

ATAKEY PATATES GIDA SANAYİ VE TİCARET A.Ş.

AUDIT COMMITTEE

WORKING PRINCIPLES

1. ESTABLISHMENT

The Board of Directors at ATAKEY PATATES GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ (“Company”) has resolved on January 24, 2024 to establish the Audit Committee pursuant to the provisions of the Capital Markets Law No. 6362 (“CML”), Turkish Commercial Code No. 6102 (“TCC”), Corporate Governance Communiqué (II-17.1), Corporate Governance Principles under this Communiqué, and other applicable regulations of the Capital Markets Board (“CMB”).

2. OBJECTIVE

The objective of the Audit Committee is to oversee the functioning and effectiveness of the Company’s accounting system, public disclosure of financial information, independent audits, and the internal control and internal audit system.

3. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Audit Committee, including those specified in applicable legislation, are listed below:

- Overseeing the functioning and effectiveness of the Company’s accounting system, public disclosure of financial information, independent audits, and the internal control and internal audit system.
- Selecting the independent audit firm, defining the services that the independent audit firm will provide, and submitting them to the Board of Directors for approval.
- Assessing the independent auditor in terms of meeting the independence criteria, the independence statement, and additional services that may be procured from the independent audit firm.
- Evaluating the following: the independent auditor’s findings submitted to the committee within the framework of the independent auditing activities; material issues concerning the accounting policy and practices of the group; alternative practices and public disclosure options in line with the CMB’s accounting standards and accounting principles previously communicated to the Company management by the independent auditor; potential consequences and implementation proposal, and key correspondence with the Company management.
- Defining the methodology and criteria for reviewing and resolving the complaints regarding the Company’s accounting, reporting, and internal control systems, and independent audit processes; and reviewing the notifications communicated by the Company employees on accounting and independent auditing in confidence.
- Auditing the annual and interim financial statements to be disclosed to the public and the accounting principles followed by the Company in terms of compliance with the current legislation and international accounting standards, seeking the opinions of the Company’s relevant executives and independent auditors regarding the

statements' accuracy and truthfulness, and submitting reports, including its own conclusions, to the Board of Directors.

- Fulfilling other duties currently/duly assigned to the committee pursuant to the CMB regulations and the Turkish Commercial Code.

The committee submits written or verbal reports on its findings and recommendations regarding the above matters to the Board of Directors.

4. COMMITTEE STRUCTURE AND MEMBERSHIP CRITERIA

- The Audit Committee comprises at least two members, with the chair and all other members elected among independent directors.
- Once the new Board of Directors is elected at the ordinary general assembly meeting, members are appointed to the Audit Committee to serve for the same term as the Board of Directors. The incumbent committee members continue to fulfill their duties until their replacements are elected.
- The Board of Directors provides all the resources and support that the committee would need to fulfill its duties. The committee may invite any manager deemed necessary to its meetings to seek their opinions.
- The committee may seek independent experts' opinions on matters deemed necessary as part of its activities. The cost of the external consultancy services provided to the committee is covered by the Company.

5. SUB-WORKING GROUPS

The Audit Committee may form sub-working groups, comprising individuals with sufficient experience and knowledge in financial reporting and independent auditing, selected from among its own members and/or externally, to ensure effective functioning.

6. MEETINGS

- The Audit Committee convenes at least four times a year and at least once every three months. The meeting proceedings are recorded in minutes and submitted to the Board of Directors. The committee's resolutions are recommendations to the Board of Directors, which is the ultimate decision-making body on the relevant matters.
- The committee ensures that the Board of Directors is advised on matters within its scope of authority and responsibility.
- The quorum for the meetings and passing resolutions is the absolute majority of the total number of committee members.
- Meetings may be held at the Company headquarters or another location that the committee members may easily reach.

7. REPORTING PROCEDURES

- The committee's resolutions are recorded and kept in the decision book. 2
- The minutes of the meeting should contain the following information at a minimum:
 - * Meeting place and time
 - * Meeting agenda
 - * Information on the topics addressed during the meeting
 - * Resolutions passed

The committee may decide to submit its resolutions to the Board of Directors as needed.

The secretary to the Board of Directors is responsible for drafting and saving the minutes. The meeting minutes are archived after they are submitted to the committee members.

8. EFFECT

The Audit Committee's working principles herein were approved by the Board of Directors on January 24, 2024. The Board of Directors is authorized to revise and update these working principles as needed.