

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

1. STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

While conducting commercial activities, our company pays utmost attention to fulfill the laws and regulations of the Capital Market. Under this operation, compliance with corporate governance principles also exists. Statements pertaining to this subject can be found below.

CHAPTER I - SHAREHOLDERS

2. Investor Relations Unit

A unit has been created to operate the relations with shareholders, led by Ms. Ebru Tamer, who is working for the company full time. The unit carries out activities for: tracking regulations and their application, informing shareholders and answering their questions. Unit administrators as of today are:

Unit Administrator: Ebru Tamer

Contact Information: tamere@plastkart.com

Unit Member : Ali Yıldız

Contact Information: yildiza@plastkart.com; pkart@plastkart.com

3. Shareholders' Right to Access Information

In the reporting period, all information requests by shareholders were conducted through the phone or by e-mail and they were mostly about: new projects in the smart cards market and planned investments for the future. All information requests were answered through the phone or e-mail, in line with the regulations. In the reporting period, the number of answers given by e-mails and phone is below 10.

All of the information that the investors are entitled to are announced through the Borsa Istanbul and the company's websites (www.plastkart.com, www.plaskart.com.tr).

There were no demands for a special auditor in 2016.

4. Information on General Meetings of Shareholders

The 2014 Ordinary General Meeting of Shareholders was held on May 21, 2015.

During the General Meeting of Shareholders, shareholders have used their right to ask questions. There were no suggestions for the agenda besides the articles already mentioned. The General Meeting of Shareholders quorum was 67,04%. Participation in the General Meeting of Shareholders was done in line with the articles of incorporation and in a way to yield the highest amount of participation.

5. Voting Rights and Minority Rights

Voting rights at the General Meeting of Shareholders are according to the Articles of Incorporation. Shares given to each name in the General Meeting of Shareholders have 15 votes for each share. There are no companies under the relationship of reciprocal shareholding. Cumulative voting is not practiced. Minority rights are not represented in the administration.

6. Dividend Policy and Timing of Payment

The dividend policy of the Company has been established at the 2006 General Meeting of Shareholders. The distribution of company's profits are conducted in line with: financial capabilities, and the Turkish Commercial Code(TCC) and CMB company profit distribution policy within the appropriate amount of time. There are no concessions in the Articles of corporation regarding the participation in company profits.

7. Transfer of Shares

Obtaining the Board of Management's permission for the transfer of Group (A), (B), and (C) shares assigned to the name in the articles of Corporation. The transfer of shares belonging to holders are subject to the provisions of the Turkish Code of Commerce.

CHAPTER II - PUBLIC DISCLOSURE AND TRANSPARENCY

8. Company Disclosure Policies

Following the suggestions of the CMB, a Information Policy by the General Board Decisions (of 01.05.2009, no.2009/12) was created by the General Board of our Company and make announcements to inform investors on the website's (www.plastkart.com, www.plaskart.com.tr) investor corner.

Relations with Investor about the evaluation of all sorts of subjects for public disclosure and the replies to questions asked by shareholders in accordance with company policy is in the activity.

9. Announcement About Special Situations

All developments that may affect the capital market instruments of our company have been shared with public in line with the regulations and company informing policies and within the appropriate amount of time. There are no enforcements in question about delays in CMB's special case disclosures. The number of special case reports in accordance with CMB regulations in 2016 until the report date are 4. There are no additional descriptions by the CMB or the Borsa Istanbul

10. Company Website and Its Contents

The website below is actively used in accordance with Corporate Governance Principles. A "Corner for Investors" was created in the website and the information listed below are regularly updated and presented to the investors.

www.plastkart.com; www.plastkart.com.tr

- General information and Contact information about the company
- Capital and Shareholding Structure
- Disclosure policies
- Wage policies
- Committees and their duty and working principles
- Prime Contract
- Information About Preferential Shares
- Information About the Administrative Body and Auditors
- Corporate Governance Principles Compliance Report
- Activity Reports
- Financial Tables
- Announcement About Special Situations
- General Meeting of Shareholders's Agenda and Minutes
- Proxy Statement
- Information about Shares
- Published Reports About the Compan

11. Ultimate Controlling Individual Shareholders:

The partnership structure of shareholders owning 5% or more , as follows:

As of 29.04.2016;

	Share Group				TOTAL
	A	B	C	D	
Gemalto N.V.	2.229.500	2.047.500	273.000	10.509.925	15.059.925
Other				7.690.075	7.690.075
					22.750.000

12. Public Disclosure of Insider List

The insider list is prepared and is updated when required, and is stored in the Central Recording System to be presented to authorities when requested.

CHAPTER III - STAKEHOLDERS

13. Informing of Stakeholders

Following the suggestion of the CMB, an Disclosure Policy was created by the resolution no.2009/12 of the Board of Directors on 01.05.2009 and is published on the website (www.plastkart.com, www.plaskart.com.tr)

14. The Participation of Stakeholders in the Administration

With regards to what is being done about the participation of stakeholders in the administration, and whether if a model is created for the participation of stakeholders in the administration: Organizational methods (Governance Meetings) encouraging and enabling participation in the company's administration for all shareholders of the company, and different types of communication channels have been established.

15. Human Resources Policy

Human resources policy of the company has been established and is presented in the enclosure. 154 people work at our company as of 31.03.2016. There were no complaints (by employees) about discrimination.

16. Information About Clients and Suppliers

What is being done to ensure client satisfaction during the marketing of products and services and their sales: A system measuring the satisfaction of customers was developed, and surveys, phone discussions and meetings are held on a periodical basis.

17. Social Responsibility

Information about activities geared towards the environment, the region and the public in general (social projects that are supported/initiated, social projects for people in the region etc):

(If it exists) Lawsuits brought against the company for damaging the environment and their results: N/A

Whether or not if there is an environmental impact evaluation report for company's activities: in result of the application made to the Ministry of Environment about Environmental Impact Assessment Report, our Company received the "EIA Report Not Required" Certificate.

