

TransAtlantic Petroleum Ltd.
Anti-Corruption Policy

Policy Statement

The Board of Directors and the Officers of TransAtlantic Petroleum Ltd. (“TransAtlantic”) are committed to maintaining and enforcing strict compliance with the following Anti-Corruption Policy (“Policy”). TransAtlantic will conduct every business transaction with integrity, regardless of differing local manners and traditions, and will comply with:

- Laws and regulations of the United States, particularly the Foreign Corrupt Practices Act (“FCPA”);
- Anti-corruption laws and regulations of other countries in which TransAtlantic operates;
- TransAtlantic policies and procedures; and
- TransAtlantic Code of Conduct.

TransAtlantic requires compliance with the highest ethical standards and all anti-corruption laws applicable to it in the conduct of its business. TransAtlantic values integrity and transparency and has zero tolerance for corrupt activities of any kind, whether committed by TransAtlantic employees or by third parties acting for and on behalf of TransAtlantic. Unauthorized payments, or acts that create the appearance of promising, offering, giving or authorizing payments prohibited by this Policy, will not be tolerated.

Definitions

The following definitions provide clear guidance regarding TransAtlantic’s Anti-Corruption Policy. Any questions should be directed to the Legal Department.

Facilitating Payment. A payment made solely to expedite or secure the performance of the following routine government actions only:

- Obtaining licenses, permits and other official documents to qualify to do business in a foreign country;
- Processing governmental papers, such as visas and work orders;
- Providing police protection, mail services and inspection of goods or of contract performance;
- Providing telephone service, utilities, loading or unloading cargo and protecting perishable goods from deteriorating; and
- Actions of a similar nature.

Foreign Public Official. The term “foreign public official” means:

- Any officer or employee (including any person nominated or appointed to be an officer or employee) of a government or department, agency, or instrumentality of a government (including a government-controlled enterprise);
- Any person acting in an official capacity on behalf of a government or any department, agency, or instrumentality of a government;
- Any officer or employee of a company or business owned in whole or part by a government;
- Any officer or employee of a public international organization, such as the World Bank or

- the United Nations;
- Any officer or employee of a political party or any person acting in an official capacity on behalf of a political party; and/or
 - Any candidate for political office.

Government. An agency, instrumentality, subdivision or other body of any national, state or local government, including hospitals or other health facilities which are owned or operated by a government, and including regulatory agencies or government-controlled businesses, corporations, companies or societies.

Money or “Anything of Value”. These terms include, but are not limited to, cash or cash equivalents, gifts, services, employment offers, loans, travel expenses, entertainment, political contributions, charitable donations, subsidies, per diem payments, sponsorships, honoraria or the provision of any other asset, even if nominal in value.

Payment. Any direct or indirect offers to pay, promises to pay, authorizations of or payments of money or anything of value.

Policy Scope

This Policy applies to:

- All TransAtlantic legal entities worldwide owned directly or indirectly by TransAtlantic, including all its operating units, subsidiaries, and affiliates. For purposes of this Policy, the terms “TransAtlantic Petroleum Ltd.” or “TransAtlantic” are deemed to refer to and include all of the above mentioned entities;
- All TransAtlantic Members of the Board of Directors, Officers, and employees worldwide. For the purposes of this Policy, “TransAtlantic employees” include all complementary/contingent workers; and
- All third parties acting for and on behalf of TransAtlantic, wherever they are located.

Impermissible Activity

Except for the Permissible Activity set forth below, TransAtlantic employees shall not make, offer to make, or authorize any “payments” or provide “anything of value” to any foreign public official. TransAtlantic employees shall not make, offer to make, or authorize any payments to a foreign public official with the expectation of receiving an improper benefit or advantage in return for the payment.

TransAtlantic employees shall not make any facilitation payment without first obtaining the approval required by this Policy, and any approved facilitation payment must be properly and accurately recorded.

TransAtlantic employees shall not make any payments to political parties or officials thereof or to candidates for political office outside the United States.

TransAtlantic employees shall not mischaracterize or omit any transaction with a foreign public official on TransAtlantic’s books or records.

Permissible Activity

Facilitating payments to a foreign public official may be made only if:

- The assistance requested and for which the payment is made is clearly an action which the person receiving the payment is legally required to provide, and the payment is only to facilitate such action;
- Such payment is legal and customary in the foreign country in question;
- No reasonable alternative to making the payment exists;
- The duties of the person receiving the payment are essentially ministerial or clerical; and
- The payment has been approved in advance by the Legal Department.

Gifts, entertainment and travel expenses to or for a foreign public official may be made only if:

- Gifts, entertainment or travel expenses are reasonable and bona fide expenditures, and are directly related to the promotion of products or services or the performance of a contract;
- Such payment is legal and customary in the foreign country in question;
- In no case should any gift be in the form of cash; and
- The payment has been approved in advance by the Legal Department.

