

**MİGROS TİCARET A.Ş.**  
**WORKING PRINCIPLES FOR THE AUDIT COMMITTEE**

**SCOPE AND OBJECTIVE**

The Audit Committee, which was formed under the framework of the Capital Markets legislation, is continuing its activities under the auspices of the Board of Directors.

The objective of the Audit Committee is to that the operation of the Company's accounting and reporting system in line with the relevant law and regulatory framework, the audit and disclosure to the public of financial information, the operation and effectiveness of the independent audit and internal control systems are monitored.

**BASIS**

This document has been prepared in light of the arrangements, provisions, and principles set forth in Capital Markets Legislation, the Company's Articles of Association and the Capital Markets Board Corporate Governance Principles.

**AUTHORITY**

The Audit Committee is formed and authorized by the Board of Directors. The Board of Directors determines the scope of the Audit Committee's duties as well as the working principles applicable thereto. The Audit Committee may make use of independent expert opinions on matters it may deem necessary with regards to its activities and the cost of such consultancy service shall be borne by the Company.

The committee acts within the scope of its own authority and responsibility and may advise the Board of Directors but ultimately the responsibility for making decisions lies with the Board of Directors at all times.

**ORGANIZATION OF THE COMMITTEE AND MEETINGS**

- The Audit Committee is composed of at least 2 members.
- All of the members of the Audit Committee are selected from among the independent members of the Board of Directors.
- The Audit Committee shall be selected every year during the first Board of Directors' meeting held after the Ordinary General Assembly. In case the committee members are not selected, the members of the old committee will continue to serve in that capacity until a new committee is selected to replace them.
- The CEO/General Manager may not serve on the Audit Committee.
- The meeting quorum for the Audit Committee is the presence of one more than half of the total number of members and decisions are taken with the votes of a majority of those present.

- The Board of Directors shall provide the Audit Committee with all of the resources and support it may require to fulfill its duties. The Audit Committee may invite to its meetings and ask for the opinion of any manager it deems necessary.
- The Audit Committee may make use of independent expert opinions on matters it may deem necessary with regard to its activities and the cost of such consultancy service shall be borne by the Company.
- The Audit Committee meets at least once every three months for a total of at least four times each year.
- The Audit Committee shall submit the minutes of the meeting, containing information on its efforts and the results of the meeting, to the Board of Directors.
- The Audit Committee shall promptly notify the Board of Directors in writing of any suggestions and determinations it has made in relation to its duties and field of responsibility.
- The decisions of the Audit Committee are in the nature of advice for the Board of Directors and the deciding authority on such matters is the Board of Directors itself.

## **DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Audit Committee:

- to monitor the operation and effectiveness of the company's accounting system, disclosure of financial information to the public, independent audit and internal control system of the Company
- to select the independent audit company,
- to prepare the independent audit contracts and start the independent audit process,
- to monitor the work of the independent audit company at every stage,
- to determine the independent audit company and the services to be obtained from such companies and submit these to the approval of the Board of Directors,
- to examine and resolve complaints received by the company through the accounting and internal control system, to determine the methods and criteria to be applied in evaluating the disclosures made by employees of the corporation on accounting and independent audits within the framework of the principle of confidentiality,
- to obtain the opinions of the corporation's responsible managers and independent auditors regarding the truthfulness and correctness of the annual and interim financial statements to be disclosed to the public, their compliance with the accounting principles applied by the corporation and to notify the Board of Directors of these in writing together with their own evaluations,
- to perform any other duties that have been or will be assigned to the committee under Capital Markets Board legislation and the Turkish Commercial Code.

## **EFFECTIVENESS**

The Board of Directors has the power to revise and update the referred working principles as necessary.