



BRİSA BRIDGESTONE SABANCI LASTİK SANAYİ VE TİCARET A.Ş.
AUDIT COMMITTEE INTERNAL REGULATION

1. DECISION OF ESTABLISHMENT

Audit Committee, Brisa Bridgestone Sabancı Lastik San. ve Tic. A.Ş. (Hereinafter referred to as the "Company") was established by the decision of the Board of Directors on March 21, 2003.

2. PURPOSE

The purpose of the Audit Committee is; to disclose to public the accounting system of the company, financial reporting and financial information, the supervision of the function and effectiveness of the internal control system with independent auditing on behalf of the Company's Board of Directors. Audit Committee submits its activities, findings and suggestions with regard to its area of duty and responsibility to the Board of Directors in writing.

3. DUTIES AND RESPONSIBILITIES OF AUDIT COMMITTEE

The Audit Committee has the following duties and responsibilities within the scope of the function in the Purpose article:

3.1. Financial Information

- 3.1.1. It ensures that the company financial statements are correct and ensures the examination of the compliance of company accounting principles are in accordance with the relevant legislation; submits its evaluation results with warnings and suggestions if necessary to the Board of Directors of the Company in writing by taking the opinion of the responsible managers of the company, internal auditors and independent auditors.
- 3.1.2. It reviews and determines the completeness of the annual and interim financial statements to be disclosed to public; reviews the important issued including the important opinion differences and regulation changes with regard to accounting and reporting arising during the preparation of the financial tables.

3.2. Internal Control System

- 3.2.1. It monitors the operation and effectiveness of the company's internal control system.
- 3.2.2. It evaluates the views and actions of the management on this subject, together with the findings and recommendations of the internal and independent external auditor on the financial reporting and internal control system.

3.3. Internal Audit

- 3.3.1. The Committee shall take the necessary measures to ensure that the internal audit activity of the Company is carried out effectively, adequately and transparently.
- 3.3.2. Together with the **Internal Audit Manager**, it assesses the Chapter Regulation, audit plan, activities and internal audit organization structure within the framework of the impartiality principle.

- 3.3.3. It meets periodically with the **Internal Audit Manager** to discuss the adequacy of the internal control system and evaluates the situation.
- 3.3.4. The Company examines the internal audit report prepared by the internal audit unit and periodically evaluates the actions decided to be taken by the management and their progress and provides written opinion to the Board of Directors.

3.4. Independent Audit

- 3.4.1. It determines the subjects and titles required for the appointment of independent auditing firms and proposes them to the Company's Board of Directors.
- 3.4.2. Evaluates the selection of the independent audit firm to audit the Company Financial Statements and the scope of services to be taken together with the Internal Audit Department. It submits the final opinion and recommendation on the subject in writing to the Company's Board of Directors.
- 3.4.3. Evaluates the reports prepared by independent audit firms and gives written opinion and information to the Board of Directors.
- 3.4.4. It meets periodically with the independent auditors to discuss the adequacy of the internal control system and other issues and evaluates the situation.
- 3.4.5. It evaluates all the issues communicated to him by independent auditors together with the Company Chairman of the Board of Directors and independent auditors within the scope of generally accepted auditing standards.

3.5. Compliance

- 3.5.1. It reviews the results of the examination made by the official authorities.
- 3.5.2. It periodically obtains information from the Legal Department of the Company regarding the legal matters that will significantly affect the Company (compliance with legal regulations, existing or possible favorable and unfavorable lawsuits and other similar legal matters).

3.6. Reporting

- 3.6.1. Audit Committee submits its activities, findings and suggestions with regard to its area of duty and responsibility to the Board of Directors in writing.
- 3.6.2. It submits its own opinion to the Company's Board of Directors, in writing, by taking the opinions of the Company's responsible managers and independent auditors regarding the accounting principles followed by the Company, their authenticity and accuracy of the annual and interim financial tables to be disclosed to the public in accordance with the Capital Markets Legislation.
- 3.6.3. Decisions taken at the Audit Committee meetings are recorded in the Committee Decision Book.
- 3.6.4. The Chairman of the Committee ensures that the minutes of the meeting are regularly kept by the meeting rapporteur in order to inform the Board of Directors of the Company more thoroughly about the evaluations made during the meetings. The minutes of the meeting are presented to the Company's Board of Directors after all Committee Members have approved it.
- 3.6.5. The Rapporteur is responsible for the communication of the resolutions and minutes of the meeting to the Members of the Board of Directors and for keeping the decision book.

