

**ARTICLES OF ASSOCIATION OF  
IS YATIRIM ORTAKLIGI ANONIM SIRKETI  
(IS INVESTMENT TRUST INC.)**

**INCORPORATION**

**Article 1-** An investment trust Incorporated Company is hereby incorporated instantaneously by and amongst the incorporators, the full names, permanent addresses and nationalities of which are given below, in accordance with the provisions of Turkish Commercial Code and of the Capital Market Law, with a registered capital.

<u>Full Name/ Trade Name</u>	<u>Nationality</u>	<u>Permanent Address or Registered Office</u>
1. Turkiye Is Bankası A.S.	REPUBLIC OF TURKEY	Buyukdere Cad. Is Kuleleri Kule 1 Levent/ISTANBUL
2. Pasabahce Cam Sanayi A.S.	REPUBLIC OF TURKEY	Barbaros Bul.Cam Han 125 Besiktas/ISTANBUL
3. Tibas Men.Mun.Sos.Guv.Yar.S. Vakfi	REPUBLIC OF TURKEY	Haci Mehmet Sok Tibas Vakfi Dalyan Konut Sitesi No:24/G Kat:1 Fenerbahce Kadikoy/ISTANBUL
4. Izmir Demir Celik Sanayi A.S.	REPUBLIC OF TURKEY	Sair Esref Bulvari No:23 Cankaya/IZMIR
5. Mensa Mensucat San.ve Tic.A.S.	REPUBLIC OF TURKEY	Mersin Asfalti 14.Km P.K 560 MERSIN
6. Yatirim Finansman A.S.	REPUBLIC OF TURKEY	Nisbetiye Cad Akmerkez E 3 Blok Kat:4 Etiler/ISTANBUL

**TRADE NAME OF THE COMPANY**

**Article 2-** The trade name of the Company is "IS YATIRIM ORTAKLIGI ANONIM SIRKETI (IS INVESTMENT TRUST INC.)". It shall hereinafter be briefly referred to as the "Company".

**REGISTERED OFFICE AND BRANCHES OF THE COMPANY**

**Article 3-** The registered office of the Company is situated in ISTANBUL.

The address of registered office of the Company is Buyukdere Caddesi Is Kuleleri, Kule-1, Kat:5 Levent, Besiktas, Istanbul. In case of any changes to the address, the new address shall be had registered to the Trade Registry of Turkey, and shall be announced on the Trade Registry Gazette of Turkey as well as the company's official website; and shall further be notified to the Ministry of Customs and Commerce. Any notice/notification served to the registered and announced address shall be deemed to have been duly served to the Company.

The Company shall not be obliged to amend the Articles of Association solely for the purpose of changing its address, provided that the new address is situated within the jurisdiction of the same trade registry office. The Company may establish branches and/or representation offices either in Istanbul or at any such other locations for the purpose of fulfilling any necessary statutory procedures. If any such branch or representation office is established, then the same shall be notified to Capital Markets Board within 10 days.

**DURATION OF THE COMPANY**

**Article 4-** The Company is hereby incorporated for an indefinite period of time.

**PURPOSE AND SCOPE**

**Article 5-** The purpose of the Company is to manage a blended portfolio, consisting of gold and such other precious metals being traded at national and international stock exchanges or off-stock exchange regulated markets, by means of capital market instruments in accordance with the principles and regulations prescribed by the relevant legislation.

As per such purpose, the Company;

- a) shall build up and manage the portfolio of the Trust, and shall perform any changes with respect to the portfolio if and when so required;
- b) shall distribute the investment risk in a manner to reduce the same to minimum as per the spheres of activity and the status of its participations through portfolio diversification;
- c) shall continuously monitor any progress and developments in relation to securities, financial markets and institutions as well as the participations; and shall take the necessary actions regarding portfolio management;
- d) shall carry out inquiries oriented at maintaining and increasing the value of the portfolio.

