

Duties and Working Principles of the Audit Committee

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Your team.



Duties and Working Principles of Hitit's Audit Committee

OBJECT and SCOPE

Article 1 - The purpose of this regulation is to determine the duties and working principles of the Audit Committee to be formed by the Board of Directors of Hitit Bilgisayar Hizmetleri AŞ ("**Company**").

The Audit Committee is responsible for assisting the Board of Directors in its oversight of the quality and accuracy of the Company's financial statements and related disclosures, the implementation and effectiveness of the Company's accounting system, the qualifications and independence of independent auditors, selection of the independent audit company, the approval and review of the contract between the independent auditor and the Company, the functioning of the Company's independent audit system and its effectiveness, and the effectiveness of its internal audit.

BASIS

Article 2- This document has been created within the framework of the Turkish Commercial Code, the Capital Market Law, the Company's articles of association and the secondary regulations of the Capital Markets Board and, in this context, the regulations, provisions and principles contained in the "Corporate Governance Principles".

COMPOSITION AND STRUCTURE

Article 3- The Audit Committee consists of at least two members elected by the Board of Directors from among the independent Board members.

Article 4- The Committee is appointed by the Board of Directors for a period that is limited to the term of Board membership. Members of the Company's Board of Directors appoint the Committee members at the first Board meeting following the General Assembly meeting in which they were elected, to serve until the next Board of Directors election. Members whose terms of office expire can be re-elected.

The Board of Directors may replace the Committee members in the case of dismissal, resignation or death by appointing a new member to complete their term of office and the number of members may be decreased/increased.

Article 5- The chairperson of the Audit Committee is determined by the Board of Directors. In the election of the Committee's Chairperson; attention is paid to make sure that such

person has previously held a similar position, has the necessary knowledge to analyze financial statements, is familiar with the accounting standards, and is highly qualified. At least one member of the audit committee must have minimum five years of experience in audit/accounting and finance.

WORKING PRINCIPLES

Article 6- The Audit Committee meets four times a year, at least once every three months. The Committee meetings can be held by physical gathering of the members or by using technological means of communication. Attention is paid to make sure that the timing of the Committee meetings is, as far as possible, in harmony with the timing of the Board meetings. The Committee Chairperson may call the Committee to an extraordinary meeting upon the request of the Board of Directors, another Committee member, the Independent Auditor, the General Manager, or the Deputy General Manager of Purchasing and Financial Affairs, or when necessary.

Article 7- Decisions taken at the Committee meetings are put in writing. Decisions signed by the Committee members are properly kept. The Committee submits to the Board of Directors its findings and recommendations in relation to its own scope of duties and responsibilities.

The secretarial duties of the Committee are carried out by the unit that provides secretarial services to the Board of Directors.

The Committee meets and takes decisions with the presence of the absolute majority of its members, and any opposing views are recorded. The Committee's decisions constitute a recommendation to the Board of Directors.

Article 8- The Board of Directors provides any resources and support necessary for the Audit Committee to fulfill its duties. The Committee may invite any executive they deem necessary to its meetings and obtain their opinions. In addition, it can benefit from the opinions of independent experts in matters it deems necessary regarding its activities. The fees of the consultancy services needed by the Committee are covered by the Company.

DUTIES AND RESPONSIBILITIES

Article 9- The duties and responsibilities of the Audit Committee are stated below.

- The Audit Committee conducts supervision of the Company's accounting system, public disclosure of its financial information, its independent audit, and the functioning and effectiveness of the internal control system of the Company. Election

of the independent audit entity, preparation of independent audit contracts and commencement of the independent audit process, and also the activities of the independent audit entity in all phases are conducted under the supervision of the Audit Committee.

- The independent audit entity from which the Company will receive services, and the services to be received from such entities, are determined by the Audit Committee and submitted to the Board of Directors for its approval, in order to be discussed and resolved on at the general assembly.
- The independent audit entity submits to the Audit Committee, in writing, the significant issues in relation to the Company's accounting policy and practices; alternative practices and public disclosure options within the scope of the Board's accounting standards and accounting principles which were previously communicated by it to the Company's management, possible consequences thereof and its recommendations for implementation, and any significant correspondence made by it with the Company's management.
- The methods and criteria to be applied in relation to examination and conclusion of the complaints received by the Company with regard to the Company's accounting and internal control system as well as its independent audit, and evaluation of the notifications of the Company's employees regarding the Company's accounting and independent audit, within the framework of confidentiality principles, are established by the Audit Committee.
- The Audit Committee obtains the opinions of the Company's responsible executives and independent auditors regarding the compliance of the annual and interim financial statements to be publicly disclosed, with the accounting principles followed by the Company and the relevant facts, and the accuracy thereof, and submits them to the Board of Directors in writing together with its own evaluations.
- The Audit Committee takes the necessary measures to ensure that the internal audit activity is carried out effectively, adequately and transparently. For this purpose, it reviews the internal audit work and makes recommendations to the Board of Directors regarding what is necessary.
- The Audit Committee examines and evaluates the internal audit report and submits it to the Board of Directors for its consideration. Issues that limit or prevent the work

of internal auditors are brought by the Committee to the attention of the Board of Directors and recommendations are made by the Committee to eliminate these issues.

MISCELLANEOUS

Article 10- The Committee acts under its own authority and responsibility and makes recommendations to decision-making mechanisms as and when it deems it necessary; however, the ultimate decision responsibility always belongs to the Board of Directors and nothing eliminates the duties and responsibilities of the Board of Directors arising from the Turkish Commercial Code.

ENTRY INTO FORCE

Article 11- The Committee reviews and evaluates the adequacy of these Working Principles and submits its relevant amendment suggestions to the Board of Directors for its approval.

This regulation governing the duties and working principles of the Audit Committee and any amendments thereto shall enter into force upon a resolution of the Board of Directors.