



PICTURE THAT YOUR MONEY IS STOLEN...

PICTURE that the bribe taker and bribe giver celebrate their victory at the roof bar of a luxury hotel while enjoying their high-quality whisky and cigar.

PICTURE that your Accounting Officer responsible for the petty cash obtained fake invoices from a restaurant near your company in which his brother works in. Then, he recorded these receipts as “business expenses” that never really occurred and pocketed the money.

PICTURE that your General Manager together with the CFO keeps the stolen money only for a short while before eventually passing the payment on to his employer. Then places the skimmed funds in an interest-bearing account or in a short-term security. The employee earns interest on the skimmed payments while they remain under his control. Eventually, he withdraws the principal and applies it to the customer’s account, but retains the interest for himself.

PICTURE that your Human Resource Manager falsely placed his spouse on your company payroll and salary is paid every month to the bank account of the ghost employee.

PICTURE that your Marketing Manager requested reimbursement for personal travel as a business trip and listing dinner with his friend as “business development”.

PICTURE that your Accounting Executive doctored a receipt through using correction fluid and a ballpoint pen and to reflect a higher cost than what he actually paid.

PICTURE that the daughter of your General Manager had a dinner in a luxury restaurant close to where they live and she paid via her own credit card. But the General Manager included the receipt of this dinner to his expense report by cutting the bottom part of the receipt which show the name of the cardholder to conceal the real payer.

PICTURE that your Sales Executive inflated their expenses to generate cash for a slush fund. This fund was used to pay bribes and to provide improper forms of entertainment for a customer to win a contract.

PICTURE that your Purchasing Director redirected a number of orders to a company owned by a supplier with whom he was conspiring. In return for the additional business, the supplier paid the purchasing agent a %5 commission on each transaction.

PICTURE that your travel agency provided free travel and entertainment to your Purchasing Manager, and in return, the Purchasing Manager agreed to book all your company’s trips through the travel agent. Because there is no competition for the corrupt travel agency, the airfares were overstated and your victim company lost.

PICTURE that your Purchase Manager was authorised to pur-

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chase fixed assets for your company. The equipment he ordered were of a cheaper quality and lower price than what was specified, but the contract he negotiated did not reflect this. Therefore, your company paid for high-quality equipment, but received low-quality equipment. The difference in price between the true cost of the low-quality equipment and what the company paid was diverted back to your Purchase Manager as a kickback.

PICTURE that your Purchase Director defrauded you by purchasing items from a certain vendor at inflated prices. The vendor was actually owned by the Purchasing Director but established in his wife’s name and run by his brother. The Purchasing Director used his influence to ensure that your company continued doing business with the vendor and paying the overstated prices.

PICTURE that a number of your employees ended up starting their own businesses that compete directly with your company. When this occurred, such employees began siphoning off clients for their own business as well as your other employees.

PICTURE that your CEO provided gifts and cash payments to high-ranking customer officials in exchange for preferential treatment during the bidding process. Your employees were allowed to see his competitors’ bids and adjust his own bids accordingly.

PICTURE that your Sales Director sold products to a customer at a lower price. This customer is owned by his wife on the paper, but the beneficial owner is your Sales Director. As a result, your company made a loss but the Sales Director’s company made a good profit on the fraudulent transactions.



PICTURE that your Managing Director rented a car for the daughter of a high ranking public official in return of obtaining a critical licence required for doing business.

PICTURE that your General Manager set up a shell company and created slush funds through fictitious invoices. Then, he purchased a Rolex watch via slush fund and provided it to a person who has a critical role in decision making process in the upcoming bidding.

PICTURE that your company performed very good as a result of illicit payments and you have decided to pay bonuses to your corrupt employees.

PICTURE that your CEO and CFO decided to capitalise certain expenses fraudulently and as a result your company's EBITDA appeared much better on the financials.

PICTURE that all of the above cases that I have stated were true incidents.

PICTURE that in the 2016 Corruption Perception Index where the corruption perception is high when the ranking is high, Turkey ranked as 75th although Denmark 1th, Uruguay 21st, Bhutan 27th, Brunei 41st, Rwanda 50th and Jordan 57th.

PICTURE the universality of corruption cases in the Panama Papers when somebody tells you "we do not have corruption because our religious beliefs, our race, our flag or our roots are superior or privileged. If somebody still objects, **PICTURE** that in accordance with the Global Fraud Study of ACFE, the corruption is the most common fraud scheme in the region where Turkey is in.



