

**TORUNLAR REAL ESTATE INVESTMENT COMPANY
CORPORATE GOVERNANCE COMMITTEE REGULATION**

1-PURPOSE

The purpose of this regulation is to determine the working principles and procedures of "Corporate Governance Committee", which is established to ensure, monitor and develop the conformity of the Company with the Corporate Governance principles.

2-ESTABLISHMENT

The "Corporate Governance Committee" is established to ensure, monitor and develop the conformity of the Company with the Corporate Governance principles.

The Corporate Governance Committee's term of office is the duration until the date of the Ordinary General Assembly meeting. Members of the Corporate Governance Committee are elected in the first Board of Directors meeting following the Ordinary General Assembly meeting; it consists of minimum 2 and maximum 5 members, who are to be appointed by the Board of Directors. The number of Members is determined by the Board of Directors. It is compulsory to have at least one member of the Independent Board of Directors members as a Committee member.

The member of the Independent Board of Directors is the Chairman of the Committee. In the event that more than one member of the Independent Board of Directors is appointed, the Chairman of the Committee is appointed with an election to be held within the members of the Independent Board of Directors.

When any of the Committee members resigns, a new member is appointed to fill the terms of office of the resigning member.

The reappointment of the members, whose term expire, is allowed.

3-MEETING PLACE AND DATE

The Committee gathers at the head office upon invitation of The Chairman of the Board of Directors at least once in every three months.

The quorum for the meeting is the simple majority and the same ratio applies to the quorum of decision.

4-MINUTES BOOK

Decisions, which are taken in the Committee meetings, are written in the minutes book, which is reserved for this purpose, and undersigned by Committee members.

5-ELIGIBILITY OF COMMITTEE MEMBERS

Committee members should hold minimum 4 years bachelor degree (preferably business administration, economics, economy or law) and should have minimum 2 years of work experience.

6-DUTIES AND AUTHORITIES OF THE COMMITTEE

Main duties and authorities of the Corporate Governance Committee are stated below;

- a) to determine whether the Corporate Governance principles are applied by the Company, if not, the reason thereof, the conflicts of interest, which arise from the fact that the principles aren't completely applied by the Company and to recommend the Board of Directors measures that would improve the implementation,
- b) to coordinate and to oversee the activities of the investor relations department,
- c) to carry out activities regarding the establishment of a transparent system with respect to the election of the personnel, who will be recruited by the Company; to determine, evaluate, train and reward the appropriate people, and to carry out activities in this respect for the purpose of determining policies and strategies,
- d) to carry out activities in order to determine the approach, principle and practices for the purpose of determining the performance criteria, performance planning, assessment, career planning and rewarding,

7-REPORTING OF COMMITTEE ACTIVITIES TO THE BOARD OF DIRECTORS

The outcome of the activities, which are carried out by the Committee is reported to the Board of Directors.

8-ENFORCEMENT

This regulation enters into force at the approval date of the Board of Directors.

9-IMPLEMENTATION

This regulation is implemented by the Chairman of the Board of Directors.