



TURCAS PETROL A.Ş.

WORKING PRINCIPLES OF CORPORATE GOVERNANCE COMMITTEE

I- DEFINITION AND PURPOSE

Corporate Governance Committee ("Committee") has been established with the decision of Turcas Petrol A.Ş. ("Company") Board of Directors dated 04.03.2010 and numbered 2010/4, in accordance with the Capital Markets Board's Corporate Governance Principles, with an aim to:

- Ensure compliance of the Company with Corporate Governance Principles,
- Give recommendations to the Board of Directors about improving corporate governance implementations,
- Supervise and discuss the operations of Investor Relations and Corporate Communications Departments,
- Fulfill the duties of Nomination Committee and Compensation Committee in accordance with related legislation.

II- BASIS

This document has been established within the framework of Capital Markets Law and related regulations / provisions in Corporate Governance Principles of Capital Markets Board of Turkey.

III- AUTHORITY AND SCOPE

- Committee is formed and authorized by the Board of Directors.
- All the resources and support required by the Committee to perform the duties shall be provided by the Board of Directors.
- The Committee has been authorized about inviting Company employees, representatives or people and organizations related to the Company, internal and external auditors and experts to meetings and taking their opinions and receiving professional consultancy outside of the company when necessary.
- The fee of consultancy services required by the Committee shall be covered by the Company. The Committee acts within its own authority and responsibility and gives recommendations to the Board of Directors, however responsibility of the final decision always belongs to the Board of Directors.

IV- FORMATION OF THE COMMITTEE

- Chairman of the Committee is chosen among Independent Board members.
- The Committee can benefit from independent opinion of a professional expert (non-Board member), if required.
- People who are experienced in fields such as investor relations, legislation, corporate communications, sustainability etc. may participate in the Committee.
- Executive Chairman / General Manager can not participate in the Committee.
- The Committee consists of at least two members
- The Committee is assembled with participation of one more than half of the number of members
- Members of the Committee are determined in the first Board Meeting to be held after the Ordinary General Meeting in which Board Members are reelected. New appointments / revisions to the Committee Memberships (other than reelections of Board Members) are subject to the Board Decision

V- MEETINGS

- The Committee meets quarterly in principle and is deemed when it is necessary without waiting for this period.

VI- DECISION MAKING MECHANISM

- Decisions of the Committee are in the form of “advisory” to the Board of Directors. Final decision making authority is the Board of Directors.
- Corporate Governance Committee takes decisions by majority votes with the condition of all Independent Board Members’ participation (who are members of the Committee). Affirmative votes of all Independent Board Members (who are members of the Committee) are required. If there is no consensus between Independent Board Members within 4 week period, then the proposed decision should be presented to the Board of Directors for final decision.

VII- RESPONSIBILITIES

- The Committee evaluates whether importance and benefits of having good corporate governance practices are shared with Company employees by the Company management and whether an efficient and effective corporate management culture is set in the Company.
- The Committee makes suggestions to the Board of Directors about healthy implementation of corporate governance practices aimed at increasing the performance of the Company, ensuring understanding and adoption of these practices by employees and support by the

management.

- The Committee determines whether Corporate Governance Principles are applied, reasons if they are not applied and conflicts of interest occurring in case of not complying with these principles fully. The Committee also makes improving suggestions to the Board of Directors.
- The Committee asks opinions of the management and related parties about plans to determine possible areas to constitute managerial risk and remove deficiencies.
- The Committee examines important complaints about the management; finalizes them and ensures statements of employees about that matter to be conveyed to management with strict confidentiality.
- The Committee reviews the Annual Report before publication and reviews whether information is correct & consistent and compliant with the related legislation according to the Committee's knowledge.
- The Committee develops suggestions and explanations for the public disclosures and investor presentations to be made in accordance with the law and regulations as well as information policy of the Company.
- The Committee ensures internal regulations prepared in written format and conveyed to all employees. It also evaluates whether internal regulations and acceptable manners are conveyed to employees with an appropriate communication method.
- The Committee evaluates works performed by the Company management regarding the compliance of internal regulations.
- The Committee controls conflict of interest possible to arise between Board Members, managers and other employees and monitor the compliance of in house regulations by preventing insider trading.

VIII- BOARD MEMBERS AND MANAGERS

- The Committee works on setting approach, principle and practices about performance evaluation, remuneration policy and career planning as to board members and top managers.
- The Committee develops suggestions about number of Board members and managers.

IX- REPORTING RESPONSIBILITY

- The Committee ensures informing of the Board of Directors about matters under its authority and responsibility.
- The Committee performs its studies in written format and keeps record of them.
- The Committee submits meeting minutes and all related documents to the Board of Directors.

X- ENFORCEMENT

- "Working Principles of Corporate Governance Committee" has been initially formed with the Board Resolution dated 04.03.2010 and numbered 2010/4. Mentioned principles were revised with the Board Resolution dated 28.05.2010 and numbered 2014/14 following revisions in Capital Markets Board's Corporate Governance

Communiqué no. II-17.1 published in Official Gazette on 3 January, 2014. Finally, with an aim to enhance decision making mechanism of Committees in accordance with Corporate Governance Principles, these principles were revised with the Board Resolution dated 14.06.2017 and numbered 2017/12.

- Amendments to be made here come into effect with the decision of the Board of Directors.