### **PROHIBITED ACTIVITIES**

**Article 6-** The Company may particularly not;

- a) get involved in lending monies;
- b) receive deposits or participation funds or carry out any business or transactions which may result in receipt of deposits or participation funds, as described under the Banking Law;
- c) carry out commercial, industrial or agricultural activities;
- ç) carry out intermediation activities;
- d) carry out short selling and margin trading;
- e) pledge its assets held at its portfolios; and collateralize such assets for any other purposes than the transactions performed in respect of the portfolio, and any other circumstances allowed by the Board;
- f) hold any cash monies exceeding the amount which is required to be available in respect of the day-to-day operations and the transactions performed by the reason of the derivative instruments;
- g) acquire any movable or immovable properties exceeding the amount or value required by its activities and operations;
- ğ) purchase any assets, the value of which exceeds the current value, in any fashion whatsoever, and sell any assets, the value of which is lower than such current value; Current value is the value described under the Communique.

### **ACQUISITION OF REAL ESTATE**

**Article 7-** The Company may acquire real estate upon the resolution of the board of directors. However, the Company may not acquire any movable or immovable properties exceeding the amount or value required by its activities and operations. Such amount and value may not exceed 10% of the capital and reserve funds and/or 5% of the total assets of the Company.

Provided that such transactions are in relation to its purpose and scope, the Company may sell, lease out any real estate, which it has acquired as per the above-mentioned provisions, or it may lease any other real estate to meet its own needs.

The Company may establish mortgage on such acquired real estate, if and when so required.

The Company may receive any and all kinds of collaterals, either in kind or personal, for collection and provision of its claims and receivables. The Company may perform registration, de-registration and any such other transactions at the title deeds office, tax departments and such other public and private organizations and institutions in relation to such matter.

### **PROHIBITION TO GAIN EXTRA BENEFITS**

**Article 8-** The Company may not provide any extra benefits to its shareholders, members of the board of directors or members of the board of auditors, staff members or any third persons from its assets, other than the payments such as attendance fees, commissions, premiums and profit shares as required its activities and operations.

However, in accordance with the procedures and principles set out by Capital Market Legislation; provided that such donations and aids shall not, in particular, contravene to the regulations in relation to transfer of concealed gains, and that the required material disclosures shall be announced, and that any donations granted within the year shall be submitted to the knowledge of the shareholders at the general assembly; the Company may donate and may provide aids within the scope of social responsibility so as to not to disrupt and/or hinder its purpose and scope. Extent of any such donation shall be determined at the general assembly.

#### **BORROWING LIMIT, AND ISSUANCE OF SECURITIES COVERING RIGHT TO PURCHASE-CONVERT BY DEBT INSTRUMENTS**

**Article 9-** With the purpose of meeting its short-term cash needs, the Company may benefit from loans up to 20% of its equity capital specified on its annual financial statements pertaining to the most recent accounting year, as disclosed to the public by the same, or it may issue bonds, provided that such issuance remains within the same limits and also that it complies with the Capital Market Legislation. It is required that the consideration of the debt instruments is in cash, and that the same is fully paid upon its delivery.

Unless any debenture bonds and such other debt instruments that are of capital market instruments nature are completely sold, or unless any such instruments that could not be sold are canceled, no new debenture bonds and such other debt instruments that are of capital market instrument may be issued.

#### **COLLATERALIZATION OF ASSETS INCLUDED TO THE PORTFOLIO**

**Article 10-** The Company may, primarily, not give any assets included to its portfolio as pledge, and may not collateralize the same. However, the Company may collateralize some 10% of its portfolio for obtaining loans in accordance with the relevant provisions of the Capital Markets Board.

#### **REGISTERED CAPITAL AND SHARE CERTIFICATES**

**Article 11-** The upper limit of registered capital of the Company amounts to TL 300.000.000. The authorization for the registered capital upper limit granted by the Capital Markets Board shall be valid and effective for the period between 2013-2017 (5 years). Even in the event that the upper limit of the registered capital, for which authorization has been granted, could not be achieved as of 2017, in order for the board of directors' adoption of a resolution for the increase of the capital after 2017, it shall be mandatory to obtain authorization for a further period from the general assembly by obtaining authorization from the Capital Markets Board for the previously authorized upper limit or for a further upper limit. In the event that such authorization could not be obtained, then the Company shall be deemed to have left the registered capital system.

