

## PART I

### FOUNDATION OF THE COMPANY

#### Foundation

##### Article 1

An incorporated company was founded with the name İş Genel Finansal Kiralama A.Ş. utilizing the benefits of the Code No. 6224 aiming to instigate foreign capital and to be governed by Turkish Commercial Code No. 6762 and Financial Leasing Code No. 3226 and the provisions given hereunder concerning immediate foundation of the incorporated companies, by the founders whose names are referred to hereunder.

Name of the Company has been changed from "İş Genel Finansal Kiralama A.Ş." to "İş Finansal Kiralama Anonim Şirketi" by a decision of the General Assembly dated 14.03.2003.

#### Founders

##### Article 2

The founders are legal entities, whose names, domiciles and nationalities are given below:

##### Foreign Capital Group

**1. International Finance Corporation (International Corporation)**

1818 H. Street, N.W. Washington, D.C. 20433 USA

**2. Societe Generale (French)**

29 Bld. Haussmann , 75009 Paris

##### Turkish Capital Group

**1. Türkiye İş Bankası A.Ş. (Turkish)**

Atatürk Bulvarı No. 191, Kavaklıdere Ankara

**2. Türkiye Sınai Kalkınma Bankası A.Ş. (Turkish)**

Meclisi Mebusan Cad. No. 137 Fındıklı, İstanbul

**3. Sınai Yatırım ve Kredi Bankası A.O. (Turkish)**

Büyükdere Cad. No. 129, Esentepe, İstanbul

## **Title and Head Office**

### **Article 3**

The title of the Company is İş Finansal Kiralama Anonim Şirketi, hereinafter will be referred to as "the Company".

The head office of the Company is located in Beşiktaş, Istanbul. Its address is İş Kuleleri, Kule 1, Kat 6, 34330 4.Levent Istanbul. In case of any change in the address, the new address should be registered with the trade registration office and published on Turkish Trade Registration Gazette and the Company web site. Notices and correspondences sent to the registered and announced address of the Company will be deemed to have been duly served on the Company. Further any change in the address, advised to the Ministry of Customs and Trade, Capital Market Board and Banking Regulation and Supervision Agency in a timely manner in accordance with the relevant legislation. The Company failing to advise its new address, though having moved, will be subject to a termination.

The Company may open branches in Turkey and abroad in accordance with the provisions of the Leasing, Factoring and Financial Companies Code, Capital Markets Code, other legislation Leasing companies are subject to, and other relevant legislation provisions, after a resolution of the board accordingly, provided the required permissions from the Banking Regulation an Supervision Agency are received.

## **Purpose and Scope**

### **Article 4**

The purpose and scope of operation of the company are entering into any type of leasing transactions both in and outside of Turkey. Without prejudice to the provisions of Capital Market Law of camouflage of earning, the Company may undertake the operations in its scope of operations as well as execute the same in partnership with foreign legal entities or real persons founding Joint Ventures or consortiums, it may undertake such operations with Turkish and foreign companies. The Company may carry out the transactions below, provided they are within its purpose and field of business or supplementary for its purpose and provided they are in accordance with the leasing legislations.

- a) It may carry out national and international agency or similar mediator activities, purchase, rent, lease out, sell, insure all kinds of movable and immovable goods, materials, spare parts and raw materials to perform its field of activity and may make new, renewed goods and goods subject to permit a subject of financial leasing or operation leasing transactions by fulfilling the legislation provisions.
- b)
  - i. It may also purchase and sell immobile properties and real rights in accordance with laws and subject to Board resolution.
  - ii. It may also admit any mobile asset, company and real estate mortgages against its claims out of leasing transactions and other claims of whatever nature or liquidity the bonds it may have received.
  - iii. It may offer mortgages on real estates or mobile assets, companies in order to secure its liabilities under any loans or commitments.

