



DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
AUDIT COMMITTEE
DUTIES AND OPERATING PROCEDURES

1. OBJECTIVE

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

2. BASIS

In drafting these Procedures, the Company’s Articles of Association and the Corporate Governance Principles stipulated by the Capital Markets Board have been taken as basis.

3. COMMITTEE STRUCTURE and MEMBERS

The Committee should consist of at least two members, all of whom should be independent directors serving on the Board. At least one Committee member should have a minimum experience of five years in auditing/accounting and finance. To the extent possible, Board members serving on this Committee should not be members in the other Board committees.

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 financial reporting and independent auditing, 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 three 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. 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 overseeing the functioning and effectiveness of the Company's accounting and reporting system, public disclosure of financial statements, independent audits, and the internal control and internal audit system to ensure that the Board of Directors fulfills its duties and responsibilities soundly.

The Committee's main duties and responsibilities include:

- Overseeing the independent audit process, nominating the independent audit firm, and submitting the services that the independent audit firm would provide to the Board of Directors for approval.
- Reviewing the notices regarding the Company's accounting and internal control system and independent audit, determining the methodology and criteria to apply for reviewing these notices in confidence.
- Advising the Board of Directors in writing by including its own evaluations regarding the accuracy and factuality of the annual and interim financial statements to be disclosed to the public in terms of conformity with the accounting principles followed by the Company after gathering the opinions of the Company's relevant managers and the independent auditors.
- In the event of a paid capital increase, preparing a report within ten business days following the first two publicly disclosed financial statements that contain the results of the capital increase after its finalization to ascertain whether the raised capital is utilized as specified in the prospectus, ensuring that the report is published on the corporate website and the Public Disclosure Platform.
- 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.