

**DUTIES AND RULES OF PROCEDURE OF AUDIT COMMITTEE
OF
AYEN ENERJI ANONIM SIRKETI**

1. FORMATION

The organisation and rules of procedure of the Audit Committee, which was formed in accordance with regulations of the Capital Market Board (CMB) were reviewed for compliance with Communiqué (No. 56, Serial No.: IV) on Setting out and Implementation of Principles of Corporate Governance issued by the Capital Market Board, enforced on 30 December 2011, and re-specified on the basis of resolution passed at the meeting of the Board of Directors held on 05.07.2012.

2. PURPOSE

The Audit Committee is formed with the purpose of overseeing functioning of the accounting and reporting systems, and functioning and effectiveness of systems for disclosure, and independent and internal audit of Ayen Enerji A.S. (the Company) within the framework of related laws and legislations, and performing duties related to audit as specified in the Turkish Code of Commerce and the Capital Market Law.

3. DUTIES AND RESPONSIBILITIES

Duties and responsibilities of the Audit Committee are as follows:

- To identify services to be procured from an independent audit firm and to submit them to the Board of Directors for approval;
- To assess findings of independent audit firm, issues material to accounting policy and practices of the company all submitted to the committee within the scope of independent audit, alternative practices and disclosure options proposed by independent audit firm to the company's management on the basis of accounting standards and principles of the Capital Market Board, probable consequences thereof and proposal of implementation, and material correspondences exchanged between the company and independent audit company;
- To certify, in writing and upon consultation with executives and independent auditors of the company and together with its comments, to the Board of Directors that annual and quarter or half yearly financial statements and annual reports to be disclosed are in compliance with the accounting principles followed by the company, and are true and correct;
- To make recommendations to the Board of Directors so that the Board of Directors inform the General Meeting on any transaction of any dominant shareholder, or any director or executive of the company, or any relatives thereof up to second degree by blood or marriage which may create conflict of interest with the company or any subsidiary thereof and/or any transaction carried out by them on their behalf or on behalf of others which is competing with

the field of activities of the company, or on them becoming a partner with unlimited liability of a company carrying out the same commercial activities; and

- To perform duties assigned/to be assigned to the Committee under regulations of the CMB and under the Turkish Code of Commerce.

The Committee shall inform, in writing or in verbal, the Board of Directors of its comments and recommendations on the matters specified above.

4. STRUCTURE AND ORGANISATION OF COMMITTEE

- The Audit Committee is formed and designated by the Board of Directors.

- The Audit Committee shall be composed of at least two members. The chairman and members of committee shall be appointed among independent directors.

- The Board of Directors shall appoint members of the Audit Committee at the first meeting to be held after the ordinary general meeting of each year. Existing committee members shall stay at the office until they are replaced.

- The Board of Directors shall provide every resources and assistance to the committee so that it can perform its duties. The Committee may summon any relevant executive to attend its meeting when it deems necessary.

- The committee may procure consultancy services from competent experts and institutions experts in relation to its duties when it deems necessary. Fees and charges of such consultants shall be paid by the company.

The Committee shall create mechanisms necessary for any interested party to report to the Committee any unlawful or unethical actions of the company.

5. MEETINGS AND RESOLUTIONS

- The Audit Committee meets at least four times a year once in every three months and presents results of its meetings to the Board of Directors.

- The resolutions of the committee are recommendation only. The Board of Directors shall have the final discretion and responsibility on any matter considered.

- The committee meets and resolve with the majority of its total number of members.

- Meetings may be held at the headquarters of the company or some other place where members would have easy access.

- The Secretary of the Board of Directors shall perform secretarial duties for the Committee.

6. MINUTES OF MEETINGS AND REPORTS

All proceedings of the Committee shall be documented and kept in a resolution book to be maintained. The resolutions must contain the following:

- Location and time of meeting
- Agenda
- Resolutions taken.

Relevant resolutions of the Audit Committee shall be submitted to the Board of Directors.

7. ENFORCEMENT

This document was reviewed in accordance with Communiqué (No. 56, Serial No.: IV) on Setting out and Implementation of Principles of Corporate Governance issued by the Capital Market Board (the Communiqué) and approved on basis of Resolution passed by the Board of Directors on 28.05.2013. The Board of Directors has the authority to revise and update the rules of procedure of the Audit Committee.