

GOVERNANCE WORKSHOP FOR FAMILY BUSINESSES



Barbara R Hauser,
M.A., J.D.

About The Instructor

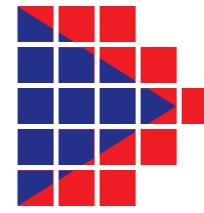
Barbara Hauser, author of International Family Governance, has worked with family-owned businesses in the United States for more than 30 years, first as a lawyer and then as a governance advisor. For the past 10 years she has also advised significant family businesses in the Gulf Region. She has spoken on governance issues in many countries, including Turkey (the 2011 Annual Corporate Governance Summit). See www.brhauser.com for more information, including a number of articles that can be downloaded. Participants are encouraged to read "All in the Family" written for Chartered Secretary's Governance issue, on governance in family firms (the first article on the governance page of the website).

Guest Speakers

Ms. Elvan Gülçur
Investment Director,
Egeli & Co. Asset
Management

Attny. Yeşim Api Şamlı
Managing Associate,
Hergüner Bilgen Özeke
Attorney Partnership

Ms. Berna Bayındır
Partner,
Eratarlar Consulting



Date: 3 October 2012, Wednesday
Time: 09:00 - 17:30
Address: Point Hotel Barbaros
Beşiktaş-İstanbul

Agenda

- 09:00 - 10:30 Barbara Hauser**
Introduction and description of the businesses
Key governance issues (presentation and group discussions)
- Value of Good Governance (adding a positive; preventing a negative)
 - Hallmarks of Good Corporate Governance: Transparency & Accountability
 - Family-owned Firms--Add a third: "Participation"
 - Family-owned Firms—The OECD list of Five Issues
 - How business decisions are made (fiduciary duty; avoidance of conflicts)
 - Different levels of decisions
 - Operation of the Board of Directors
 - Important Role of Independent Board Members
- 10:30 - 10:45 Coffee break**
10:45 - 11:45 Attny. Yeşim Api Şamlı
Turkish Law Aspects for Family Governance
- 11:45 - 12:00 Coffee break**
12:00 - 13:00 Barbara Hauser
Reporting Structures and Communication
- Internal Management Lines of Authority
 - Communications to (and from) Owners
 - Family agreements (Shareholder Agreements, Family Councils and/or Family Constitutions)
- Succession Strategies**
- Strategic Planning by the Family
 - Top Management Positions (succession plans)
 - Ownership succession plans
- 13:00 - 14:00 Lunch**
14:00 - 15:00 Ms. Elvan Gülçur
Management of Family Wealth
- 15:00 - 16:00 Ms. Berna Bayındır**
Tax Considerations for Family Businesses
- 16:00 - 16:15 Coffee break**
16:15 - 17:30 Barbara Hauser
Emphasis on Improved Governance - take-home tools

To Register:

Tuition fee is TL 750 + VAT (18%) which covers the lecture and course materials. TKYD members are eligible for 30% discount. Presentations are in English and no simultaneous translation is provided. For detailed information and registration please contact; Ahmet Balçılar at 0212 347 62 73 or abalcilcer@tkyd.org

TKYD Reserves the right to change or cancel any part of its published programme due to unforeseen circumstances.



CORPORATE GOVERNANCE ASSOCIATION OF TURKEY

Founded in 2003, Corporate Governance Association of Turkey (TKYD) is a non-profit organization aiming to develop and promote adherence to corporate governance standards and guidelines in Turkey.

Starting from publicly-held to family owned companies, from the state-owned enterprises to civil society organizations, from the sport clubs to economical journalism, conformance with the corporate

governance principles is becoming more important as the basic tool for and the basic principle of a fair, transparent, accountable and responsible environment for today's global business world.

Over 450 board members and senior executives meet at at TKYD to shape the future implementation of corporate governance practices in Turkey with the task of informing the public to keep abreast of these changes.



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Governance Workshop
For Family Businesses

About Egeli & Co.

Egeli & Co. Asset Management A.Ş. is a boutique investment and risk management advisor to local and international institutional investors, families as well as high net worth individuals. The Firm manages funds by investing both in capital markets and real assets. This unique approach positions Egeli & Co. as the only Turkish asset management company, specializing in real sector investments.

Egeli & Co. assists families and high net worth individuals in optimal allocation of their wealth, by capitalizing on these two complimentary investment segments. Through this Multiple Family Office approach, we assist our clients in a wide range of financial services, ranging from valuation to ongoing financial planning.

Egeli & Co. Multiple Family Office services mainly involve:

- analysis of current asset composition of families,
- reallocation of assets in line with the family's liquidity requirements,
- assistance in identification of potential investment fields,
- valuation of existing business lines or target investments,
- identification inefficiencies in cost of capital,
- optimizing various financing options, and
- assistance in negotiating terms with financial institutions.

About Hergüner Bilgen Özeke

Founded in 1989, Hergüner is a full service law firm in Turkey with major local and international clientele. We draw upon the individual domestic and international experience of our professional staff, practicing in three main practice groups: (1) Finance & Projects, (2) Corporate, and (3) Dispute Resolution. Our team is currently comprised of approximately 90 fee earners, most of whom have completed their education abroad, and approximately 45 support staff, making it one of the largest law firms in Turkey. Our members have diverse professional backgrounds, including lawyers with international practice experience, and former experts of various regulatory authorities.

We are engaged in transactions involving different languages, as well as different laws and cultures. As opposed to a conventional law practice in Turkey, we render our services in line with contemporaneous global law firm practices. Our client base includes local companies doing business inside and outside of Turkey, multinational companies and financial institutions doing business in Turkey, and Turkish affiliates of multinational companies, as well as multilateral financial institutions. Our practice covers all areas of law that are of interest to local and foreign businesses in Turkey, including, in particular, Mergers & Acquisitions, Banking, Financial Institutions, Capital Markets, Energy, Infrastructure, Real Estate, Privatization, General Corporate Maintenance, Litigation, Arbitration, Competition Law, Intellectual Property, Environmental Law, Healthcare & Life Sciences, White Collar Crime, FCPA & RICO Investigations, Tax, and Technology, Media & Telecommunications. Companies active in the telecommunications, finance, pharmaceutical, transportation, retail, energy, textiles, cement, construction, food and banking sectors, among others, rely on our legal advice and assistance. According to Deloitte's 2011 Annual Turkish M&A Review, we have been involved in 3 out of the top 5 M&A transactions in Turkey by Deal Value.

About Eratarlar Consultancy

The firm, AC Yönetim Danışmanlığı A.Ş., run under the brand of "Eratarlar" is founded in September 2001 by Sedat Eratarlar, who retired from Andersen in August. The firm renders a full range of business advisory services to international and local companies. These services include tax services, business consultancy services and financial advisory services related to mergers & acquisitions.

Taxation is a legal discipline originating within the law and legislation. Taxation law is the fastest growing body of law in economy, effected several times in a year in Turkey with the amendments to the tax regime. We recognize the importance of timely and effective advice that is consistent with a company's overall objectives and strategy. Our tax services include; tax advisory, strategic tax planning, international tax advisory, consulting services to foreign investors and tax due diligence and tax advisory of due diligences. We advise on the managing of risks of our clients. Our aim is to turn the risks into opportunities, to develop recommendations for reducing the risk exposure and to identify the opportunities for growth and expansion.

We advise on the taxation implications of share and asset acquisitions, corporate reconstructions, utilization of losses, deferral of capital gains, warranties and indemnities in respect of potential tax liabilities, stamp duty on transfer and security instruments and on capital duty.