

ÇELİK HALAT VE TEL SANAYİİ ANONİM ŞİRKETİ

ARTICLES OF ASSOCIATION

It is the amended form of the text that was declared on Turkish Trade Registry Gazette of March 23, 1962 with no 1520 through the editions of the Turkish Trade Registry Gazette of April 28, 1966 with no 2741, October 1, 1969 with no 3771, May 5, 1976 with no 376, July 11, 1978 with no 513, March 9, 1979 with no 101, February 12, 1981 with no 185, April 13, 1983 with no 734, June 7, 1983 with no 772, November 17, 1983 with no 883, August 9, 1985 with no 1324, October 25, 1985 with no 1374, May 14, 1991 with no 2775, November 26, 1991 with no 2910, April 15, 1994 with no 3512, August 18, 1995 with no 3853, September 19, 1995 with no 3874, September 03, 1996 with no 4115, October 03, 1997 with no 4390, April 22, 1998 with no 4525, May 27, 2003 with no 5806, July 15, 2003 with no 5841, October 20, 2003 with no 5910, July 28, 2006 with no 6609, June 05, 2008 with no 7077, July 16, 2009 with no 7355, July 08, 2010 with no 7602, July 06, 2012 with no 8106, July 04, 2013 with no 8356, and April 5, 2017 with no 9299.

Registration No: 6955/5814

ÇELİK HALAT VE TEL SANAYİİ ANONİM ŞİRKETİ

ARTICLES OF ASSOCIATION

INCORPORATION

Article 1 – An incorporated company was incorporated in accordance with the provisions of Turkish Code of Commerce regarding instantaneous incorporation among the founders whose names and places of residence are written below.

- a) Yatırımlar (Holding) Anonim Şirketi, İzmir Caddesi, 12/2 Yenışehir, Ankara
- b) Türkiye Sınai Kalkınma Bankası A.Ş., Necati Bey Caddesi, 241-247, Galata, İstanbul
- c) Nuri Rodop, Alsancak, Kùltür Mah. Dr.Mustafa Enver Bey Caddesi, 18/2, İzmir
- d) Nedim Rodop, Alsancak, Kùltür Mah. Dr.Mustafa Enver Bey caddesi, 18/3, İzmir
- e) Yüksel Kenanođlu, Selanik Caddesi, 48/5 Yenışehir, Ankara

CORPORATE NAME

Article 2:

The corporate name of the company is “Çelik Halat ve Tel Sanayii Anonim Şirketi (Steel Roper and Wire Industry Incorporated Company)”, and it will be briefly referred as the “Company” in these Articles of Association.

PURPOSE AND SUBJECT

Article 3:

A- The Company’s purpose and subject covers the following affairs and operations.

- a- Producing, having produced, and performing the domestic and international trade of all kinds of metal and plastic ropes, all kinds of wires, profiles, plates, and similar products.
- b- Producing, having produced, and performing the domestic and international trade of raw materials, auxiliary products and materials required for the production of all kinds of metal and plastic ropes, all kinds of wires, profiles, plates, and similar products.
- c- Undertaking, performing and having performed all kinds of contracting services that the products, which it produces, or which it performs or has performed their domestic and international trade, are completely or partially being within their scope.
- d- In accordance with the Law with no 4628, and relevant legislation regarding electricity market, establishing production plant within the frame of auto producer license mainly in order to meet its own electricity and thermal energy requirement; producing electric and thermal energy; in case of surplus production, selling the produced electric and thermal energy and/or capacity to other licensed legal entities and free consumers within the frame of the legislation in subject; involving in activities for the procurement of all equipments and fuel with respect to the electricity production

plant provided that it's not commercial.

B- The company may perform the following in order to actualize its purpose and subject;

a- It may procure, construct and manufacture, rent, import and procure through other means, operate, have operated, sell, export, rent out, transfer all kinds of movable and immovable goods, real and personal rights, services, substances and materials, equipments, machines and facilities.

b- It may obtain, procure or take over, rent, sell, transfer, rent out all kinds of privileges, inventions, patents, brands, trade mark, know-how, license, search permit operating license, and similar intangible rights.

c- It may give and get franchise, agency, representation to and from domestic and foreign individuals and institutions within the country and abroad; it may open branches, offices, representation offices, and similar places.

d- It may involve in import, export, and brokerage.