3.7. Other

- 3.7.1. It determines the methods and criteria to be applied in the examination of complaints received with regard to the accounting and internal control system and independent audit of the company; finalization; evaluation of the notices of the company with regard to accounting and independent audit within the scope of the confidentiality principle.
- 3.7.2. Where necessary, special examination follow-up may be carried out with the knowledge of the Company Chairman of the Board of Directors.
- 3.7.3. It annually evaluates and ensures that all the responsibilities in the regulation are fulfilled.
- 3.7.4. It evaluates the Internal Regulation of the Audit Committee within the scope of the relevant legislation and the developments in this regard by reviewing it annually or when deemed necessary and submits to the Company Chairman of the Board of Directors to receive the approval from the Board of Directors with regard to necessary changes.
- 3.7.5. It may benefit from independent expert opinion on matters pertaining to its activities and assign consultant with regard to this matter. The cost of consulting services is covered by the partnership.
- 3.7.6. The decisions of the committee are recommendations to the Board of Directors and the final decision-making authority is the Board of Directors.

4. STRUCTURE

The Committee consists of at least two members, one to be elected as the Chairman from among the Independent Members.

Chairman

The Chairman of the Audit Committee is appointed by the Company's Board of Directors. In the event that the Chairman of the Committee is vacant for any reason, until the appointment of a new Chairman at the first Board Meeting following the vacancy; The Chairman of the Board of Directors appoints one of the members of the Committee as the interim president.

Members

The Company's Board of Directors appoints at least two members (including the Chairman) from among its members as a member of the Audit Committee. If the Membership is vacated due to any reason, a new member is appointed at the Board of Directors meeting.

Rapporteur

The Rapporteurship of the Audit Committee is fulfilled by the Internal Audit Department.

The Board of Directors shall provide the necessary resources and all necessary support to the Audit Committee for its performance.

5. MEETING PLACE AND TIME

The Audit Committee meets at least four times a year, at minimum once every three months, at the headquarters of the Company or elsewhere upon the invitation of the Chairman of the Audit Committee.



At the beginning of each year, the annual meeting schedule is announced by the Chairman of the Committee to all members. The Chairman of the Committee may revise the schedule of meetings if he/she deems necessary.

Committee members are expected to attend all the meeting.

The Committee may be invited to the extraordinary meeting by the Chairman of the Company's Board of Directors or the Chairman of the Committee.

The Committee may, within the knowledge of the Chairman of the Company's Board of Directors, invite the Company's senior management, auditors and related advisors to attend meetings to obtain information on matters deemed necessary. It can hold meetings with auditors and managers on special agenda.

6. IDENTIFYING THE AGENDA

The meeting agenda shall be determined by the Chairman of the Committee. The committee members shall submit to the Committee Chairman or the Rapporteur the information they request for entry into the agenda and the relevant information and documents 10 days before the date of the meeting. The agenda shall be communicated to the Members of the Committee one week before the meeting.

7. DUTIES AND AUTHORITIES OF THE CHAIRMAN

- 7.1. He/She chairs the Committee and manages meetings.
- 7.2. He/She determines the meeting agenda.
- 7.3. He/She provides information flow and coordination between the Company Board of Directors and the Committee.
- 7.4. While specific topics are discussed and when deemed necessary, he/she may invite relevant experts and persons concerned with the topic.
- 7.5. He/she takes the necessary measures to ensure that the committee fulfils its duties and responsibilities effectively.

8. DUTIES OF THE MEMBERS

- 8.1. Participation in committee meetings is the main duty of every member.
- 8.2. They inform the Chairman of the Committee for meetings that they cannot attend.
- 8.3. They convey their views on the agenda to the Chairman of the Committee.
- 8.4. They share their knowledge, skills and experience with Committee Members.

9. DUTIES OF THE RAPPORTEUR

- 9.1. He/She helps the Chairman of the Committee in preparing the agenda.
- 9.2. He/she submits the meeting agenda and related documents to the Committee Members before the meeting.



- 9.3. He/she shall submit the committee decisions and committee meeting minutes to the Chairman of the Committee in writing immediately after each meeting.
- 9.4. He/she send the opinions and recommendations of the committee to the Company Chairman of the Board together with the Chairman and Members of the Committee.
- 9.5. He/she takes the necessary measures for the administrative organization related to the meetings. He/she coordinates the participation of the persons whom are requested to attend by the Chairman of the Committee.
- 9.6. He/she performs the other duties assigned by the Chairman of the Committee.

10. TERM OF OFFICE

The term of office for the Committee Members is the same as the term of office of the Members of the Board of Directors. Following the re-election of the Company's Board of Directors, the new Committee Chairman and its Members are determined by the Company's Board of Directors.

12. VALIDITY AND EXECUTION

It has been put into practice by being revised with the decision of the Company Board of Directors dated 30.04.2012 and numbered 600. The Chairman of the Committee is responsible for the execution. The Board of Directors of the Company is authorized to make the necessary changes in the regulation.