

ALARKO CARRIER SANAYİ VE TİCARET A.Ş.

Duties and Operational Framework of the Early Detection of Risk Committee

PURPOSE :

Article 1. This charter has been prepared to define the duties and operational framework of the Early Detection of Risk Committee.

SCOPE :

Article 2. This charter organizes Alarko Carrier Sanayi ve Ticaret A.Ş.'s Early Detection of Risk Committee's principles and operational framework.

COMPOSITION AND STRUCTURE:

Article 3. The Committee shall be comprised of at least two Board members appointed by the Board of Directors. At least one of the members is elected among the independent members of the Board of Directors. If the Committee consists of only two members, both of them shall hold non-executive positions. If the Committee has more than two members, the majority of the members shall be non-executive members. The executive chairman cannot hold a position in the Committee.

Article 4. Committee members are elected for a three year period. The Board of Directors has to appoint a new member upon the resignation or termination of a member's membership within three months.

Article 5. The Chairman of the Committee must be an independent member of the Board. If more than one independent member is elected to the Committee, the Board of Directors determines which one is to be the Chairman.

Article 6. One of the Committee members carry out the secretariat functions.

OPERATION PRINCIPLES

Article 7. The Committee shall convene at least once a year. As much as possible, the timing of the Committee meetings shall be in harmony with the timing of the meetings of the Board of Directors.

Article 8. When necessary, the Committee can hold an extraordinary meeting upon the request of the Chairman of the Board, the Chairman of the Committee or any member of the Committee.

Article 9. The member who carries out the secretariat function prepares the agenda, and announce to the members at least two days prior to the meeting.

Article 10. Another member cannot represent or act as proxy to a Committee member. The Committee meeting can be held by members present or through modern means of communication. The decisions and the application stages of the decisions of the previous meeting are reviewed at the meeting. A report is prepared, signed and filed at the end of each meeting.

Article 11. When necessary, the Committee may give duties related to the activities of the Committee to the executives and/or other employees of the company. The Committee can ask executives of the company to participate in meetings and to give their opinions.

Article 12. The Committee makes decisions through a majority vote. Opposing views are recorded upon request.

Article 13. The Board of Directors shall provide all necessary resources and support to the Committee to enable the Committee to perform its duties. The Committee secretariat benefits from the company's resources according to its needs.

Article 14. After the Committee meeting, the Chairman of the Committee delivers a report about the activities of the Committee to the Board of Directors and also delivers or has the written summary of the minutes of the meeting delivered to the Board.

DUTIES AND RESPONSIBILITIES

Article 15. The duties and responsibilities of the Committee are given below:

a) The Committee works on early determination of risks that will endanger the presence, growth, and continuity of the company and works on the application of due precautions and works to manage risk.

b) The Committee shall review risk management systems on regular basis. The Committee evaluates and reports the situation, indicates the dangers, if any, and points at precautions to be taken every two months. The Committee also sends this report to the auditor.

ENFORCEMENT:

Article 16. This charter goes into effect with the decision of the Board of Directors and is applied by the Committee.

IMPLEMENTATION:

Article 17. The Board of Directors is responsible of the implementation of this charter.