- c) It may undertake operations that might be required by its scope of operations and produce resources in or outside of Turkey for its name and account under the terms and conditions given in laws. Under this definition, it may obtain short, medium and long term loan facilities.
- d) It may purchase securities and value bearing papers and make related transactions in order to maintain its fund management, provided the same shall not constitute investment services and activities.
- e) It may provide funds by deducing its liabilities under instruments as well as produce funds by issuing bonds, debenture bills and such other securities and assign the leasing agreements to other lessors subject to the provisions of the Leasing, Factoring and Financial Companies Code and related laws.
- f) It may utilize directly or indirectly any and all incentives that the lessee might have been awarded if the leasing has partially or entirely taken place under the terms and conditions that Governmental authorities shall determine.
- g) It may render services in financial and technical issues and realize such services in cooperation with other persons.
- h) It may organize service, maintenance and such other activities.
- i) It may acquire brands, titles, know-how and such other intellectual properties provided that it shall not make them subject to a leasing.
- j) It may receive personal and/or real securities or mortgages and have such registered with the registered as required by laws.
- k) It may employ foreign specialists and personnel subject to laws.
- l) It may mediate for goods subject to financial leasing or activity leasing transactions, collaterals taken within the scope of these transactions and people leasing the subject goods in concluding insurance agreements relevant to businesses involved in the subject of activities in a way including all kinds of insurances which shall take repayment of financing debts and all such financial elements under protection.
- m) Give guarantees, securities, assurances or place liens including mortgages on behalf of the Company or 3rd persons by following the principles set forth by the Capital Market Board,
- n) Entering into mortgage transactions pursuant to legal legislation.
- o) The Company may, as a requirement of its social responsibility, make grants and donations according to procedures and principles determined by the Capital Markets Board and in such manner not to hinder or damage its own objectives and fields of business, providing that the upper limit of grants and donations is determined by the General Assembly, and grants and donations in excess of such upper limit are not made, and the grants and donations made are added to the distributable profit base, and they do not conflict with the provisions of the Capital Markets Law pertaining to hidden profit transfer, and all of the required public disclosures are made, and the grants and donations made during a year are reported to the shareholders in the annual ordinary meeting of the General Assembly relating to that year.

In addition to the foregoing, other operations that might be deemed as useful or necessary for the company may be incorporated into the field of operation according to Turkish Commercial Code, Capital Markets Code, legislation provisions to which Leasing Companies are subject and other legislations with the proper opinion received from the Banking Regulation and Supervision Agency.

As for the transactions and activities carried out by the Company under this article, both the transactions which may affect investment decisions of investors, and the matters required to be disclosed to investors pursuant to the Capital Markets laws and regulations will be disclosed to public. Furthermore, the provisions of the Capital Markets Law pertaining to hidden profit transfer are reserved for such transactions and activities. If the Company is engaged in transactions and activities not mentioned in this Article, it will be bound by and liable for such transactions and activities as well.

Any changes in objectives and fields of business of the Company require a prior consent of both the Ministry of Customs and Trade and the Capital Markets Board.

## **Duration**

### **Article 5**

There is no definite period for operation of the company.

## **PART II**

### **CAPITAL AND SHARES**

#### **Capital, and The Type of Shares**

##### **Article 6**

The Company has adopted the registered capital system as per Capital Market Law and implemented such system with approval of the Capital Markets Board dated 04.07.2000, No. 73/1159.

The registered capital ceiling of the Company is TL 1.200.000.000.-, consisting of 120.000.000.000 number of shares with a nominal value of Kuruş (Kr) 1 each.

The issued capital of the Company is TL 695.302.645.- which is divided into 600.000.000 Group (A) registered shares each with a nominal value of 1 Kr per share, and 68.930.264.500 Group (B) registered shares each with a nominal value of 1 Kr per share.

The issued capital has been fully paid free from any simulation. New shares cannot be issued unless and until the issued shares are fully sold and paid for, or the unsold shares are cancelled.

The permission for registered capital ceiling given by the Capital Markets Board is valid for (5 years) between 2021 and 2025. Even if the registered capital ceiling is not reached at the end of 2025, the board of directors may take a decision of capital increase after the year 2025 only if and when the board of directors is authorized by the general assembly of shareholders for a new term up to five years, by getting permission from the Capital Markets Board for the previously permitted ceiling or for a new ceiling amount. If the such authorization is not received, capital cannot be increased by a decision of the board of directors.