e- It may establish all kinds of partnerships with domestic and foreign individuals and institutions; it may involve in participations; it may participate in the incorporation or capital increases; and it may execute agreements based on distribution of financial responsibility.

f- For the facilities it will establish, the investments it will make, and its current requirements, it may procure short, medium and long-term commercial, industrial, tourism, export and import loans, bill of guarantee, letter of guarantee, and all kinds of similar loans from domestic and foreign finance companies, domestic and foreign enterprises, private and public institutions; it may involve in borrowings; it may receive letters of guarantee and surety bonds, and loans; it may mortgage the movables of the Company, and pledge the immovables of the Company for such affairs; it may have pledge commercial enterprise made; it may involve in all kinds of required disposals.

g- In accordance with the legislation of capital market, provided that it is not in the quality of intermediacy, and portfolio management, it may receive and sell partnership shares, all kinds of share certificates, bonds, financial bills, participating shares, profit and loss sharing certificate, similar securities and valuable papers, and their new share receipt, dividend, interest and similar coupons.

h- It may acquire real and personal rights regarding movables and immovables through any means including procurement, construction and build-operate-transfer; it may dispose the acquired immovables, and real and personal rights in any manner including sales, transfer and assignment; it may establish mortgage, and other real and personal rights on the same; it may partially or completely rent out the same; it may receive and give all kinds of real, personal and pecuniary guarantees and bills of guarantee for the collection, payment and procurement of its own rights, receivables and liabilities; it may release the mortgages and pledges received; it may return the assurances.

The Company, provided that it complies with the Capital Markets Law, regulations of Capital Markets Board, and provisions of other legislations being in force, and the regulation of Article 15 of these Articles of Association, may receive and give all kinds of real and personal bills of guarantee including guarantee, bill of guarantee, mortgage and chattel mortgage from the transactions specified in sub-paragraphs F and H above in favor of itself, and in favor of third parties including its affiliates and subsidiaries; it may involve in all kinds of disposals on the same; and it may release the mortgages received, commercial enterprise pledge and chattel mortgages; it may return the assurances. In case the Company gives pledge or mortgage in order to assure the liability

of third parties, the required explanations, to be sought by the Capital Markets Board, are made within the scope of special conditions.

It is complied with the principles determined within the frame of capital market legislation in matters regarding provision of guarantee, bill of guarantee, assurance, or establishment of lien including mortgage by the Company in its name, and in favor of third parties.

i- It may participate in the tenders within the country and abroad to be opened by domestic and foreign individuals and institutions, all kinds of private and public institutions, municipalities, banks, cooperatives, foundations and associations; it may bid and receive tenders, make commitments, participate in consortiums; it may partially or completely transfer its liabilities undertaken, or rights obtained.

j- It may perform all the commercial, industrial and other affairs and operations required by its purpose and subject.

k- It may perform by itself the affairs and operations being within its subject, and it may have the same performed partially or completely by its partners, or by the partnerships that its partners establish among themselves or along with third parties, or by third parties and institutions not being partners; it may give and transfer the same.

l- It may establish and operate power plants, and it may sell the energy produced under the provisions of legislation in force.

m- Provided that it doesn't hinder its purpose and subject, provided that it is limited with the maximum amount allowed by the tax legislation within the frame of Article 15 of Articles of Association, and provided that it is complied with the principles specified in the notifications and decisions published by the Capital Markets Board on this matter, it may provide aid and donation to chambers included in general budget, annexed budget administrations, special provincial administrations, municipalities and villages, foundations subjected to tax exemption by the Council of Ministers, associations deemed to be beneficial for public interest, institutions and organizations involved in scientific research and development activities, universities, educational institutions, and similar individuals or institutions.

COMPANY'S REGISTERED OFFICE AND BRANCHES

Article 4:

The registered office of the Company is at the province of Kocaeli, and district of Kartepe. Its address is Ertuğrul Gazi Mahallesi Şehitler Cad. No:2 Kartepe / KOCAELİ. In case of change of address, the new address is registered at Trade register, and in addition, the required legal communication, explanation and declarations are performed in accordance with the relevant legislation.

The notice served to the registered and declared address is deemed as served to the Company.

The lack of having the new address registered in due period, despite having moved from its registered and declared address, is deemed as a cause of termination.

