

AGESA HAYAT VE EMEKLİLİK A.Ş.
EARLY RISK DETECTION COMMITTEE
REGULATION

1. DECISION OF ESTABLISHMENT

The Early Risk Detection Committee has been established with the decision of Agesa Hayat ve Emeklilik A.Ş. Board of Directors dated 17 October 2014 in accordance with the capital market legislation.

2. AIM

This Committee has been established by Board of Directors with the aim of early detection of any kind of strategical, operational, financial and other risks that could endanger the existence, development and continuation of Agesa Hayat ve Emeklilik A.Ş. the aim of implementing the necessary measures and remedies and managing the risk.

3. DEFINITIONS

- Chairman** : Early Risk Detection Committee Chairman,
Committee : Early Risk Detection Committee,
Rapporteur : The person who fulfils the necessary procedures in relation to the committee meetings and activities depending on the Chairman,
Company : Agesa Hayat ve Emeklilik A.Ş.
Management : General Manager and managers working in direct connection,
BoD : Agesa Hayat ve Emeklilik A.Ş. Board of Directors

4. COMMITTEE STRUCTURE

Committee has been created to be in charge and authorized in accordance with Article 378 of Turkish Commercial Code No. 6102 the provisions of the Communiqué for Corporate Governance Principles of Capital Market Board.

The members of the Committee shall be determined by the Company Board of Directors and shall be disclosed to public.

Committee shall consist of at least two up to three members including the chairman selected by the Company Board of Management. In the event that Committee consists of two members, both of them must be non-executive board members; in the event that Committee consists of more than two members, the majority must be composed of non-executive board members.

Committee Risk and Internal Control Group manager shall act as the Rapporteur of Committee.

Term of office of Committee members shall be parallel with the term of office of Company Board of Directors Members. Committee shall be recreated after the selection of Board of Directors Members.

5. ROLE AND POWER OF CHAIRMAN

Committee Chairman shall be appointed by Company Board of Directors among independent members.

Chairman shall chair the Committee, determine and manage the agenda of the meeting, enable the information flow and coordination between BoD and Committee, take the necessary measures to fulfil effectively the roles and responsibilities of Committee.

In the case of any vacancy in Committee Chairmanship for any reason, in the first Board of Directors Meeting after the vacancy, Board of Directors Chairman shall appoint one of Committee Members as temporary Chairman until the appointment of a new Chairman.

Chairman may invite the relevant expert or experts to the meetings on the discussion of specific issues when necessary.

6. ROLE OF COMMITTEE MEMBERS

They shall closely follow the national and international developments on Corporate Governance and Risk while fulfilling their roles and they shall share these with other members by keeping themselves up to date in this field.

They shall take charge in the issues that need to be worked in the Committee. They shall deliver the opinions about the agenda to Committee Chairman.

7. ROLE OF THE RAPPORTEUR

He shall help Committee Chairman with the preparation of the agenda. He shall consolidate the reports that he prepared about the meeting agenda and the relevant risks of the Company and shall deliver them to Committee Members before the meeting.

He shall present the Committee decisions and meeting minutes by recording them in writing after every meeting.

He shall send the opinions formed in Committee and the recommendation decisions made to Committee Chairman and members as well as Company Board of Management.

He shall ensure the administrative organization in relation to the meetings. He shall coordinate the participation of the persons required by the Chairman.

He shall also fulfil the other duties given by Committee Chairman in relation to the early detection of the risk.

BoD Secretariat shall be responsible for the delivery of decisions and meeting minutes to BoD members and the storage of Committee Decision Book.

8. MEETING VENUE AND TIME

Meetings shall be held at least six times a year for the effectiveness of the work at the venue where deemed appropriate by the Chairman. Quorum of meetings and decisions shall be the absolute majority of the total number of Committee members.

Annual Committee meeting calendar shall be determined by Committee Chairman in the beginning of every year and all members shall be notified.

In the event that it is deemed appropriate by the Chairman, Company general manager, assistant general managers, internal audit department, legal advisor, and relevant persons invited by Chairman shall attend the committee meetings.

9. AGENDA

Chairman shall determine the meeting agenda. Committee members shall deliver the issues that they want on the agenda to Committee Chairman.

10. ROLE AND RESPONSIBILITIES

10.1. Work shall be carried out in order to define the risks that may endanger the existence, development and continuation of the Company, to create models for the prevention of crises and management systems, to implement the necessary measures in relation to the risks and to manage the risks.

10.2. Risk management systems shall be revised at least once a year and the realization of the implementations in relation to the risk management in accordance with the Committee Decisions shall be monitored.

10.3. Independent expert opinion about the issues required in relation to the activities shall be utilized. The cost of consultancy services required by Committee shall be paid by the Company. The information on the person/institution that services have been bought and the information on the relation of this person/institution with the Company shall be included in the activity report.

10.4. Committee decisions shall be in the form of suggestion to BoD and the final decision maker on the relevant issues shall be BoD. Committee shall notify Board of Directors about the evaluations, suggestions and remedies if available on the issues above with a report submitted in writing once in two months.

10.5. Committee shall fulfil other role and responsibilities given/will be given in accordance with Turkish Commercial Code and the legislation on Capital Market.

11. ENFORCEMENT AND EXECUTION

Chairman shall be responsible of the execution of this regulation. Committee shall revise the regulation annually or when required, it shall present the the work in relation to the required changed to the approval of BoD. BoD shall be authorized to amend or cancel the Regulation. Board of Directors Risk Committee Regulation No 2012/56 dated 16 October 2012 accepted by the decision of Board of Directors has been abolished with the enforcement of this regulation.