

## **TRANSATLANTIC PETROLEUM LTD.**

### **Position Description for Chairman of the Board**

#### **INTRODUCTION**

The Board of Directors has ultimate accountability for the management of TransAtlantic Petroleum Ltd. (the “Company”). Critical to meeting this accountability is the relationship between the Board, management, shareholders and the individuals on the Board.

The Chairman, as the presiding Board member, must ensure that these relationships are effective and efficient. In performing this role, the Chairman must work with executive management, manage the Board, and together with the executive management, ensure effective relations with shareholders.

The Chairman, while working closely with executive management, will at all times retain an independent perspective to represent the best interests of the Company.

#### **WORKING WITH MANAGEMENT**

The Chairman acts as a resource for executive management, including helping to define problems, review strategy, maintain accountability, build relationships and ensure executive management is aware of concerns of the Board and shareholders.

#### **MANAGING THE BOARD**

The Chairman will:

- a. ensure that the Board monitors the Company’s business and affairs and that the Board is alert to its obligations;
- b. assist the Board in reviewing and monitoring the strategy, policies and direction of the Company;
- c. communicate with the Board to ensure it has sufficient knowledge to permit it to comfortably and properly make major decisions when such decisions are required;
- d. set the frequency of the Board meetings and review such frequency from time to time;
- e. coordinate the agenda, information packages and related events for Board meetings with executive management;
- f. chair Board meetings;
- g. in conjunction with executive management, recommend the committees of the Board and their composition, review the need for, and the performance and suitability of those committees and make such adjustments as deemed necessary from time to time;

- h. attend committee meetings where appropriate and ensure that Board and committee meetings are conducted in an efficient, effective and focused manner; and
- i. periodically review and assess director attendance, performance and compensation and the size and composition of the Board, all in conjunction with any relevant committees of the Board.

## **RELATIONS WITH SHAREHOLDERS AND THE PUBLIC**

The Chairman will chair meetings of shareholders whenever feasible.

The Chair will decide, in consultation with executive management, if it is appropriate that the Board be represented at official functions and meetings with major shareholder groups and financial analysts.

## **EFFECTIVE DATE**

This Position Description was implemented by the Board on December 10, 2013.