**INVEO YATIRIM HOLDİNG AŞ AUDIT COMMITTEE**

**DUTIES AND OPERATING PRINCIPLES**

1. **Purpose**

The purpose of this regulation is to designate the duties and operating principles

of the Audit Committee (Committee) to be established by the Board of Directors

of Inveo Yatırım Holding A.Ş. (Company).

1. **Scope**

This regulation covers the studies and activities to be carried out by the Audit Committee in accordance with the relevant legislation.

1. **Provision**

This regulation is prepared in accordance with the provisions of Capital Markets

Legislation hence Corporate Governance Principles.

1. **Definitions of Authority**

The Committee is established and authorized by the Board of Directors, acts within the scope of its powers and responsibilities and advises the Board of Directors; however the responsibility of final decision always belongs to the Board of Directors.

The Board of Directors provide all kinds of resources and support necessary to fulfill the Committee’s duties. The Committee may invite executives to meetings if it deems necessary and obtain their opinions. The Committee may benefit from independent expert opinions on issues related to its activities when deemed necessary. The service fees for the consulting activities required by the Committee shall be borne by the Company.

In accordance with the Capital Markets Legislation and principles stated herein this Regulation, the Committee undertakes to monitor the Company’s accounting system, public disclosure of financial information, independent audit and the operation and efficiency of internal control system.

1. **Structure of the Committee**

All of members of the Committee shall be selected among Board Members and it shall consist of at least two members..

1. **Committee Meetings and Reporting**

The Committee shall meet at least four times annually, being once in 3 months. The Committee shall meet with one more than half of its members and take decisions by majority. The decisions of the Committee are written down and recorded. The Committee shall submit the report including its operation and the results of the meeting to the Board of Directors.

1. **Roles and Responsibilities**
* The Company’s accounting system, public disclosure of financial information,

independent audit and the operation and efficiency of internal control system

shall be monitored by the Committee.

* The selection of the independent audit firm, the initiation of independent audit

process following the preparation of independent audit agreements and the

works of the independent audit company at all stages shall be monitored by the

Committee. In this context, the Committee shall determine the independent

audit firm from which the service will be obtained and the services to be obtained

from these firms, and it shall submit the said to the Board of Directors for

approval.

* The Committee shall determine the procedures and criteria to be applied in the

review of complaints received by the Company regarding Company’s

accounting and internal control plus independent auditing, resolving thereof, the

review of Company’s notifications regarding accounting and independent

auditing within the context of confidentiality policy.

* After obtaining the opinions of responsible executives of the partnership and

independent auditors and by including its own reviews; the Committee shall

submit in writing a report concerning the accuracy of annual and interim financial

statements to be disclosed to public and compliance thereof to the accounting

principles of the Company and facts.

* The Committee shall immediately notify the Board of Directors in writing the

determinations and recommendations regarding issues under its duty and

responsibility.

* Performs other duties that may be assigned to the committee by the Capital Market Legislation and the Turkish Commercial Code.

The Committee is obliged to submit the reports required by all of the responsibilities fulfilled by the Committee to the Board of Directors.

1. **Effectiveness**

The Committee’s duties and operating principles and from which members it will consist of shall enter into force by Board of Directors decision and disclosed to the public.

.