No donation has been made in 2016

CHAPTER IV - BOARD OF DIRECTORS

18. Structure and Formation of the Board of Directors and Independent Board Members

In line with the Company's Prime Contract, 3 members out of the 7 are Group A, 1 Group B and 1 is chosen amongst the candidates suggested by Group C shareholders (All of A,B,C Group shares belong to Gemalto N.V.) and the 2 left are chosen amongst independent candidates. The structure is as follows:

As of 31.03.2016;

Name Last Name	Title	Executive Power
Philippe Yves CAMBRIEL	Chairman of the Board	None
Jean-Marc Antoine BERGMANN	Vice Chairman of the Board	None
Emmanuel Jean-Jose UNGURAN	Board Member	None
Elsa Angleraud ep. LARTISIEN	Board Member	None
Jean-Paul Georges Henri TERNISIEN	Board Member	None
Deniz ÖZKUL	Independent Board Member	None
Emre ALKIN	Independent Board Member	None

19. Qualifications of Board Members

All board members are well suited for the qualifications listed in the Corporate Governance Principles determined by the CMB. Furthermore, independent board members carry the independent member qualifications listed in the "Official Statement on the Determination and Application of Corporate Governance Principles" Series IV No.56 and No. 57.

20. The Mission, Vision and Strategic Goals of the Company

The Company's mission, vision and process based strategic goals are determined. From these, mission, vision and ethical values are announced to the public through the company website (Can be found in the enclosure). All strategic plans are created by the senior management of the company and is evaluated at the periodical (biannually and annually) Meetings about Revision of The Administration. Changes are shared with the Executive Board members and receive their approval. However, these changes are not saved under the Executive Board meeting minutes due to their confidentiality levels.

21. Risk Management and Internal Control Mechanism

Within the body of the Company, an Early Risk Determination Committee has been established in accordance with the Official Statement on the Determination of Corporate Administrative Principles of Capital Markets" on 04.06.2012 and resolution no. 16

22. The Authorities and Responsibilities of the Executive Board Members and Administrators

The authorities and responsibilities of the executive board members and administrators are not openly expressed in the prime contract.

23. Activity Bases of the Executive Board

Duty term for board members is three years. Board Members whose election periods have ended can be re-elected in three years the most. The Executive Board meets at times required by company activities. Executive board meetings are held at company headquarters in principle but can also be done in the method of shuffling under TTK provisions. Until the end of Q1 2016, a total of 6 Executive Board resolutions were made. A secretariat does not exist for the informing and providing communications for the Executive Board, and these are under the responsibility of the general director.

24. Performing Transactions With the Company and the Prohibition of Competition

Transaction and competition prohibitions are imposed on the company's board members for the current term.

25. The Number, Structure and Independency of Committees Established at the Executive Board

The following have been established under the scope of the company: under the Official Statement on Independent Auditing Standards of Capital Market Board and Official Statement on the Identification and Application of Corporate and Administrative Principles, and with the Executive Board Resolution no.15 of 22.06.2007, Committee Responsible for Auditing (DK) and by Resolution no. 16 of 30.05.2012 Corporate Administration Committee (KYK), by resolution no. 16 of 04.06.2012, Early Determination of Risk Committee (RESK) were established. Again under provisions of the same official statement, the Executive Board saw that it was not necessary to establish a Nomination Committee (AGK) and a Price Committee (ÜK) and ruled that the duties of these committees, along with the Determination of Risk Committee should all be fulfilled by the Corporate Administration Committee (KYK). The committee members are listed below and their duties and working hours are presented in the enclosure. Our Company's full time employee Ebru Tamer, has been appointed to Corporate Governance Committee with January 29,2015 dated 01, Board Decision

Deniz Özkul Independent Board Member-Audit Committee President

Emre Alkin Independent Board Member -Audit Committee Member Corporate Governance Committee President

Philippe Yves Cambriel Chariman- Corporate Governance Committee Member

Jean-Marc Antoine BERGMANN Vice Chairman- Corporate Governance Committee Member

Jean-Paul Georges Henrl TERNISIEN Board Member- Corporate Governance Committee Member

Ebru Tamer Corporate Governance Committee Member

26. Ethical Rules

Ethical rules are formed by the Executive Board for the company and its workers and is presented in the enclosure.

27. Fiscal Rights Provided to the Executive Board, All Types of Rights, Benefits and Payments Given to the Executive Board Members

Independent executive board members receive a monthly salary of 4.800 TL, other members are not given any rights or benefits. Total benefits to managerial stuff in 2016 is 677.254 TL

The Company: whether it lends money to the executive board members or administrators or not, whether it allows them to use credit or not, whether it extends the date of debts and credits due or not, whether it improves their conditions or not, whether it allows them to use credit by third parties or giving bail-like assurances or not, and if any or any two of these subjects are in question, there is no conflict of interest as a result of this.

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT ENCLOSURES:

- Compony's Mission and Vision
- Company's Ethical Values
- Company's Human Resources Policies
- Company's Wage Policies
- Company's Disclosure Policies
- Company Committees, Their Duties and working Principles

MISSION

Our Company, having been founded to produce smart cards and market smart card related components in Turkey, has determined as its mission, due to the requirements of the business, the configuration of technical systems, the application of the latest technological innovations about the industry to the market, the development of the market, the accumulation of in-house expertise and knowledge to remove dependency on external sources.

VISION

Our company will always provide customer-oriented products and services by building reliable and strong business partnerships, investing so as to provide the staff with the expertise which is a requirement of the business; will continuously improve on current business models and aim to be the market leader in every aspect of Turkish smart card market. Maximum satisfaction of investors in the company, customers, staff and the society we are living in will be the focus point.

