

D-MARKET AUDIT COMMITTEE CHARTER

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D-MARKET ELEKTRONİK HİZMETLER VE TİCARET A.Ş.

AUDIT COMMITTEE CHARTER

(Approved and adopted by the Board of Directors on June 30, 2021)

For so long as shares of D-MARKET Elektronik Hizmetler ve Ticaret A.Ş., a company incorporated under the laws of Turkey (the “**Company**”), are listed on the Nasdaq Stock Market (the “**Nasdaq**”), and the Nasdaq Stock Market Rules and Rule 10A-3 under the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) so require, the Board of Directors of the Company (the “**Board**”) shall appoint an audit committee (the “**Audit Committee**”) having certain duties and responsibilities, including those that may be determined by the Board of Directors. Therefore, in accordance with Articles 10 and 38 of the Company’s Articles of Association, and in order to set forth such duties and responsibilities, the Board of Directors has adopted this charter of the Audit Committee (the “**Charter**”) and amended it on 03.11.2022.

1. COMMITTEE MEMBERSHIP

- (a) While American Depositary Shares representing the Company’s ordinary shares are listed on the Nasdaq, the Audit Committee of the Company shall consist of at least three directors. Each member of the Audit Committee shall (i) be “independent” as defined under Nasdaq Rule 5605(a)(2), and (ii) meet the criteria for independence, as applied to foreign private issuers, of Rule 10A-3 under the Exchange Act.
- (b) No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. All members of the Audit Committee must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement, and the Audit Committee shall have at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the member’s financial sophistication.
- (c) The Board shall determine whether each member of the Audit Committee is “financially literate”, and at least one member of the Audit Committee has “accounting or related financial management expertise”, as such qualifications are interpreted by the Board in its business judgment. It is expected that at least one member of the Audit Committee will be an “audit committee financial expert”, as defined by rules of the Securities and Exchange Commission (the “**SEC**”). If the Board has determined that a member of the Audit Committee is an audit committee financial expert, it may presume that such member has accounting or related financial management expertise.
- (d) No director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee and discloses this determination on the Company’s website.
- (e) Members of the Audit Committee shall be appointed by the Board based on nominations recommended by the Company’s Corporate Governance Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

2. COMMITTEE PURPOSES

- (a) The function of the Audit Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements and for the effectiveness of internal control over financial reporting and the Company’s independent registered public accounting firm (the “**independent auditors**”) is responsible for conducting an annual audit in accordance with the standards of the Public Company Accounting Oversight Board (“**PCAOB**”).
- (b) The purposes of the Audit Committee are to:

- (1) assist Board oversight of:
 - i. the integrity of the Company's financial statements;
 - ii. the Company's compliance with legal and regulatory requirements;
 - iii. the independent auditors' qualifications and independence; and
 - iv. the performance of the independent auditors and the Company's internal audit function; and
 - (2) prepare an audit committee report as may be required by the SEC or for inclusion in the Company's Form 20-F, any interim financial statements or any financial statements included in any other filing with the SEC.
- (c) In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

3. COMMITTEE DUTIES AND RESPONSIBILITIES

To carry out its purposes, the Audit Committee shall have the following duties and responsibilities.

- (a) Independent Auditors. With respect to the independent auditors, the Audit Committee shall:
- (1) be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors (including the resolution of disagreements between management and the independent auditors regarding financial reporting), who shall report directly to the Audit Committee, provided that the auditor appointment and termination shall be subject to shareholder approval and applicable laws and regulations;
 - (2) be directly responsible for the appointment, compensation, retention and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, which firm shall also report directly to the Audit Committee;
 - (3) pre-approve, or to adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors, in accordance with the Company's Audit and Non-Audit Services Pre-Approval Policy;
 - (4) ensure that the independent auditors prepare and deliver annually an Auditors' Statement (it being understood that the independent auditors are responsible for the accuracy and completeness of this Statement), describing:
 - (i) the auditors' internal quality-control procedures;
 - (ii) any material issues raised by the most recent internal quality-control review or peer review of the auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and
 - (iii) an assessment of the auditors' independence, all relationships between the independent auditors and the Company, including but not limited to each non-audit service provided to the Company and the matters set forth in the letter from the independent accountant required by the applicable requirements of the PCAOB;
- and to discuss with the independent auditors any relationships or services disclosed in this Statement that may impact the quality of audit services or the objectivity and independence of the Company's independent auditors;

