

HEKTAŞ TİCARET T.A.Ş.

EARLY DETECTION OF RISK COMMITTEE

PRINCIPLES OF WORK AND DUTIES

1. PURPOSE

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 Early Detection of Risk Committee (the "Committee") which was established pursuant to the Board of Directors decision dated 24.07.2012 no. 2012/34 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 "Communiqué") and the article 378 of the Turkish Commercial Law which became effective on 1 July 2012.

The purpose of the Early Detection of Risk Committee (the Committee) is to achieve early detection of the risks which may endanger the Company's presence, development and continuity within the framework of the legal legislation and this regulation, as well as the application of the necessary measures for the risks detected and risk management.

2.AUTHORITY AND SCOPE

- All kinds of resources and support required for the Committee to fulfill its duties are provided by the Board of Directors. The committee may invite any director that it deems necessary to its meetings and obtain their opinions.
- The Committee benefits from the opinions of independent experts on the issues it deems necessary regarding its activities. Costs of consultancy services required by the Committee are covered by the Company.
- Committee members are re-determined every year at the first Board of Directors meeting to be held after the Ordinary General Assembly meeting.
- The Committee reviews and evaluates the adequacy of this Internal Directive and presents the related recommendations for change to the Board of Directors for approval.
- The Committee evaluates the risk situation, indicates the dangers, if any, and demonstrates the remedies in the report that it will submit to the Board of Directors once in every two months. The report is submitted to the auditor as well.

3.STRUCTURE OF THE COMMITTEE

Majority of the members of the Committee consist of the Independent Board Members of the Company. If the committee is comprised of two members, both of these members, and if it has more than two members, majority of the members are comprised of non-executive Board members. The Chief Executive Officer and the General Manager may not take part in committees. The Chairman of the Committee is elected from among the Independent Board Members.

4. COMMITTEE MEETINGS

Meetings of the Committee are held once in every two months and at times harmonious with the ordinary meetings of the Board of Directors, in order to ensure that the Committee fulfills its duties effectively. However, the Committee may convene as often as deemed necessary for the effectiveness of the works. 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 Corporate Governance 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. Meeting minutes are kept in the Secretariat. The Committee may also meet by teleconference or by any other means.

The Committee takes its decisions with a quorum of absolute majority of its 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.

5. DUTIES AND RESPONSIBILITIES

The Committee carries out the following tasks, in the light of the risk appetite determined by the Board of Directors and the opinions of the Board of Directors:

- Evaluation and definition of all risks that may endanger the existence, development and continuation of the company, and the probability and impacts of such risks,
- Establishing risk measurement models and risk management systems and reviewing their effectiveness at least once a year,
- Informing the Board of Directors and making necessary warnings regarding the measurement and monitoring of risks and the use of risk factors in decision processes,
- Making recommendations to the Board of Directors to improve risk management practices and models.
- It carries out the necessary studies on the adoption and implementation of risk management policies and practices by all departments and employees of the Company.
- It meets at least six times a year. Meeting minutes are kept in writing. Meeting results are presented to the Board of Directors in a report. If the committee members cannot meet, meetings can also be held by using technological means.

6. 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.

7. EFFECTIVENESS

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