ETHICAL AND PROFESSIONAL PRINCIPLES

PLASTKART WILL BE THE MODEL COMPANY IN ITS INDUSTRY:

A COMPANY THAT ACTS IN LINE WITH LAWS, STANDARDS AND CUSTOMER EXPECTATIONS;

- There can be no operation in conflict with Turkish Republic's laws and regulations in any way whatsoever in the sectors we serve. Our priority ranking is laws, standards and customer expectations and company policies and targets.

A COMPANY WHOSE STAFF ARE MODEL INDIVIDUALS AND WHICH EMPHASIZES TRAINING OF ITS STAFF;

- The main criterion for selection of staff is reliability.
- Company staff should be encouraged to be business-oriented, consistent, participatory and attentive to detail in their work.
- The whole staff should not forget that in in-house meetings, in correspondence with third parties as well as in his/her life outside the company, he/she is representing the Company. Plastkart staff is a model, reliable, consistent individual in line with social customs and rules.

A COMPANY WHICH IS CUSTOMER-FOCUSED;

- Our aim is to expand smart card applications in our sector through joint work with our customers and business partners.
- The minimum acceptable level in a product or service being presented to a customer is the quality standards that have been determined worldwide. Our ultimate quality target is to fully meet customer expectations provided that this minimum level is achieved.
- Under conditions of competition, policies in conflict with business ethics can not be adopted against our competitors.

A COMPANY WHICH IS SENSITIVE TOWARDS SOCIETY;

- We must aim to help our society as much as we can, to create the highest level of employment opportunity possible, to support education and to avoid creating wastes harmful to the society. At every milestone of success passed, the opportunities that the society has afforded us can not be ignored.

A COMPANY WHICH ALWAYS DEFENDS THE RIGHTS OF ITS STAKEHOLDERS;

- The main target is the Company and the return to the stakeholders. Departmental and individual interests follow Company interests.
- In-house success is a value of the Company. They can not be taken out of the Company in an unlawful and unjust way.
- The furniture and hardware of the Company should be used correctly, efficiently and appropriately. Staff should be motivated for maximum savings. Wastefulness should be prevented.

Human Resources Policy

Scope: Defines the basis on which Human Resources activities are carried out. This is definitive for all Company staff including the management. The Company's Human Resources Policy has been set up by shareholders, the Company management representing the staff and a group of other employees, and through expansion participation of the whole workforce has been ensured. It can be revised at any time by the participation of the above mentioned members when there is a need.

1. In all human resources processes, laws and regulations of Turkish Republic, corporate culture, values and security requirements are applied in a descending order of importance.
2. The biggest value of the company is for the whole staff to attain the highest level of experience in their respective field responsibility to succeed in the technology sector we are in. This will bring the company significant saving by decreasing dependence on external resources and cost.
3. It is a requirement that most suitable candidates to be selected for various positions in the company and that the "reliability" criterion to be observed first of all in employment.
4. For the purpose of employment, priority should be given to those candidates living in the local area as much as possible.
5. "Company Staff Handbook", internally developed and continuously improved, should be obtained, read and comprehended by all new staff. This handbook should be designed to reflect all basic company principles, company's ethical values, internal code of conduct.
6. Whole staff should display maximum care about customer data and product, company fixed assets and furniture.
7. Work place conditions must be in line with human health requirements. Raw materials, place and the machinery can not be allowed to constitute any threat to work health and safety. Human safety has priority.
8. The whole staff should keep in mind the fact that they are representing the company as well in their communication and appearance out of the company. It is crucial for the company image that the whole staff be model individuals in the social life.
9. Respective department executives are entrusted with the task of improving the careers of their staff. The executives formulate periodical training plans and upon the approval of the General Manager, implement them. Staff should be encouraged to participate in personnel development (like speaking a foreign language or having computer skills). It is the responsibility of the department executive to know every employee's personal attributes and skills and to inform the Human Resources process director when required.
10. Rotation should be applied in the company allowing staff to assume duties within the company at different positions and responsibilities.
11. Staff Perception Measurements, formulated in liaison with staff representatives, should be carried out at least twice a year and results should be assessed in Management Review Meetings and Meetings of the Board of Directors.
12. Most extensive participation in decision making mechanisms should be ensured. Participation in improvement and development work as they apply to the company should be encouraged.
13. Team work should always be encouraged and an outlook to the effect that the primarily important object is the company's success should be instilled.
14. Company executives should take pains to provide opportunities under the most favourable conditions in our region and to develop systems which would motivate the staff to stay with the company for a long time.
15. Expansion of information within the company and participation in activities should be encouraged, a sense of value should be nurtured in staff and plans that will help them feel owning the company should be set up. Meetings and interviews that increase staff participation should be configured.
16. At all times, the financial measures necessary to provide the staff with the material value that they have earned (salary, bonus and overtime pay) on time should be adopted under the responsibility of the General Manager.
17. In line with the "Performance Management System", developed internally and continuously improved, staff performance should be evaluated at least once a year between staff and department executives. With this aim in mind, staff should be given their written and clear targets at the beginning of each period and evaluation should be done face to face and in writing. There must be agreement on the outcome of the evaluation. Performance evaluations must be fair and transparent.
18. Activities should be planned within the framework of available conditions with respect to social benefits (outside of salary) and these should be implemented on approval of the Board of Directors.
19. Sensitivity to society and participation in activities beneficial to society (like associations and organizations) should be encouraged.
20. The whole staff should be encouraged to participate in social and cultural activities that will benefit their personal development.

PLASTIKKART AKILLI KART İLETİŞİM SİSTEMLERİ SAN. VE TİC. A.Ş.
REMUNERATION POLICY OF BOARD MEMBERS AND EXECUTIVES

The Remuneration Principles of Board members and Executives has been approved by the Board of Directors.