In capital increases, Group (A) registered shares are not issued. Holders of Group "A" registered shares are allocated Group (B) registered shares against their existing Group (A) shares in capital increases.

The Board of Directors of the Company are entitled to issue nominal Group (B) shares with a value up to the ceiling of its registered capital whenever it deems necessary between 2021 and 2025, and to increase the amount of its issued capital in accordance with the provisions of the Capital Markets Law.

According to rules of registration, shares representing the Company's capital are monitored on a registered basis.

Transfer of shares is free, without prejudice to the pertinent articles of the Turkish Commercial Code, and regulations of the Banking Regulation and Supervision Agency, and Capital Markets laws and regulations, and provisions of this Articles of Association.

If and when the Company or its affiliates purchase or pledge the shares of the Company within the frame of the Turkish Commercial Code and the Capital Markets laws and regulations, then and in this case, the Capital Markets laws and regulations and other applicable regulations will be complied with, and the public disclosures will be made as and when required.

#### **Increase or Reduction of the Capital**

##### **Article 7**

The capital of the Company may be increased or reduced with Turkish Commercial Code, Financial Leasing, Faktoring and Financial Companies Code, Capital Markets Code and other relevant legislation.

## **PART III**

### **MANAGEMENT OF THE COMPANY**

#### **Board of Directors**

##### **Article 8**

The Company's affairs and operations shall be directed by a board of directors, consisting of minimum 5 and maximum 11 directors, to be elected by the General Assembly of Shareholders pursuant to the provisions of the Turkish Commercial Code and other applicable laws and regulations.

The Directors will be appointed from among the candidates those will be nominated by the Group A shareholders. Except for a just cause, the nominee nominated by the group of shareholders having the right to nominate pursuant to article 360 of the Turkish Commercial Code is required to be elected to the Board of Directors by the General Assembly of Shareholders.

Pursuant to the Capital Markets Board's regulations with respect to corporate governance, independent members must be elected to the Board of Directors. The numbers and qualifications of the independent members to take charge in the Board of Directors shall be determined pursuant to the Capital Markets Board's regulations with respect to corporate governance.

#### **Office Period of the Board of Directors**

##### **Article 9**

Maximum term of office of the Directors, including independent members of the Board of Directors, is three years, and any Director whose term of office is over may be re-nominated and re-elected to the Board of Directors.

Providing that the meeting agenda contains an article for dismissal of Directors, or even if the agenda does not contain such an article, in the case of a just cause, the General Assembly may at all times dismiss and replace the Directors if and when deemed necessary.

In the case of a vacancy in the Board of Directors for any reason whatsoever, the Board of Directors will temporarily elect to the Board of Directors a person having the requisite qualifications. In the case of a vacancy relating to independent members, elections are made in accordance with the principles set down in the Corporate Governance Principles of the Capital Markets Board. Any Director elected as above will take office until the next meeting of the General Assembly and if his election is approved by the General Assembly, will complete the term of office of his predecessor.

#### **Compliance With Corporate Governance Principles**

##### **Article 10**

Mandatory Corporate Governance Principles prescribed by the Capital Markets Board are complied with. Actions effected and decisions taken by the Board of Directors in conflict with the mandatory principles are deemed invalid and void, and in contradiction with this Articles of Association.

The Capital Markets laws and regulations are complied with in transactions deemed important and substantial in terms of implementation of the Corporate Governance Principles, and in all kinds of related party transactions of the Company, and in the granting of security interests, pledges and mortgages in favor of third parties.

## **Meetings of the Board**

### **Article 11**

Directors elect one chairman and at least one vice chairman from among themselves every year.

The Board shall convene when the operations of the Company require upon call of the President or the Vice President. Each member may request the chairman or in his absence the vice chairman in writing to call the Board of Directors for a meeting.