PICTURE that in accordance with the Global Fraud Study of ACFE, it is estimated that the typical organization loses 5% of revenues as a result of fraud.

PICTURE that the bribe taker and bribe giver celebrate their victory at the roof bar of a luxury hotel while enjoying their high-quality whisky and cigar.

PICTURE bravely and not play the ostrich.

PICTURE all you want but **PICTURE**.

Fikret Sebilcioğlu, CFE, CPA, TRACE Anti-Bribery Specialist

WITH OR WITHOUT YOU – UTILIZING EBITDA IN TURKISH COMPANIES

When the U2 song "With or Without You" came out in 1987, I was in high school trying to memorize the lyrics before the next school dance. Now, 30 years on, I mumble the same song when I start calculating the EBITDA of a company.

EBITDA is defined as earnings before interest, tax, depreciation and amortization. It is not a defined part of the income statement stated by the Generally Accepted Accounting Principles (GAAP) or the International Financial Reporting Standards (IFRS). It is in the simplest sense, a calculation used by analysts, consultants and company management to;

- Analyze the performance of a business,
- Determine the value of a business by using the EBITDA multiple method.

The main reason of using EBITDA while analyzing the performance of a business is to understand the core operational profit of the company without the extra burden of the non-cash depreciation/amortization expense effect. However, in emerging markets like Turkey just deducting the interest and tax expense may not completely achieve this goal. In order to truly calculate the core operating profit of a business one might need to think about the

following issues on top of the generic EBITDA calculation itself.

Foreign Exchange Losses or Gains

These are quite common in countries like Turkey in which the suppliers and/or the customers of the company may be from abroad and purchases and/or sales of the company may be foreign currency denominated. Moreover the foreign exchange loss or gain may arise from a hard currency denominated bank loan of the company.

Under normal circumstances foreign currency exchange loss or gains are booked under the financial expenses and are partly arising from accrual accounting policies. Would adding such gains and losses in the EBITDA calculation make it more accurate in terms of understanding the core operating profitability of the business? Or on the contrary would it divert the EBITDA calculation as it is an accrual based temporary gain or loss arising from the foreign exchange rate fluctuations and not the core dynamics

of the business?

There are no straight forward answers to these questions. One has to have a detailed understanding of the business to decide whether or not the EBITDA should include such gains or losses. A trading company may be fully dependent on the foreign exchange rate fluctuations and the foreign exchange losses or gains may break or make this company. Than the logical answer would be to add this important item to the EBITDA calculation. Another production company may be financing its working capital through a foreign currency denominated bank loan. In this case the foreign exchange loss or gains arising from this loan may not be directly related with the core operational profitability of the business and could be excluded from the EBITDA calculation.

Non-Recurring Expenses or Earnings

These can be seen in vibrant emerging markets such as Turkey and can always distort the EBITDA that can in turn have significant outcomes especially when it is being used to value a business. Turkey is a vibrant emerging market in which companies may merge, may invest for growth and may carry out one-off opportunistic sales transactions. All of such circumstances could create non-recurring expenses and/or earnings. In an comparative EBITDA analysis such situations may create significant variances. Moreover in the case of a valuation exercise using an EBITDA multiple, the value of the business may be significantly overstated or understated.

Calculating an Adjusted EBITDA

Taking into account the examples mentioned above, professionals usually tend to adjust the result of the EBITDA calculation. Such adjustments are critical for the purpose of reaching an accurate indicator for the core operational profitability of a business whilst excluding the major non-cash expense item of depreciation at the same time.

However the calculation of such adjustments require a thorough understanding of the business dynamics of the company together with its financial accounts. If you are a third party (consultant/potential acquirer) than it may even require a financial due diligence work that includes the calculation of the Adjusted EBITDA within its scope among other things.

Using the Adjusted EBITDA for Valuation Purposes

EBITDA multiple method is quite often used for valuing a business which operates in a sector/region that has generally accepted EBITDA multiples. Assuming that the multiple is there, the most important ingredient of this method is the calculation of the adjusted EBITDA.

In such instances the adjusted EBITDA could also include the effects of a significantly bad or a good year of the business that is not expected to repeat in the future. Such additional adjustments to the EBITDA may not be easy to formulate and in order to avoid unfair results parties sometimes agree to utilize the average of numerous fiscal year's adjusted EBITDA's to smooth out the discrepancies.

