

HEDEF HOLDING INC. ("COMPANY")
AUDIT COMMITTEE WORKING PRINCIPLES

1. Purpose

The Company has established the Audit Committee ("Committee") with the Board of Directors' decision dated 21/06/2021 and numbered 92 in accordance with the Capital Markets Law No. 6362 ("CML"), the Turkish Commercial Code No. 6102 ("TCC"), the Corporate Governance Communiqué (II-17.1) of the Capital Markets Board ("CMB"), and the Corporate Governance Principles regulated in the currently effective Corporate Governance Communiqué. The purpose of the Committee is to oversee the Company's accounting system, the disclosure of financial information to the public, the independent audit, and the functioning and effectiveness of the Company's internal control and internal audit system.

2. Structure of the Committee

The Committee must consist of at least two members, all of whom must be independent board members. At least one of the Committee members must have 5 years of experience in auditing/accounting and finance. It is ensured that a board member does not serve on more than one committee. The members of the Committee are determined by the board of directors and announced on the Public Disclosure Platform (PDP).

3. Duties and Responsibilities of the Committee

The duties and responsibilities of the Committee are as follows:

- Overseeing the Company's accounting system, the disclosure of financial information to the public, the independent audit, and the functioning and effectiveness of the Company's internal control and internal audit system.
- Selecting the independent audit firm, preparing the independent audit agreements, initiating the independent audit process, and overseeing the work of the independent audit firm at every stage.
- Determining the independent audit firm and the services to be obtained from these firms and submitting them for the board of directors' approval.
- Reviewing and resolving complaints regarding the Company's accounting and internal control system and independent audit, and determining the methods and criteria to be applied in evaluating notifications of Company employees concerning accounting and independent audit matters in the context of confidentiality.
- Evaluating the annual and interim financial statements to be disclosed to the public in terms of their accuracy and compliance with the Company's accounting principles, and submitting these evaluations in writing to the board of directors along with the opinions of the Company's responsible managers and independent auditors.
- Immediately reporting in writing to the board of directors the findings and related evaluations and suggestions regarding the Committee's area of responsibility.

4. Committee's Operations and Meetings

The Committee meets at least four times a year, at least once every three months, and records the meeting results in minutes, presenting the decisions to the board of directors. The Committee's activities and meeting results must be disclosed in the annual activity report. The number of written notifications the Committee made to the board of directors during the fiscal year must also be stated in the annual activity report. The Committee may invite any person it deems necessary to its meetings and obtain their opinions. The Committee may seek independent expert opinions on matters it deems necessary for its activities. The cost of the consulting services needed by the Committee is covered by the Company. However, information about the person/organization from which the service is obtained and whether this person/organization has any relationship with the Company must be included in the activity report.

5. Amendments to the Committee's Working Principles

Proposals for amendments to these working principles are submitted by the Committee to the Board of Directors. The prepared proposals are included in the agenda of the first meeting of the Board of Directors.

6. Effectiveness

These working principles and their amendments and updates come into effect with the decision of the Board of Directors.