



## **DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. EARLY RISK DETECTION COMMITTEE DUTIES AND OPERATING PROCEDURES**

### **1. OBJECTIVE**

The objective of this document titled Early Risk Detection Committee Duties and Operating Procedures (“Procedures”) is to define the membership structure, duties, authorities and responsibilities, and operating procedures and working principles of the Early Risk Detection Committee (“Committee”) formed under the Board of Directors of Dođan Şirketler Grubu Holding A.Ş. (“Company”).

### **2. BASIS**

In drafting these Procedures, the Company’s Articles of Association, Article 378 of the Turkish Commercial Code No. 6102 and the Corporate Governance Principles stipulated by the Capital Markets Board have been taken as basis.

### **3. COMMITTEE STRUCTURE and MEMBERS**

The Committee, which should consist of at least two members, is chaired by one of the independent Board members. If the Committee consists of two members, both, and if it has more than two members, the majority of the members should be elected among the non-executive Board members. The chief executive officer/general manager will not serve on this Committee. To the extent possible, Board members serving on this Committee should not be members in the other Board committees.

The Committee members should bring expertise in identifying and assessing operational, financial, compliance and strategic risks. Experts who do not serve on the Board of Directors may become members of this Committee.

The Board of Directors provides all the resources and support that the Committee needs to fulfill its duties. The Committee may invite anyone to its meetings to seek their opinions and views. The Committee may also consult independent experts for advice on matters related to its activities. The Company covers the cost of the consultancy services that the Committee utilizes.

Once the new Board is elected at the ordinary general assembly meeting, the Committee members are assigned by the Board of Directors for the same term as that of the Board. The Committee members continue to perform their duties until the new members are appointed.

### **4. SUB-WORKING GROUPS**

One or more sub-working groups, consisting of people with adequate experience and know-how in corporate risk management, may be formed among the Committee members and/or external individuals to improve the effective functioning of the Committee.

### **5. MEETINGS and REPORTING**



The Committee convenes at least within every two months or more frequently when needed for the effectiveness of its activities. The quorum for Committee meetings and decisions is the absolute majority of the total number of members. The Committee decisions are recorded in the committee resolution register and kept on file for future reference.

The Committee provides information on its activities, meeting outcomes and recommendations about risks and remedies to the Board of Directors and also the auditor. The Committee submits its decisions in an advisory capacity, and the Board of Directors passes the final resolutions.

The Committee may hold its meetings either face-to-face or in the electronic medium. Minutes of the online meetings are signed by Committee members. The Committee may also pass resolutions by circulation.

## **6. DUTIES and RESPONSIBILITIES**

The Committee is primarily tasked with anticipating and detecting risks that may endanger the existence, development and continuity of the Company ahead of time to ensure that the Board of Directors fulfills its duties and responsibilities soundly.

The Committee's main duties and responsibilities include:

- Analyzing the detected risks based on impact and probability calculations.
- Working to take the necessary precautions against the detected risks and managing them.
- Submitting reports to the Board of Directors every two months to advise about the risks that might endanger the existence, development and continuity of the Company and indicating the dangers, if any, along with potential solutions.
- Devising measures and actions to address the detected risks and monitoring their implementation.
- Assigning duties and responsibilities as required by the early risk detection system.
- Reviewing and assessing the risk management system at least once a year.
- Fulfilling other existing/future Committee duties as mandated by applicable legislation.

The Committee may engage in other activities within its purview and present written or verbal evaluations and recommendations on these matters to the Board of Directors.

## **7. EFFECT**

These Procedures have become effective upon the resolution of Doğan Holding Board of Directors on December 21, 2023. The Board of Directors is responsible for amending and updating these Procedures.