The Board Meetings will be held at the Head Office of the Company. The meetings may be held at some other place subject to the decision of the Board of Directors. The Board of Directors may meet electronically, or some Directors may electronically participate in the meetings

If and when a decision is taken for electronic Board meeting, those who are entitled to participate in meetings of the Board of Directors of the Company may participate in that meeting also electronically pursuant to article 1527 of the Turkish Commercial Code. The Company may itself establish an Electronic Meeting System enabling the right holders to participate and vote in these meetings electronically or may purchase services from outside service providers engaged in this field of business pursuant to provisions of the Communiqué on Electronic Board Meetings of Commercial Companies Other Than General Assembly Meetings of Joint-Stock Companies. In the meetings, the right holders are to be enabled to use their rights arising out of the applicable laws within the frame set forth in the Communiqué through the system established pursuant to this article of the corporate articles of association or through the system giving support services to the Company.

## **Decisions of Board of Directors**

### **Article 12**

The Board of Directors meets with presence of majority of full number of its members and takes its decisions by affirmative vote of majority of members present in the meeting. In the case of equality of votes, the matter is postponed to the next meeting, and in the case of equality of votes also in the second meeting, the motion is deemed to have been refused.

Directors cannot vote in the name of each other, nor can they participate in meetings by proxy. However the member who is absent during a meeting, may advise his/her opinion and offer in writing, which should be recorded the minutes.

If none of the Directors requests a meeting, the decisions of the Board of Directors may also be taken by taking written consent of at least majority of the full number of members for a motion written in the form of a decision and submitted by any one of the Directors on a specific matter. Decisions may also be taken electronically, and are kept also with secure electronic signature, and it is stated in the decisions book that it is kept electronically, and the number of decisions is assigned accordingly.

## **Duties and Authorities of the Board of Directors**

### **Article 13**

The Board of Directors shall manage the Company as well as represent the Company against third parties, shareholders or courts.

The Board of Directors is also authorized to render the resolutions other than those referred to in Turkish Commercial Code and Financial Leasing, Faktoring and Financial Companies Code as well as hereunder as to be rendered by General Assembly.

The Board of Directors shall have the following authorities, without prejudice to provisions of article 375 of the Turkish Commercial Code:

- a. Completing the transactions referred to in article 4 of Articles of Incorporation and rendering decisions concern thereto.
- b. Determining general rules concerning the corporate policy in accordance with the purposes of the Company as well as internal regulations and signatories.
- c. Submission of any security for the loans to be obtained from banks or other lending institutions.
- d. Founding participations and corporations and dissolution of the same.
- e. Purchase, rent, sale of real estates on behalf of the Company, making constructions on such estates.
- f. Giving guarantees, securities, assurances or placing liens including mortgages on behalf of the Company or 3rd persons by following the principles set forth by the Capital Market Board,

## **Delegation of Managerial Powers**

### **Article 14**

Without prejudice to the non-transferrable duties and powers set forth in article 375 of the Turkish Commercial Code and the non-transferrable duties and powers described in other articles, the Board of Directors may delegate all or some its managerial powers to one or several managing directors, or executive managers who are not members of the Board of Directors, or general management by issuing an internal bylaws pursuant to article 367 of the Turkish Commercial Code.

## **Representation of the Company**

### **Article 15**

The Board of Directors is authorized to represent the Company by double signature. The Board of Directors may delegate its powers of representation to one or more managing directors or to third parties as managers. However, it is essential that at least one member of the Board of Directors holds the powers of representation.

Any and all documents and contracts to be entered into by the Company shall be applicable if they bear the signatures of the person or persons who are authorized on behalf of the Company under the legal title of the Company.

The signatory power and the extent of such power are subject to the resolution of the Board and the resolution will be registered and published.

Unless and until a notary-certified copy of a decision showing the authorized signatories and the method of use of the powers of representation is duly registered and announced in the trade registry, delegation of the powers of representation is invalid. A limitation of the powers of representation does not have any effect on third parties acting in good faith; providing, however, that limitations specifying that the powers of representation are specifically limited by affairs of head offices of a branch office or will be used jointly will be valid and effective.



