

AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
TASKS AND WORKING PRINCIPLES OF THE AUDIT COMMITTEE

1. PURPOSE AND SCOPE

The purpose of this regulation is to determine tasks and working principles of the Audit Committee (“Committee”) that will be established by the Board of Directors of Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş. (“Company”).

2. BASIS

This regulation has been created within the frame of the provisions and principles that take place in the Corporate Governance Principles of the Capital Market Legislation, announced by Capital Market Board.

3. AUTHORIZATION

The Committee is established and authorized by the Board of Directors.

Decisions of the Committee are advisory qualification to the Board of Directors; the final decision authority for the related issues is the Board of Directors.

Any kind of resources and supports, which are required by Committee for fulfillment of their tasks are provided by the Board of Directors.

4. MEMBERSHIP

The Committee is constituted by at least two members.

All members of the Committee must be independent members of board of directors essentially.

Chief Executive Officer / General Manager cannot take office in the Committee.

Chairman of the Committee and its members are determined by the Board of Directors and announced to the community.

5. MEETING AND REPORTING

The Committee convenes meeting at least four times in one year and at least quarterly.

The meeting and decision quorum is the simple majority of the total member number of the Committee.

Meetings can be held in the Principal Office of the Company or any other place, which is accessible by the Committee members easily. If members cannot come together, these meetings can be realized by using technological facilities and possibilities as well.

Resolutions that have been passed during the Committee meetings are recorded in written, signed by the Committee members and kept properly.

The Committee submits their reports, which include meeting and activity results, to the Board of Directors.

Explanation is made in the annual activity report regarding results of the activities and meetings of the Committee. Numbers of the written explanations of the Committee submitted to the Board of Directors are also indicated in this annual activity report.

The Committee submits its detections, regarding its own tasks and area of responsibility as well as its evaluations and suggestions about the subject matter to the Board of Directors in written and promptly.

6. TASKS AND RESPONSIBILITIES

Independent External Audit

The Committee takes necessary precautions for performing of the independent external audit efficiently, sufficiently and transparency. It observes operation and efficiency of the independent audit. In this context, it monitors selection of the independent audit firm, preparation of the independent audit agreements and commencement of the independent audit process as well as works of the independent audit firm in every stage.

Independent audit firm that the Company will take service, as well as services will be taken from such firms are determined by the Committee and submits to approval of the Board of Directors.

The Committee reviews scope of the audit and audit approach that were suggested by independent external audit firms; gives information to the Board of Directors regarding the issues that limits their works and creates obstacles against their works; as well as submits suggestions about them.

The Committee provides submission and suggestions for discussion and removal of the important problems to the information of Board of Directors in timely manner, which were detected by the independent external auditors during their audits.

The independent audit firm presents important issues to the Committee's information concerning accounting policy and applications of the Company, alternative implementation and public announcement options as well as their probable results that were forwarded to the Company Management previously within the Accounting Standards of Turkey and Accounting Principles, in addition important written communications that it made with the Company Management.

Accounting System and Financial Reporting

The Committee monitors operation and efficiency of the accounting system and financial statements in terms of disclosing of them to the public.

The Committee considers opinions of the responsible managers and independent auditors of the Company regarding consistency and accuracy of the annual and interval period financial statements against the accounting principles of the Company that will be disclosed to the public and submits them in written to the Board of Directors, together with its assessments regarding these issues.

Internal Audit and Internal Control

The Committee monitors operation and efficiency of the internal control and internal audit of the Company. For this purpose, it reviews works of the internal audit unit of the company, its organizational structure, tasks and working principles and submits suggestions to the Board of Directors regarding these issues

It gives information to the Board of Directors about the issues that limit studies of the internal auditors or create obstacles against their studies and submits suggestions regarding these issues.

The Committee examines and evaluates the internal audit report that was prepared by the internal audit unit of the Company. It submits opinion to the Board of Directors about the important issues in the internal audit report as well as presents warnings and suggestions concerning these issues.

Other Responsibilities

The Committee determines methods and criteria that will be applied for examining and concluding of the complaints that has reached to the Company about accounting and internal audit system and independent audit, and for evaluation of the Company employees and announcements of the Company regarding accounting and independent audit issues within the frame of the confidentiality.

Additionally, the Committee performs other monitoring and observation activities that have been demanded by the Board of Directors.

It performs other tasks that have been / will be given to the Committee through regulations of the Capital Market Board and Turkish Trade Code.

When the Committee performs its tasks;

- It can invite person/people to its meetings that it has deemed necessary and take their opinions.
- It takes advantages of the independent expert's opinion regarding the issues that it has deemed necessary. Costs of the consultancy services that the Committee has required are covered by the Company. However, information is submitted at the end of the activity report about this service provider person/company as well as whether or not this service provider person / company has any relation with the Company.
- In order to provide efficiency of its studies, it can establish sub-committees that are composed of capable and experienced persons among its own members and/or will be selected externally, having knowledge regarding internal audit, financial reporting, and independent audit issues.

7. COME INTO FORCE

This regulation and related amendments regarding tasks and working principles of the Committee come into force through the decision of the Board of Directors.