

# YÜNSA YÜNLÜ SANAYİ VE TİCARET A.Ş.

## AUDIT COMMITTEE REGULATION

CODE NO	
REVISION NO	3
EFFECTIVE DATE	14.01.2003
REVISION DATE	22/12/2025
DECISION DATE&NUMBER	14/01/2003-660 08/05/2020-1122 28/11/2023-1244 22/12/2025-1306

## **ESTABLISHMENT:**

The Audit Committee was established by the decision of the Board of Directors of Yünsa A.Ş. dated January 14, 2003, and numbered 660.

## **1. AIM AND SCOPE:**

The aim of the Audit Committee is to inform the Board of Directors of Yünsa about the company's accounting system, financial reporting, public disclosure of financial information, independent audit, and the functioning and effectiveness of the internal control system; to support the company's efforts in complying with relevant laws and regulations, corporate governance principles, and the company's ethical rules, primarily the Capital Markets Board Regulations; and to perform its oversight function in these matters. The Audit Committee submits its findings and recommendations regarding its activities, duties, and responsibilities to the Chairman of the Board of Directors.

## **2. DEFINITIONS: -**

## **3. RESPONSIBILITY:**

The Internal Audit Manager is responsible.

## **4. IMPLEMENTATION:**

### **4.1 DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE:**

The Audit Committee has the following duties and responsibilities within the scope of its function as stated in the purpose clause:

### **4.2. FINANCIAL INFORMATION:**

4.2.1. Ensures the accuracy of the company's financial statements and their compliance with the accounting principles followed by the company, relevant legislation, and company policies; evaluates the reports prepared on this matter; obtains the opinions of the company's responsible managers, internal auditors, and independent auditors, and presents its own evaluation results, along with warnings and recommendations if deemed necessary, to the Board of Directors.

4.2.2. Reviews the annual and interim financial statements to be disclosed to the public and determines whether they are complete; reviews significant disagreements that arise during the preparation of the financial statements, including significant issues such as regulatory changes related to accounting and reporting.

4.2.3. Contributes to the resolution of disputes between company management and the independent audit firm regarding the financial statements.

4.2.4. Reviews the accuracy and completeness of the information contained in the annual activity report and other important reports required to be disclosed to the public. Evaluates the compliance of the reports with company policies and legal and other regulations.

#### **4.3. INTERNAL CONTROL SYSTEM:**

4.3.1. Evaluates the effectiveness of the company's internal control system, including information technology security.

4.3.2. Evaluates the findings and recommendations of the internal and independent external auditors regarding financial reporting and the internal control system, as well as the management's views and actions on this matter.

#### **4.4. INTERNAL AUDIT:**

4.4.1. Evaluates the regulations, audit guide, audit plan, audit activities, and internal audit organizational structure with the Internal Audit Manager within the framework of the principle of impartiality.

4.4.2. Evaluates the effectiveness of the internal audit function and its compliance with generally accepted internal audit standards.

4.4.3. Periodically meets with the Internal Audit Manager to discuss issues related to the adequacy of the internal control system and conducts a status assessment.

#### **4.5. INDEPENDENT AUDIT:**

4.5.1. Determines the matters and topics requiring the assignment of audit firms qualified to conduct independent audits and proposes them to the Board of Directors. In accordance with the decisions taken, the selection of the independent audit firm, the preparation of audit contracts and the commencement of the independent audit process, and the work of the independent audit firm at every stage are carried out under the supervision of the Audit Committee.

4.5.2. Evaluates the selection of independent audit firms and the services to be obtained from these firms, and submits them to the Board of Directors.

4.5.3. Evaluates the reports prepared by independent audit firms and informs the Board of Directors.

4.5.4. Reviews the independence of independent auditors, the rotation of the responsible partner and chief auditors with the audit firm, and conflicts of interest. Controls that independent audit firms do not provide non-audit services prohibited by law.