Authorized signatories are not allowed to take actions unlawful and beyond the objectives and the fields of activity listed in article 4 hereof, or otherwise, if held liable for the results of such actions, the Company will have a right of recourse to such signatories. If the relevant third party knows or is able to know that the subject action is beyond the objectives and the fields of activity of the Company, then the Company cannot be held bound by that action. Third parties who permanently enter into transactions with the Company or regularly receive, and are aware of, the explanatory, cautionary or similar other notices and decisions of the Company cannot claim to be acting in good faith.

## **Fees of the Board Members**

### **Article 16**

Wages, bonuses and premiums may be paid to members, providing that such are determined by a decision of the General Assembly of Shareholders.

Principles of waging of members of Board of Directors and top managers are determined in writing by the Board of Directors, and are presented to the shareholders as a separate agenda topic in a meeting of the General Assembly, and shareholders are allowed to express their opinions and comments thereon, and the principles are discussed by the General Assembly. Fees payable to the members of Board of Directors are decided by the General Assembly. Waging policy prepared for this purpose is published also in the internet website of the Company. In waging of independent members of the Board of Directors, share options or other payment plans relied upon performance of the Company cannot be used. Remunerations paid to independent members of the Board of Directors should be adequate enough for them to protect and maintain their independence.

## **General Manager**

### **Article 17**

The General Manager is obliged to perform daily activities of the Company and shall be appointed by the Board of Directors under the principles and limitations stipulated by the Board or dismissed in the same way. The office period of the General Manager is not limited to that of the Board. The duties and authorities of the General Manager, fees and other benefits shall be determined by the Board of Directors.

## **Audit**

### **Article 18**

The General Assembly elects an independent audit firm as auditor every year within the frame of provisions of the Turkish Commercial Code, and the Law on Financial Leasing, Factoring and Financial Companies, and other applicable laws. After election, the Board of Directors has the auditor registered in the trade registry and announces the same in the Turkish Trade Registry Gazette and in the internet website of the Company.

Audit of the Company and other issues specified by the applicable laws shall be governed by the relevant provisions of the Turkish Commercial Code, and the Law on Financial Leasing, Factoring and Financial Companies, and other Capital Markets laws and regulations.

## **PART IV**

### **GENERAL ASSEMBLY**

#### **General Assembly and Agenda**

##### **Article 19**

The General Assembly meets for ordinary (regular) and extraordinary (special) meetings in accordance with provisions of the Turkish Commercial Code and the Capital Markets laws and regulations.

In these meetings, the topics of the agenda to be prepared according to articles 409 and 413 of the Turkish Commercial Code are examined, and the required decisions are taken. Topics of dismissal of Directors and election of replacement directors are deemed to be related to the topic of discussion of year-end financial statements of the Company.

The General Assembly of Shareholders holds extraordinary meetings and takes the required decisions if and when deemed necessary in the course of business of the Company, in accordance with provisions of the Turkish Commercial Code and the Capital Markets laws and regulations and this Articles of Association.

#### **Invitation to General Assembly**

##### **Article 20**

The Board is authorized to invite the General Assembly both ordinarily and extraordinarily. Provided, however, that even if the time is over, the General Assembly may be called by the Board of Directors for a meeting.

Moreover, the Board is obliged to invite the extraordinary General Assembly upon request of the shareholders holding at least 1/20 of the capital, in writing and stating the reason and agenda thereof or if the General Assembly is to be held, include such issues to the Agenda.

However, the matters requested to be included in the agenda must have been submitted to the Board of Directors prior to the date of deposit of the publications fee for publishing of the call notice in the Turkish Trade Registry Gazette. Both the call and the request for inclusion of topics to the agenda are made via a notary public. If the General Assembly is not called by the Board of Directors for a meeting to be held within 45 days thereafter, the call for a General Assembly meeting is made by the requesters.

The provisions of Capital Markets Law, Turkish Commercial Code and relevant legislation shall apply for the invitation to the General Assembly.