The issued capital of the Company amounts to TL 160.599.284 (one hundred sixty million five hundred ninety nine thousand two hundred eight four), and is divided into 16.059.928.400 shares, each having a nominal value of 1 (one) Kurush. 4.125.019 (four million one hundred twenty five thousand and nineteen) Turkish Lira of the shares constitute Group A, and 156.474.265 (one hundred fifty six mill,on four hundred seventy four thousand two hundred sixty five) Turkish Lira of the shares constitute Group B. The entire of the issued capital has been paid in cash. In respect of election of the members of the Board of Directors; each of the Group (A) shares shall be entitled to 1.000.000 (one million) voting rights, and each of the Group (B) shares shall be entitled to 1 (one) voting right.

TL 134.662.500 of the capital of the Company has been fully paid in, and the increased amount of some TL 25.936.784 has been counterbalanced in nominal value as a consequence of equalization of the share values determined by taking the portfolio values of both companies determined by means of the expert's report, dated 16.04.2012, issued as per the file number E.2012/17, of the 33<sup>rd</sup> Commercial Court of First Instance of Istanbul, and the report issued by an expert organization, namely Eczacibasi Menkul Degerler A.S., dated 02/04/2012, as

the basis, as transferred upon the merger materialized as per entirely acquisition of the assets and liabilities of TSKB Yatirim Ortakligi A.S. as of 31.12.2011, in accordance with the Articles 19 and 20 of the Corporate Tax Law, Article 451 of Turkish Commercial Code and the other relevant provisions. 2.593.678.400 shares, each having a nominal value of 1 Kurus, to be issued due to the merger, have been distributed to the shareholders of TSKB Yatirim Ortakligi A.S., which has dissolved after such merger.

Group (A) shares are registered shares, and Group (B) shares are bearer shares. Transfer of the shares are subject to the provisions of Turkish Commercial Code and Capital Markets Board's regulations.

The Board of Directors shall be entitled to increase the issued capital by issuing new shares up to the registered upper limit of the capital, in accordance with the provisions of the Capital Markets Law. Resolutions regarding capital increases shall be announced to the public by virtue of material disclosures.

In respect of capital increases, in the event that preemptive rights have been exercised, then the remaining shares, or in the event that exercise of the preemptive rights are subject to any restriction, then all recently issued shares shall be offered to public at the market price, not to be less than the nominal value.

Unless all issued share certificates are entirely sold and the amounts of the same are fully paid, no new shares may be issued, except for the increase covered from internal resources.

In case of presence of any conditions prescribed by the Capital Market Law and the regulations of the Capital Markets Board, the shareholders are entitled to leave by selling their shares to the Company. In respect of any special cases such as the right to leave regarding the shares, voluntary or mandatory tender offers, right to dismiss a shareholder, and right to sell, the principles and procedures of the Capital Markets Board shall be complied.

The term off-stock exchange acquisition shall be determined in accordance with the regulations of Borsa Istanbul A.S.

The expression "listed" shall mean the shares listed both at Borsa Istanbul A.S., and the international exchanges. No off-stock exchange acquisitions shall be recognized by the Company.

In the event that the listed registered shares are sold on the exchange, then notification by the Central Registry Agency, of the acquisition by the transferee, to the Company, or provision of technical access to such details by the Company, will serve as a prerequisite for recognizing such transferee as a shareholder by the Company. In case of off-stock exchange acquisitions, it is required that the transferee shall apply to the Company in writing. Unless such notification is not served, and such access is provided, Article 495 and the other relevant, in particular Article 497 (4) of Turkish Commercial Code, will not become applicable and effective thereto.

The Transferee may not attend the general assembly meeting, may not exercise its voting right(s) and its such other rights arising from such right(s), may not file any action for cancellation and avoidance/nullity, and may not claim for injunction in relation to such actions and files, unless and until it is recognized by the Company. Provisions of the 2<sup>nd</sup> sentence of Article 497 (2) of Turkish Commercial Code, and the 3<sup>rd</sup> paragraph of the same are hereby reserved.

Provisions of Article 379 of Turkish Commercial Code, Article 22 of the Capital Market Law and of the other relevant legislation in relation to acquisition of its own shares by the Company are hereby reserved.

The shares representing the capital shall be monitored as registered.