I. PURPOSE

The purpose of the Remuneration Principles of Board Members and Executives described hereunder is to ensure that the implementations related to the remuneration will be planned, executed and governed in compliance with the legislations as well as the Company's scope of operations and structure, its long-term targets and strategies, ethical values and internal balances.

II. EXECUTION

Remuneration Principles of Board Members and Executives are submitted for the information of the shareholders in the annual ordinary general Meeting of Shareholders. In addition, the principles are made accessible in the Investor Relations section of the Company's website. It is taken into account to maintain the remuneration of the independent board members at a level to sustain their independence, in accordance with the Communiqué of Circular:IV, No.56 of the Capital Markets Board of Turkey concerning the Determination and Implementation of the Corporate Governance Principles.

III. AUTHORIZED COMMITTEE, SCOPE and COMPENSATION

Principles for remuneration apply to the board members and executives. Corporate Governance Committee submits a proposal to the Board of Directors with respect to the remuneration of board members and executives by taking into consideration the current financial position as well as the long-term targets of the Company. Committee acts under their own authorization and responsibilities and makes recommendations to the Board of Directors; however, the Board of Directors is entitled to take the final decision. The Board of Directors submits a proposal to the approval of General Meeting of Shareholders with respect to the amount compensation of board members, considering the recommendation of the Corporate Governance Committee

The payments made to the Company's executives comprise of monthly fees. The amount of payments is determined by considering the position and scope of duties, qualifications, level of experience, performance and the financial conditions of the Company.

It is to be noted that the Remuneration Principles as well as the compensation practices within this scope do not consist of any incentive systems that may harm the interests of the shareholders, employees and customers. The payments are revised by reviewing once a year.

IV. ENFORCEMENT

The Remuneration Principles of Board Members and Executives shall enter into force with the Board of Directors' Decision No. 16 of June 04, 2012. The changes to these shall be subject to the decision of the Board of Directors.

PLASTIKKART AKILLI KART İLETİŞİM SİSTEMLERİ SAN. VE TİC. A.Ş.
DISCLOSURE POLICIES

Scope and Purpose

Plastikkart Akıllı Kart İletişim Sistemleri San. Ve Tic. A.Ş.'s informing policies have been established by the Executive Board on the basis of CMB Corporate Governance Principles in line with Capital Market regulations.

The purpose of PlastikKart Akıllı Kart İletişim Sistemleri San. Ve Tic. A.Ş.'s informing policies besides the ones shaped and determined by the regulations is to share secure information about the financial and legal situation of the company on time, thoroughly, comprehensively, analysably, with a low cost and in an easily accessible manner with share and benefit holders.

Authorisation and Responsibility

Our partnership's public disclosure policy has been prepared and approved by the Executive Board. Our partnership's distribution of authority with regards to public disclosure policies is expressed in the signature circular and responsibility belongs to the Executive Board.

Duration, Methods and Tools in Public Disclosure

- General information about the company; special conditions explanations at the onset of its creation; periodic financial table and footnotes; independent auditing reports, activity and corporate administration principles report, declarations and other such reports are done through the Public Disclosure Platform (KAP) and the İMKB,
- Registration statement and circulars within the legal term, along with general Meeting of Shareholders calls, changes in the prime contract etc are done through the TTSG and other daily newspapers,
- Through Statements and announcements published through written and visual media when necessary,
- Through Statements and announcements published through data distribution institutions when necessary,
- Through Informative meetings done on a face-to-face basis or through the phone with participants of the Capital Market,
- Through the corporate website that is updated on a regular basis,
- Through phone, telefax, GSM technologies, internet technologies and other such communications methods.

PLASTIKKART AKILLI KART İLETİŞİM SİS. SAN VE TİC. A.Ş. DUTIES AND WORKING PRINCIPLES OF CORPORATE GOVERNANCE COMMITTEE

I. PURPOSE

The purpose of this document is to specify the duties and working principles of the Corporate Governance Committee (Committee), established by PlastikKart Akıllı Kart İletişim Sistemleri San. Ve Tic. A.Ş.'s (Company) Board of Directors. In conformity with the Capital Markets legislations, Committee is established to provide support and assistance to and to make suggestions to the board of directors to monitor the Company's compliance with corporate governance principles, to work for improvements in this regard, to nominate the board members, to determine the Company's approach, principles and applications with regards to the remuneration of board members and executives, assessment of their performance and career planning, as well as to supervise the investor relations activities.

II. BASIS

This document has been prepared pursuant to the regulations, provisions and principles involved in the Capital Markets Legislation as well as the Corporate Governance Principles of the Capital Markets Board. The Corporate governance Committee has been established in our Company in conformity with the Resolution No. 15 of May 30, 2012 adopted by our Board of Directors, in compliance with Communiqué of the Capital Markets Board concerning the Determination and Implementation of Corporate Governance Principles.

III. AUTHORITY AND SCOPE

Committee is established and authorized by the Board of Directors and operates as subordinate to the Board of Directors. Committee is authorized to invite experts and the Company executives to their meetings in order to obtain information as well as to receive legal and professional consultancy in case of necessity. The fees for the consultancy services required by the Committee shall be met by the Company.

Committee acts under its authority and responsibility and provides recommendations for the Board of Directors; however, final decision liability is held by the Board of Directors.

IV. ORGANIZATION

Committee consists of at least two members elected among the Company's board members. Committee Chairman is elected among the Independent Board Members. The condition with respect to independent board members shall not be applied until the amendments of articles of association in order to comply with Corporate Governance Principles and the election of independent board members are fulfilled.

If the Committee consists of two members, both of these members are elected among the non-executive Board Members. If the Committee has more than two members, then the majority of its members are elected among the non-executive Board Members. The Chief Executive Officer of the Company does not hold a position in the Committee. All kinds of resources and support necessary for the Committee to fulfill its duties will be provided by the Board of Directors of the Company. Committee may invite and ask executives' opinions, when deemed necessary.