It may open branches, offices, regional directorates, agencies and representation offices within the country and abroad within the provisions of legislation in force by the decision of Board of Directors.

DURATION

Article 5:

The legal presence of the Company is not limited with a specific duration.

REGISTERED AND ISSUED CAPITAL

Article 6:

The Company has accepted the Registered Capital System as per the provisions of Capital Markets Law with no 2499, and it has passed to Registered Capital System by the permit of Capital Markets Board of May 31, 1985 with no 209.

The top of Company's registered capital is 100.000.000 (a hundred million) Turkish Liras, and it has been divided 100.000.000 (a hundred million) units of shares each with a nominal value of 1 (one) Turkish Lira.

The permit of upper limit of registered capital provided by the Capital Markets Board is valid for the years 2020-2024 (5 years). Even if it couldn't be reached to the permitted upper limit of registered capital by the end of 2024, for the Board of Directors to make a decision for capital increase after 2024, it is required to get authorization from the General Assembly for a new period by getting permit from the Capital Markets Board for the previously permitted upper limit amount, or for a new upper limit amount. In case the authority in subject is not given at the General Assembly, capital increase cannot be made by the decision of Board of Directors.

The capital of the Company may be increased and decreased under the provisions of Turkish Code of Commerce, and Capital Markets Law.

The Company's registered capital is fully paid 41.500.000 (forty one million and five hundred thousand) Turkish Liras, and it has been divided 41.500.000 (forty one million and five hundred thousand) units of bearer shares each with a nominal value of 1 (one) Turkish Lira.

Between 2020 and 2024, the Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the upper limit of registered capital at times it deems to be required, and in accordance with the provisions of Capital Markets Law, and to issue shares above or below the nominal value, and to make decisions of a quality partially or completely limiting new share procurement rights of the shareholders.

While the nominal value of each share was 1.000 (one thousand) Turkish Liras, it was first changed as 1 (one) New Turkish Lira within the scope of Law on Making Amendment in Turkish Code of Commerce with no 5274, and then it was changed as 1 (one) Turkish Lira due to removal of the expression of "New" included in New Turkish Lira and New Kurus on January 01, 2009 by the decision of Council of Ministers of April 04, 2007 with no 2007/11963. Due to this change, the number of total shares decreased, and 1 (one) unit of share each with a nominal value of 1 (one) Turkish Lira was provided in consideration of 1.000 (one thousand) units of shares each with a nominal value of 1.000 (one thousand) Turkish Liras. With respect to the change in subject, the rights of the parties arising from the shares they own are reserved.

The shares representing the capital are followed-up within the frame of the principles of dematerialization.

The expressions of "Turkish Lira", included in these Articles of Association, are expressions changed as per the aforementioned decision of Council of Ministers.

ISSUANCE AND TRANSFER OF SHARES

Article 7:

The shares are issued by the decision of Board of Directors, and in accordance with the provisions of Turkish Code of Commerce, Capital Markets Law, regulations of Capital Markets Board, and Capital Markets Legislation.

In the transfer of shares, it is complied with the other relevant regulations of Turkish Code of Commerce, Capital Markets Law, Capital Markets Regulation, Capital Markets Legislation, and the rules of Central Registration system, and other regulations with respect to dematerialization of shares.

ISSUANCE OF CAPITAL MARKET INSTRUMENTS

Article 8:

The Company may issue all kinds of bonds, commercial papers, participation dividend shares, profit and loss sharing certificate within the frame of the provisions of Turkish Code of Commerce, Capital Markets Law, regulations of Capital Markets Board, Capital Markets Legislation and other legislations in force, or it may issue other securities, capital market instruments and valuable papers accepted or to be accepted by the Capital Markets Board. Among these securities, capital markets instruments or valuable papers, the ones, that are possible to be issued by the decision of Board of Directors pursuant to the provisions of legislation in force, are issued by the decision of Board of Directors. And regarding the ones, possible to be issued by the decision of General Assembly, the General Assembly may partially or completely assign to the Board of Directors the determination of terms, time and authorities regarding issuance.

