WORK PRINCIPLES OF THE AUDIT COMMITTEE

1. SCOPE

These work principles set forth the duties and work principles of the Audit Committee ("Committee") established by the Board of Directors (the Board) of Eczacıbaşı Yatırım Holding Ortaklığı A.Ş (the "Company").

2. FOUNDATION

The Audit Committee was established during the Board meeting of the Company on 6 May 2003 under the provisions of Capital Markets Board's regulations ("CMB"). Upon the decision taken by the Board of Directors on 1 June 2012, the work principles of the Audit Committee were revised according to the developments in the CMB regulations and most recently updated on 20 February 2020.

3. PURPOSE

Disclose accounting system and financial data of the company to the public, conduct an independent audit and monitor operation and effectiveness of the internal control system and internal audit system.

4. DUTIES AND RESPONSIBILITIES

The Committee's duties are:

- To select the independent audit firm, draw up independent audit contracts and initiate the independent audit process and monitor the works of the independent audit company at every stage.
- To determine the independent audit firm that will provide service to the company and the scope of services to be provided by that firm and submit it to the Board for approval, assess the status and independence statement of the independent auditor before independence criteria.
- To assess the findings in the independent audit report submitted to the Committee by the independent audit firm, important issues regarding the Company's accounting policy and practices; alternative implementation and public disclosure options within the framework of the accounting standards and accounting principles of the CMB, previously submitted to the Company management by the independent auditor; their possible consequences and application proposal; important correspondence between the company management and the independent audit firm.
- To establish the methods and criteria to be employed to address and conclude the complaints received by the Company with respect to accounting, reporting, internal control system and independent auditing of the company and to assess the company employees' notifications related to accounting, reporting and independent audit within the framework of the confidentiality principle.
- To submit annual and interim financial statements to be disclosed to public in writing, along with the committee's own assessments, to the Board in writing after consulting the executive directors and independent auditors of the company on compliance with the accounting principles followed by the Company of such financial statements and on their accuracy and authenticity.
- To immediately communicate its findings about its own area of duty and responsibility and its assessments about the subject to the Board.
- To fulfill other duties assigned/to be assigned to the Committee under CMB regulations and Turkish Commercial Code.

The Committee submits its assessments and recommendations about the abovementioned issues to the Board in writing or verbally.

5. COMMITTEE STRUCTURE AND MEMBERSHIP CRITERIA

- The committee is composed of at least two members. Committee chairman and members are chosen among independent Board members.
- When a new Board is assigned for duty in ordinary meeting of the general assembly, the respective Board, in line with its own office term, designates the Committee members. Former committee members continue to serve until new committee members are assigned.
- All kinds of source and support required by the Committee to perform its duties are provided by the Board. The Committee may invite any executive it deems necessary and internal and independent auditors to the meetings and consult them.
- The Committee benefits from opinions of independent experts on matters it deems necessary with respect to its activities. The cost of consultancy services required by the Committee is covered by the Company.

6. SUB-COMMITTEES

The Committee may establish sub-committees consisting of people specializing in financial reporting and independent audit, who will be selected by the committee among its own members and/or outside the Company in order to ensure efficiency in its activities.

7. MEETINGS

- The committee will meet a minimum of four times a year, at least on a quarterly basis, and the meeting results are recorded in the minutes and submitted to the Board of Directors. The committee immediately communicates its findings about its own area of duty and responsibility and its recommendations to the Board in writing.
- The Committee's decisions serve as recommendations to the Board of Directors, and the ultimate decision maker is the Board of Directors on related topics.
- The Committee ensures that the Board of Directors is informed about the issues falling under its authority and responsibility.
- The quorum for meeting and decision is the absolute majority of total number of the Committee members.
- Meetings may be held in headquarters or any other place which is easily accessible to the Committee members.

8. REPORTING PROCEDURES

- Committee decisions are kept in a resolution book to be maintained for the Committee.
- At least, the following issues should be included in the meeting minutes:
    - Place and time of meeting
    - Agenda
    - Information on topics discussed during the meeting
    - Decisions taken
- Decisions considered as necessary by the Committee are submitted to the Board.
- The minutes of the Committee meetings are approved by the Committee members and kept together with the Committee decisions.

9. ENFORCEMENT

The work principles of the Audit Committee have been updated with the Board decision dated 20.02.2020, and any amendments to these principles are subject to authorization by the Board.