Corporate Governance Committee is designated for a period of 1 year by the Board of Directors. Committee is re-designated every year at the first Board of Directors meeting to be held following the ordinary general Meeting of Shareholders. The Committee members, whose term has expired, can be re-elected.

The Corporate Governance Committee meetings are held at least 3 times a year. If necessary, Committee will gather at the headquarters of the Company upon invited by the Committee Chairman through the Secretary of the Board of Directors. The meeting and decision quorums are the majority of the members. In case the Committee has two members, attendance and affirmative votes of both members are required to take a decision. The decisions taken during the meetings are recorded in a written hard copy by the secretary of the Board of Directors and the signed copies are archived. The Committee submits reports on its works, which includes information and meeting resolutions, to the Board of Directors.

V. DUTIES AND RESPONSIBILITIES

Corporate Governance Committee also fulfills the duties of the Nominating Committee and Remuneration Committee in accordance with Communiqué of the Capital Markets Board concerning the Determination and Implementation of Corporate Governance Principles. In compliance with this principle, the duties and responsibilities of the committees are set forth below.

Corporate Governance Committee

(i) To ensure that the Corporate Governance Principles are adopted within the Company, to determine whether the corporate governance principles are applied and if not, to determine the conflicts of interest arising from not completely complying with these principles and to provide recommendations to the board of directors to improve the applications.

(ii) To provide all kinds of support and assistance to board of directors in drafting the Corporate Governance Principles Compliance Report.

(iii) To monitor the compliance with the internal regulations which are preventing the conflicts of interest that may arise among the board members, executives, and other employees and abuse of the confidential business information.

(iv) To make assessments and suggestions with regards to the structure and working principles of the committees.

(v) To keep up with the developments and trends in corporate governance and to study the applicability of these within the Company.

(vi) To make suggestions for the term of office of the Board members and the Committees and the periodic rotations.

(vii) To supervise the activities of the Shareholders' Relations unit.

(viii) To fulfill other duties given/to be given to the Committee by Capital Markets Board regulations and Turkish Commercial Code.

Nominating Committee

(i) To carry out works for establishing a transparent system with regard to determination, assessment and training of the nominees suitable for board of directors and for determining policies and strategies in this respect.

(ii) To make suggestions to the board of directors regarding the candidates to Board membership.

(iii) To make suggestions to the board of directors regarding the appointment of board members for the vacant memberships,

(iv) To receive a written declaration from the independent board members when he/she is nominated as a nominee, stating that he/she is independent within the framework of the Capital Markets Board's Corporate Governance principles

(v) To assess whether the nomination for independent board membership fulfills the independence criteria, to prepare a report on this issue and to submit to the board of directors approval.

(vi) In order to make a reliable assessment, to require any kind information and documents and to require an interview with candidates if necessary.

(vii) To keep a personal file covering information and documents based on a review of a candidate for each candidate.

(viii) To arrange orientation and training programs for the members, and determine policies and strategies in this regard.

(ix) To provide suggestions related to the structure and efficiency of the Board of Directors.

(x) To determine and monitor the Company's approach, principles and applications on Board Members' and executives' performance assessment and career planning by setting their annual targets once in a year.

(xi) To fulfill other duties given/to be given to the Committee by Capital Markets Board regulations and Turkish Commercial Code.

Remuneration Committee

(i) To make suggestions concerning the remuneration principles of the Board Members executives by taking into account the long-term targets of the Company.

(ii) To determine the criteria that may be utilized for remuneration in connection with the performance of the Company and the member.

(iii) To submit their suggestions for the remuneration of the Board Members and executives, by considering the level of meeting the criteria.

(iv) To fulfill other duties given/to be given to the Committee by Capital Markets Board regulations and Turkish Commercial Code.

V. ENFORCEMENT

The duties and operating principles of the Corporate Governance Committee shall enter into force with the Board of Directors' Resolution No.16 of June 04, 2012. The changes to these shall be subject to the decision of the Board of Directors.

PLASTIKKART AKILLI KART İLETİŞİM SİSTEMLERİ SAN VE TİC. A.Ş. DUTIES AND WORKING PRINCIPLES OF THE EARLY DETECTION OF RISK COMMITTEE

I. PURPOSE

The purpose of this document is to specify the duties and working principles of the Early Detection of Risk (Committee), established by Plastikkart Akıllı Kart İletişim Sistemleri San. Ve Tic. A.Ş.'s (Company) Board of Directors.

II. BASIS

This document has been prepared pursuant to the regulations, provisions and principles involved in Turkish Commercial Code numbered 6102, the Capital Markets Legislation as well as the Corporate Governance Principles of the Capital Markets Board.

The Early Detection of Risk Committee has been established in our Company in conformity with the Resolution No. 16 of June 04, 2012 adopted by our Board of Directors, in compliance with Communiqué of the Capital Markets Board concerning the Determination and Implementation of Corporate Governance Principles.

III. AUTHORITY AND SCOPE

Committee is established and authorized by the Board of Directors and operates as subordinate to the Board of Directors. Committee is authorized to invite experts and the Company executives to their meetings in order to obtain information as well as to receive legal and professional consultancy in case of necessity. The fees for the consultancy services required by the Committee shall be met by the Company.

Committee acts under its authority and responsibility and provides recommendations for the Board of Directors; however, final decision liability is held by the Board of Directors.

III. ORGANIZATION

Committee consists of at least two members elected among the Company's board members. Committee Chairman is elected among the non-executive Independent Board Members.

The Committeemembers are preferably elected among the non-executive Board Members. The Chief Executive

Officer of the Company does not hold a position in the Committee. All kinds of resources and support necessary for the Committee to fulfill its duties will be provided by the Board of Directors of the Company. Committee may invite and ask executives' opinions, when deemed necessary.