ELECTION, FINANCIAL RIGHTS, DURATION AND DUTY DISTRIBUTION OF BOARD OF DIRECTORS

Article 9:

The Company is managed and represented by a Board of Directors consisting of at least 5 and at most 11 members to be elected by the General Assembly. The members of Board of Directors, of a rate or number determined by the Capital Markets Board, are elected among the candidates having the quality of independent member. Regarding the determination, nomination, number and qualification, election, discharge and/or resignation of candidates of independent members of Board of Directors, it is complied with the provisions of Capitals Markets Law, regulations of Capital Markets Board and other relevant legislations in force.

It is the basis for the members of Board of Directors to be elected from among ones having basic knowledge about the legal principles regulating the operations and disposals regarding the Company's area of activity, raised and experienced in terms of Company management, having the capacity of scrutinizing the financial statements and reports, and preferably having higher education.

Provided that Article 375 of Turkish Code of Commerce, and provisions of other legislations are reserved, the Board of Directors is authorized to partially or completely transfer the management to one or more members of Board of Directors, or to third parties, or to boards or committees it will form within the frame of the provisions of Internal Directive that the Board of Directors will draw up within the frame of the provisions of Articles of Association, and Article 367 of Turkish Code of

Commerce.

Moreover, the Board of Directors, when it deems to be required, may make distribution of duties by determining managing members who will undertake a part of its authorities, specific part of Company's affairs, and the implementation of the decisions it makes. In this case, the areas of responsibility of each of managing members of Board of Directors are determined by the Board of Directors.

The managing members end up by undertaking all the authorities and responsibility in the area imposed on them. Provided that the authorities and duties, which are only and exclusively under the authority of Board of Directors, and which cannot be transferred, are reserved, the responsibility of other members of Board of Directors cannot be in subject regarding the operations being within this scope. More than half of the members of Board of Directors cannot take on a duty in execution, and this matter is especially considered in the definition of the duties of the members.

If managing members are elected by the Board of Directors without determining their areas of responsibility, the managing members end up with taking over all the authorities and responsibilities regarding the implementation of the Company's affairs, management and activities, and the decisions made without any limitation.

Managing members are natural embers of the Executive Board. If a determination was made by the Board of Directors, the Executive Board is authorized and responsible for the fulfillment and observation of matters regarding the areas imposed on them, and if a determination was not made by the Board of Directors, the Executive Board is authorized and responsible for the fulfillment and observation of all the areas.

Majority of the members of Board of Directors consists of members not being responsible in execution.

Each year, the Board of Directors elects a Chairman, and sufficient number of Deputies of Chairman from among its members. In case of election of more than one Deputy Chairman, the Board of Directors determined the duties and areas of authority and responsibility of each Deputy Chairman.

In the absence of the Chairman and Deputy Chairman, a member determined only for the relevant meeting chairs that meeting.

The Chairman of Board of Directors is liable to ensure proper performance of board's meeting calls and meetings, and entering of the decisions made into the minute. Deputy Chairman of the Board of Directors undertakes the authorities and responsibilities transferred to her/him by the Chairman, and s/he chairs the meetings of board where the Chairman is not present for any reason, and assists the Chairman in the fulfillment of all the functions.

In case a membership position becomes vacant for any reason, an individual, that bears the required qualifications, is elected by the Board of Directors in order to be submitted to the approval of the initial General Assembly meeting. The individual in subject complements the term of office of the individual that s/he replaces provided that her/his membership is approved by the General Assembly.

The legal entity, being a member of Board of Directors, may always change the individual registered in its name.

The members of Board of Directors are elected to serve for at most 3 years. If the term of office is not clearly specified in the election decision of the General Assembly, then the election is deemed as made for one year.

If the General Assembly deems to be required, it may always change the members of Board of Directors.

The decisions, regarding payment of daily allowance, compensation, share from annual profit, bonus and premium to members of Board of Directors, are made by the General Assembly. Differentiation in financial rights of the members of Board of Directors may be made depending on the duties, authorities and responsibilities they undertake in the Board of Directors.

In the determination of financial rights to be provided to independent members of Board of Directors, it is complied with the provisions of Capital Markets Law, regulations of Capital Markets Board and other relevant legislations in force.

Whether any compensation will be paid or not to the chairman and members of the committee due to the duties they undertake in the committees, and in case of payment of the same, the relevant amount and conditions of it are determined by the Board of Directors in the decision of formation of the relevant committee. In case the chairman and members of the committee are also the chairman and members of the Board of Directors, whether any compensation will be paid or not to the members of the committee in subject, and in case of payment of the same, the relevant amount and conditions of it are determined by the General Assembly.

