

**ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş.**  
**CORPORATE GOVERNANCE COMMITTEE'S MEETING RESOLUTIONS**

**MEETING NUMBER** : **24**  
**DATE OF MEETING** : **May 10, 2016**  
**HOUR OF MEETING** : **11:30**  
**PLACE OF MEETING** : **ASELSAN A.Ş.**

**COMMITTEE MEMBERS ATTENDING TO THE MEETING:**

Independent Member of Board of Directors / Corporate Governance Committee Chairman:  
Ercüment ARVAS

Member of Board of Directors / Corporate Governance Committee Member: Murat ÜÇÜNCÜ

Member of Board of Directors / Corporate Governance Committee Member: Turan EROL

Investor Relations Department Manager / Corporate Governance Committee Member: Pınar  
ÇELEBİ

**ASELSAN ATTENDEES:**

Independent Member of Board of Directors / Audit Committee Chairman: Ziya AKBAŞ

Chief Financial Officer (A.): Okan TURAN

Chief Internal Auditor: Abdülkadir GÖKTAŞ

Finance Director: Aykan ÜRETEN

**OTHER ATTENDEES:**

Vice President of SAHA Corporate Governance and Credit Rating: Ali PERŞEMBE

**RESOLUTIONS**

**24/1. Getting briefed on the evaluation of corporate governance agency regarding what ASELSAN can do to improve its corporate governance rating.**

We have been informed by Ali PERŞEMBE, Vice Chairman of SAHA regarding what ASELSAN can do to improve its corporate governance rating.

The evaluations that is submitted to corporate governance committee by Ali PERŞEMBE are as follows:

- Regulations on limitation of “share transfer” that is sited in Articles of Association,
- Regulations of ASELSAN 2016 Ordinary General Assembly Meeting,
- ASELSAN Board of Directors has not formed a policy about determining a target rate, provided that it is not less than % 25, and targeting time for membership of women in the board of directors.

- The Board of Directors has not undertaken self-criticism and performance evaluation on the basis of both the board, the members and the executives,
- Remunerations provided for members of Board of Directors, executives and all other benefits provided has not been disclosed on the basis of persons.

In accordance with these evaluations, below stated decisions has been taken unanimously.

- SAHA shall reevaluate whether the clause in ASELSAN Articles of Association about the Board of Director's consent regarding transfer of Group A shares held by Turkish Armed Forces Foundation is restrictive since it is the major shareholder requiring the Board of Director's consent.
- Corporate Governance Committee shall develop a suggestion and present it to Board of Director's approval for membership of women in the board of directors,
- Board of Directors shall initiate a study about self-criticism and performance evaluation on the basis of both the board, the members and the executives.

#### **24/2. Briefing about the tasks carried out regarding the Sustainability Report**

We have been informed about 2015 Sustainability Report that is progressing under the coordination of Investor Relations Department. It is decided unanimously that advice of Corporate Governance Committee Members shall be taken before publishing 2015 ASELSAN Sustainability Report.

#### **24/3. Briefing about January-May 2016 Activities of the Investor Relations Department**

We have been informed about the tasks performed by the Investor Relations Department in January-May 2016.

Ercümend ARVAS

Independent Member of Board of Directors  
Corporate Governance Committee Chairman

Murat ÜÇÜNCÜ

Vice Chairman of Board of Directors  
Corporate Governance Committee Member

Turan EROL

Member of Board of Directors  
Corporate Governance Committee Member

Pınar ÇELEBİ

Investor Relations Department Manager  
Corporate Governance Committee Member