

HEKTAŞ TİCARET T.A.Ş.
INTERNAL DIRECTIVE FOR THE
AUDIT COMMITTEE

1. PURPOSE AND SCOPE

The purpose of this Internal Directive ("Internal Directive") is to determine the procedures and principles relating to the duties, authorities, responsibilities and works of the Audit Committee (the "Committee") which was established pursuant to the Board of Directors decision dated 22.06.2012 no. 2012/31 for reliable fulfillment of its duties and responsibilities by the Board of Directors of HEKTAŞ TİCARET T.A.Ş.(the "Company"), in accordance with the Capital Market Board's Communiqué on the Determination and Implementation of Corporate Governance Principles within the Company.

The Audit Committee evaluates the issues determined within the framework of the assessments it makes to assist the Board of Directors in the supervision of the Company's accounting system, public disclosure of financial information, independent auditing and the operation and effectiveness of the internal control system, in accordance with the Capital Market legislation and the principles in this regulation.

2. STRUCTURE OF THE COMMITTEE

The committee consists of at least 2 members. All members of the Committee consist of the Independent Board Members of the Company.

The Committee may appoint a Deputy Chairman to take office in the absence of the person who assumes the Chairmanship.

The Committee may obtain consultancy services from independent experts or organizations on matters it deems necessary regarding its activities, at the expense of the Company, and may invite any director it deems necessary to its meetings and obtain their opinions.

3. COMMITTEE MEETINGS

The Committee convenes at least four times a year, at least once in every three months, in order to ensure that the Committee fulfills its duties effectively. Minutes are drawn up regarding results of the meetings and submitted to the Board of Directors. The Committee meetings are held at times harmonious with the ordinary meetings of the Board of Directors. However, the Committee may convene as often as deemed necessary for the effectiveness of the works. The Committee takes its decisions with a quorum of absolute majority of its members.

All kinds of resources and support required for the Committee to fulfill its duties are provided by the Board of Directors. The Committee may be summoned to meeting upon the demand of the Committee Chairman or a Committee member. Committee meetings will be held in accordance with the agenda distributed by the Audit Committee Secretariat (the "Secretariat") before the meeting. Decisions taken at committee meetings are written down and archived by the Secretariat. In this context, after each meeting, a written report on the activities of the Committee is submitted to the Board of Directors together with a summary of the minutes. re

Meeting minutes are kept in the Secretariat. The Committee may also meet by teleconference or by any other means. If it deems necessary, the Committee may delegate some of its duties to one or more subcommittees consisting of two or more members.

The Committee performs an assessment of its objectives, duties and performance and reports the results of this assessment to the Board of Directors on an annual basis.

4. DUTIES AND RESPONSIBILITIES

- They oversee the Company's accounting system, public disclosure of financial information, independent audit, and the functioning and efficiency of the internal control system. The selection of the independent audit firm, the preparation of independent audit contracts and the initiation of the independent audit process, and the works of the independent audit firm at all stages are carried out under the supervision of the Committee.
- The independent audit firm from which the company will receive services and the services to be received from these organizations are determined by the Committee and submitted to the Board of Directors for approval.
- The committee in charge of audit determines the methods and criteria applicable in the review and conclusion of the complaints communicated to the Company regarding the Company's accounting and internal control system and independent auditing, as well as the evaluation of the Company's employees notifications about accounting and independent audit matters within the framework of the confidentiality principle.
- The Committee receives the opinions of the responsible managers and independent auditors of the Company regarding the accuracy of the annual and interim financial statements to be disclosed to the public and their compliance with the actual situation as well as the accounting principles followed by the Company and submits them to the Board of Directors in writing, together with their own assessments.
- The Committee immediately notifies the Board of Directors in writing of its findings and suggestions regarding its task and area of responsibility.
- The duty and responsibility of the Committee does not eliminate the responsibility of the Board of Directors arising from the Turkish Commercial Code.

5. AMENDMENTS TO THE INTERNAL DIRECTIVE

Proposals for amendments to this directive are submitted to the Board of Directors by the Committee. The proposals prepared are put on the agenda in the first meeting of the Board of Directors.

6. EFFECTIVENESS

This regulation, as well as amendments and updates regarding the regulation become effective upon the decision of the Board of Directors.