Ömer Tunabaş

FINISHING TOUCH OF ETHICS AND COMPLIANCE PROGRAMS: INTERNAL INVESTIGATIONS

Recently companies have been spending a significant amount of time and money on ethics and compliance programs in expectation of minimizing the impact of misconduct and fraud. As such a big effort is shown to make sure company employees act in accordance with set rules, it is naturally critically important what will be done in case of rule violations.

Looking back at the last two decades of the world of business, today we see that companies are under more surveillance than they were ever before. International laws and regulations (FCPA, UK Bribery Act, OECD Anti-Bribery Convention, etc.) increase the pressure day by day. We witness that the surveillance coming mainly from local or foreign governments as well as public or private organizations is focused on one point most of the time: Whether or not companies do their business in compliance with the business ethics principles as per the laws.

“And what is the final point of this accountability? Of course taking over responsibility when something goes wrong and doing the right thing. At this point, “internal investigations” come to the stage. Internal investigations might be the most effective action that can be taken by a company management in regards to accountability. Wherever and whoever is touched by the outcome of the internal investigation!

Internal investigations might be the most effective action that can be taken by a company management in regards to accountability. Wherever and whoever is touched by the outcome of the internal investigation!

Where do internal investigations stand in “Ethics and Compliance Programs”?

Imagine that in a soccer game, the player takes the ball from his own post to the front of the opponent's post passing by all the opponent players and throw the ball out of bounds at the finishing touch. In a company where a very good ethics and compliance program is designed, implemented and monitored properly, if an allegation is not effectively investigated or a sufficient response is not given to the outcomes of the investigation by the company management, the ethics and compliance program will be like that soccer player who cannot goal. The “finishing touch” of a player in soccer is like “successful internal investigation” in ethics and compliance programs.

In short, internal investigations are a critical process of ethics and compliance programs.

Why are internal investigations conducted?

Under normal conditions organizations do their business (companies, NGOs, public institutions, etc.) in line with the targets assigned to them. As long as things go well, they generally face no problems. However sometimes, an important ethics and compliance problem might occur that will hinder the success of an organization.

Some examples for frequently encountered ethics and compliance problems include the following:

- Corruption (conflicts of interest, bribery, bid rigging, illegal gratuities, economic extortion)
- Financial statement fraud (fictitious revenues, concealed liabilities and expenses, improper asset valuation, improper disclosures etc.)
- Asset misappropriation (billing scheme, theft of cash, payroll scheme, improper expense reimbursement, misuse and larceny of inventory and other assets etc.)
- Unauthorized access to company's confidential data, manipulation of data, taking data out of the company
- Threat, sexual harassment or other inappropriate behavior
- Other acts violating the laws and company policies and procedures

Many big companies have been observed not to take action in the event of such problems and to leave them to time and then, these problems go out of their hand. On the other hand, improper termination from employment due to such problems may bring a high cost to companies in the court on the grounds of unfair treatment to the employee.

Corporate companies should take action in the early stage for ethics and compliance issues due to such and similar other reasons. Inability to take adequate action by the company management for a concrete violation or allegation may damage the reputation of company values as well as lead to compensation of losses, the neglect of the company senior management and the board of directors (executives), and even allegations or conspiracies over secret or illegal cooperation between executives and fraudsters. The company executives may incur the risk of becoming a party to lawsuits because of such mistakes, and what is worse they may face a criminal charge due to inability to take necessary actions in the event of misconduct or fraud.

Should or should not conduct an investigation?

Should every tip or allegation trigger an internal investigation? Under what circumstances should a company decide to conduct an internal investigation?

An internal investigation should not be conducted, unless a reasonable, professionally trained and prudent individual believes based on all the existing evidence that a fraud has occurred, is occurring, and/or will occur.

If a reasonable, professionally trained and prudent individual believes based on all the existing evidence that an act that violates the ethics and compliance program has occurred, is occurring or will occur in the company, there is an adequate ground to initiate an internal investigation. At this point, the most important advice to give to companies is not to initiate an investigation, unless there is a sufficient justification for an internal investigation.

An allegation received through a reporting hotline may make the company management think that a fraud on the respective issue has occurred. However, before accusing someone, it will be appropriate to conduct a preliminary check (data analysis or background check, etc.) regarding whether or not the allegation is true and to assess if there is sufficient justification for a potential internal investigation. This preliminary check should be performed



meticulously in case personal rights of the employees involved are harmed.

