

# VİKİNG KAĞIT VE SELÜLOZ A.Ş. CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

## PART I - STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

**a)** During the operating period ended 31 December 2018, VİKİNG KAĞIT VE SELÜLOZ A.Ş. ("the Company") achieved compliance with the entirety of the mandatory articles of the Corporate Governance Principles appended to the "Communiqué No: II.17.1 on Corporate Governance (" the Communiqué ") issued by the Capital Markets Board of Turkey (CMB).

**b)** Our Company spends maximum effort to achieve full compliance also with the non-compulsory Corporate Governance Principles. Justifications for currently non-implemented non-compulsory principles are presented herein below, and it is considered that the said matters do not lead to any major conflicts of interest under the current circumstances.

The explanations to be made by our company in accordance with Article 8 of the Corporate Governance Communiqué on corporate governance principles which have not yet been complied with and which are not mandatory are presented below with required explanations:

**1.3.11** In the articles of association of our company, there is no article regarding the participation of stakeholders and the media in the General Assembly. Officers of independent auditing firms also participate in our General Assembly meetings and no request for participation from the media has reached to our company.

**1.5.2** In parallel with general practices, rights were granted to the minority within the framework of the provisions of general regulations. The company's capital structure and public disclosure ratio is expected to continue in this manner.

**4.3.9** There has been no policy for the proportion of female members in the board of directors, but there is currently 2 female member in the board of directors.

**4.4.7** The board members of our company are not limited for taking other duties outside the company and the duties of the board members are presented to the shareholders for information by including in the annual report.

**4.5.5** Since there are two Independent Members at the board of directors of our company, it is impossible for a member of the board to take part in only one committee.

**4.6.1** There is no performance evaluation system for the board of directors.

**4.6.5** In line with general practices, salaries paid to board members and managers with administrative responsibility are disclosed in the annual activity report collectively.

The Company's Corporate Governance Compliance Report (URF), Corporate Governance Information Form (KYBF), and the Corporate Governance Compliance Report (URF), for 2018, prepared as per the decision of CMB dated 10.01.2019 and no: 2/49 will also be disclosed to public on corporate website of Public Disclosure Platform (KAP) ([www.kap.gov.tr](http://www.kap.gov.tr)). Since it is the first year of implementation, our Corporate Governance Compliance Report for 2018 is prepared in the old format and presented below.

Our company will continue to monitor the changes in legislation and implementations regarding compliance with the principles and to carry out the necessary work also in the future.

## PART II - SHAREHOLDERS

### 2.1. Investor Relations Department

In accordance with Article 11 of the Communiqué, investor relations department providing communication with investors has been established within our company. Investor Relations Department reports to the Company's General Manager, Ahmet Abdullah Akçasız.

Contact information for Investor Relations Department is presented below:

Head of the Investor Relations Department: Gökhan Kavur (holds Capital Market Activities Advanced Level License)

Investor Relations Department Assistant: Esin Erkivanç

Phone: 0 232 495 00 00

Fax: 0 232 484 17 89

E-mail: [investorrelations@viking.com.tr](mailto:investorrelations@viking.com.tr)

The Investor Relations Department is mainly charged with the following:

- Ensure that records of correspondence by and between the investors and the Company, and of other information and documents are maintained in a reliable, secure and up-to-date manner,
- Respond to shareholders' written requests for information about the Company,
- Prepare the documents to be submitted to the shareholders' information and examination regarding the General Assembly meeting and take measures to ensure that the General Assembly is conducted in accordance with the relevant legislation, the articles of association and other in-house regulations.,
- Supervise and monitor that obligations arising out of the capital market legislation are fulfilled, including all aspects of corporate governance and public disclosure,
- Ensure that investor relations activities are properly conducted.

Having obtained the views of other units when necessary and in coordination with such units, the Investor Relations Department is responsible for providing shareholders and potential investors with information about the Company's activities, financial standing, and strategies, with the stipulations that it may not divulge any information which is confidential and/or in the nature of a trade secret and that it must not do so in any way that might lead to information asymmetry and for managing communication moving on both directions between shareholders and company managers.

Investor relations department responded to more than 60 questions in the year by phone or e-mail. Maximum attention is paid to achieving compliance with the legislation in fulfilling investor requests.