- (5) obtain from the independent auditors in connection with any audit a timely report relating to the Company's annual audited financial statements describing all critical accounting policies and practices used, all alternative treatments within International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors and any material written communications between the independent auditors and management, such as any "management" letter or schedule of unadjusted differences;
 - (6) discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditor's response to any identified accounting deficiencies;
 - (7) review and evaluate the qualifications, performance and independence of the lead partner of the independent auditors;
 - (8) discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner and consider whether there should be a regular rotation of the audit firm itself; and
 - (9) take into account the opinions of management and the Company's internal auditors in assessing the independent auditors' qualifications, performance and independence.
- (b) Internal Auditing Department. With respect to the Internal Auditing Department, the Audit Committee shall:
- (1) review the appointment and replacement of the director of the Internal Auditing Department; and
 - (2) advise the director of the Internal Auditing Department that they are expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports to management prepared by the Internal Auditing Department and management's responses thereto.
- (c) Accounting Principles, Reporting and Internal Control. With respect to accounting principles and policies, financial reporting and internal control over financial reporting, the Audit Committee shall:
- (1) advise management, the Internal Auditing Department and the independent auditors that they are expected to provide to the Audit Committee a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting;

- (2) consider any reports or communications (and management's and/or the internal audit department's responses thereto) submitted to the Audit Committee by the independent auditors required by or referred to in applicable PCAOB or other standards, including, as applicable, reports and communications related to:
- i. the overall audit strategy, including the timing of the audit, significant risks the independent auditors identified, and significant changes to the planned audit strategy or identified risks;
 - ii. the extent to which the independent auditors intend to use the Company's internal auditors in the audit;
 - iii. deficiencies, including significant deficiencies or material weaknesses, in internal control identified during the audit or other matters relating to internal control over financial reporting;
 - iv. consideration of fraud in a financial statement audit;
 - v. detection of illegal acts;
 - vi. the independent auditors' responsibility under generally accepted auditing standards;
 - vii. any restriction on audit scope;
 - viii. significant accounting policies;
 - ix. significant issues discussed with applicable national and regional offices respecting auditing or accounting issues presented by the engagement, or other difficult or contentious matters for which the independent auditors have consulted outside the engagement team;
 - x. a description of the process management used to develop critical accounting estimates, including the significant assumptions underlying highly subjective estimates;
 - xi. any accounting adjustments arising from the audit that were noted or proposed by the auditors but were passed as immaterial or otherwise;
 - xii. the responsibility of the independent auditors for other information in documents containing audited financial statements;
 - xiii. disagreements with management;
 - xiv. consultation by management with other accountants, information about other accounting firms or other persons performing audit procedures, and the basis upon which the independent auditors can serve as principal auditor if significant parts of the audit will be performed by other auditors;
 - xv. major issues discussed with management prior to retention of the independent auditors;
 - xvi. difficulties encountered with management in performing the audit;
 - xvii. the independent auditors' judgments about the quality of the entity's accounting principles;
 - xviii. reviews of interim financial information conducted by the independent auditors;
 - xix. the responsibilities, budget and staffing of the Company's internal audit function;
 - xx. significant transactions that are outside the ordinary course of business or unusual; and