4.5.5. Meets with independent auditors to discuss the adequacy of the internal control system and other related issues and conducts a situation assessment.

4.5.6. Within the framework of generally accepted auditing standards, evaluates all matters communicated to him/her by independent auditors with the Chairman of the Board and the independent auditors.

#### **4.6. COMPLIANCE:**

4.6.1. Evaluates the effectiveness of the oversight system that ensures the compliance of activities with company policies, procedures, and regulations, as well as laws and relevant legal regulations. Ensures that studies investigating this situation are conducted; evaluates the results of these studies and presents them to the Board of Directors.

4.6.2. Reviews company policies regarding investigations into legality, adherence to ethical rules, conflicts of interest, mismanagement, fraudulent transactions, etc.

4.6.3. Reviews the results of investigations conducted by official authorities.

4.6.4. Examines the process of communicating the Company's Code of Ethics to its employees; monitors compliance with the rules.

4.6.5. Reviews the suitability of corporate governance policies through internal or independent external audits. Monitors the company's compliance with corporate governance principles.

4.6.6. Obtains periodic information from the company's Legal Counsel regarding legal matters that will significantly affect the company (compliance with legislation, existing and potential lawsuits for and against the company, and other similar legal matters).

4.6.7. Reviews risk management policies and evaluates the effectiveness of risk management.

4.6.8. Audits risks related to Information Technology (IT), Cybersecurity, and Artificial Intelligence (AI).

4.6.9. Audits tax administration and tax risks in accordance with the company's Tax Policy.

4.6.10. Audits risks related to sustainability and climate change.

#### **4.7. REPORTING:**

4.7.1. The Audit Committee shall report its findings and recommendations regarding its activities, duties, and responsibilities to the Board of Directors in writing.

4.7.2. In accordance with Capital Market Legislation, the Audit Committee shall report to the Board of Directors in writing, together with its own assessments, the opinions of the Company's responsible managers and independent auditors regarding the accuracy and truthfulness of the annual and interim financial statements to be disclosed to the public, in accordance with the accounting principles followed by the Company.

#### **4.8. OTHER:**

4.8.1. Ensures the identification of outdated and/or inadequate instructions, regulations, and procedures, and submits its recommendations to the Board of Directors.

4.8.2. Determines the methods and criteria to be applied in examining and resolving complaints received by the company regarding its accounting and internal control system and independent audit; and evaluating the notifications of company employees regarding the company's accounting and independent audit matters within the framework of the principle of confidentiality.

4.8.3. May conduct special investigations when necessary, with the knowledge of the Chairman of the Board of Directors.

4.8.4. Evaluates annually whether all responsibilities set forth in the Articles of Association have been fulfilled.

4.8.5. The Audit Committee reviews its Articles of Association annually and as needed; evaluates them within the framework of relevant legislation and global developments in this area; and submits any necessary changes to the Board of Directors for approval.

4.8.6. The Committee may utilize independent expert opinions on matters it deems necessary in relation to its activities and may appoint a consultant for this purpose. The cost of the consultancy services required by the Committee shall be covered by the company.

4.8.7. It shall perform other related duties assigned by the Board of Directors.

#### **4.9. STRUCTURE:**

The Audit Committee consists of at least two members, one of whom is the chairperson, selected by the Board of Directors from among its independent members. Members shall be individuals who do not directly assume executive functions and do not hold positions as members of the Board of Directors, but who possess sufficient knowledge and experience in financial matters.

#### **4.10. CHAIRPERSON:**

The Chairperson of the Audit Committee is appointed by the Board of Directors. In the event that the Chairperson of the Committee becomes vacant for any reason, the Chairman of the Board of Directors shall appoint one of the Committee members as interim chairperson until a new Chairperson is appointed at the first Board of Directors meeting following the vacancy.

#### **4.11. MEMBERS:**

The Board of Directors appoints at least two members (including the Chairman) from among its own members as members of the Audit Committee. In the event of a vacancy for any reason, a new member shall be appointed at the first Board of Directors meeting following the vacancy.