The “compensation policy”, which is formed with respect to the financial rights to be provided to members and senior executives of Company’s Board of Directors, and which is disclosed to public on the corporate internet site of the Company, is submitted to the information of the shareholders at the General Assembly as a separate agenda item.

DUTIES AND AUTHORITIES OF THE MEMBERS OF BOARD OF DIRECTORS, AND ADMINISTRATION, REPRESENTATION AND BINDING

Article 10:

The Board of Directors is liable to fulfill the duties imposed on it by the legislation in force, and by these Articles of Association. According to regulations of both laws and these Articles of Association, all affairs and operations, not requiring the decision of General Assembly, are fulfilled by the Board of Directors.

The Board of Directors performs its duties and uses its authorities in the direction of the regulations and decisions of Turkish Code of Commerce, Capital Markets Law and Capital Markets Board, and in the direction of the provisions of Articles of Association and of the legislation in force.

The bodies or individuals, that transfer a duty or authority arising from Law or Articles of Association to someone else based on law, are not responsible for the acts and decisions of such individuals excluding the case in which it is proved that they didn’t take reasonable care in the election of individuals taking over such duties and authorities.

The Board of Directors, while fulfilling the duties and responsibilities imposed on it both by the laws and these Articles of Association, may partially transfer its duties and responsibilities to committees within the Company provided that it clearly determines their functions, and that it doesn’t eliminate its own responsibility.

The members of Board of Directors may take office at the Boards of Directors of subsidiaries, affiliates and jointly controlled entities for preserving, observing, following-up, directing and inspecting the interests of the Company and of the shareholders. Moreover, the members of Board of Directors may take office at public benefit associations, foundations, the institutions and

organizations operating for public benefit or involving in scientific research and development activities, universities, educational institutions, and similar institutions. The duties beyond these are possible under the rules to be accepted by the Board of Directors, and by its approval.

MEETINGS OF BOARD OF DIRECTORS

Article 11:

The Board of Directors meets at a frequency which will enable it to fulfill its duties effectively.

In principle, the Board of Directors meets upon the call of its Chairman, or of its Deputy Chairman. In case of request of at least 3 members, it is obligatory to call the Board of Directors for meeting. The information and documents with respect to the subjects included in the agenda of the meeting of Board of Directors are submitted for the examination of members of Board of Directors at a reasonable time before the meeting by ensuring equal information flow.

In principle, the meetings of Board of Directors are held at the Company's head office. But, based on the decision of Board of Directors, it is permissible to hold the meeting at another place of the city in which the head office is located, or at another city.

The meetings of Board of Directors may be held completely in electronic environment, provided that it complies with Article 1527 of Turkish Code of Commerce and with the regulations to be made within the frame of this article, and they may be held by the physical presence of some of the members and by the participation of some of the members via electronic environment.

It is the basis for the members of Board of Directors to attend the meetings in person, and it may be attended by all kinds of technological methods enabling remote access to meetings. The views of the member, who cannot attend the meeting, but who informs her/his views in written form, are submitted to the information of other members.

The decisions of Board of Directors are entered in the decision book as being signed. The members providing negative vote are required to sign the minute also by specifying their justifications. The documents regarding the meeting, and relevant correspondences are regularly archived. In cases when affirmative votes of independent members of Board of Directors are sought, it is complied with the precautions anticipated by the regulations of Capital Markets Law and Capital Markets Board in case of use of negative vote.

The Board of Directors meets by the majority of complete number of members, and it makes its decisions by the majority of votes of members participating the meetings. In case of equal number of votes, the voted matter is put on the agenda of the following meeting, and if the number of votes again becomes equal, then the suggestion is deemed to be rejected. Each one of the members of Board of Directors has one voting right regardless of her/his position and area of duty.

In accordance with the relevant provisions of Turkish Code of Commerce, decision making regarding the suggestion of one of the members is permissible by obtaining the written approval of the others.