- xxi. other matters arising out of the audit that are significant to the oversight of the Company's financial reporting process, including complaints or concerns regarding accounting or auditing matters that have come to the independent auditors' attention;
- (3) meet with management, the independent auditors and, if appropriate, the director of the Internal Auditing Department:
- i. to discuss the scope of the annual audit;
 - ii. to review and discuss the annual audited financial statements and interim financial statements and related reports, including the Company's specific disclosures under "Operating and Financial Review and Prospects" in the Company's Annual Report on Form 20-F;
 - iii. to discuss any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, the Internal Auditing Department or the independent auditors, relating to the Company's financial statements;
 - iv. to discuss any difficulties the independent auditors encountered in the course of the audit, including any restrictions on their activities or access to requested information and any significant disagreements with management;
 - v. to discuss any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company;
 - vi. to review the form of opinion the independent auditors propose to render to the Board and shareholders; and
 - vii. to discuss, as appropriate:
 - (A) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
 - (B) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative IFRS methods on the financial statements; and
 - (C) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;
- (4) inquire of the Company's chief executive officer and chief financial officer as to the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
- (5) discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk, and to discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
- (6) obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act, which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act;

- (7) discuss with the Company's General Counsel any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies;
 - (8) discuss and review the type and presentation of information to be included in earnings press releases;
 - (9) discuss the types of financial information and earnings guidance provided, and the types of presentations made, to analysts and rating agencies;
 - (10) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters;
 - (11) review and discuss any reports concerning material violations submitted to it by Company attorneys or outside counsel pursuant to the SEC attorney professional responsibility rules, Company's attorney reporting policy or otherwise;
 - (12) establish hiring policies for employees or former employees of the independent auditors; and
 - (13) review and approve all related party transactions of the Company in accordance with the policies of the Company in effect from time to time.
- (d) Reporting and Recommendations. With respect to reporting and recommendations, the Audit Committee shall:
- (1) prepare any report or other disclosures, including any recommendation of the Audit Committee, required to be prepared by the Audit Committee by the rules of the SEC to be included in the Company's Form 20-F or any other filing with the SEC;
 - (2) review and reassess the adequacy of this Charter at least annually and recommend any changes to the full Board;
 - (3) report its activities to the full Board on a regular basis and make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate;
 - (4) prepare and review with the Board an annual performance evaluation of the Audit Committee, which evaluation must compare the performance of the Audit Committee with the requirements of this charter; and
 - (5) maintain minutes or other records of meetings and activities of the Audit Committee.

The performance evaluation by the Audit Committee shall be conducted in such manner as the Audit Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Audit Committee or any other member of the Audit Committee designated by the Audit Committee to make this report.

4. COMMITTEE STRUCTURE AND OPERATIONS

- (a) The Audit Committee shall designate one member of the Audit Committee as its chairperson.
- (b) The Audit Committee shall meet at least once every fiscal quarter, or more frequently if circumstances dictate, to discuss with management the annual audited financial statements and interim financial statements, as applicable. The Audit Committee should meet separately at least quarterly with management, the director of the Internal Auditing Department and the independent auditors to discuss any matters that the Audit Committee or any of these persons or firms believe should be discussed privately.

- (c) The Audit Committee shall meet in executive session at least once every fiscal quarter and shall report to the Board in writing the resolutions taken in such meetings.
- (d) The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.
- (e) Members of the Audit Committee may participate in a meeting of the Audit Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- (f) The Audit Committee shall immediately notify the Board in writing about its determinations, evaluations and suggestions related to the Audit Committee's own duties and responsibilities.

5. DELEGATION TO SUBCOMMITTEE

- (a) The Audit Committee may, in its discretion, form subcommittees of one or more of its independent members for any purpose the Audit Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit Committee deems appropriate.
- (b) The Audit Committee may, in its discretion, delegate to one or more of its independent members the authority to pre-approve any audit or non-audit services to be performed by the independent auditors, provided that any such approvals are presented to the Audit Committee at its next scheduled meeting.

6. RESOURCES AND AUTHORITY OF THE AUDIT COMMITTEE

- (a) The Audit Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.
- (b) The Company shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, for payment of:
 - (1) compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - (2) compensation of any advisers employed by the Audit Committee; and
 - (3) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
- (c) In fulfilling its responsibilities assigned to it under this Charter or any other document of the Company, the Audit Committee will collaborate with other committees of the Company, if required. Should any assistance and/or collaboration be sought by any other committee of the Company from the Audit Committee, it will provide the necessary assistance and/or collaboration within the limits of its powers.