

PRINCIPLES REGARDING RELATED PARTY TRANSACTIONS

Article 1: Purpose

Purpose of the Principles Regarding Related Party Transactions (the "**Principles**") is determining the principles and rules applicable to the related party transactions to be entered into by the Company.

The Board of Directors of the Company aims to carry out all related party transactions in accordance with the market conditions and as stipulated in these Principles Regarding Related Party Transactions as well as the capital markets legislation, tax legislation and other relevant legislation.

Article 2: Definitions

"**Corporate Governance Communiqué**" shall mean the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board of the Prime Ministry of the Republic of Turkey published in the Official Gazette dated 03.01.2014 No. 28871.

"**Financial Tables**" shall mean the financial tables prepared in accordance with the Communiqué Regarding Financial Reporting In the Capital Markets No. II-14.1 of the Capital Markets Board of the Prime Ministry of the Republic of Turkey published in the Official Gazette dated 13.06.2013 No. 28676.

"**Balance Sheet**" shall mean the balance sheet included in the Financial Tables.

"**Profit and Loss Statement**" shall mean the profit and loss statement included in the Financial Tables.

"**Audit Committee**" shall mean the audit committee of the Company.

"**Board of Directors**" shall mean the board of directors of the Company.

"**Company**" shall mean MLP Sağlık Hizmetleri Anonim Şirketi.

"**Regular Related Party Transactions**" shall mean the Related Party Transactions carried out by the Company on a continuous basis within the scope of its activities.

"**General Assembly**" shall mean the general assembly of the Company.

"**Independent Member(s)**" shall mean the independent member(s) of the Board of Directors.

"**Irregular Related Party Transactions**" shall mean the Related Party Transactions which are not of a continuous nature within the scope the Company's activities and are one-off transactions.

"**Related Party**" shall have the meaning ascribed to such term in the Corporate Governance Communiqué.

"**Related Party Transactions**" shall have the meaning ascribed to such term in the Corporate Governance Communiqué.

Article 3: General Provisions

Related Party Transactions shall be entered into on market terms, taking into consideration the provisions regarding transfer pricing.

The Board of Directors is responsible for the implementation of these Principles and the rules established within the scope of these principles, and also for monitoring the implementation of the foregoing.

Article 4: Irregular Related Party Transactions*Materiality Threshold*

The Irregular Related Party Transactions that are specified in Article 9, paragraph 2 of the Communiqué are subject to the approval of the Board of Directors.

Audit Committee Report

The Audit Committee shall meet on an extraordinary basis, examine the current terms and conditions and submit a report to the Board of Directors for each Irregular Related Party Transaction that exceeds the threshold indicated above.

Where the Corporate Governance Communiqué or other relevant rules and regulations require the preparation of an independent audit report, the Audit Committee shall ensure that such independent audit report shall be obtained and references to such report are inserted in the report of the Audit Committee.

Approval Procedure of the Board of Directors

In the event that the Audit Committee's report examining whether or not the relevant transaction conforms to the market standards has been obtained, the Board of Directors shall convene only to vote on the Irregular Related Party Transactions referred to hereinabove.

In order for the Irregular Related Party Transactions that are specified in Article 9, paragraph 3 of the Communiqué to be carried out, approval of the majority of the Independent Members shall be required. If there are two Independent Members, then the Irregular Related Party Transactions in question must be approved by both of them. In case the approval of the majority of the Independent Members cannot be obtained, the approval of the general assembly shall be required in respect of the Irregular Related Party Transaction in question.

Article 5: Regular Related Party Transactions*Materiality Threshold*

The materiality threshold shall not apply to the Regular Related Party Transactions and a Board Resolution of a general nature shall be passed to cover all Regular Related Party Transactions. In case of any changes to the terms and conditions of such Regular Related Party Transactions, a Board resolution shall again be required.

Resolution of a General Nature

To the extent the issues stated below are definite at the time of the relevant Board Resolution, and subject to the information in its possession, the Board of Directors shall pass a framework decision regarding each Regular Related Party Transaction and related matters, including, inter alia, the following:

- Parties to the intended transaction;
- Expected volume of business based on the annual budget and business plans (in Turkish Liras);
- Main terms and conditions governing the Regular Related Party Transactions in question;
- Methods and procedures for ensuring that the transactions that fall within the scope of the Regular Related Party Transactions are competitive and in line with the market conditions.

The Audit Committee shall, during its meeting to be held following the announcement of the annual financial tables, examine the Regular Related Party Transactions that have been carried out in accordance with the annual approval (in other words, the board resolution of a general nature) granted for them in the relevant period.

Public Disclosures

To the extent necessary pursuant to the capital markets regulations, and except for information that constitutes trade secrets, the Board resolutions covering the related party transactions shall be disclosed to the public. However, to the extent the capital markets legislation requires the preparation of a separate report regarding the Regular Related Party Transactions, only the conclusion section of such report shall be disclosed to the public.