Early Detection of Risk Committee is designated for a period of 1 year by the Board of Directors. Committee is re-designated every year at the first Board of Directors meeting to be held following the ordinary general Meeting of Shareholders. The Committee members, whose term has expired, can be re-elected.

The Early Detection of Risk Committee meetings are held at least 3 times a year. If necessary, Committee will gather at the headquarters of the Company upon invited

by the Committee Chairman through the Secretary of the Board of Directors. The meeting and decision quorums are the majority of the members. In case the Committee has two members, attendance and affirmative votes of both members are required to take a decision. The decisions taken during the meetings are recorded in a written hard copy by the secretary of the Board of Directors and the signed copies are archived. The Committee submits reports on its works, which includes information and meeting resolutions, to the Board of Directors.

IV. DUTIES AND RESPONSIBILITIES

(i) To receive opinions of the management and the related parties about the plans to identify the fields that can lead to management risks and weaknesses and to eliminate the deficiencies.

(ii) To conduct studies for the purpose of early detection of the risk that may endanger the presence, development and sustainability of the Company, application of the necessary measures related to the identified risks and risk management.

(iii) To submit a report to the board of directors and the auditor in every two months, containing the outcome of its studies, information on dangers faced by the Company and suggestions on the solutions thereof.

(iv) To review the risk management system at least once a year.

(v) To examine material complaints reaching the Company concerning the management; to ensure their satisfactory settlement, and also to secure the transmittal of such notifications regarding employees to the Board of Directors, in full discretion and under principles of confidentiality.

(vi) To fulfill other duties given/to be given to the Committee by Capital Markets Board regulations and Turkish Commercial Code.

V. ENFORCEMENT

The duties and operating principles of the Early Detection of Risk Committee shall enter into force with the Board of Directors' Resolution No.16 of June 04, 2012. The changes to these shall be subject to the decision of the Board of Directors.

PLASTİKKART AKILLI KART İLETİŞİM SİSTEMLERİ SAN. VE TİC. A.Ş. DUTIES AND WORKING PRINCIPLES OF THE AUDIT COMMITTEE

I. PURPOSE

The purpose of this document is to specify the duties and working principles of the Audit Committee (Committee), established by PlastikKart Akıllı Kart İletişim Sis. San. Ve Tic. A.Ş.'s (Company) Board of directors. In conformity with the Capital Markets legislations, Committee shall provide assistance for the Board

of Directors in the fields of accounting system, operational and business risks, publicly disclosure of financial statements, supervision of functioning and efficiency in independent auditing and internal control, and shall assess the issues identified by the Committee within the cope of their assessments and report these to the Board of Directors by offering suggestions.

II. BASIS

This document has been prepared pursuant to the provisions of the Communiqué Regarding Independent Audit Standards in Capital Markets (Series: X, No: 22) and Communiqué on Determination and Implementation of Corporate Governance Principles (Series: IV, No: 56) as well as other regulations, provisions and principles involved in the Capital Markets Legislation.

The Audit Committee was established in our Company in conformity with the Resolution No. 15 of June 22, 2007 adopted by our Board of Directors, in compliance with Communiqué of the Capital Markets Board Regarding Independent Audit Standards in Capital Markets and Communiqué concerning the Determination and Implementation of Corporate Governance Principles.

III. AUTHORITY AND SCOPE

Committee is established and authorized by the Board of Directors and operates as subordinate to the Board of Directors. Committee is authorized to invite the Company employees or related party representatives of the Company or its partners, internal and external auditors (Auditors) and specialists to their meetings in order to obtain information and to receive legal and Professional consultancy in case of necessity. The fees for the consultancy services required by the Committee shall be met by the Company.

Committee acts under its authority and responsibility and provides recommendations for the Board of Directors; however, final decision liability is held by the Board of Directors.

III. ORGANIZATION

Committee consists of at least two members elected among the Company's board members. Committee Chairman and all of the members are elected among the non-executive Independent Board Members.

The Committee is comprised of competent members who have adequate experience in the fields of accounting, finance, audit, law, etc. and able to analyze the financial statements and reports. Those who directly assume the executive functions such as; Chief Executive Officer and Chief Financial Officer do not hold a position in the Committee. All kinds of resources and support necessary for the Committee to fulfill its duties will be provided by the Board of Directors of the Company. Committee may invite and ask executives' opinions, when deemed necessary.

Audit Committee is designated for a period of 1 year by the Board of Directors.

Committee is re-designated every year at the first Board of Directors meeting to be held following the ordinary general Meeting of Shareholders. The Committee members, whose term has expired, can be re-elected.

The Audit Committee meetings are held at least 4 times a year. The meeting periods of the Committee are scheduled in parallel with the board of directors meeting. The independent auditing firm can participate in the meetings organized by the Committee for assessment of the financial statements and inform about their studies. The meeting and decision quorums are the majority of the members. In case the Committee has two members, attendance and affirmative votes of both members are required to take a decision. The decisions taken during the meetings are recorded in a written hard copy by the secretary of the Board of Directors and the signed copies are archived. The Committee submits reports on its works, which includes information and meeting resolutions, to the Board of Directors.

IV. DUTIES AND RESPONSIBILITIES

Independent External Audit

(i) To determine the independent auditing bodies where auditing services will be received as well as the scope of the services to be provided by these bodies and to submit those to the approval of the board.

(ii) To review the independent auditing contracts and to ensure that the independent auditing process is started.

(iii) To ensure that the independent auditing firm works efficiently and to monitor their works at all stages.

(iv) To ensure that the significant problems detected during the auditing and/or post-auditing periods as a result of regular independent audits, along with proposed solutions for such problems, are promptly transmitted to the Board of Directors for due action and also to facilitate deliberations thereon.

(v) To fulfill other duties given/to be given to the Committee by Capital Markets Board regulations and Turkish Commercial Code.

Internal Audit

(i) To review the accounting system of the Company, public disclosure of financial data, independent audit and performance, effectiveness and organizational structure of the internal controlling system of the Company.

