

1. PURPOSE and SCOPE

To define the field of duty and the working principles of the Corporate Management Committee established by the Board of Directors' Resolution numbered 2014/20.

Within the scope of the provisions of the corporate management communique (II.17.1), the Corporate Management Committee also performs the duties of the 'Candidate Nomination Committee' and the 'Remuneration Committee'.

2. GROUNDS

This regulation has been prepared within the scope of the working methods and principles of the 'Corporate Management Committee' provided in the provisions of the 'Corporate Management Communique' (II-17.1) of the Capital Markets Board published in the Official Journal dated 03.01.2014 and numbered 28871.

3. COMMITTEE ORGANIZATION

A 'Corporate Management Committee' has been established in order for the Board of Directors to fulfill its duties and responsibilities in a reliable manner.

The Committee has been organized so as to be constituted of at least two members and the necessary organization shall be ensured so that this number shall not fall below two under any circumstances. In case the committee continues with two members both of these members, and in case it is composed of more than two members the majority of the members are obliged to be members of the board of directors who are not in charge of execution, as per the law; and the committee chairman is elected from among the independent members of the board of directors. In addition, the Executive Chairman or the General Director is not assigned to the committee.

In case there is a vacancy in a committee membership during the year, a member/specialist with the necessary qualifications is re-elected in this place during the first board of directors meeting.

4. WORKING PRINCIPLES OF THE COMMITTEE

All types of resources and support required in order for the committee to fulfill its duty are provided by the board of directors.

The committee members may invite any individuals they deem necessary to their meetings and receive their opinions.

The committee may benefit from the opinions of an independent specialist on matters it deems necessary regarding its activities.

The costs of the counselling services required by the committee are covered by the Company. Information is provided in the activity report on the individual/organization from whom services have been received and information on whether this individual/organization has any relations with the Company or not.

After the resolutions made by the committee are put into writing, these are signed by the committee members.

5. COMMITTEE REPORTS

The committee convenes for at least twice a year, and the meeting conclusions are written to minutes and the resolutions that have been made are submitted to the board of directors. It is necessary to make a statement in the annual activity report regarding the activities and the meeting conclusions of the committee. The number of times that the committee has made written notifications during the fiscal period is also stated in the activity report.

The committee convenes at the frequency deemed necessary for the effectiveness of the work and stated in the working principles. The committee notifies its determinations regarding its own field of duty and responsibility and its evaluations and recommendations on that subject to the board of directors promptly in writing.

6. DUTIES OF THE COMMITTEE

The Corporate Management Committee determines whether the corporate management principles are being implemented or not in the Company, in case they are not implemented the justification for this, and the conflicts of interest arising from failure to fully comply with

these principles and makes recommendations that will improve the management practices to the board of directors.

It oversees the operations of the Investor Relations Department.

The Corporate Management Committee also assumes the duties of the candidate nomination and remuneration committee.

Working Principles of the Candidate Nomination Committee

It carries out studies for the establishment of a transparent system regarding the determination, evaluation and training of candidates that are eligible for the Board of Directors and the management positions that have administrative responsibilities, and the determination of policies and strategies in this respect.

It makes regular evaluations on the organization and efficiency of the Board of Directors and submits its recommendations regarding any changes that may be made on these matters to the Board of Directors.

Working Principles of the Remuneration Committee

It determines and oversees the principles, criteria and practices that will be used in the remuneration of the members of the board of directors and the managers with administrative responsibilities, considering the long-term objectives of the company.

Considering the level of achieving the criteria used in remuneration, it submits its recommendations regarding the remunerations that will be paid to members of the board of directors and the managers with administrative responsibilities.

7. ENFORCEMENT

This arrangement and the relevant regulation regarding the fields of duty and the working principles of the Corporate Management Committee has entered into force by the Board of Directors' Resolution dated **14.08.2015**.