related documents to one of the members of the Board with a protocol in the end of the meeting.

ACTIONS TO BE TAKEN BEFORE STARTING TO DISCUSS THE AGENDA ITEMS

Article 9

1. The chair reads or has read the agenda in the General Board meeting. The chair asks the attending people if they have any proposal for changing the discussion sequence of the agenda items; if any, it is submitted for approval of the General Board. The discussion sequence of the agenda items may be changed by majority vote of the attending people.

AGENDA AND DISCUSSION OF AGENDA ITEMS

Article 10

1. The agenda of Ordinary General Board Meeting must contain the following points:
 - a) Opening and election of Chairing Committee,
 - b) Reading the summary of the annual activity report of the Board and the independent auditor's report and negotiating the financial statements,
 - c) Release of the members of the Board and the Auditor,
 - d) Election of new members of Board whose Office time is expired,
 - e) Approval of the independent auditing firm which is proposed by the Board of Directors in the scope of Law and Capital Market Regulations,
 - f) Deciding on attendance fee, bonus and premiums of the Members of Board,
 - g) Informing the General Board of donations and aids realized in the precedent activity year in accordance with the provisions of the Capital Market Regulations,
 - h) Informing the General Board of the relevant party transactions, if any, in the precedent activity year in accordance with the provisions of the Capital Market Regulations
 - i) Determination of how to utilize, distribute the profit, and the rates of the gain margin,
 - j) Discussion of amendment of articles of association, if any,
 - k) Other matters required to be discussed.
2. The agenda of the Extraordinary General Board meeting contains the reasons for holding meeting.
3. Any subject which is not included in the agenda cannot be discussed apart from the following exceptions:
 - a) Item can be added into the agenda with unanimous resolution if all shareholders are present in the meeting,
 - b) The General Board resolves on any special auditing request of any shareholder pursuant to the Article 438 of the Law regardless it is included in the agenda items,

c) The dismissal and re-appointment of members of the Board are deemed to be related to the negotiating items of the year-end financial statements and they are decided on directly upon request regardless there is any relevant item in the agenda,

d) Notwithstanding absence of relevant agenda item, with the majority vote of the attending shareholders, the dismissal and re-appointment of members of the Board are put on the agenda in case of that there is any just cause such as fraud, incompetency, violation of loyalty, difficulty to perform task due to membership in many companies, discord and fraud on a power.

4. Any agenda item that was discussed and resolved on in the General Board Meeting cannot be re-discussed and resolved again unless the attending shareholders resolves on with unanimous vote to do so.

5. The subjects required by the Ministry or the Board to be discussed in the meeting after an audit completed or for any other reason are put onto agenda.

6. The agenda is determined by the party calling the General Board to meeting.

TAKING FLOOR IN THE MEETING

Article 11

1. The shareholders or others concerned who want to take floor for the agenda item discussed inform the chairing committee of their request. This committee informs the General Board of those who will take floor and recognize the right to speak in application order. Any applicant whose turn comes loses right to speak if he/she is absent in the meeting at that moment. All speeches are made by addressing to the General Board from the place assigned thereto. Speakers may change their sequence of taking floor between each other. If the speaking time is limited, any speaker starting to speak may only extend his/her speech over time limit when his/her speech time is expired if the first speaker following him/her gives his turn to speak, in which case the first speaker has to complete his/her speech time within the time of the next speaker. Otherwise the speaking time cannot be extended.

2. The chair of meeting can give right to speak to the members of Board of Directors and the Auditor who want to make statement about the discussed items during meeting regardless whose turn it is.

3. The time of speeches is decided on by the General Board, upon proposal of the Chair or shareholders, according to the busy agenda, numbers and significance of the subject matters required to be discussed and numbers of the people who want to speak. In such cases, the General Board decide by separate voting if the speaking time is needed to be limited and how long will the speaking time be.

4. The principles and procedures specified in the said article and in the sub-arrangements relevant to communication of the opinions and proposals of the shareholders or their agents who are electronically attending the meeting pursuant to the Article 1527 apply.

VOTING AND VOTING PROCEDURE

Article 12

1. Before starting with voting, the chair declares the subject matter to be voted in the General Board. If any draft of resolution will be voted, it is started to vote only after keeping record and having read. Before starting with voting, the shareholders may ask to speak about procedure. At that time, any shareholder who could not take floor even he asked to speak can use the right to speak by reminding the Chair and after having verified by the Chair. After starting with voting, it is not allowed to take floor.