(ii) To provide suggestions to the Board of Directors with respect to the actions to be taken to establish an efficient infrastructure for internal audit, to identify the authorizations and responsibilities of the internal audit unit, to create a written process for internal auditing and to make the established structure to function and to monitor.

(iii) To review and evaluate the internal audit report prepared by the internal audit unit and to present opinions to the board of directors.

(iv) To review the accountability of the management with regards to the security and operation of the Company's computer system as well as the crisis plans for recording and protection of the transactions, in case of a system crash.

(v) To follow up whether the cautions and suggestions provided by the auditors regarding the internal audit are put into practice, or not.

(vi) To determine methods and criteria to be applied in reviewing and concluding the complaints received by the Company on the accounting, internal control system and independent audit of the Company; handling the notifications of the Company employees on the Company's accounting and independent audit issues based on confidentiality principle.

Accounting system and Financial Reporting

(i) To verify and ascertain that the periodic financial statements and accompanying footnotes, scheduled for public disclosure, are prepared in conformity with the prevalent regulatory and legal framework, and also in accordance with the international accounting standards ("IAS"), and eventually to submit the same to the Board of Directors, in written, subsequent to the solicitation of opinions from the concerned executives of the Company and the independent auditors.

(ii) To review the annual reports to be publicly disclosed and to check whether the information contained therein are accurate and consistent.

(iii) To study the impact of the changes to the accounting policies, control system and legislation, which will considerably affect the preparations of Company's financial statements and to report these to the Board of Directors.

Other Responsibilities

(i) To review the transactions which are under the initiative of Company management in accounting wise; such as appraisal of assets and liabilities, guarantees, fulfilling the social responsibilities, legal reserves, other liabilities and contingent events.

(ii) To review the results of the audits and investigations performed by the regulatory authorities and to report to the Board of Directors the suggestions regarding the revisions which are deemed necessary.

(iii) To ensure the compliance to the both legal legislations and internal regulations in the Company and to secure that the changes to the legal regulations concerning the operations of the Company are adapted to the Company structure.

(iv) To initiate specific audits, when deemed necessary, and to report its results to the Board of Directors. For such audits, Committee can apply for experts' consultancy.

(v) To perform the other supervision and monitoring operations as required by the Board of Directors.

V. ENFORCEMENT

The duties and operating principles of the Audit Committee shall enter into force with the Board of Directors' Resolution No.16 of June 04, 2012. The changes to these shall be subject to the decision of the Board of Directors.

ANNOUNCEMENTS OF YEAR 2016

**Philippe Yves
CAMBRIEL**

**Elsa Angleraud ep
LARTISIEN**

**Emmanuel Jean-Jose
UNGURAN**

**Jean-Marc Antoine
BERGMANN**

**Jean-Paul Georges
Henri TERNISIEN**

Deniz ÖZKUL

Emre ALKIN

PLASTİKKART AKILLI KART İLETİŞİM SİSTEMLERİ SANAYİ VE TİCARET A.Ş. / PKART,
2015 29.02.2016 17:40:19

Material Disclosure (General)

Address	Alipaşa Mahallesi Trablusgarp Bulvarı No: 5 Silivri, İstanbul
Phone	212 - 7361200
Fax	212 - 7361575
Phone Number of the Investors /Shareholders Relations Department	212 - 7361200
Fax Number of the Investors /Shareholders Relations Department	212 - 7361575
Is this an Update Disclosure?	Yes
Is This a Postponed Disclosure?	No
Brief Information	Entering into a contract with Ziraat Bankası A.Ş.

ADDITIONAL DISCLOSURE:

A card sales contract with a total value of 3.089.000 Euros has been made by and between our Company and Ziraat Bankası A.Ş. of the Republic of Turkey on 29 February 2016.
Respectfully submitted for the information of our shareholders and the public.
Yours faithfully,

PLASTİKKART AKILLI KART İLETİŞİM SİSTEMLERİ SANAYİ VE TİCARET A.Ş. / PKART,
2015 18.03.2016 14:51:39

Material Disclosure (General)

Address	: Alipaşa Mahallesi Trablusgarp Bulvarı No:5 34570 Silivri, İstanbul
Phone and Fax numbers	: Tel: 0212 736 1200 Fax : 0 212 736 15 75
E-mail	: yildiza@plastkart.com
Phone and Fax Numbers of the Investors /Shareholders Relations Department	: Tel : 0216 636 20 68 Fax : 0 212 736 15 75
Is this an Update Disclosure?	: No
Is this a Corrected Disclosure?	: No
Is This a Postponed Disclosure?	: No
Date of the material disclosure made previously in the same subject	: None
Brief Information	: The part "Conclusion" of the Report issued by the Board of Directors for Prevalent and Continuous Transactions.

DISCLOSURE:

The Article 10 - "Prevalent and Continuous Transactions" of the "General Communique on Corporate Governance" with no. II-17.1" issued by the Capital Market Board and entered into effect after being published on the Official Journal with no. 28871 of 3 January 2014 requires the Board of Company to issue a report on the terms and conditions of these transactions as compared to the market conditions and to disclose such report in the Public Disclosure Platform if the ratio of the sum of the transactions, in common and continued nature, between a public company and related parties in one financial year to the cost of sales, in case of purchases, and to the revenues earned in case of sales, in both cases as disclosed in the last financial statements, is anticipated to be equal to or more than 10%. Please find below the conclusion of the report issued by our Company.

"At the meeting of the Board of Directors of our Company held on 18 March 2016, it was anticipated that the ratio of the purchases of our Company from Gemalto S.A., a related party, to the cost of sales will exceed 10% in 2016. Nevertheless, our Board discussed and agreed that such purchases would be made at market prices like in 2015."

