

ASELSAN ELEKTRONİK SANAYİ VE TİCARET A.Ş.

CORPORATE GOVERNANCE COMMITTEE'S MEETING RESOLUTIONS

MEETING NUMBER : **5**
DATE OF MEETING : **January 29, 2013**
HOUR OF MEETING : **16:00**
PLACE OF MEETING : **ASELSAN A.Ş.**

COMMITTEE MEMBERS ATTENDING TO THE MEETING:

Independent Member of Board of Directors / Corporate Governance Committee Chairman:
Cumhur Sait Şahin Tulga

Member of Board of Directors / Corporate Governance Committee Member: Ahmet Şenol

Member of Board of Directors / Corporate Governance Committee Member: Osman Kapani
AKTAŞ

Member of Board of Directors / Corporate Governance Committee Member: Erhan Akporay

ASELSAN ATTENDEES

Chief Financial Officer: Dr. Ahmet DEMİR

Finance Director: Aykan ÜRETEN

Treasury and Fund Manager: Pınar ÇELEBİ

RESOLUTIONS

5/1 Briefing on ASELSAN'S corporate governance rating process

We have been informed about the ASELSAN report issued by SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. which had been disclosed to the public on 13.12.2012 and also about the issues having negative impact on our company's corporate governance rating. Taking into consideration the corporate governance rating review scheduled on December 2013, it has been unanimously resolved that annual report and compliance report related deficiencies mentioned on the report will be eliminated on 2012 Annual Report whereas improvements related to general meeting processes will be made on the ordinary general meeting to be held in 2013 and improvements related to the company's website will be made by the end of March 2013.

5/2. Briefing on evaluation process of the Board of Directors Independent Membership candidates

We have been informed that the terms of office of the current Independent Members of Board of Directors will be terminated on March 29, 2013; the Corporate Governance Committee will be responsible for evaluating the candidates of Board of Directors Independent Member vacancies; the

list of candidates chosen among the Board of Directors Independent Member candidates as per the independency criteria should be approved by the Board of Directors by the end of February 2013 and should be submitted to the votes of shareholders at the Ordinary General Meeting.

It has been unanimously resolved that the Board of Directors will be informed about the process of creating a list of Board of Directors Independent Membership candidates and Investor Relations & Subsidiary Department will be assigned for executing the preliminary works related to the process.

5/3. Issuance of “2012 Corporate Governance Committee Assessment Report” to be submitted the Board of Directors

“2012 Corporate Governance Committee Assessment Report”, which is drafted by the Investor Relations and Subsidiaries Department for 2012 activities of the Corporate Governance Committee, is finalized. It has been unanimously resolved that the report will be submitted to the Board of Directors Meeting to be held on 31.01.2013.

5/4. Briefing about dematerialization of share certificates which was completed by 31.12.2012 as per the General Letter of Central Securities Depository Institution dated 28.04.2011 and numbered 551

We have been informed that the dematerialization process of share certificates had been completed by 31.12.2012 and also about the shares remaining in the Central Securities Depository Institution Unknown Registry Joint Account and to be transferred to Investor Indemnification Center to be established as per the new Capital Markets Act numbered 6362 and market value of these shares.

5/5. Briefing on Corporate Governance Association of Turkey and Investor Relations Association of Turkey memberships

We have been informed about types of memberships, membership terms and fees of Corporate Governance Association of Turkey (TKYD) and Investor Relations Association of Turkey (TÜYİD). As result of reviewing the matter, it has been unanimously resolved that 2 individuals will become individual members of TKYD and 1 individual will have membership at TÜYİD and the Board of Directors will be informed accordingly.

5/6. Briefing about November 2012 – January 2013 Activities of the Investor Relations and Subsidiaries Department

We have been informed about the material event disclosures made by the Investor Relations and Subsidiaries Department in December 2012 – January 2013 as well as application filed for increasing upper limit of registered capital and dematerialization formalities.

Cumhur Sait Şahin TULGA

Independent Member of Board of Directors

Corporate Governance Committee Chairman

Ahmet ŞENOL

Member of Board of Directors

Corporate Governance Committee Member

Osman Kapani AKTAŞ
Member of Board of Directors
Corporate Governance Committee Member

Erhan AKPORAY
Member of Board of Directors
Corporate Governance Committee Member