## **2.2. Use of Shareholders' Rights to Obtain Information**

The fundamental principle in shareholders exercising their right to obtain information is that there should be no discrimination among shareholders.

All information and documents that shareholders may need to exercise their shareholders' rights in a sound manner are made equally available to all shareholders on the Company's corporate website. During 2017, utmost care was paid, under the supervision of the "Investor Relations Department", to respond to requests for information received from shareholders within the framework of the requirements of capital market laws and regulations and without delay.

Such requests for information are generally about such issues as general assembly meeting dates, information on financial statements that are disclosed, developments in the sector and profit distribution. All requests for information, except in the case of information that was in the nature of a trade secret and information that it was deemed to be in the Company's interest to keep confidential, were responded to without making any distinctions among shareholders and in line with any statements that may previously have been made within the framework of capital market laws and regulations. Information and disclosures that might affect the exercise of shareholders' rights are announced in the "Investor Relations" section on the Company website, and there have been no information or disclosures during the reporting period, other than those disclosed under the Capital Market legislation. While the request to have a special auditor appointed is not an individual right provided for under the Company's articles of incorporation, no such request was received during 2017.

## **2.3. General Assembly Meetings**

Pursuant to "Article 14 - General Assembly" of the company's articles of incorporation, for the meeting quorum participation of majority of shareholders or their attorneys holding majority of company capital is required. If the quorum cannot be achieved at the first meeting, a second meeting will be scheduled and the quorum will be as set forth by the relevant provisions of the Capital Markets Law and Turkish Commercial Code.

Within 2018, ordinary general assembly meeting for 2017 was held on 29 March 2018 in Pınar Süt Plant. At the 2017 ordinary general assembly meeting, 84.33% of the Company's capital was represented. During the meeting, shareholders electronically or physically attending the meeting or through their proxies expressed their comments and wishes. Shareholders did not propose any agenda items during the said General Assembly meeting, either.

Apart from the shareholders, no stakeholders or representatives of the media have attended the meeting. In addition to shareholders, representatives of the independent auditors were also sent written invitations to attend the meetings. Invitations to the general assembly meeting were made by the Board of Directors.

The company's General Assembly meeting announcements were promulgated under "Article 18 - Announcements" of the company's articles of incorporation, and in accordance with the relevant provisions of the Turkish Commercial Code and with other regulations, communiqués, Capital Markets Board requirements to be published under the said Code, as well as other applicable legislation. The meeting announcement was published in the Turkish Trade Registry Gazette minimum 21 days (excluding the dates of the meeting and announcement) in advance. The meeting announcement was also published on the corporate website, and shareholders whose addresses were on record with the Company were sent letters in which they were informed about the meeting date, location, and agenda. Prior to the general assembly meeting, the meeting date, place and agenda, the information that the Informational Document regarding the agenda is posted on the website, and the profit distribution proposal to be submitted by the Board of Directors to the general assembly were publicly disclosed in material event disclosures. The Informational Document drawn up for 2017 Ordinary General Assembly meeting covered detailed descriptions about each general meeting agenda item, as well as all the explanations, information and documents required by the legislation.

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The Company's annual report and the informational document for the general assembly meeting were made available for shareholders' information at the Company headquarters and on its corporate website as of 21 days before the General Assembly Meeting date. To facilitate attendance to the Company's general assembly, shuttle buses were provided for transportation to the address of Pınar Süt Plant. During the general assembly meeting, issues on the agenda are explained impartially and in detail so as to be clear and intelligible. Shareholders were given equal opportunities to express their thoughts and to ask questions, and a healthy climate of debate was created.

The minutes of the General Assembly are always kept open for shareholders at the Company's headquarters. In addition, the minutes of the company's General Assembly meetings for the past 11 years are also accessible in the Investor Relations section of the company website at [www.viking.com.tr](http://www.viking.com.tr).

At the Company's General Assembly meetings, information was presented to the shareholders on the amount and recipients of the donations and grants made during the reporting period. An upper limit was set for the donations to be made during 2017 at the meeting. The Donations Policy was approved by 2015 Ordinary General Assembly.

