

INDEPENDENCE STATEMENT

I state that I am candidate of being an independent member in the Board of Directors of Ülker Bisküvi Sanayi Anonim Şirketi (the "Company") within the scope of legislation, article of incorporation and the criterion determined in the Corporate Governance principles in Communiqué on Corporate Governance (II-17.1) published in the Official Gazette dated 3 January 2014 and numbered 28871 by Capital Markets Board. In this scope, I hereby declare that;

- a) No relationship was formed in employment, in capital or in important trading activities, either by me nor by my spouse, nor by my blood or affinity relatives up to the 3rd degree nor have I had any direct or indirect relationship with the Company, 3rd parties in relation with the Company or legal entities who have relation with shareholders of the Company having a share of 5% or more within the last five years,
- b) Within the last five years, I have not been a partner (5% or above), employed as an executive having a significant duty and responsibility, or as a member of the Board of Directors in a company, which is primarily serving as auditing (tax audit, legal audit and including any internal audit), consulting and rating the Company, which undertakes material business activities under an agreement, in the period where the services or goods have been purchased or sold,
- c) As being an independent member of the Board of Directors, I have the required professional training, knowledge and experience for undertaking the duties of the position,
- d) I am not working full time in a governmental or public institution,
- e) I am a resident of Turkey in accordance with the Income Tax Law no 193 dated 31.12.1960,
- f) I have strong ethical standards, a professional reputation and the experience to make a positive contribution to the Company, to maintain my independency regarding conflicts between shareholders and for making independent decisions which take into account stakeholders' rights,
- g) I will be able to spend the necessary time for fulfilling the requirements of the position and monitoring processes of the activities of the Company,
- h) I have not been on the Board of the Company for more than six years within the last ten years,
- i) I am not independent Board member in more than three of the companies which are controlled by the Company or its controlling shareholders and in more than five companies listed on the Stock Exchange,
- j) I am not registered as a Board member elected for the legal entity.

I declare my independency in attention to the Board of Directors, General Meeting Board, shareholders and all stakeholders.

Date : 23.01/2017

Name Surname: Duran AKBULUT

Signature :

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j) I am not registered as a Board member elected for the legal entity.

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Date : 23/01/2017

Name Surname: Halil Bülent ÇORAPÇI

Signature :

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Date : 23/01/2017

Name Surname: Ahmet Murat YALNIZOĞLU

Signature : 