



**ANADOLU EFES  
BİRACILIK VE MALT SANAYİ A.Ş.**

**CHARTER OF THE  
COMMITTEE FOR EARLY DETECTION OF RISKS**

**This Charter is approved by the Board Resolution dated June 29, 2012 and numbered 111**

**Prepared by**

Committee for  
Early Detection  
of Risks

**Approved by**

Board of Directors

**Approval Date: June 29, 2012**

**Revision Date:**

# ANADOLU EFES BİRACILIK VE MALT SANAYİ A.Ş. CHARTER FOR THE COMMITTEE FOR EARLY DETECTION OF RISKS

## I- GENERAL PRINCIPLES

### Scope

1.1. This charter organizes the rules governing The Committee for Early Detection of Risks of Anadolu Efes Biracılık ve Malt Sanayi A.Ş.'s within the framework of Capital Markets Board Principles and Corporate Governance Principles (announced by Capital Markets Board).

### Purpose

1.1. The Committee for Early Detection of Risks is established for early detection of risks that might endanger the existence, development and perpetuation of the Company and to implement measures required against the risks determined as well as the management of risks. **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.12)**

## II- THE COMPOSITION, STRUCTURE AND APPLICATION PRINCIPLES OF THE COMMITTEE FOR EARLY DETECTION OF RISKS

2.1. Board of Directors selects and appoints the Chairman and the members of the Committee among the Board members and the Committee comprises of at least two members. The Chairman is selected among the independent members of the Board of Directors. **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.3)**

The members of the Committee for Early Detection of Risks are not supposed to be a member of another committee in the Board of Directors **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.5)**. However, to provide coordination between committees and contribute to work effectively, it is possible to appoint committee members as “associate member” to other committees.

If necessary, experts who are not a Board member can also be appointed to the Committee but the majority of the members should be selected from the Board of Directors. **(Ref: Press Release related to the uncertainties in the implementation of The Corporate Governance Principles)**.

The CEO or the General Manager cannot assume any position in the Committee. **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.4)**.

If the Committee comprises two members, then both of them, if the Committee comprises more than two members, then the majority thereof should be members of the Board of Directors who do not hold executive positions. **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.9)**.

- 2.2.** The Committee members are to be appointed every year in the first Board of Directors meeting, following the Ordinary General Assembly meeting.
- 2.3.** In case of an urgent need, upon the call of the Chair or any other member of The Committee for Early Detection of Risks and the Chair of the Board of Directors, The Committee for Early Detection of Risks can hold extraordinary meetings.
- 2.4.** The members of The Committee for Early Detection of Risks can hold the meetings through telephone or any other means of communication.
- 2.5.** The Committee for Early Detection of Risks makes decisions through majority vote. In the case of an equality of votes on any issue, the Chair shall have the casting vote.
- 2.6.** The Committee for Early Detection of Risks shall convene as often as deemed necessary for the effectiveness of the work, at least two times per annum. **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.8).**
- 2.7.** The Committee should keep records of all their work in a documented manner **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.8).** The formal approval of the meeting minutes of The Committee for Early Detection of Risks is obtained in the following meeting. Written and signed meeting minutes and decisions of The Committee for Early Detection of Risks' should be maintained.
- 2.8.** The Committee for Early Detection of Risks regularly briefs the Board of Directors about its meeting resolutions, important sightings, detections and recommendations **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.8).**
- 2.9.** The Committee for Early Detection of Risks shall have the authority, to the extent it deems as necessary or appropriate, to retain independent advisors/experts or might engage regular "consultants" to the Committee. The Company shall provide for appropriate funding for respective fees of consulting services and "consultants". **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.7).**
- 2.10.** The Committee for Early Detection of Risks shall have the authority to meet any executives from senior management and employees at all levels within the framework of privacy principles, when it is deemed as necessary and appropriate. **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.6).**
- 2.11.** The Board of Directors shall provide all necessary resources and support to The Committee for Early Detection of Risks for its duties to be performed. **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.6)**
- 2.12.** Any change to the Charter of The Committee for Early Detection of Risks is subject to the approval of the Board of Directors.

### **III- DUTIES AND RESPONSIBILITIES OF THE COMMITTEE FOR EARLY DETECTION OF RISKS**

**3.1.** The Committee for Early Detection of Risks is established for early detection of risks that might endanger the existence, development and perpetuation of the Company and to implement measures required against the risks determined as well as the management of risks **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.12).**

**3.2.** The Committee for Early Detection of Risks carries out studies in order to detect the Company's risks, develop methods of measurement, secures reliability of the methods of measurement, create strategies for the risk management, oversee the application of these strategies, determines the maximum limits for the risks of the Company and provides recommendations for the Board of Directors.

**3.3.** The Committee for Early Detection of Risks reviews the risk management systems at least once a year **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.5.12).**

**3.4.** The Committee for Early Detection of Risks prepares and presents an annual assessment report to the Board of Directors, which will be included in the annual report and consists of information like members of the Committee, the frequency of the meetings, the activities carried out, in addition to the working principles and evaluation of the Committee's efficiency, which will constitute a base for the Board's evaluation, and presents it to the Board. **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 2.3).**

**3.5.** The Committee for Early Detection of Risks shares its view with the Board of Directors for creating internal control systems including risk management systems and process of information that will minimize the effects of risks which might affect the stakeholders, particularly the shareholders, of the Company. **(Ref: CMB Corporate Governance Principles Guideline Serial IV, No: 56, Article 4.2.3).**

**3.6.** The Committee for Early Detection of Risks makes recommendations to the Board of Directors and such recommendations do not eliminate responsibilities and duties of the Board of Directors that derives from the Turkish Commercial Code. **(Ref: CMB Serial X, No: 22, Article 25, paragraph 9).**

### **IV- ASSESSMENT**

**4.1.** The Committee for Early Detection of Risks conducts an annual performance assessment review in relative to The Committee for Early Detection of Risks' purpose, duties and responsibilities outlined herein and presents to the Board of Directors.

### **V- ENFORCEMENT**

This charter of The Committee for Early Detection of Risks of Anadolu Efes Biracılık ve Malt Sanayi A.Ş. and further changes to this charter shall be effective with the approval of Board of Directors.