It is critically important to protect personal rights during an internal investigation. Therefore, an internal investigation should not be initiated, unless there is sufficient and reasonable justification.

What kind of an internal investigation?

Once it is decided to conduct an investigation, the process starts. It is critically important to hold the investigation in a methodological and well-structured manner. Corporate values and reputation of companies can be preserved only if investigations are conducted in a precise and correct way.

The subjects within the scope of an internal investigation are generally non-routine, which naturally complicates the process. Investigations might be costly and time-consuming processes that may cause damage within the company or might cause unexpected complications, legal problems and even employee dissatisfaction, if they are not managed confidentially and meticulously.

Running the internal investigation process may show different peculiarities based on the allegation of misconduct causing the investigation and the parties involved. Regardless of the reason for conducting the investigation and the different peculiarities involved, the efficiency and reliability of an investigation depends on the timely, accurate, fair, objective and meticulous performance of that investigation.

There are always areas open to improvement where an investigation is held. Smart executives ask good questions and look for the root causes of problems and improve their internal control systems accordingly, turning this unpleasant process into an opportunity.



The main purpose of internal investigations is to prove if misconduct or fraud occurred. However, a good investigation should not damage the relationship with the innocent employee or should not unnecessarily harm the reputation of any employee. Looking at internal investigations through this wide framework requires good planning, consistency, analytic approach, sensitivity and lawful practice of all the stages of the process.

Internal investigations generally involve gathering and reviewing written and recorded evidence, questioning suspect employees and witnesses, and going through computers and computer networks. The process also may require talking to company executives, human resources experts and legal advisers. Actions to take with the persons to take a role in the process are determined only to the extent that they are deemed necessary based on the special circumstance at hand.

Who should constitute the internal investigation team?

Considering the content of the allegation subject to internal investigation and the parties involved, the investigation team may include the following experts:

- The company's internal legal adviser and external lawyer
- Human resources specialist
- Information technology and information security specialists
- Forensic accountant
- IT security personnel
- Internal auditor
- Specialists that may be assigned in special subjects

Good investigation makes the company win, a bad investigation is costly

The process of internal investigation is a boring and unpleasant process that is not frequently encountered by company employ-

ees. And can this process be limited to the question "is there a violation or not?" at the end of the investigation? Of course not. Within the scope of a successful internal investigation, the company management asks a lot of questions and possibly encounters many weak areas and areas that need improvement from which the company can take lessons.

A well-managed investigation protects the assets of the company as well as helps to improve the company's policies and procedures. For example; the money stolen may be traced, the responsible people may be found out and losses may be indemnified as a result of a well-run investigation; or a more efficient counter claim can be developed against the lawsuit opened by a discharged employee; and internal controls can be improved so that similar misconduct or fraud will not occur again. The best part of a well-managed internal investigation might be giving the message across the company that non-compliance to the laws and company policies and procedures will not be tolerated and such non-compliance will be punished. Successful internal investigations increase the employee's trust in and satisfaction with the company, while contrary situations harm that trust.