In addition to the procedures foreseen by legislation, the calls for General Assembly will be made by using all communication means including electronic communication, at least three weeks prior to the date of general assembly meeting. Said publications is published in the Company's internet website and in the Turkish Trade Registry Gazette. Together with a call for General Assembly meeting, in addition to the disclosures and notices required to be published by the Company pursuant to the applicable laws, the issues set down in the Corporate Governance Principles of the Capital Markets Board are also conspicuously disclosed and published to shareholders in the Company's internet website.

The invitations and publications concerning General Assembly should state place, date and hour of the meeting as well as the agenda. If the General assembly is invited to make amendments in the Articles of Incorporation, the publication should also include in addition to the agenda, the former and new texts of the Articles of Incorporation which is proposed to be amended and be sent to the shareholders as well. The memorandum of information prepared about the agenda and topics of the General Assembly meeting is also published pursuant to the Capital Markets laws and regulations.

Without prejudice to article 438 of the Turkish Commercial Code and article 29 of the Capital Markets Law, topics not included in the agenda cannot be discussed and decided.

General Assembly meetings are held within borders of residential place of head offices of the Company. Those who make the meeting call are authorized to determine and choose address of the meeting within the residential place of head offices of the Company. Those who make the meeting call are further authorized to decide that the meeting will be held abroad or at any other place outside borders of residential place of head offices of the Company.

Those who are entitled to participate in meetings of the General Assembly of Shareholders of the Company may also participate in these meetings electronically pursuant to article 1527 of the Turkish Commercial Code. In accordance with provisions of the Bylaws on Electronic General Assembly Meetings in Joint-Stock Companies, the Company may either establish an electronic general assembly meeting system enabling the right holders to participate and vote in general assembly meetings electronically, or purchase services from outside service providers engaged in this business. In all general assembly meetings, pursuant to this provision of the articles of association, the right holders and their representatives are enabled to use their rights arising out of the said Bylaws through the system established as above.

## **Attendance of Ministry Representative in General Assembly Meetings**

### **Article 21**

A representative from the Customs and Trade Ministry is required to be present in meetings of the General Assembly of Shareholders pursuant to article 407 of the Turkish Commercial Code. Provisions of the relevant applicable laws are, however, reserved. The Board of Directors is under obligation to have the portions of memoranda of the General Assembly Meetings subject to registration and announcement duly registered and announced, and to publish the same in the Company's internet website. Memoranda are separately made public within the frame of the Capital Markets laws and regulations.

## **Voting Right, Representation and Voting in the General Assembly**

### **Article 22**

Shareholders or their proxies present in ordinary and extraordinary meetings of the General Assembly have 1 (one) vote for each share they hold or represent. Shareholders use votes pro rata the total nominal value of their shares, pursuant to article 434 of the Turkish Commercial Code.

The regulations of the Capital Market Board and Turkish Commercial Code will apply as for casting of the votes during General Assembly.

If a share is co-owned by more than one person, they may appoint one of them or a third party as their proxy authorized to use their rights arising out of shares in the General Assembly meetings.

Shareholders may be represented by a proxy in the General Assembly meetings in accordance with the relevant articles of the Turkish Commercial Code, without prejudice to the Capital Markets laws and regulations.

The regulations of the Capital Market Board and Turkish Commercial Code will apply for representation.

In the General Assembly meetings, votes are used according to the internal bylaws to be prepared by the Board of Directors as per the relevant regulations of the Customs and Trade Ministry. Shareholders who do not participate in the meeting physically use their votes in accordance with regulations pertaining to electronic general assembly meetings. Provisions of the Turkish Commercial Code and the Capital Markets laws and regulations pertaining thereto are also complied with.

## **Amendments in the Articles of Association, Meeting and Decision Quorums of General Assembly**

### **Article 23**

Managing directors, if any, and at least one member of the Board of Directors are required to be present in ordinary and extraordinary meetings of the Company. Both the General Assembly meetings and the decision quorum therein shall be governed by provisions of the Turkish Commercial Code and the Capital Markets Law pertaining thereto.