## **PRINCIPLES IN RELATION TO MANAGEMENT OF PORTFOLIO OF THE COMPANY**

**Article 12-** As part of the principles for distribution of the risk in respect of management of the Company's portfolio, Article 48 of the Capital Market Law, as well as the limitations and the management principles set out under the relevant applicable communiques and regulations shall be observed.

The Company may obtain foreign currency securities for its portfolio, if it deems required; and the criteria in relation to such foreign currency securities are as follows:

The Company shall purchase the ones which are being traded at the exchange or off-exchange at the secondary market, which are issued in the currencies being traded by the Central Bank of the Republic of Turkey, among the foreign currency securities.

The Company may purchase the foreign currency securities, which are listed at the New York, Tokyo, London, Frankfurt, Shanghai, Hong Kong, Toronto, Paris, Lisbon, Amsterdam, Brussels, BM&F Bovespa, Budapest, Luxembourg, Malta, Oslo, Helsinki, Italy, Switzerland, Spain, Australia exchanges, for its portfolio.

The Company may purchase the foreign governmental public capital market instruments issued by the U.S.A., United Kingdom, France, Germany, Japan, Canada, Australia, Switzerland, Malta, Luxembourg, Norway, Spain, the Netherlands, Italy, Finland, Denmark, Hong Kong, Austria, Portugal, Russia, Mexico, Argentina, Sweden, Singapore, New Zealand, Brazil, Hungary, Czech Republic, South Korea, China, Belgium, Kuwait, Malaysia, Malta, Poland, Qatar, Taiwan, Tunisia and Montenegro, for its portfolio. The Company may not purchase any securities issued by any foreign local governments.

The international securities available in the Company's portfolio may be sold at the exchanges, from which they have been purchased, at the other exchanges to which they are listed, or off-the exchange.

#### **CUSTODY OF THE COMPANY'S PORTFOLIO**

**Article 13-** The assets available in the Company's portfolio shall be safe-kept at the institutions authorized by the Capital Markets Board and in accordance with the procedures and principles set out by the same. The periods of effect and compliance as described under the Capital Market Law Nr. 6362 and the relevant communiques are hereby reserved.

#### **VALUATION OF THE COMPANY'S PORTFOLIO**

**Article 14-** Assets available in the portfolio shall be appraised by complying with the principles and procedures to be deemed appropriate by the Capital Markets Board, and shall be disclosed to the public in accordance with the regulations of the Capital Markets Board.

#### **PORTFOLIO MANAGEMENT SERVICE, CONSULTING AND OTHER SERVICES**

**Article 15-** Provided that it employs specialized staff members at sufficient number, the Company may either manage its portfolio on its own or it may procure such portfolio management service from any portfolio management company by virtue of an agreement to be executed and as long as the approval of the Board is obtained for such purpose.

In the event that the Company does not procure the portfolio management service outsourced, then the Company may obtain investment consulting service in accordance with the regulations, prescribed in respect of investment consulting, of the Board, and an agreement to be executed by and between the Company and a portfolio management company which has obtained an investment consulting license, provided that the approval of the Board has been obtained for such purpose.

The Company may procure its staff members, who are in charge of the services such as accounting and operation as well as the internal control, from the investment institutions; and the service in relation to the risk management system from the investment institutions and such other specialized organizations which will be deemed appropriate by the Board, provided that the supervision and monitoring of such service shall be carried out by the board of

directors. In case of procurement of portfolio management service from a portfolio management company, risk management service may also be procured from such portfolio management company.

Regulations and restriction of the Capital Markets Board shall be complied with during procurement of any such services.

It is required that the internal control system and the inspection unit are established in accordance with the Capital Market legislation, within the organization of the Company. Risk management system shall be established within the organization of the Company only if such service is not procured on outsourcing basis in accordance with the Capital Market legislation.

## **BOARD OF DIRECTORS AND TERM OF OFFICE**

**Article 16-** The affairs and management of the Company shall be carried out by a board of directors, to consist of at least 5 (five) and at most 7 (seven) members, the majority of whom will be non-executive, and who will be elected by the general assembly to serve for a period of 1 (one) year until the ordinary general assembly meeting of the next year in accordance with the provisions of Turkish Commercial Code and Capital Markets legislation. In respect of election of the members of the Board of Directors; each of the Group (A) shares shall be entitled to 1.000.000 (one million) voting rights, and each of the Group (B) shares shall be entitled to 1 (one) voting right. The Board of Directors shall elect and appoint a Chairman and a Deputy Chairman among its members, each year.

