

ÜLKER BİSKÜVİ SANAYİ A.Ş.

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 Risk Committee, in compliance with the articles defined within article 378 of the Turkish Commercial Code, capital markets regulation and the Corporate Governance Principles issued by the Capital Markets Board.
- 1.2** The Risk Committee is founded for the conduct, coordination and reporting to the Board of Directors of operations aimed at determining all risks affecting decisions already implemented or under consideration and threatening the company's existence, development and continuity, including strategic, operational, financial, compliance and other risks, implementing necessary precautions and actions, and managing and reviewing the risks within a management system.
- 1.3** This charter can be amended or repealed by the Board of Directors upon a proposal by the Risk Committee.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 end a Committee member's tenure prior to the appointment's duration of office. In the event the tenure of any Committee member ends prematurely, a new Committee member is appointed by the Board of Directors for the remainder of the appointment's initial duration of office.
- 2.3** The Committee is comprised of a minimum of two Board of Directors members. The number may be increased by the Board of Directors. Committee members are Board of Directors members which do not have executive roles. The Committee President is selected from independent Board of Directors members. The Executive Committee President or the General Manager may not hold office at the Committee.
- 2.4** The Committee holds sessions with the participation of a minimum of two members. The Committee President 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 President 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 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** Providing for the establishment, effective operation and improvement of an Enterprise Risk Management System aimed at the identification, definition, measurement, control, tracking, reporting of and taking necessary precautions and actions for current and probable risks threatening ÜLKER BİSKÜVİ SANAYİ A.Ş.'s existence, development and continuity, monitoring and reviewing its effectiveness at least once a year,

- 3.2 Requesting detailed information from risk owners when deemed necessary,
- 3.3 Offering suggestions and monitoring actions taken regarding the tracking of precautions and solutions implemented for managing risks the company is exposed to and informing the Audit Committee and the Board of Directors with a bimonthly report,
- 3.4 Evaluating the relationship (reciprocal stabilisation or accentuation) between various risks that may affect the company's strategy and monitoring with a long-term outlook 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 company top 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 for the resources and support necessary for the Committee's roles and responsibilities. Within this scope, it monitors the provision and effective use of the spending budget required for the required activities stemming from decisions related to all risks.

V. ENFORCEMENT

This charter of the 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 Risk Committee monitors and controls the implementation of the provisions of this charter.