The ones, having the right to attend the Board of Directors meeting of the Company, may also attend such meetings via electronic environment in accordance with Article 1527 of Turkish Code of Commerce. The Company may set up the Electronic Meeting System, which will allow the right holders to attend to and vote at such meetings via electronic environment in accordance with the provisions of "Communiqué on Boards that will Meet via Electronic Environment at Trading Companies Except the General Assemblies of Incorporated Companies", and it may also procure service from the systems formed for this purpose. At the meetings to be held, it is ensured for the

right holders to use their rights -specified in the relevant legislation- within the frame specified in the provisions of the Communiqué over the system set up in accordance with this provision of Company's Articles of Association, or over the system from which support service will be procured.

INSPECTION

Article 12:

Election of auditor and audit of the Company will be actualized as per the regulations of Turkish Code of Commerce, Capital Markets Law and Capital Markets Board, and provisions of other relevant legislations in force.

“Independent auditing firm”, which will perform the independent audit of the company, is selected by the General Assembly upon the recommendation of Board of Directors by the assent of Audit Committee.

The Company may not receive consultancy service from the independent audit firm –from which its receives service-, from the personnel employed by such firm, and from a consultancy company -that such firm directly or indirectly controls in terms of management or capital- and from its employees. The consultancy services, provided by the real person partners and managers of such independent audit firm, are also included in this regulation. On this matter, it is complied with the regulations of Turkish Code of Commerce, Capital Markets Law and Capital Markets Board, and provisions of other relevant legislations in force.

COMMITTEES OF BOARD OF DIRECTORS

Article 13:

The Board of Directors form sufficient number of committees, as obligatory committees being in the first place, in accordance with the Turkish Code of Commerce, Capital Markets Law and Regulations of Capital Markets by considering the requirements of the Company in order to ensure its duties and responsibilities to be fulfilled in the best manner.

In the decisions of formation of committees, their duties and areas of work are thoroughly determined by also considering the provisions of these Articles of Association. The Board of Directors may always determine again the duties and areas of work of the committees, and it may make the changes in their membership that it deems to be required.

The committees are configured and operate within the frame of regulations of Turkish Code of Commerce, Capital Markets Law and Capital Markets Board, and provisions of other relevant legislations in force and these Articles of Association.

The committees carry out their works in accordance with the Turkish Code of Commerce, Capital Markets Law and regulations of Capital Markets, and these Articles of Association.

The committees meet at the frequency required by their operations, and upon the invitation of the chairman of committee. The decisions of committees are kept in written form in a separate book. All correspondence and notification affairs of the committees are carried out by the individual or unit to be appointed by the Board of Directors.

MEETINGS OF GENERAL ASSEMBLY

Article 14:

The following principles are applied at the General Assembly meetings.

a) **Manner of Call:** General Assembly meetings are held on ordinary and extraordinary basis. In invitation to these meetings, it is complied with the regulations of Turkish Code of Commerce, Capital Markets Law and Capital Markets Board, and provisions of other relevant legislations in force.

Notices of General Assembly meetings are actualized at least three weeks before the date of the meetings via all means of communication including electronic communication as well as procedures anticipated by legislation in a manner that will ensure reaching highest possible number of shareholders.

In the Company's website, the notifications and explanations, required to be made pursuant to the regulations of Capital Markets Law and Capital Markets Board, and pursuant to the provisions of other legislation in force along with notices of General Assembly meetings, as well as notifications and explanations, required to be made pursuant to legislation, are made available.

b) **Time of Meeting:** Ordinary General Assembly meets at least once a year. At these meetings, the agenda is resolved by the examination of issues required to be duly addressed.

Extraordinary General Assembly meets in cases and at times required by the affairs of the Company according to the regulations of Turkish Code of Commerce, Capital Markets Law and Capital Markets Board, and according to the provisions of these Articles of Association.

c) **Venue:** The General Assembly meets at the head office of the Company, or at another place in the city of Company's head office or in Istanbul upon the decision to be made by the Board of Directors.

d) **Representation:** At General Assembly meetings, the shareholders may have themselves represented through proxies who are either shareholders or not.

On the matter of voting by proxy, it is complied with the regulations of Turkish Code of Commerce, Capital Markets Law and Capital Markets Board, and provisions of other relevant legislations.

e) **Participants of the Meeting:** The attendance of managing members of Board of Directors, and at least one member of Board of Directors, and authorized officer of Independent Audit Firm in the General Assembly meetings is the basis; moreover, the ones who have responsibility with respect to the matters in the agenda, and the ones who have to make explanations are also made present. If the ones among these individuals, except the ones who are required to be present at the meetings pursuant to law, are not present at the meetings, their reasons of not attending the meetings are submitted to the information of General Assembly by the chairman of the meetings.