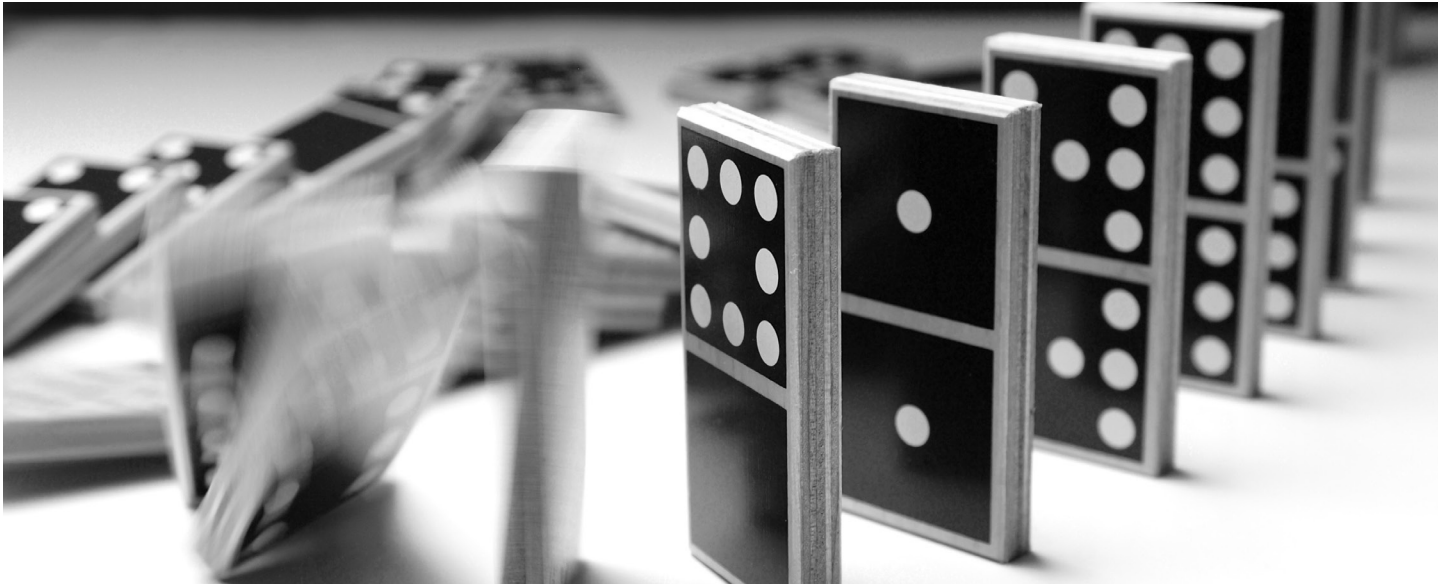
Last words

The internal investigation is an unpleasant and tough process which involves a number of delicate balances. However, if the matters explained above and many other factors that were not mentioned due to the scope of this article could be understood, internal investigations can be conducted and managed in a rapid, detailed and lawful manner. Here the keywords are "planning and preparation". That the company has policies and procedures in place regarding internal investigations might minimize the crises in a potential investigation and help to facilitate the process.

Fikret Sebilcioğlu, CFE, CPA, TRACE Anti-Bribery Specialist

THIRD PARTIES RISK MANAGEMENT IS A NEW PHENOMENON FOR GLOBAL COMPANIES: A CHAIN IS ONLY STRONG AS ITS WEAKEST LINK

Taking into account of extraterritorial laws, the fight against bribery, corruption and fraud intensified over recent years to combat ethics and compliance risks in business transactions. Almost all legal settlements indicated the direct or indirect involvement of third parties through some form of business relationship with the organisations in question.



In today's world it is almost impossible to create all the value add of your business on your own that are required to bring goods or services to your ultimate customers. Just imagine that you are an international company. How would you transport goods from one country to another on your own? Or how would you enter into a new market with your own sources to sell your goods where the laws, culture or language are different?

Looking at many industries, we see that the significant part of value in the chain is created through third parties. As a result, international companies benefit from the increasing concentration of third parties and making more profit which is the main reason as to why international companies enter into new markets in a globalized world. This results in a complex hub of network of third parties in the chain. This chain is excellent as long as no critical problems occur in the links.

However, experience shows that even an excellent chain including your third parties may break due to certain reasons. What would happen if one of your suppliers is unable to provide crucial raw material in a timely manner? Or what would be the consequences if it is identified that the company management paid bribes to a high-ranking official in your customer in order to win the bidding. We can give many examples regarding risks that you may face with your third parties from many perspectives. These risks could be disruption to continuity of operations, environmental or labour concerns, legal or reputational damage and bribery and corruption.

In this article, we are focusing on third party risks regarding fraud, corruption and bribery that are originated by third parties or instigated from within companies and channelled through third parties. This increasingly important third-party ethics and com-

pliance risks occupy a critical place in the board's agenda of global companies. To understand the reason of this, it would be sufficient to look at the FCPA settlements. The top 10 FCPA settlements have all involved bribery instigated from within companies and channelled through third parties, including through consultants, agents and joint venture partners.

That said, the question is how you are going to protect yourself from such third-party ethics and compliance risks. The answer is just going through an effective ethics and compliance programme including third party risk management as well as anti-bribery management.