The general assembly shall elect independent members of the board of directors at a sufficient number in accordance with the principles in relation to independence of the members of board of directors as specified in the Corporate Governance Principles of the Capital Markets Board, provided that there shall be at least 2 (two) such members.

The number and qualifications of the independent members to hold office at the Board of Directors shall be determined in accordance with the regulations, regarding corporate governance, promulgated by the Capital Markets Board.

Any legal person may be elected to hold office as a member of the board of directors; in that case, in addition to the legal person, appointed as a member of the board of directors, a real person, designated by such legal person, materializing such legal person shall also be registered and announced. Proposals to be made, and the votes to be cast by such real person at board of directors' meetings, shall be deemed to have been made and cast by that legal person. All responsibility thereto shall be borne by the legal person acting as the member indeed. Such real person may be substituted at any time upon unilateral will of the legal person. In such case, dismissal process shall not be required to be performed. No representative of the legal person may be elected as a member of the Board of Directors on behalf of such legal person.

The Board of Directors shall carry out and fulfill the duties granted as per Turkish Commercial Code, Capital Market Law, Articles of Association of the Company, resolutions adopted by the general assembly, and the provisions of the relevant legislation. The Board of Directors shall be authorized to adopt resolutions in respect of any matters excluding the ones for which resolutions should be adopted by the General Assembly, by virtue of the law or the Articles of Association.

Any member, whose term of office has elapsed, may be re-elected. In the event that the seat of any member of the board of directors becomes vacant for any reason whatsoever; the Board of Directors shall appoint a person, who meets the statutory requirements prescribed by TCC (Turkish Commercial Code) and the Capital Market Law, for such seat temporarily; and shall submit such person to the approval of the next immediate general assembly meeting. Any member, so appointed, shall hold office until expiration of term of office of the holder of such seat.

Provisions of paragraph 2) of Article 363 of Turkish Commercial Code are hereby reserved.

Members of the board of directors may be dismissed from office at any time by the general assembly meeting, if there is an item, regarding dismissal of members of board of directors, on the agenda, or in case of any justified reason even if there is no such item on the agenda at all. Provisions, regarding responsibilities of the members of the board of directors, of Turkish Commercial Code, are hereby reserved.

The Board of Directors may establish committees or commissions, which may be attended by the members of the board of directors, for the purpose of fulfilling its duties and responsibilities in a smooth and sound manner, to monitor course of affairs and business, to draw up reports in relation to the matters to be submitted to it, to have any resolutions implemented, or for the purpose of internal auditing. Establishment of committees within the organization of the Board of Directors, and determination of fields of duty and working principles of such committees shall be based on Turkish Commercial Code, Capital Market Law, regulations regarding corporate governance of the Capital Markets Board, and the provisions of any such other relevant legislation.

#### **REQUIREMENTS FOR ELIGIBILITY FOR BECOMING A MEMBER OF BOARD OF DIRECTORS**

**Article 17-** It is required that the majority of the members of the board of directors consists of Turkish Nationals, and that such persons meet the requirements prescribed by Turkish Commercial Code and the Capital Market legislation.

#### **MEETINGS OF THE BOARD OF DIRECTORS, AND COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES**

**Article 18-** The Board of Directors shall convene upon call of the Chairman or the Deputy Chairman, whenever the affairs of the Company so necessitate. However, it is mandatory that the Board of Directors convenes at least once a month. Each member shall have one vote during the meetings. Date and agenda of the meetings of the board of directors shall be determined by the Chairman. However, the date of the meeting may also be determined by virtue of a resolution to be adopted by the Board of Directors. Agenda may be amended upon a resolution of the Board of Directors.

Each member of the board of directors may request, in writing, from the chairman, or the deputy chairman, in the absence of the first, to call the board of directors for meeting. The chairman or the deputy chairman shall take pains to fulfill such request forwarded by any such member of the board of directors, for a Board meeting to be held, depending on the need thereto, as well as any opportunities for such purposes.

