



**GALATA WIND ENERJİ A.Ş.  
AUDIT COMMITTEE – DUTIES AND WORKING PRINCIPLES**

**1. OBJECTIVE**

This document defines the duties and working principles of the Audit Committee (“Committee”) at Galata Wind Enerji A.Ş. (“Company”).

**2. BASIS**

This document is based on the provisions and principles of the Capital Markets Legislation, the Company’s Articles of Association, and the Capital Markets Board’s Corporate Governance Principles.

**3. ORGANIZATION**

**Members**

3.1. The Committee reports to the Board of Directors, which appoints the Committee members.

3.2. The Committee must be chaired by an independent Director.

3.3. The Committee should consist of minimum two members. Whether the Committee has two or more members, they should all be independent Directors.

3.4. At least one Committee member should have minimum five years of audit/accounting and finance experience.

3.5. The Committee may seek the opinions of external experts on matters deemed relevant to its activities and invite them to attend the meetings.

3.6. The Committee’s term is the same as the Board of Directors’ term.



3.7. All changes regarding Committee members, their numbers, and terms require a resolution by the Board of Directors.

3.8. Committee members who wish to resign from their membership position submit such intent to the Board of Directors in writing. When the term of a Director ends on the Board, so will their Committee membership automatically.

### **Meetings**

3.9. The Committee convenes minimum four times a year, at least once every three months, and submits the minutes of the meeting to the Board of Directors. The Committee meeting regarding the approval of the financial statements should be held at the latest one business day before the results are disclosed publicly.

3.10. The meetings adjourn with at least two members, one being the Committee head, and the resolutions are reached by majority of the votes.

3.11. The Committee immediately submits a written report of its determinations and recommendations in matters within its purview to the Board of Directors.

3.12. The Committee meeting dates should be aligned with the timing of Board meetings to the extent possible.

### **4. AUTHORITY AND SCOPE**

4.1. The Committee may seek the opinions of independent experts in their respective fields when needed. When such advice is sought, the Company pays for the consultancy services provided to the Committee. In such cases, information on the service provider (individual/organization) and whether the said provider (individual/organization) has any affiliation to the Company is included in the Annual Report.

4.2. The Committee may invite the relevant managers and internal and external auditors to its meetings when needed and also convene when the internal and independent auditors call for a meeting.



4.3. The Committee's duties and responsibilities do not relieve the Board of Directors of its responsibilities stipulated by the Turkish Commercial Code.

4.4. The Committee keeps written records of all its activities. The Committee convenes as frequently as needed for the efficiency of its activities and as stated in the operating principles. The Committee submits written reports of its activities and meeting resolutions to the Board of Directors.

## **5. DUTIES AND RESPONSIBILITIES**

The Committee is tasked with assisting the Board of Directors in topics such as the Company's accounting system, public disclosure of financial information, and overseeing the functioning and effectiveness of the organization's internal control and internal audit systems. The Committee also reviews and assesses the Company's existing or prospective systems and processes regarding compliance with applicable laws and regulations and submits recommendations to the Board of Directors.

### **Accounting, Internal Control and Internal Audit Systems and Risk Management**

The Committee's duties regarding Accounting, Internal Control and Internal Audit Systems and Risk Management include the following:

5.1. Monitoring the Company's accounting system, public disclosure of financial information, and the functioning and effectiveness of the internal control system.

5.2. Working with the auditors to develop measures to reveal internal control-related events that may lead to misconduct, non-compliance with laws and regulations, or discrepancies.

5.3. Reviewing the complaints communicated to the Company regarding the Company's accounting and internal control systems and resolving them.

5.4. Ensuring compliance with internal procedures and policies that prevent potential conflicts of interest between the Directors, executives, and other employees and misuse of confidential information, including trade secrets.



5.5. Assessing the criticism and recommendations of the individuals with signing authority regarding the Company's internal control system and how they access information.

5.6. Implementing measures required to ensure adequacy and transparency of the internal audit activities.

5.7. Reviewing the reports submitted by the internal auditor.

5.8. Identifying the Company's existing and potential risk exposure in areas within its purview and monitoring the management of such risks.

5.9. Monitoring the management's accountability regarding the security and availability of the Company's information technology (IT) systems in areas within its purview and reviewing the crisis management plans for transferring and maintaining transaction records if the IT systems break down.

### **Independent Audits**

The Committee's duties regarding Independent Audits include the following:

5.10. Overseeing the selection of the independent audit firm, starting independent audits after the agreements are signed with the independent audit firms, and all the processes that the independent audit firm carries out.

5.11. Drafting and submitting a report to the Board of Directors to inform of any issues that may harm the independence of the independent audit firm before such a firm is selected.

5.12. Nominating the independent audit firm, defining the services they will provide and submitting them to the Board of Directors for approval.

5.13. Implementing measures required to ensure adequacy and transparency of the internal audit activities.



5.14. Determining the methods and criteria that will be applied regarding the review of the complaints communicated to the Company about the Company's independent audits, resolving such complaints, and ensuring that the Company employees can report their concerns related to the accounting system and independent audits in confidence.

5.15. Reviewing and resolving the material issues that the independent audit firm reports in writing regarding the Company's accounting policy and practices, their potential consequences, implementation suggestions, and important correspondence with the Company management.

### **Legal Compliance and Public Disclosure**

The Committee's duties regarding Legal Compliance and Public Disclosure include the following:

5.16. Reviewing the financial reports that will be publicly disclosed and whether their contents are accurate and consistent with the available information.

5.17. Monitoring whether the public disclosures comply with the Company's Disclosure Policy and applicable laws and regulations.

5.18. Defining the methods and criteria required to ensure confidentiality of the Company's accounting and independent audit-related information.

5.19. Informing the Board of Directors in writing regarding the accuracy and veracity of the annual and interim financial statements and providing its own assessments along with opinions of the Company's relevant managers and independent auditors.

5.20. When needed, inviting the independent audit firm to financial statement evaluation meetings and obtains information about their activities.



## **Miscellaneous**

5.21. The annual report must include a statement on the Committee's activities and meeting results.

5.22. The annual report includes information on the number of times the Committee has submitted written reports to the Board of Directors within the accounting period.

## **6. EFFECT**

6.1. This procedure has been put into effect pursuant to the Board of Directors' resolution no. 2021/28 on 10.08.2021.

6.2. This procedure can be amended further to the Board of Directors' resolutions.