The shareholders may attend the General Assembly meetings in accordance with the regulations of Turkish Code of Commerce, Capital Markets Law, Capital Markets Board and Central Securities Depository of Turkey, and in accordance with other relevant legislation in force.

f) **Chairmanship of the Meeting:** A chairman, who is elected by the General Assembly, and who doesn't have to bear the capacity of shareholder, chairs the General Assembly meetings. The chairman forms the chairmanship by determining the clerk of minutes, and if s/he deems to be required, by determining the vote collector. When required, deputy chairman may also be elected.

g) **Representative of Ministry:** It is complied with the provisions of Turkish Code of Commerce,

regulations of relevant Ministry and provisions of other legislations with respect to the presence of representative of relevant Ministry at both ordinary and extraordinary General Assembly meetings,.

h) Voting Right, and Voting: At General Assembly meetings, each share has one voting right.

At General Assembly meetings, where physical attendance is in subject, it is voted by raising hands. Insofar, in case of request of one twentieth of shareholders, being represented at the meeting, it is obligatory to resort to ballot.

In case the right of usufruct and right of disposition of a share belong to different individuals, they may be represented in a manner they deem appropriate by reaching a mutual agreement. If they cannot reach an agreement, the owner of right of usufruct uses the right of attending the meetings and voting at such meetings.

i) Meeting and Decision Quorum: In terms of meeting and decision quorums at all the General Assembly meetings of the Company, the provisions of Turkish Code of Commerce and Capital Markets Law are applied.

j) Internal Directive: The Board of Directors prepares an internal directive, covering the rules regarding procedures and principles of working of General Assembly in accordance with the relevant provisions of Turkish Code of Commerce, and in accordance with the regulations and notices issued within the frame of the referred Law, and submits to the approval of General Assembly. The internal directive, approved by the General Assembly, is registered at Trade Registry, and declared.

k) Attendance in General Assembly Meetings via Electronic Environment: The right holders, having the right to attend the General Assembly meetings of the Company, may also attend the meetings via electronic environment in accordance with Article 1527 of Turkish Code of Commerce. The Company may set up the electronic General Assembly system, that will enable the right holders to attend the General Assembly meetings via electronic environment, and that will enable them to make suggestions and vote, and it may also procure service from systems formed for this purpose. At all the General Assembly meetings to be held, it is ensured for the right holders and their representatives to use their rights over the set up system in accordance with this provision of Articles of Association.

AUTHORITIES AND DUTIES OF GENERAL ASSEMBLY

Article 15:

The General Assembly uses the rights and fulfills the duties provided to it by Turkish Code of Commerce, Capital Markets Law and other relevant legislations.

Within the frame of the principles specified in Article 3 of Articles of Association, the upper limit of aids and donations to be provided by the Company in an accounting period is determined by the General Assembly. Donations above the upper limit determined by the General Assembly cannot be provided, and the donations made are added to distributable profit basis. It is obligatory for the donations provided by the Company not to constitute a contradiction to concealed gain transfer regulations of Capital markets Law, to Turkish Code of Commerce, and to other relevant legislation, and for the required special circumstance explanations made, and for the donations made within the year to be submitted to the information of shareholders at General Assembly.

DOCUMENTS TO BE PROVIDED TO THE MINISTRY AND CAPITAL MARKETS BOARD

Article 16:

In accordance with the legislation in force, the reports and documents that have to be transmitted to relevant authorities including the Ministry, and to Capital Markets Board are transmitted within legal term.

DECLARATIONS

Article 17:

The declarations of the Company are actualized in accordance with the regulations of Turkish Code of Commerce, Capital Markets Law and Capital Markets Board, and provisions of other relevant legislations in force considering the regulations regarding the matter.

NET PROFIT, AND ITS DISTRIBUTION

Article 18:

The net profit, that is remaining after deduction of Company's general expenses, and amounts required to be paid or to be allocated such as various depreciation, and taxes required to be paid by the Company's legal entity from the incomes of the Company determined by the end of accounting period, and that is observed on annual balance sheet, is distributed respectively as shown below following the deduction of losses of previous years -if exist-.