Venue of the meeting shall be the principal office of the Company. However, the board of directors may convene at any such other location, provided that a resolution is adopted for such purpose.

The persons, entitled to attend the meetings of the board of directors of the Company, may also attend such meetings on-line pursuant to Article 1527 of Turkish Commercial Code. The Company may establish an Electronic Meeting System, enabling the persons entitled to attend such meetings, to attend such meetings and to cast votes on-line pursuant to the Communiqué on Board Meetings of Trading Companies to be Held On-line, Apart from General Assembly Meetings of Joint Stock Companies, or may procure services from systems established for such purpose. It shall be ensured that the persons, entitled to attend such meetings are enabled to exercise the rights granted to them as per the relevant legislation, in accordance with the provisions of the Communiqué, through the system established pursuant to this provision of the Articles of Association of the Company, or through the system to provide support services.

The Board of Directors shall convene upon presence of majority of the total number of the members. Any resolutions shall be adopted with the majority of the attendees at the meetings of the board of directors. In case of equality of votes, discussion of the respective item on the agenda shall be adjourned to the next meeting. In case of a further equality of votes at such meeting, then the proposal shall be deemed to have been rejected.

Members of the board of directors shall cast their votes either on affirmative or dissenting basis. Any member,

casting dissenting vote, shall specify the grounds thereto on the resolution, and shall sign such resolution thereby. The members of the board of directors may not cast their votes so as to represent each other, and any members, who have not attended the meeting, may not cast their votes through the agency of their proxies.

Unless any of the members has requested for convention of the meeting as per Article 390 (4) of Turkish Commercial Code, resolutions in response to a proposal made, in writing, in the form of a resolution, by any of the members, to all of the members of the board of directors, may be adopted through obtaining the approval, in writing, of at least the majority of the total number of the members.

In respect of the related party transactions of the Company, which are deemed to be of important nature in respect of implementation of Corporate Governance Principles, and the transactions in relation to granting any guarantees, pledges and mortgages for the favor of any third persons, the regulations of the Capital Markets Board, the implementation of which are prescribed to be mandatory, shall be adhered.

Corporate Governance Principles, the implementation of which are prescribed to be mandatory by the Capital Markets Board, shall be adhered. Any transactions, which are not performed in compliance with the mandatory principles, and the board resolutions so adopted, shall be null and ineffective, and shall be deemed to be contrary to the Articles of Association.

### **REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

**Article 19-** Provided that it is determined by a resolution adopted at the general assembly meeting, chairman and the members of the board of directors may be provided with remuneration, gratuity, attendance fee and premiums.

### **MANAGEMENT, ENGAGEMENT OF THE COMPANY, AND TRANSFER OF MANAGEMENT**

**Article 20-** The Company shall be managed and represented by the board of directors. The Board of Directors shall carry out and fulfill the duties granted to it by the general assembly, not only by these Articles of Association, but also by Turkish Commercial Code, Capital Market Law and the other relevant legislation.

Any documents to be issued, and any agreements to be executed by the Company, shall be required to bear the signatures of two persons, authorized to represent and engage the Company, affixed under the Company's trade name, in order to be valid and effective. In respect of representation of the Company with respect to any matters, which are explicitly stated on a resolution of the board of directors; any persons, who will represent the Company with respect to such matters, may be equipped with an individual power to sign, provided that any such person is a member of the board of directors. The Company shall be represented and engaged through double signatures on matters apart from those stated on the respective resolution adopted by the board of directors.

Provided that any duties and powers, which are prescribed to be of nontransferable nature as per Article 375 of Turkish Commercial Code, the Board of Directors may delegate either the entire or any portion of its representation powers to one or several managing directors, designated among its members, or to any executive managers, who are not members of the board of directors, in accordance with Article 370 (2) of the said Code, and may delegate either the entire or any portion of any managerial functions, to one or several managing directors, designated among its members, or to any executive managers, who are not members of the board of directors, in accordance with Article 367 (2) of the said Code. It is required that at least one of the members of the board of directors is equipped with the representation power.