The following principles determined by Transparency International identify critical aspects of best practice in ethics and compliance risks of third parties:

- Ensure enabling your company environment of governance and commitment to integrity
- Integrate your approach
- Build trust and constructive relationships with third parties
- Identify all your third parties
- Use a risk assessment process for addressing third party risks and ensure the level of resources provided is commensurate with the level of risk
- Apply a systematic procedure for engaging third parties
- Carry out an appropriate level of pre-engagement due diligence on third parties
- Use tailored communications and training, together with advice and reporting mechanisms, to manage third party relationships
- Implement rigorous monitoring procedures to deter and detect bribery incidents and breaches of the anti-bribery programme

- Review and evaluate the effectiveness of the third party anti-bribery programme periodically
- Report publicly on your anti-bribery management of third parties

Each of these principles requires further analysis as they are critical to protect yourself from such risks. We, as Cerebra, are preparing a new article series for the above principles to bring the importance of third party risks to your attention. Because third party

risks are your risks and you better keep in your mind that a chain where you are in is only as strong as its weakest third parties. Unfortunately, the real-life examples reveal that in that chain the risk is most of the time originated through weak internal controls of your company, and not only your third parties. So, the issue is complex and requires times and efforts to build a culture of “doing business with integrity” both in your own company and in your third parties.

Fikret Sebilcioğlu, CFE, CPA, TRACE Anti-Bribery Specialist

BUY SIDE FINANCIAL DUE DILIGENCE ON MARS

It's the year 2050, Humankind has colonized Mars and the Red Planet has its own language, currency and laws. Your company is interested in acquiring a company in Mars and they put you in charge of the project. In order to be successful you many need much more than reading the “Martian”.

Carrying out an M&A project in emerging markets may not be much different. Such attractive markets usually at least have the following significant differences;

- The language
- The currency
- Macro-economic dynamics
- The business culture
- The chart of accounts
- The GAAP
- The tax regulations
- The legal aspects of carrying out an M&A

So how does one overcome these obstacles while still being in control of the project. The answer is quite simple; hire local consultants/service providers. This has been the successful general accepted approach of multinational companies that tend to fuel its growth through acquisitions.

When choosing a service provider, potential acquirers understandably look at two key aspects of the target company; the industry and the geography. Both of the above mentioned aspects are very important. You would naturally want to work with a service provider that has a strong foothold in the country where the target is as well as a good understanding of the dynamics of the industry that the target operates in. However in certain emerging

markets the size of the target company becomes as an important aspect as the others. The size of the target company determines its;

- Level of willingness to bend the rules,
- Ability to oversee certain ethical conducts,
- Appetite of risk,
- Quality level of historic and actual financial data.

If the target company you are interested in is a mid-sized company than you have a completely different ball game when compared with an established hygienic target company. As an example, while carrying out a buy side financial due diligence in a mid-sized company in an emerging market, the following become much more critical than industry specific expertise;

- The efficient extraction of data,
- The handling of the counterparts in the target company,
- The quantification/calculation of the impacts of bending the rules.

We as Cerebra have a team that specializes in **mid-sized buy side financial and tax due diligence** work in Turkey. We are also strong believers in the idea that a Formula One car is not suitable for an off-road ride.

Ömer Tunabaş

FRAUDSTERS' DIRTY HIDE-AND-SEEK GAME

If in hide-and-seek, it finds the player who hides, says his name out loud and tags the wall he counted leaning against, he wins the game. If those who fight against fraud are well equipped and have enough courage, tagging the fraudster can become a “child's play.”

Fraudsters play a dirty hide-and-seek in every corner of the world and in every sector. Most of the time, they conceal this dirty play in the company books in very creative ways so as not be caught. A fraudster that steals from the company's bank might conceal the amount stolen in an unpredictable “asset” item in the company records. Or a company that bribes a public official might make the paid bribe look like a legal expense in the expense account with a fake supporting document obtained.

The advantage held by the fraudster who plays hide-and-seek is beyond argument. He is always one step ahead! One of the most efficient ways to catch a fraudster is to discover “where” the fraud is concealed, in other words the “method of concealment.”

According to the 2016 Global Fraud Report published by the Association of Certified Fraud Examiners (ACFE) on frauds by em-

ployees, in 95% of the cases the fraudster conceals his dirty game through creative methods he uses, while in 5% of the cases, the fraudster does not even need to conceal his game. The report suggests that the top 10 most encountered concealment methods and the (approximate) rate of encountering this method in cases are as follows:

- Created fraudulent physical documents (55%)
- Altered physical documents (51%)
- Altered transactions in the accounting system (40%)
- Created fraudulent transactions in the accounting system (40%)
- Destroyed physical documents (35%)
- Altered electronic documents or files (such as Excel) (33%) →

- Created fraudulent electronic documents or files (32%)
- Created fraudulent journal entries (30%)
- Altered account balances in the accounting system (30%)
- Altered account reconciliations (25%)

These concrete data show that most encountered methods for concealing fraud by far are “created fraudulent physical documents” and “altered physical documents”. They are followed by “altered transactions in the accounting system” and “created fraudulent transactions in the accounting system” by 40%. These findings alone reveal how hard it is to detect a fraudster.

