

AKÇANSA ÇİMENTO SANAYİ VE TİCARET A.Ş.

SUBJECT: INTERNAL REGULATIONS OF COMMITTEE FOR EARLY DETECTION OF RISK		INTERNAL REGULATION No: RESK-Internal Regulation 001	APPROVAL: 20/6/2013	
REVISION DATE:	REVISION NO:	PAGE: 1/3	Date of Board of Directors: 20/06/2013	No: 902

1. DECISION OF ESTABLISHMENT

Committee for Early Detection of Risk ("Committee") has been established in order to be charged and authorized pursuant to ../06/2013 dated decision of Board of Directors of Akçansa Çimento Sanayi ve Ticaret A.Ş. and Article 378 of Turkish Commercial Code No. 6102 and Capital Market Board's (CMB) Communiqué provisions on Corporate Governance Principles.

2. PURPOSE

This Committee has been constituted by the Board of Directors for the purpose of early detection of all kinds of strategic, operational, financial, and other risks which may endanger existence, development and continuation of Akçansa Çimento Sanayi ve Ticaret A.Ş., and application of required precautions and remedies for this purpose and risk management.

3. DUTIES, POWERS AND RESPONSIBILITIES OF THE COMMITTEE

- 3.1.** It carries out activities for the purpose of identification of risks which may endanger existence, development and continuation of the Company, constitution, early recognition, and detection of crisis prevention models, management systems, and application of necessary measures related to risks and risk management.
- 3.2.** It reviews the risk management systems at least once a year; it observes performance of the applications related to risk management in compliance with the Committee Decisions,
- 3.3.** The Committee may invite the manager who it deems necessary, for the meetings and may take his/her opinions.
- 3.4.** The Committee benefits from the opinions of independent expert about the subjects, which it needs in connection with its activities. The fee of consultancy services, which are deemed necessary by the Committee, is borne by the Company.
- 3.5.** Committee decisions are advisory for the Board of Directors, and the ultimate decision-making authority for related subjects is the Board of Directors. The Committee informs its assessments and recommendations about above subjects in writing to the Board of Directors.
- 3.6.** The Committee fulfills other duties and responsibilities given/to be given in accordance with Turkish Commercial Code and regulation on Capital Market.

4. STRUCTURE

The Committee has been constituted in order to be charged and authorized in accordance with Article 378 of Turkish Commercial Code No. 6102 and Capital Market Board's Communiqué provisions on Corporate Governance Principles.

Board of Directors of the Company determines and discloses the members who shall constitute the Committee.

The committee is composed of maximum two members including Chairman who is appointed by Board of Directors of the Company.

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4.1. Chairman

Chairman of Committee is appointed from among independent members by Board of Directors of the Company.

4.2 Members

There is maximum one Member, who is elected by Board of Directors of the Company, other than the Chairman in the Committee. Members of the Committee are elected preferably from among non-executive members of the Board of Directors.

4.3 Reporter

The person, who is responsible for Risk Management Coordination of the Company, acts as Reporter of the Committee.

5. MEETINGS AND REPORTING

- 5.1** The Committee meets as often as required by its duty for effectiveness of its activities. Meeting and decision quorum is the absolute majority of total member number of the Committee.
- 5.2** All activities conducted by the Committee are put in writing and recorded by the reporter. Reports including information about activities of the Committee, and meeting results are submitted to Board of Directors of the Company after they are approved by Members of the Committee.
- 5.3** Secretariat of the Board of Directors is responsible for submission of decisions and meeting minutes to Members of the Board of Directors, and keeping the decision book.

6. DETERMINATION OF THE AGENDA

Agenda of the meeting is determined by the Chairman of Committee. Members of the Board of Directors and the Committee notify the issues which they demand to be on the agenda, to Chairman of the Committee.

7. MEETING PLACE AND TIME

Meetings are organized at least six times per year in any place where the Chairman shall deem appropriate. Annual meeting schedule for the Committee is determined and announced to all members by Chairman of the Committee in each year beginning.

8. DUTIES OF THE CHAIRMAN

- 8.1** The chairman presides the Committee for Early Detection of Risk and manages the meetings.
- 8.2** The chairman determines the agenda of the meeting.
- 8.3** The chairman provides flow and coordination of information between the Board of Directors and the Committee.
- 8.4** The chairman may invite relevant expert or experts for the meeting during the discussion of specific issues when necessary.

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8.5 The chairman takes necessary measures for fulfillment of duties and responsibilities of the Committee effectively.

9. DUTIES OF THE MEMBERS OF THE COMMITTEE

- 9.1** Participation into meetings of the Committee for Early Detection of Risk is the fundamental duty of each member. The member gives notice to Chairman of the Committee when he/she can not participate the meeting.
- 9.2** The member follows the national and international developments on Corporate Governance and Risk closely while he/she fulfills his/her duties, and keeps themselves up-to-date in this field continuously and shares this with other members,
- 9.3** The member takes charge in the subjects to be studied within the Committee.
- 9.2.** The member expresses his/her opinions related to agenda to the Chairman of the Committee.

9. DUTIES OF THE REPORTER

- 10.1.** The reporter assists to Chairman of Committee for preparation of the agenda.
- 10.2.** The reporter consolidates the agenda of the meeting and reports which he/she prepares about risks of the Company and conveys them to Members of the Committee before the meeting.
- 10.3.** The reporter puts decisions of the committee and meeting minutes in writing immediately after each meeting and then, submits them to the Chairman of Committee.
- 10.4.** The reporter sends opinions constituted and recommendation decisions made in the Committee to Chairman and Members of the Committee as well as Board of Directors of the Company.
- 10.5.** The reporter ensures performance of managerial organization related to the meetings. He/She coordinates participation of the persons who Chairman of Committee demands to participate into the meeting.
- 10.6.** The reporter also fulfills other duties to be given in connection with early detection of risk by the Chairman of the Committee.

11. TERM OF OFFICE

Term of office of members of the Committee is parallel with term of office of Members of the Board of Directors of the Company. The Committee is constituted again following election of Members of Board of Directors.

12. VALIDITY AND ENFORCEMENT

This Regulation has been put into practice by being accepted with 20 June 2013 dated and 902 numbered decision of the Board of Directors of Akçansa Çimento Sanayi ve Ticaret A.Ş. Chairman of the Committee is responsible for its enforcement. Board of Directors of the Company is authorized to make amendments which are deemed necessary on the regulation.