All kinds of amendments to this Articles of Association are subject to approval by the Group (A) shareholders during Assemblies.

The Banking Regulation and Supervision Agency is informed before any amendments to this Articles of Association. If the Banking Regulation and Supervision Agency does not express any negative opinions on the proposed amendments to the Articles of Association within 15 business days, such amendments are taken into agenda of the General Assembly meeting, and the result thereof is reported to the Banking Regulation and Supervision Agency.

Amendments are made to this Articles of Association with a prior permission of the Customs and Trade Ministry upon a consent of the Capital Markets Board, in accordance with the Turkish Commercial Code, the Capital Markets laws and regulations, and the laws applicable on Financial Leasing Companies.

### **Article 23.1 Discussion of Significant Transactions in General Assembly**

Except for establishment of rights in kind arising out of financial leasing transactions effected by the Company as a requirement of its fields of business, decisions relating to the material transactions listed in the Capital Markets Law and the Corporate Governance Principles may be taken only in compliance with the provisions of the Capital Markets laws and regulations. Decisions of the General Assembly of Shareholders pertaining to material transactions shall be governed by the provisions of article 29/6 of the Capital Markets Board.

### **Article 23.2 Discussion of Significant Related Party Transactions in General Assembly**

In all significant related party transactions of the company and in board resolutions with respect to granting security, pledge and mortgage in favour of third parties, the consent of a majority of independent members are sought. In case a majority of independent members do not consent to such transaction, this situation shall be disclosed with sufficient information to the public under the framework of public disclosure regulations and the transaction shall be submitted to the approval of general assembly. In order for other shareholders to participate to the resolution at such general meetings, the resolution is taken at a voting where parties to the transaction and related parties thereto are not allowed to vote. A quorum shall not be sought at general meetings held for the conditions provided in this article. The resolution shall be taken by the ordinary majority of those having voting rights. Board and general meeting resolutions not taken in compliance with the principles provided in this article shall be considered invalid.

## **Management and Memoranda of Discussions in General Assembly**

### **Article 24**

Genel kurul toplantıları, "Genel Kurul İç Yönergesi" hükümlerine göre yönetilir.

Meetings of the General Assembly are managed in accordance with the "Internal Bylaws of General Assembly".

The General Assemblies shall be presided by the President of the Board or in his/her absence, by the Vice President of the Board or if they are both absent, by the oldest member of the Board.

The shareholder who hold maximum amount of shares shall be appointed by the General Assembly as vote counter, while one from the shareholders or third party will be appointed as secretary.

In order that the resolutions rendered during General Assemblies be applicable, minutes should be issued to state the details of such resolutions and the counter-votes and the reason for such counter voting. Such minutes is signed by the chairmanship committee members and the Ministry representative, or otherwise, it is invalid

The information which show that the invitation to the Meeting has been duly made should be recorded.

## **PART V**

### **MISCELLANEOUS**

#### **Fiscal Year, Financial Statements and Report**

##### **Article 25**

The fiscal year shall start on 01 January and end on 31 December.

The financial statements and reports issued as per the provisions of Turkish Commercial Code, Capital Market Law, Financial Leasing, Faktoring and Financial Companies Code and related other legislation will be submitted to the related authorities within the granted period.

Financial statements and reports, required to be issued as per the regulations of the Capital Markets Board, as well as, if subject to independent audit, the independent audit report are publicized through Public Disclosure Platform and published in the Company's internet website in accordance with the procedures and principles determined by the Capital Markets Board.

Financial statements and independent audit reports the format and scope of which are determined by the Banking Regulation and Supervision Agency are further submitted to BRSA within the frame of the procedures and principles determined by the Banking Regulation and Supervision Board.

Financial statements, the Board of Directors' yearly activity report, audit reports and the Board of Directors' profit distribution proposal are, no later than three weeks prior to the annual ordinary meeting of the General Assembly, made available for inspection by shareholders in the head offices and branch offices of the Company. Financial statements are further kept available for information of shareholders in the head offices and branch offices of the Company for a period of one year. The provisions of article 437 of the Turkish Commercial Code are, however, reserved.