However, if those who fight against fraud analyze physical and

electronic data well based on the suspicions at hand, review the documents carefully and follow suspicious records in the accounting system step by step and relentlessly, they are highly likely to reveal a cleverly concealed fraud in the depth of the accounting system.

If in hide-and-seek, it finds the player who hides, says his name out loud and tags the wall he counted leaning against, he wins the game. If those who fight against fraud add caution, meticulousness, speed and most importantly courage to the above-mentioned technical properties, tagging the fraudster can become a “child’s play.”

Fikret Sebilcioğlu, CFE, CPA, TRACE Anti-Bribery Specialist

FIKRET SEBILCIOĞLU ADDRESSED AT THIRD-PARTY INTEGRITY & COMPLIANCE RISKS CONFERENCE

Fikret Sebilcioğlu, the Managing Partner of Cerebra CPAs & Advisors, presented on third party ethics and compliance risks within the scope of bribery, corruption and fraud at the event titled “Third Party Integrity and Compliance Risks of International Companies and Their Management Conference”. The event was jointly organised by International Investors Associations (YASED) and Ethics and Reputation Society (TEİD) on 18 October 2017 at Wyndham Grand Istanbul Levent.

After the presentation, Mr. Fikret Sebilcioğlu and Mr. Altuğ Özgün moderated a panel titled “A chain is only as strong as its weakest link”. The speakers were Ms. Canan Özsoy (General Electric Chair of Board of Directors and General Manager), Mr. Emin Fadilloğlu (Vice President of GSK Turkey Chairman and General Manager), Mr. Ahmet Levent Yüksel (General Manager of Pepsi-co) and Mr. Tunç Başgeçmez (General Manager of Oyak Renault).



About Cerebra CPAs & Advisors

Cerebra is an independent accounting and advisory firm based in Istanbul, Turkey. Combining years of international expertise with practical Turkish experience and knowledge, Cerebra serves to companies from all over the world. Our clients and working partners in general are multinational firms, funds and other entities based especially in Western Europe, Scandinavia and USA as well as firms, funds, law firms and investment banks established in Turkey.

Cerebra defines itself as a platform providing value added services with a customized approach. The firm is led by a group of professionals with over two decades of experience in the local and international markets. Since its inception in 2009, Cerebra’s vision has always been to be your

continuous trusted business partner in Turkey. Our professionals provide the following services to its international and local clients:

- Forensic Accounting & Fraud Investigation
- Internal Controls & Internal Audit
- Accounting Compliance and Reporting (Outsourcing)
- Post Merger & Acquisition Integration
- Buy Side and Sell Side Due Diligence including Vendor Assistance
- Company Valuation



Fikret Sebilcioğlu
Managing Partner
CPA, CFE, TRACE
Anti-Bribery Specialist

More than 20 years of experience in financial statement audit, financial reporting, internal controls, forensic audits and compliance initiatives. Certified Public Accountant, Certified Fraud Examiner and TRACE Anti-Bribery Specialist. Worked with PwC Turkey and the Netherlands for 15 years. Board member of ACFE Turkey and Ethics and Reputation Society, a member of Corporate Governance Association of Turkey.



Ömer Tunabaş
Partner

Worked with PwC Turkey and Alfa Securities for 6 years as an auditor and corporate finance consultant. Continued his career as an internal financial and business development consultant in Koç Holding for 10 years. Became a partner of Cerebra in 2010. Has a wide range of experience in independent audit, buy and sell side financial due diligence, M&A advisory, company valuation, budgeting and strategic planning.



Seda Bayraktar
Partner
CPA

Worked total of 8 years in BDO and PwC. Continued her career as a CFO in Clear Channel Turkey before joining Cerebra in 2009 as the Head of Accounting Compliance and Reporting. Has a wide range of experience in independent audit, accounting and finance management, internal controls, IFRS and US GAAP.