## 2.4. Voting Rights and Minority Rights

There is no privilege on the voting rights. The Company's articles of incorporation contain no provisions preventing non-shareholders to vote by proxy as an appointed representative. Without prejudice to the special provisions of the relevant legislation and articles of incorporation, voting is conducted through open ballot and by raising hands during the General Assembly meeting. Upon request by shareholders, the voting procedure will be determined by the General Assembly meeting. There are no other companies in which the Company has a cross-ownership.

Minority rights are not represented on the Board of Directors. The articles of incorporation do not set minority rights to be less than one twentieth of the capital.

## 2.5. Dividend Rights

There are no privileges with respect to participating in the Company's profit. The Company's annually reviewed policy for profit distribution is to pay out cash dividends and/or bonus shares corresponding to minimum 20% of the distributable profit for the period, which is calculated in accordance with the capital market regulations and other applicable legislation, taking into consideration the economic conjuncture, market projections, the Company's long-term strategies and long-term investment and financing policies, the Company's financial position, profitability and cash position, to the extent allowed by relevant regulations and finances. Unless decided otherwise on profit distribution in the relevant general assembly meeting, the profit distribution is intended to be realized in May at the latest, and the date of profit distribution is decided by the General Assembly. General Assembly or Board of Directors (if authorized) may decide on distribution of dividends in installments in accordance with the Capital Market Regulations. The Company's Articles of Incorporation permit distribution of advances on dividends, and the Board of Directors may decide to distribute advances on dividends restricted to the relevant fiscal year, provided that it is authorized by the General Assembly.

The Company's Dividend Policy for 2013 and thereafter, which was formulated in line with the capital market legislation, has been laid down for approval at the 2013 Annual General Assembly Meeting and publicly disclosed. Our Dividend Policy is publicly disclosed also via our website.

Since the company's activities in 2017 resulted in losses, no profit distribution was made.

## 2.6. Transfer of Shares

Transfer of shares is subject to the relevant provision of the Turkish Commercial Code (TCC).

## PART III - PUBLIC DISCLOSURES AND TRANSPARENCY

### 3.1. Corporate Web Site and Its Content

The Company's corporate website ([www.viking.com.tr](http://www.viking.com.tr)) contains all the matters as required by Corporate Governance Principles in Turkish and English languages. The Company's website is available in both Turkish and English. The Company continuously improves and upgrades the services provided by its website, which is actively used.

### 3.2. Annual Report

The Company's annual reports contain all the information specified in the Corporate Governance Principles; however,

remuneration of the board of directors and senior executives and other benefits provided to them individually are disclosed not individually but as a cumulative amount.

## **PART IV - STAKEHOLDERS**

### **4.1. Informing Stakeholders**

Stakeholders are kept informed about all matters concerning the Company other than those which are in the nature of a trade secret through CMB material disclosures within the framework of CMB regulations, Turkish Commercial Code, Competition Law, Tax Laws, and Turkish Code of Obligations.

Stakeholders are able to convey any transaction they consider to be illegitimate or unethical to the Corporate Governance Committee or the Audit Committee via Yaşar Group Ethics Committee. The Audit Committee reviews the complains received regarding the Company's accounting and internal control system and independent audit, and handles the notifications of company employees in relation to the Company's accounting and independent audit, observing the confidentiality principle.

Furthermore, the communication mechanism is established with the Corporate Governance Committee and the Audit Committee also via the processes that provide stakeholder participation in management as discussed under Article 4.2 herein below.

### **4.2. Stakeholders' Participation in the Company's Management**

Regular meetings and proposal systems which allow assessment of the comments and proposals of the employees based on a process focused management system and a Total Quality approach in an effort to improve the processes and increase the efficiency ensure that the employees also have a voice in the management. Customers are allowed a voice in the management through dealer meetings, customer satisfactions surveys and employee comments surveys. In this frame, opinions of the stakeholders are taken for the decisions which have consequences on them.

The company attaches great importance to customer satisfaction. The company always puts its customers and consumers to the center of its business and improves the quality of its services through satisfaction surveys and feedbacks regarding the manufacturing processes as well as sales and distribution channels. The company also conducts an annual business partners satisfaction survey. Business processes are reorganized and business plans are improved and updated based on the results.