#### **Profit Distribution and Reserve Funds**

##### **Article 26**

Net profit of the period, shown in the yearly balance sheet, equals to gross income determined as of the end of activity period, minus all moneys required to be paid or set aside by the Company, such as general expenses and various depreciation items of the Company, as well as taxes to be paid by the Company as a legal entity, and is distributed as shown below and in the following order, after deduction of the losses of past years therefrom:

##### General Legal Reserve Fund:

- a) 5% of the net profit is set aside to general legal reserve fund up to twenty percent of the issued capital, in accordance with provisions of article 519 of the Turkish Commercial Code.

##### First Dividend:

- b) Out of the balance, over the amount to be calculated by addition of the amount of donations and grants, if any, made during the year, a first dividend is allocated and distributed according to the provisions of the Turkish Commercial Code and the Capital Markets laws and regulations.

### Second Dividend:

- c) As for the portion of net profit of the period remaining after deduction of amounts mentioned in sub-paragraphs (a) and (b) hereinabove, the General Assembly is authorized to set such portion fully or partially aside as an optional reserve fund pursuant to article 521 of the Turkish Commercial Code.

### General Legal Reserve Fund:

- d) One tenth of the amount remaining after deduction of 5% profit share from the portion decided to be allocated and distributed to shareholders and other persons eligible for profit shares is added to the general legal reserve fund pursuant to 2<sup>nd</sup> paragraph of article 519 of the Turkish Commercial Code.

Unless and until the reserve funds required to be set aside as per the laws are fully reserved, and profit shares allocated for shareholders in this Articles of Association are fully distributed in cash and/or in the form of shares, it cannot be decided to set aside other reserve funds or to carry forward profits to the next year.

If and to the extent the Company acquires its own shares, the Company is required to set aside reserve funds adequate to meet the acquisition value thereof pursuant to article 520 of the Turkish Commercial Code.

Profit shares are distributed equally to all shares existing as of the date of distribution, regardless of the dates of issue and acquisition thereof. Bonus shares are distributed to shares existing as of the date of capital increase.

Method and timing of distribution of profit decided to be distributed are decided by the General Assembly upon a proposal of the Board of Directors relating thereto.

A profit distribution decision taken by the General Assembly in accordance with provisions of this Articles of Association cannot be withdrawn. The provisions of article 512 of the Turkish Commercial Code are, however, reserved.

The Company may distribute profit share advances to its shareholders in accordance with the relevant article of the Capital Markets Law. Calculation and distribution of profit share advances shall be governed by the relevant applicable laws and regulations.

## **Publications**

### **Article 27**

Publications of the Company are published in the Turkish Trade Registry Gazette, and as per the provisions of article 1524 of the Turkish Commercial Code, in the Company's internet website, in compliance with the durations stipulated in the Turkish Commercial Code and the Capital Markets laws and regulations.

Publications relating to reduction of capital and liquidation of the Company are governed by the relevant article of the Turkish Commercial Code.

The obligations relating to public disclosures, arising out of the Turkish Commercial Code and the Capital Markets and Financial Leasing laws and regulations will also be complied with.

## **The Issues not covered in the Articles of Incorporation**

### **Article 28**

The issues which are not covered in these Articles of Incorporation will be subject to Capital Markets Code, Turkish Commercial Code, Financial Leasing, Factoring and Financial Companies Code and other laws, regulations, communiqués, directives and relevant legislation issued thereunder.

## **Issue of Capital Market Instruments Classified as Instruments of Debt, and of Securities Giving The Right to Acquire and Exchange**

### **Article 29**

The Company may issue capital market instruments classified as instruments of debt, and securities giving the right to acquire and exchange, in compliance with the Turkish Commercial Code, the Capital Markets Law and other applicable laws and regulations. Accordingly, the board of directors of the Company is authorized to decide to issue capital market instruments classified as instruments of debt, and securities giving the right to acquire and exchange, within the frame of the pertinent article of the Capital Markets Law and other applicable laws and regulations pertaining thereto.