Provided that any duties and powers, which are prescribed to be of nontransferable nature under Article 375 of Turkish Commercial Code, as well as any nontransferable duties and powers specified under the other articles of the said Code are reserved, the Board of Directors may delegate the management either entirely or in portion to the General Manager by virtue of an internal directive in accordance with Article 367 of Turkish Commercial Code.

Unless the management is not delegated, then all members of the board of directors shall be responsible for the management.

The persons, who are authorized to represent the Company, may not enter into any business transactions outside the purpose and scope of the Company as described under Article 5, or may not act in violation of the law. Otherwise the Company shall recourse to such persons in case the Company is held accountable for any such business transactions or actions. In cases, where any third party is aware of, or is at a position to know that the business transactions carried out is outside the purpose and scope of the Company, the Company shall not be bound by that transaction. Any third parties, engaging in business transactions with the Company on continuous basis, receiving letters from the Company explaining the situation or warning the other party, or notifying the resolutions adopted by the Company, and acknowledging the same, may not claim to be acting in good faith. In order to enable that any documents and agreements, to be issued and executed on behalf of the Company, and that the Company is represented accordingly, and also that such documents and agreements bind the Company, the persons to be authorized to sign and to execute, and the fashion of such signing and execution shall be determined by the board of directors. Any resolutions of the board of directors shall be had registered and announced.

### **GENERAL MANAGER AND MANAGERS**

**Article 21-** The Board of Directors shall appoint a General Manager and Managers at sufficient number for the performance and conduct of the affairs and operations of the Company. It is required that the person, who will serve as the general manager, meets the qualifications prescribed under the Capital Market legislation and the Turkish Commercial Code.

It is required that such general manager is employed exclusively and on full-time basis for such position. No person may be deputized for the general manager position for a period longer than three months within a period of 12 months. Upon elapse of such period, no person may be re-appointed for such position by proxy.

The General Manager shall be obliged to manage the Company in accordance with the resolutions of the board of directors, and the provisions of Turkish Commercial Code, Capital Market legislation as well as the provisions of such other relevant regulations. The general manager shall not act with the capacity of a member of the board of directors, but s/he shall attend the meetings of the board of directors, but s/he shall not be entitled to cast any votes at any such meetings.

A general manager may be appointed to serve for a certain period of time exceeding the term of office of the members of the board of directors.

### **PROHIBITIONS FOR THE MANAGERS**

**Article 22-** Members of the Board of Directors may not enter into any transactions with the Company, either in person or indirectly and either for their own name or for any other persons, without obtaining the consent of the general assembly in accordance with Articles 395 and 396 of Turkish Commercial Code, and may not carry out any transactions, which are of the nature identical to that of the Company as corresponding to the sphere of activity and operation of the Company, either for their own name or for any other persons; and may not subscribe to any company involved in any business identical to the kind of that of the Company, by holding the capacity of a shareholder whose responsibility is unlimited.

Any member of the board of directors may not participate in any negotiations and discussions in relation to any matters, where the personal and external interest of her/his own or any of the persons either from her/his immediate or secondary posterity, or her/his spouse, or any of her/his kinsmen and affinities by marriage up until the third degree, including the same, which conflict with any interest of the Company. Such prohibition shall be applicable also to any cases, where non-participation of any such member of board of directors in any such

negotiations and discussion, is required as per the principle for integrity. In case of any situations leading to any doubt thereto, the decision regarding such participation shall be made by the board of directors. The concerned member shall not attend to such voting at all. Even if the board of directors are not aware of any such conflict of interest, the concerned member shall be obliged to disclose such conflict, and to adhere to such prohibition. Any member of the board of directors acting in breach of such provisions, and any members, who have not raised any objections against participation of the concerned member to the meeting although such conflict of interest was present and known practically, and the members of the board directors, who have made a decision enabling participation of the concerned member to the meeting, shall be obliged to indemnify any damage and losses which may be incurred by the Company for such reason.

Furthermore, actions in relation to determination and implementation of any prohibitions applicable to the managers, shall be taken in compliance with the principles, which are prescribed to be implemented mandatory, of Corporate Governance Principles of the Capital Markets Board, as well as the relevant articles of Turkish Commercial Code.

