

**VESTEL ELEKTRONİK SANAYİ VE TİCARET A.Ş.**  
**AUDIT COMMITTEE TERMS OF REFERENCE**

**PURPOSE AND SCOPE**

1. The Audit Committee (the “Committee”) is established by the Board of Directors (the “Board”) to assist the Board in fulfilling its oversight responsibilities with respect to the quality and accuracy of the Company’s financial statements and public disclosures, the effectiveness of the Company’s accounting system, the independence, qualifications, selection and contract process of the independent external auditor, the effectiveness of the Company’s independent audit system, and the functioning of the internal audit process. The Committee assists with the Board of Directors’ oversight capacity through an advisory role.

**AUTHORITY AND LEGAL FRAMEWORK**

2. This document has been prepared in accordance with the Turkish Commercial Code, the Capital Markets Law, the Company’s Articles of Association, secondary regulations of the Capital Markets Board, and applicable Corporate Governance Principles.

**COMPOSITION AND INDEPENDENCE**

3. The Committee shall consist of at least two members, all of whom shall be independent members of the Board, appointed by the Board.  
The Chair of the Committee shall be designated by the Board and shall be an independent director with relevant prior experience and the ability to read, understand, and analyze financial statements, and with a strong understanding of accounting standards and financial reporting practices. At least one member of the Committee shall have a minimum of five years’ professional experience in accounting, auditing, or finance.
4. The Committee members are appointed at the first Board meeting following the General Assembly at which they are elected and shall serve until the next Ordinary General Assembly. Members whose term expires may be reappointed.

**MEETINGS AND OPERATING PROCEDURES**

5. The Committee shall meet at least quarterly and no fewer than four times per year. Meetings may be held in person or through electronic communication systems.  
The Committee may invite managers whose presence is deemed necessary to attend meetings and provide information or opinions.
6. Committee decisions shall be documented in writing, signed by the members, and maintained in an orderly manner. The Committee shall submit its findings, assessments, and recommendations to the Board at the first subsequent Board meeting.
7. The Committee shall be provided with all sorts of resources and support by the Board of Directors necessary

to fulfill its duties. The Committee is authorized to obtain independent professional advice, where it is necessary. The cost of such advisory services shall be borne by the Company.

The Committee shall convene with the full participation of its members and shall adopt resolutions by majority vote. Any dissenting opinions shall be recorded. Committee resolutions are advisory in nature and shall be submitted to the Board for consideration.

## **DUTIES AND RESPONSIBILITIES**

8. The duties and responsibilities of the Committee are listed below:
  - a. The Committee shall oversee the Company's financial reporting process and review annual and interim financial statements prior to public disclosure and review the functioning and effectiveness of the internal control system. The Committee shall be responsible for the selection of the independent external auditor, the scope of audit services to be provided, and the initiation of the audit process, subject to Board approval.
  - b. The Audit Committee shall determine the independent external audit firm to be engaged by the Company, as well as the scope of services to be obtained from such firm and shall submit its recommendation to the Board of Directors for approval.
  - c. The independent external auditor shall report in writing to the Audit Committee on all significant matters relating to the Company's accounting policies and practices, including alternative accounting treatments and disclosure options under the Capital Market Board's applicable accounting standards and principles previously discussed with management, the potential effects of such alternatives, the auditor's preferred treatment, and all material written communications between the auditor and the Company's management.
  - d. The Audit committee shall designate the applicable method and criteria with regard to the review of the complaints regarding the accounting and internal control system of the corporations and the independent audit, settling thereof, evaluation of the notifications of the employees with regard to matters on accounting and independent audit within the framework of the confidentiality principle.
  - e. The Committee shall submit to the Board in writing its evaluations with regard to the appropriateness and accuracy of the annual and interim period financial statements to be disclosed to the public and accounting principles followed by the company, taking into consideration the views of management and the independent external auditor.
  - f. The Audit Committee shall take the necessary measures to ensure that internal audit activities are conducted in an effective, adequate, and transparent manner. For this purpose, the Committee shall review internal audit activities and submit recommendations to the Board of Directors regarding any actions deemed necessary.
  - g. The Audit Committee shall review and evaluate the internal audit report and submit it to the Board of Directors. Any matters that restrict or hinder the activities of internal auditors shall be brought to the attention of the Board of Directors by the Committee, together with recommendations aimed at eliminating

such matters.

## **EFFECTIVENESS AND AMENDMENTS**

9. This document regarding the duties and working principles of the Audit Committee, and any amendments thereto, shall enter into force upon approval by the Board of Directors.