General Legal Reserve;

- a) 5% of it is allocated as general legal reserve. First Dividend:
- b) From the balance, first dividend is allocated in accordance with Turkish Code of Commerce and Capital Markets Legislation over the amount to be determined by the addition of donation amount made within the year -if exists-.
- c) After the above deductions, the General Assembly has the right to decide to distribute the dividend to members of Board of Directors, officers, servants and workers, dividend share / founder dividend share owners, foundations established for various purposes, and to other individuals and institutions of similar quality.

Second Dividend:

- d) The general assembly is authorized to partially or completely distribute as second dividend share the part remaining after deduction of the amounts specified in sub-paragraphs (a), (b), (c) and (d) from the net profit, or to allocate it as reserve fund in accordance with Article 521 of Turkish Code of Commerce.

General Legal Reserve;

- e) One tenth of the amount, found after deduction of dividend at a rate of 5% of the paid-up capital from the part agreed to be distributed to shareholders and to other individuals participating in the profit, is added to general legal reserve in accordance with sub-paragraph (c) of paragraph 2 of Article 519 of Turkish Code of Commerce.

Unless the reserve funds, required to be allocated as per the provision of law, are allocated, and unless the dividend, determined for the shareholders in the Articles of Association, is distributed in cash and/or as share certificates, it cannot be decided to allocate any other reserve fund, to transfer

the profit to the following year, and to distribute dividend to participation/founder/ordinary dividend share owners, members of Board of Directors, officers, servants and workers, foundations which are referred in Article 3 of these Articles of Association and which were established for various purposes, and to such persons and/or institutions.

The dividend is distributed equally to all the shares being present by the date of distribution without considering the dates of issuance and acquisition of such shares.

The manner and time of distribution of profit -which is decided to be distributed- is decided by the General Assembly upon the offer of the Board of Directors on this matter.

The profit distribution decision made by the General Assembly, as per the provisions of these Articles of Association, cannot be withdrawn.

The Board of Directors may distribute advance payment of dividend provided that it is authorized by the General Assembly, and that it complies with the Turkish Code of Commerce, Article 19 of Capital Markets Law, and regulations of Capital Markets Board regarding the matter. The authority of distributing advance payment of dividend provided to the Board of Directors by the General Assembly is limited with the year in which such authority is provided. Unless the advance payments of dividends of previous year are completely set off, it cannot be decided to provide an additional advance payment of dividend and/or to distribute dividend.

MINORITY RIGHTS

Article 19:

For the use of minority rights, anticipated by the legislation and these Articles of Association, it is sufficient for five percent of the capital to be represented.

COMPETENT JURISDICTION

Article 20:

For the disputes that may arise between the Company and the shareholders at the time of both the operation and liquidation of the Company, the competent court is the authorized courts and execution offices of the city where the Company's headquarters is present.

MISCELLANEOUS PROVISIONS

Article 21:

The provisions of Turkish Code of Commerce, Capital Markets Law and other relevant legislations will be applied about the matters not explicitly considered in these Articles of Association.

TERMINATION AND LIQUIDATION

Article 22:

The Company dissolves, or it is terminated by the causes indicated in the Turkish Code of Commerce. In case of termination or dissolution, for a cause other than bankruptcy, the liquidation is executed by the liquidators to be elected by the General Assembly. The liquidation operations are performed in accordance with the relevant provisions of Turkish Code of Commerce.

PRINCIPLES OF CORPORATE MANAGEMENT

Article 23:

The Company and its bodies comply with the Principles of Corporate Management made obligatory by the Capital Markets Board.

The operations performed and the decisions of Board of Directors made without complying with the obligatory principles are invalid, and they are deemed as against the Articles of Association.

In operations deemed to be important in respect of implementation of Corporate Management Principles, and in all kinds of relevant party operations of the Company, and in operations relevant to provision of assurance, pledge, hypothecate in favor of third parties, it is complied with the regulations of Capital Markets Board regarding corporate management.

LEGAL PROVISIONS AND PERMITS**Article 24:**

The provisions of Turkish Code of Commerce, Capital Markets Law and relevant legislations are applied regarding the matters which are not included in these Articles of Association.

All kinds of amendments to be made on the Company's Articles of Association are subject to the assent of Capital Markets Board, and permit of relevant Ministry, but the permit of relevant Ministry is not sought in capital increases to be made within the upper limit of registered capital.