The company puts great emphasis on the relations with its suppliers and long-term partnerships is a key element of the company's business model. Viking Kağıt meets its suppliers especially at exhibitions and seminars and works with the basic principle of adapting every innovation which can increase its manufacturing capacity and quality. Viking Kağıt monitors the manufacturing, storage and loading conditions of its suppliers and audits whether or not the requirements of quality certificates and procedures are met. The company evaluates its suppliers in terms of quality, delivery and price using a scoring system. Viking Kağıt implements a DÖF (corrective, preventive actions) monitoring system to prevent reoccurrence of quality problems. The problems which are detected are shared with the suppliers, necessary measures are taken and the results are rigorously monitored.

Employee opinion surveys serve to gather the employees' views about changes in implementations which will be made in relation to working conditions, working environment, and rights provided to employees. The action committee formed of employee representatives carries out its activities during the year for conducting the improvement works in relation to the said processes.

### **4.3. Human Resources Policy**

The fundamental mission of the Company's human resources policy is to ensure the management of human resources who are innovative, who are committed to the principle of total quality, and who contribute towards the Company's competitive advantage by easily adapting to change and development at the Company. The Company did not receive any complaints about discrimination as of 2018.

The Company's basic human resources policies are set forth clearly in the Company's Personnel Regulations, which are issued to all non-contract employees against their individual signature. The Personnel Regulations also contain information about working hours, employment principles and processes, termination, and discipline in addition to basic policies. Human resources policies and practices pertaining to employees within the scope are included in Collective Bargaining Agreement. All of our company employees have job descriptions. Performance and rewarding criteria for the white-collar employees are disclosed in the White Collar Employee Regulation, while the rewarding criteria for our blue-collar workers are described in the Collective Bargaining Agreement.

#### **Basic policies**

- a)** Staffing at the Company is determined according to the criteria of business economics. All employees agree that honorable employment is only possible through productive work.
- b)** The Company conducts intramural and extramural training programs within the framework of plans that are devised for each level in order to ensure the progression of its employees.
- c)** The Company is mindful of equality of opportunity in all promotions and appointments throughout its organization. As a matter of principle, appointments are made from among the Company's own personnel.

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- d)** By means of a career planning system in which progression plans are implemented, employees who have potential are provided with the broadest possible opportunities for advancement.
- e)** Employees' performance is evaluated on the basis of their fulfillment of targets and their competencies.
- f)** Job descriptions and performance standards are documented for positions at every level from the highest to the lowest and these serve as the basis for employee evaluations.
- g)** Employee Opinion Surveys are conducted once in two years, seeking employees' views about the working environment, development and career, salaries and fringe benefits, job satisfaction, managers, engagement, corporate reputation, corporate structure and management policies. Improvements are made in line with the feedback that is received in this way.
- h)** A safe workplace and safe working conditions are matters to which the Company gives great importance. Under the Company's occupational health and safety regulations, all legally mandated measures are taken to prevent occupational risks, ensure health and safety, and eliminate risk and accident factors. An ongoing effort to make improvements is carried out through regularly conducted safety meetings.
- i)** Our management style is "... [to] maintain our existence as a company that acts fully respectful of the laws and ethical rules, and embrace total quality philosophy and participatory management."
- j)** An essential principle at the Company is that all employees will be treated equally and without making any discrimination among them with respect to language, race, color, sex, political beliefs or philosophy, creed, religion, sect, or similar reasons. Due measures have been taken to protect this fundamental constitutional right of employees.

There are 3 blue-collar workplace representatives at Viking Kağıt Aliağa plant and they are, Ahmet Erkol, "Mechanic Workshop Technician", Ercan Bulgut "Converting Operator", Osman Koşun "Paper Manufacturing Operator".

The duties of these representatives are to,

- a)** Hear workers' wishes and resolve their complaints exclusively with respect to matters at the workplace,
- b)** Ensure continued labor peace through worker-employer cooperation and labor fairness,
- c)** Are mindful of workers' rights and interests; assist in the implementation of the working conditions which are provided for in labor laws and in collective bargaining agreements.

All employees are kept informed about company procedures, organizational changes, changes in rights and benefits, and other practices and decisions that may affect them by means of regulations and announcements prepared within the framework of the Company's prescribed announcement regulations as well as via the Company intranet and bulletin boards.