2. Votes in relation to the discussed issues are casted open and by raising hand and/or electronically. These votes are counted by the Chairing Committee. The Chairing Committee may appoint in sufficient number of person to assist counting. It is deemed that those who do not raise hand and not cast vote electronically have voted "against" and such votes are deemed to be casted against the relevant resolution. However, it is obligatory to take vote in writing or secret ballot upon request of those who own one tenth of the capital represented by the attending shareholders.

3. Pursuant to Article 1527 of the Law, the principles and the procedures mentioned in the said articles and sub-arrangements in relation to voting of the shareholders or their agents.

ISSUING THE MINUTES OF MEETING

Article 13

1. The Chair signs the attendance list including the shareholders or their agents, shares they owned, groups, numbers and nominal values thereof. To ensure the minutes of meeting are issued in compliance with the provisions as stipulated in the Law and relevant Regulations; the questions placed and the answers given as well as the numbers of the affirmative and negative votes casted for each resolution in the General Board are clearly indicated in the minutes of meeting.

2. The minutes of General Board meeting are issued at the meeting place, with a typewriter, computer or by handwriting using a pen legibly. It is compulsory to provide a printer at the meeting place to print out copies of minutes when a computer is used.

3. The minutes of meeting are issued in two copies minimum and each page is signed by the Chairing Committee and the Ministry Commissioner if attended.

4. It is compulsory to indicate, in the minutes of meeting, the business name of the company, date and place of meeting, total nominal value of shares and share number, total number of shares represented in person and by proxy, full name of the Ministry Commissioner, the date and number of assignment letter, and the way of calling to meeting.

5. The numbers of vote for the resolutions passed in the meeting are indicated in the minutes in number and in letter for the avoidance of doubt.

6. The first and surname, and objection reasons of those who casted negative vote for the resolutions passed and want to have annotated their objections in the minutes are written in the minutes of meeting.

7. If the reason of objection is submitted in writing, this letter is added into the minutes. The first and surname of the shareholder or its agent are written in the minutes and it is mentioned that the dissenting opinion is enclosed. The said dissenting opinion added to the minutes is signed by the Chairing Committee and the Ministry Commissioner.

ACTIONS TO BE TAKEN IN THE END OF MEETING

Article 14

1. The chair delivers one copy of the minutes and all other relevant documents to one of the members of Board of Directors in the end of meeting. For the delivery, a separate minute is taken by and between the parties.

2. The Board of Directors is obliged to submit one notarized copy of the minutes to the Trade Registry Office and to have registered and announced any relevant articles in fifteen days from the date of meeting.

3. The minutes of meeting is entered into the web site of the company in fifteen days from the date of General Board Meeting.

4. The chair also delivers one copy of the attendance list, the agenda and the Minutes of General Board Meeting to the Ministry Commissioner.

ATTENDING THE MEETING ELECTRONICALLY

Article 15

1. To ensure the shareholders may attend the meeting electronically pursuant to the Article 1527 of the law, any actions to be taken by the Board of Directors and the Chairing Committee are performed in consideration of the Article 1527 of the law and the relevant regulation.

SECTION III

MISCELLANEOUS

DOCUMENTS RELATED TO ATTENDANCE OF THE MINISTRY COMMISSIONER AND GENERAL BOARD MEETING

ARTICLE 16

1. Provisions of Regulation on the Principles and Procedures of The General Board Meetings of The Incorporated Companies and on Commissioners of the Ministry of Customs and Trade Attending These Meeting in relation to request for Ministry Commissioner and duties and authorities of the said Commissioner are reserved.⁷

2. When preparing the list of attending shareholders and those who are present, it is compulsory to obey the provisions of the Regulation specified in the first sub clause to issue the agent documents to be used and the minutes of meeting.

CASES THAT ARE UNFORESEEN IN THE INTERNAL DIRECTIVE

Article 17

1. If any case that is unforeseen in the current Internal Directive is encountered during meeting, it is acted according to the resolution to be passed by the General Board.

ACCEPTANCE AND AMENDMENTS OF THE INTERNAL DIRECTIVE

Article 18

1. This internal directive is put into force, has registered and announced by the Board of Directors with the approval of the General Board of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret Anonim Şirketi. Any amendment on the Internal Directive is subject to the same procedure.

EFFECTIVENESS OF THE INTERNAL DIRECTIVE

Article 19

1. The current Internal Directive has been adopted in the General Board Meeting of Brisa Bridgestone Sabancı Lastik Sanayi ve Ticaret Anonim Şirketi dated March 25, 2013 and it enters into force on the date of notice published on Turkish Trade Registry Gazette.