#### **4.12. RAPPORTEUR:**

The reporting of the Audit Committee is carried out by the Company's Internal Audit Unit. The Rapporteur is appointed by the Chairman of the Audit Committee. The Board of Directors provides the Audit Committee with the necessary resources and all kinds of support to carry out its work.

#### **4.13. PLACE AND TIME OF MEETINGS:**

The Audit Committee shall meet at least four times a year, at least every three months, either at the Company headquarters or at another location upon the invitation of the Audit Committee Chairman.

The annual meeting schedule shall be announced to all members by the Committee Chairman at the beginning of each year. The Committee Chairman may revise the meeting schedule if deemed necessary. Committee members are expected to attend all meetings.

The Committee may be convened for extraordinary meetings by the Chairman of the Board of Directors or the Committee Chairman.

The Committee may invite auditors and relevant advisors to meetings to obtain information on matters deemed necessary, with the knowledge of the Chairman of the Board of Directors. It may hold meetings with auditors and managers with a special agenda.

#### **4.14. AGENDA DETERMINATION:**

The meeting agenda is determined by the Committee Chair. Committee members submit the topics they wish to include on the agenda, along with related information and documents, to the Committee Chair or Rapporteur 10 days prior to the meeting date. The agenda is communicated to the Committee Members one week before the meeting.

#### **4.15. DUTIES AND POWERS OF THE CHAIRMAN:**

4.15.1. Chairs the Committee and manages its meetings.

4.15.2. Determines the meeting agenda.

4.15.3. Ensures information flow and coordination between the Board of Directors and the Committee.

4.15.4. Appoints one of the Members as a substitute to chair the meeting when unable to attend.

4.15.5. May invite an expert or experts on a specific topic to the meeting during discussions.

4.15.6. Takes necessary measures to ensure that the Committee effectively fulfills its duties and responsibilities.

#### **4.16. DUTIES AND RESPONSIBILITIES OF MEMBERS:**

4.16.1. Attending Committee meetings is a primary duty of every Member.

4.16.2. Obtaining permission from the Committee Chair for meetings they cannot attend.

4.16.3. Communicating their views on the agenda to the Committee Chair or Rapporteur.

4.16.4. Compiling and delivering information and documents requested by the Committee Chair.

4.16.5. Sharing their knowledge, skills, and experience with Committee Members.

4.16.6. Performing other duties requested by the Committee Chair in relation to the Committee's work.

#### **4.17. DUTIES AND RESPONSIBILITIES OF THE RAPPOREUR:**

4.17.1. Assists the Committee Chairman in preparing the agenda.

4.17.2. Delivers the meeting agenda and related documents to the Committee Members before the meeting.

4.17.3. Sends the opinions and recommendations reached by the Committee to the Chairman of the Board of Directors together with the Committee Chairman and Members.

4.17.4. Takes the necessary measures for the administrative organization of the meetings.

4.17.5. Performs other duties assigned by the Committee Chairman.

#### **4.18. TERM OF OFFICE:**

The term of office of the Committee Members is the same as the term of office of the Company's Board of Directors Members. Following the re-election of the Board of Directors, the new Chairman and Members of the Committee are determined by the Board of Directors.

If a Member's term of office on the Board of Directors ends for any reason, their membership in the Committee also ends. In this case, the Board of Directors appoints a replacement at its first meeting.

#### **4.19. CAPITAL MARKET BOARD REGULATIONS:**

The current and future regulations of the Capital Market Board regarding the Audit Committee will be given priority consideration.

#### **4.20. EFFECTIVE DATE AND IMPLEMENTATION:**

This regulation was approved and put into effect by the Board of Directors of Yünsa A.Ş. with resolution number 1306 dated 22.12.2025, and the Committee Chairman is responsible for its implementation. The Board of Directors of Yünsa A.Ş. is authorized to make any necessary changes to this Internal Regulation.