#### 4.4. Rules of Ethics and Social Responsibility

Continuing its activities with the awareness of its responsibilities to protect public health and the environment, Viking Kağıt integrates with its manufacturers, suppliers and employees and continuously inspects and develops its environmental performance. In this context, the Company implements the principle of "waste management" to ensure that wastes are recycled or disposed of in compliance with the laws. In addition, Viking Kağıt continues its efforts to reduce greenhouse gas emissions.

Viking Kağıt, which aims to support both economic and environmental sustainability by contributing to recycling, has brought back to economy 56% of packaging materials released to market in 2018 within the scope of the project carried out with ÇEVKO.

Viking Kağıt provided scholarship to total 8 students and internship opportunities to total 48 students for vocational training in 2018 through the Yaşar Education and Culture Foundation.

The Company conducts its activities within the framework of values which are adhered to by Yaşar Group companies and whose approach to the production of goods and services involves compliance with laws and the rules of ethics, concerns itself with national problems without becoming involved in politics, and values the environment and nature. These values are known to all company employees. A summary version of Yaşar Group Rules of Ethics is publicly available on our Company's website.

## PART V – BOARD OF DIRECTORS

### 5.1. Structure and Formation of the Board of Directors

Members of the Company's Board of Directors:

Name Surname	Title	Whether or Not Independent Member	Whether or Not Executive Member	Title Term
İdil YİĞİTBAŞI	Chairperson	Not Independent Member	Not Executive	1 year
Mustafa Selim YAŞAR	Vice Chairperson	Not Independent Member	Not Executive	1 year
Emine Feyhan YAŞAR	Member	Not Independent Member	Not Executive	1 year
Yılmaz ATTİLA	Independent Board Member	Independent Member	Not Executive	1 year
Feyzi Onur KOCA	Independent Board Member	Independent Member	Not Executive	1 year
Yılmaz GÖKOĞLU	Member	Not Independent Member	Not Executive	1 year
Cengiz EROL	Member	Not Independent Member	Not Executive	1 year

Ahmet Abdullah Akçasız serves as the Company's General Manager. The engagement of company directors in the activities set forth in Articles 395 and 396 of the Turkish Commercial Code is subject to the approval of the General Assembly. With the exception of those activities, there are no other limitations imposed on what Board directors may do and external positions held, if any, are stated in their résumés covered in annual reports. Members of the Board of Directors of our company, which is affiliated to Yaşar Group, may hold seats on the boards of directors of other Group companies, and there may be various transactions by and between these companies that may be considered under the scope of Article 395/1 of the Turkish Commercial Code. However, the parties to such transactions are Group companies only, and necessary permissions are obtained at the general assembly meeting of each relevant company.

The resumes of Board members are given both in the Company's annual report and also on the corporate website. In accordance with the Capital Market legislation, independent Board directors have submitted their declarations of independence to the Corporate Governance Committee that acts as the Nomination Committee and the declarations were published in the annual report.

Two independent member candidates were presented for 2018 to the Corporate Governance Committee that acts as the Nomination Committee. The declarations of independence and resumes of these individuals have been discussed in the Corporate Governance Committee meeting of 29 March, 2018 and in the meetings of the Board of Directors, and it has been decided to nominate all of them as independent members. No situations arose that prejudiced independence as of 2018 operating period.

### 5.2. Operating Principles of Activity of the Board of Directors

The operating principles of the Board of Directors are regulated in Article 12 of the Company's articles of incorporation. Accordingly, the Board of Directors shall convene as required by the company's business. The decisions of the board of directors are taken by absolute majority system. If the board meets with the majority of the number of members, decisions must be taken with the unanimous vote which constitutes the majority of the total number of members.

The details of the 2018 activities and operating principles of the Board of Directors are provided below:

During the reporting period, the Board of Directors convened 44 times. The Board of Directors shall convene upon a summons in the form of a written request made by its chairperson or by any director. Before a meeting, the meeting agenda is sent to the members and meeting invitation is made. Usually, all members attend the meetings. In 2018 operating period, all decisions were passed with the unanimous vote of the members present in the meeting. The questions raised during the meetings are not entered into record. No board directors have preferential voting or veto rights.

### 5.3. Number, Structure and Independence of the Committees Established under the Board of Directors

The Audit Committee, the Corporate Governance Committee and the Early Detection of Risk Committee have been formed in our company. The Corporate Governance Committee fulfills the duties of the Nomination Committee and the Remuneration Committee. When performing their activities, the committees under the Board of Directors adhere to the operating principles that are posted also on the Company website.