PLASTİKKART AKILLI KART İLETİŞİM SİSTEMLERİ SANAYİ VE TİCARET A.Ş. / PKART, 2016
28.03.2016 16:14:40

Call for a General Meeting of Shareholders

Address	Alipaşa Mahallesi Trablusgarp Bulvarı No: 5 Silivri, İstanbul
Phone	212 - 7361200
Fax	212 - 7361575
Phone Number of the Investors /Shareholders Relations Department	212 - 7361200
Fax Number of the Investors /Shareholders Relations Department	212 - 7361575
Is this an Update Disclosure?	No
Is This a Postponed Disclosure?	No
Brief Information	Call for the 2015 Ordinary General Meeting of Shareholders

Date of Resolution	28.03.2016
Type of General Meeting of Shareholders	Ordinary
Starting Date of the Fiscal Year	01.01.2015
Ending Date of the Fiscal Year	31.12.2015
Date and Time	28.04.2016 11:00
Address	Alipaşa Mahallesi Trablusgarp Bulvarı No:5 34570 Silivri, İstanbul
Agenda	<p>AGENDA OF THE 2015 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF PLASTİKKART AKILLI KART İLETİŞİM SİSTEMLERİ SANAYİ VE TİCARET ANONİM ŞİRKETİ</p> <ol style="list-style-type: none"> 1) Opening and the election of the Presiding Council of Meeting. 2) Authorising the Presiding Council to sign the General Meeting's Minutes and Presence List. 3) Reading out, negotiation and approval of the 2015 Annual Report of the Board of Directors. 4) Reading out, negotiation and approval of the 2015 Independent Auditor's Summarised Report. 5) Reading out, negotiation and approval of the 2015 Balance Sheet and Income Statement. 6) Approval of the discharge of the Chairman and members of the Board of Directors for their operations and accounts in the fiscal year 2015. 7) Negotiation and resolving about the proposal of the Board of Directors with no. 2016/15 of 28/03/2016 for the net distributable profit of 2015. 8) Approval of the selection of the Independent Audit Firm which will provide the independent audit service according to the Capital Market Law and Turkish Commercial Code, 9) Authorising the Board of Directors to perform the procedures referred to in the Articles 395 and 396 of the Turkish Commercial Code and the Article 1.3.6 of the Corporate Governance Communiqué (II-17.1) of the Capital Market Board. 10) Negotiation and resolving about the attendance fee and remunerations to be paid to the directors. 11) Providing the Shareholders with information on the aids and donations made by our Company in 2015. 12) Determining an upper limit for the aids and donations to be made by our Company in 2016, 13) Providing the Shareholders with information on the transactions with "Related Parties" as defined in the Article 10 of the Corporate Governance Communiqué (II-17.1) of the Capital Market Board. 14) Providing the Shareholders with information on any pledge, guarantee or mortgage provided by the Company in favour of third parties or any income or interest therefrom according to the resolution no. 28/780 of 09.09.2009 of the Capital Market Board. 15) Reading out and negotiation of the annual report of the subsidiary prepared by the Board of Directors, 16) Presenting wishes and hopes, and then closure of the meeting.
Do the Agenda Include any Amendment to the Company Name?	No

Do the Agenda Include any Amendment to the Subject Matter and Objectives of the Company?	No
Do the Agenda Include any Amendment to the Registered Office of the Company?	No

ADDITIONAL DISCLOSURE:

It has been resolved to hold the 2015 Ordinary General Meeting of Shareholders in Alipaşa Mahallesi Trablusgarp Bulvarı No:5 34570 Silivri, Istanbul on 28 April 2016 at 11.00 a.m.

Respectfully submitted for the information of our shareholders and the public.

Yours faithfully,

PLASTİKKART AKILLI KART İLETİŞİM SİSTEMLERİ SANAYİ VE TİCARET A.Ş. / PKART, 2016
28.03.2016 16:58:16

Resolution of the Board of Directors for Dividend Payment

Address	Alipaşa Mahallesi Trablusgarp Bulvarı No: 5 Silivri, Istanbul
Phone	212 - 7361200
Fax	212 - 7361575
Phone Number of the Investors /Shareholders Relations Department	212 - 7361200
Fax Number of the Investors /Shareholders Relations Department	212 - 7361575
Is this an Update Disclosure?	No
Is This a Postponed Disclosure?	No
Brief Information	Resolution of the Board of Directors for the Payment of the Profit of 2015

Date of the Resolution of the Board of Directors	28.03.2016
Date of the General Meeting at which the Subject shall be discussed	28.04.2016

Type of Payment of Dividend in Cash offered	No Dividend in cash to be paid
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Share Group Information	Cash Dividend offered to be paid for a Share with a Nominal Value of TL 1 - Gross (TL)	Cash Dividend offered to be paid for a Share with a Nominal Value of TL 1 - Net (TL)
Group D, PKART (Old), TREPRT00018	0,0000000	0,0000000
Group A, not traded (Privileged), TREPRT00026	0,0000000	0,0000000
Group B, not traded (Privileged), TREPRT00034	0,0000000	0,0000000
Group C, not traded (Privileged), TREPRT00042	0,0000000	0,0000000

Share Group Information	Dividend in bonus offered to be paid for a Share (TL)	Dividend in bonus offered to be paid (%)
Group D, PKART (Old), TREPRT00018	0,000	0,000000
Group A, not traded (Privileged), TREPRT00026	0,000	0,000000

Group B, not traded (Privileged), TREPVRT00034	0,000	0,00000
Group C, not traded (Privileged), TREPVRT00042	0,000	0,00000

■ ADDITIONAL DISCLOSURE:

The Board of Directors of our Company has resolved that a motion for retaining as extraordinary reserves the amount remaining from the profit of 2015 after setting aside the funds required to pay the legal liabilities, without distributing to shareholders would be submitted to the approval of the General Meeting of Shareholders.

Respectfully submitted for the information of our shareholders and the public.

Yours faithfully,