

**ŞOK MARKETLER TİCARET A.Ş.**  
**EARLY DETECTION OF RISK COMMITTEE**  
**CHARTER**

**I. PURPOSE AND SCOPE**

**1.1** The purpose of this charter is to outline the authority, responsibility, and operating principles of the Early Detection of Risk Committee, in compliance with the article 378 of the Turkish Commercial Code, the capital market regulation and the arrangements defined within the Corporate Governance Principles issued by the Capital Markets Board.

**1.2** The Early Detection of Risk Committee has been established to identify all types of risks—including strategic, operational, financial, compliance, and others—that may affect current or future decisions within the scope of the Company’s operations and may jeopardize the Company’s existence, development, and continuity. The Committee coordinates and oversees efforts to manage these risks within a risk management framework, ensures implementation of necessary measures and actions, and reports its findings to the Board of Directors.

**1.3** This charter can be amended or repealed by the Board of Directors upon a proposal by the Early Detection of Risk Committee.

**II. COMMITTEE STRUCTURE AND OPERATING PRINCIPLES**

**2.1** The Board of Directors appoints Committee members at the first Board of Directors’ meeting following the election of new Board members at the General Assembly. Committee membership ends by default at the same date when Board of Directors membership ends.

**2.2** The Board of Directors has the authority to terminate a committee member's term earlier than scheduled if deemed necessary. Should a committee member’s term end prematurely, the Board of Directors appoints a new committee member to complete the remaining term.

**2.3** The Committee must consist of at least two non-executive Board members, though this number may be increased. The chairperson is selected from among the independent Board members. The CEO or General Manager cannot serve on the Committee.

**2.4** The Committee convenes with the participation of a minimum of two members. The Committee Chair invites Committee members, and the meeting is held at the Company’s head office or at any address deemed appropriate. Committee members may have their meeting via telephone or other communication channels. The Committee Chair may change the meeting’s date, time, and location by informing the Committee members beforehand.

**2.5** Committee decisions are transcribed into writing, signed by Committee members, and archived in order. The Committee reports the findings and suggestions regarding its scope and responsibilities to the Board of Directors.

**III. COMMITTEE RESPONSIBILITIES**

The Committee’s main responsibilities include;

**3.1** Establishing and ensuring the effective operation and development of the Corporate Risk Management System, aimed at identifying, defining, measuring, controlling, managing, monitoring, and reporting current and potential risks that may threaten the existence, development, and continuity of Şok Marketler Ticaret A.Ş., and reviewing its effectiveness at least once a year,

**3.2** Requesting detailed information from risk owners when deemed necessary,

**3.3** Making recommendations on risk mitigation strategies and tracking the implementation of actions, with bi-monthly reports to the Audit Committee and the Board,

**3.4** Evaluating the relationship (reciprocal stabilization or accentuation) between various risks that may affect the Company's strategy and monitoring with a long-term outlook, the emerging risks that have the possibility of affecting the Company, its activities or the business environment.

#### **IV. COMMITTEE AUTHORITY**

**4.1** The Committee may invite senior management, related employees or persons including subsidiary employees, internal or independent auditors, institutional representatives, or subject matter experts to its meetings to obtain additional information about the agenda.

**4.2** The Committee may solicit external professional consultancy services. It may initiate special investigations and employ subject matter experts as consultants in these investigations to draw upon their opinions and evaluations. The cost of these consultancy services is paid for by the Company.

**4.3** The Committee acts within the scope of its own authority and responsibility, offers suggestions to the Board of Directors and submits requests for changes and revisions it deems necessary to the approval of the Board of Directors; but the ultimate decision responsibility always lies with the Board of Directors and the Committee's existence does not absolve the Board of Directors from its duties and responsibilities arising from the Turkish Commercial Code.

**4.4** The Board of Directors provides the necessary resources and support for the Committee to fulfill its duties and responsibilities. It monitors the provision and effective use of the budget required for the activities related to decisions made regarding risks.

#### **V. ENFORCEMENT**

This charter of the Early Detection of Risk Committee's roles and operating principles and all related amendments come into effect by the approval of the Board of Directors.

#### **VI. EXECUTION**

The Early Detection of Risk Committee monitors and controls the implementation of the provisions of this charter.