The Audit Committee is headed by Feyzi Onur Koca and its other member is Yılmaz Attila. Both members are non-executive and independent Board directors. The Audit Committee meets at least on a quarterly basis and holds at least four meetings in one year. Within the scope of the Committee's activities, information has been obtained on operations and internal control systems from company executives and findings related to the audit from independent auditors. The committee supervises the functioning and effectiveness of the company's accounting system, public disclosure of financial information, independent audit and internal control system. It also oversees the selection of the independent audit provider, start of independent audit process and works of the independent audit provider. It notifies the Board of Directors on integrity and accuracy of the annual and interim financial tables which will be publicly disclosed.

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Corporate Governance Committee Chairperson is non-executive independent board member Yılmaz Attila, Committee Members are non-executive board members Cengiz Erol and Yılmaz Gökoğlu and Investor Relations Department Manager is Gökhan Kavr. Corporate Governance Committee meets at least on a quarterly basis and holds at least four meetings in one year. The Corporate Governance Committee establishes whether the Corporate Governance Principles are implemented at the Company, the grounds for non-implementation, if applicable, and the conflicts of interest arising from failure to fully comply with these principles. Corporate Governance Committee oversees the activities of the Investor Relations Department.

The Corporate Governance Committee determines the suggestions of Board Members and senior executives regarding remuneration policies considering the long term aims of the company within the scope of duties of the Nomination Committee. In addition, the Committee evaluates the nominations for independent Board membership including the management and shareholders, taking into consideration whether the candidate bears the independence criteria or not, and presents its relevant assessment to the Board of Directors for approval.

Within the scope of the duties of the Remuneration Committee, the Corporate Governance Committee formulates its proposals regarding the principles for compensating the Board directors and senior executives, in view of the long-term goals of the company.

The Early Detection of Risks Committee is responsible for early detection of risks that may endanger the existence, development and continuity of the company, taking the necessary measures and managing the risk. The Committee is headed by Yılmaz Attila, a non-executive and independent board member, and its members are Cengiz Erol and Yılmaz Gökoğlu, who are non-executive board members.

According to the Corporate Governance Principles, two members of the Audit Committee and the Early Detection of Risk Committee and the head of Corporate Governance Committee should be independent board members. The Manager of the Investor Relations Department was assigned as a member to the Corporate Governance Committee by the Board of Directors. Since there are two independent members on the Company's Board of Directors, the same member serves on more than one committee under the Board of Directors.

Upon assessment held by Company's Board of Directors, it was determined that all committees of the company are created in accordance with the legislation, activities were effectively conducted in line with working principles created before and published in the Company's web site, periodically enough number of meetings was held during the year and as a result of such meetings; the Audit Committee provided efficiency of auditing company's accounting system and financial details and disclosing them to public and submitted their views, suggestions about this matter to board of directors regularly, that Corporate Audit Committee concluded determinations on strengthening the compliance to Corporate Management Principles and submitted to board of directors with their recommendations, that Early Detection of Risk Committee reviewed early warning systems and models for risks and determined risks.

#### **5.4. Risk Management and Internal Control Mechanism**

The Board of Directors essentially supervises risk management and internal control activities through the Early Detection of Risk Committee. In its fulfillment of these functions, the Early Detection of Risk Committee makes use of the findings of the bodies performing certification under the Group Audit and Risk Management Coordinator, independent audit and certified accountancy.

#### **5.5. Strategic Targets of the Company**

The board of directors establishes corporate strategies and targets in line with the company's vision, growth and profitability expectations. The principles that will steer these strategies are determined by the senior management and the extent at which the goals are achieved are assessed in the monthly meetings, along with the activities and past performance.

#### **5.6. Financial Benefits**

The rights provided to the Board Members are decided at the General Assembly meetings and are publicly disclosed through the minutes of the meetings issued. The Remuneration Policy that describes the remuneration system and implementations for the Company's Board Members and executives with administrative responsibility is available on our website. The Company's annual reports do not present the rights provided to senior executives on an individual basis, but state a cumulative amount.

The Company does not lend money, extend credit, or make available loans under the name personal loans via a third party to any of its directors or executives, nor does it provide guarantee in their favor.