Because the legality of a facilitating payment and gift-giving are very fact-intensive and difficult to determine, no TransAtlantic employee is authorized to make such payments to a foreign public official without first receiving the approval of the Legal Department. Approval will be given only after it has been determined that such payment is consistent with the criteria set forth above and with all other applicable laws. In any event, every effort should be made to eliminate or minimize such payments.

Record Keeping and Accounting

The record-keeping provisions of the FCPA require TransAtlantic to keep its books, records, and accounts in reasonable detail, accurately and such that they fairly reflect all transactions and dispositions of assets. Thus, the FCPA prohibits the mischaracterization or omission of any transaction on TransAtlantic's books or any failure to maintain proper accounting controls that results in such a mischaracterization or omission. Keeping detailed, accurate descriptions of all payments and expenses is crucial for this component of the FCPA.

Accordingly, TransAtlantic employees must follow applicable standards, principles, laws and TransAtlantic practices for accounting and financial reporting. In particular, employees must be timely and complete when preparing all reports and records required by management. In connection with dealings with foreign public officials, employees must obtain all required approvals from the Legal Department and, when appropriate, from foreign governmental entities. Prior to paying or authorizing a payment to a foreign public official, TransAtlantic employees or agents should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in TransAtlantic's books and records. No undisclosed or unrecorded accounts of TransAtlantic are to be established for any purpose. False or artificial entries are not to be made in the books and records of TransAtlantic for any reason. Finally, personal funds may not be used to accomplish what is otherwise prohibited by this Policy.

Third Party Due Diligence

Anti-corruption laws do not always differentiate between conduct of TransAtlantic and conduct of a third party acting for and on behalf of TransAtlantic. Therefore, it is TransAtlantic's obligation to know its partners and to ensure that any third parties with and through whom TransAtlantic conducts business acknowledge and agree to comply with principles of this Policy. To ensure that the requirements of this Policy are met in relation to third parties, business managers are required to conduct due diligence on such third parties and comply with any other requirements of this Anti-Corruption Policy, including but not limited to pre-engagement and post-engagement due diligence, execution of anti-corruption contractual provisions appropriate for the particular business transaction, and post-engagement or post-deal due diligence and monitoring.

Government-Owned Businesses and Government Official-Owned Businesses

TransAtlantic operates in several countries in which government-owned businesses are common. TransAtlantic may interact with government-owned businesses as customers, suppliers, competitors or other roles. All employees or representatives of the government-owned businesses should be considered "foreign public officials" covered by this Policy. All persons acting on behalf of TransAtlantic should be aware at all times whether they are engaging with government-owned businesses and conduct themselves in accordance with this Policy.

In many countries it is a common practice for foreign public officials to own or operate their own business enterprises. While the FCPA does not prohibit legitimate business relationships with business enterprises owned or controlled by foreign public officials, great care must be taken to avoid any association with any such enterprise in circumstances that might constitute a violation of the FCPA. When retaining government official-owned businesses, special care should be taken to document the business rationale for selecting the business, the scope of work to be performed, and the work that was performed.

Duty to Report

Each employee has a duty to prevent breaches of this Policy by reporting any questionable situation to his or her supervisor, to the Legal Department or to the compliance hotline. TransAtlantic's compliance hotline may be accessed anonymously and confidentially by telephone or internet:

By telephone from the USA: 1-888-497-2579

By telephone from Turkey: 0811-288-0001; wait for the prompt, and then dial 888-497-2579;

By internet: www.transatlanticpetroleumalertline.com

It is TransAtlantic's policy that employees will not suffer any retaliation for reporting potential compliance concerns.

Any questions concerning the anti-corruption and anti-bribery laws or this Policy should be addressed to the Vice President, Legal.

Punishment

Penalties for violating anti-corruption laws, including the FCPA, can be severe. Under the FCPA, corporations are subject to criminal fines of up to \$2,000,000 USD and civil fines up to \$10,000 USD per violation. Individuals are subject to criminal fines up to \$100,000 USD, imprisonment for up to five (5) years, or both. Individuals are also subject to civil fines up to \$10,000 USD. Violations of the FCPA are not covered by TransAtlantic's directors and officers insurance, and individuals cannot be indemnified by TransAtlantic for such violations. TransAtlantic takes its obligations to comply with anti-corruption laws, including the FCPA, seriously. Accordingly, employees who fail to follow TransAtlantic's policies and procedures, whether expressly stated in this Policy or otherwise, may be subject to adverse employment action, including, where warranted, dismissal.

Certification

TransAtlantic's policy is to communicate this Policy to all persons covered by the Policy. All new TransAtlantic employees will be required to certify that they have reviewed this Policy at the start of their period of employment. All current employees will annually acknowledge the Policy and certify their compliance with the Policy.

Adopted December 10, 2013.