## **AUDIT**

**Article 23-** The general assembly of the Company shall designate an independent auditing firm to act as the auditor of the Company for each individual accounting year of the same. Following such designation, the board of directors shall have the details about the auditor, equipped with the duty to audit, registered; and shall announce such details both on the Trade Registry Gazette of Turkey, and on the website of the Company.

In respect of auditing of the Company, the provisions of Articles 397 to 406 of Turkish Commercial Code, and the provisions of the Capital Markets legislation and such other relevant regulations shall prevail.

## **REMUNERATION OF THE AUDITORS**

**Article 24- Abrogated.**

## **GENERAL ASSEMBLY MEETINGS**

**Article 25-** General Assembly Meetings shall convene in ordinary and extraordinary basis in accordance with the provisions of Turkish Commercial Code and Capital Market legislation. Ordinary general assembly meetings shall be convened once a year and within three months as of the end of accounting year of the Company; and the matters available on the agenda drawn up by the board of directors shall be discussed and resolved by considering Article 409 of Turkish Commercial Code. The matters in respect of dismissal from office of the members of the board of directors, and election of new members for the seats of such dismissed members, shall be considered to be related to the agenda item regarding the discussion of the year-end financial statements. Financial statements, annual report of the board of directors, auditors' report and profit distribution proposals by the board of directors shall be submitted to the examination of the shareholders at the principal office and branches of the Company at least three weeks prior to the date of the general assembly meeting.

Extraordinary general assembly meeting shall be convened when so required by the affairs of the Company, or arising of any reasons specified under Articles 410, 411 and 412 of Turkish Commercial Code, and shall adopt the necessary resolutions in accordance with Turkish Commercial Code and the Capital Market legislation.

Venue and time of convention of any extraordinary general assembly meetings shall be duly announced.

Provided that Article 438 of Turkish Commercial Code is reserved, any matters, which are not included to the agenda, shall not be discussed.

Call for general assembly meetings shall be subject to Article 414 of Turkish Commercial Code. Provisions of the relevant articles of Capital Market Law are reserved. Insofar, the general assembly may be called for convention by the board of directors, even if the term of office thereof has expired.

Provisions of the communique promulgated by the Capital Markets Board, governing prohibition of transfer of

shares which are monitored as registered, limited to the date of the General Assembly meeting are hereby reserved.

General assembly meetings shall be convened upon attendance of the shareholders, representing at least one fourth of the capital of the Company, except for any cases for which any provisions on the contrary are available in the Turkish Commercial Code. It is required that such quorum is maintained during the period of such meetings. It is required that the managing directors, if any, and at least one member of the board of directors, and the independent auditor are present at the general assembly meetings. Provision of paragraph 5) of Article 421 of Turkish Commercial Code is hereby reserved.

General assembly meetings shall be chaired by the chairman of the board of directors, or by the deputy chairman in case of absence of the chairman, or by the member present at such meeting, in case of absence of the deputy chairman. General assembly meetings shall be administered in accordance with provisions of the "Internal Directive on General Assembly Meetings" of the Company.

During the general assembly meetings, provided that provisions of Article 11 of these Articles of Association are reserved, each share with a nominal value of 1 Kurus shall grant one voting right; and the shareholders shall cast their votes at the general assembly meetings, in proportion to the overall nominal value of the shares held by them, pursuant to Article 434 of Turkish Commercial Code.

#### **Electronically participation in the general assembly meetings**

The persons, who are entitled to attend the general assembly meetings of the Company, may also electronically participate in such meetings in accordance with Article 1527 of Turkish Commercial Code. The Company may establish an Electronic General Assembly Meeting System enabling the shareholders to attend General Assembly meetings, to state their opinions, to make proposals and to cast votes on-line pursuant to the Regulation on General Assembly Meetings of Joint Stock Companies to be held On-line, or may procure services from the systems established for such purpose. It shall be ensured that the shareholders and their representatives are provided with the opportunity to exercise the rights granted to them under the said Regulation, through the system established pursuant to this provision of the Articles of Association of the Company, at all general assembly meetings.

#### **VENUE OF THE MEETING**

**Article 26-** General assembly meetings shall be held at the principal office of the Company, or at any other location to be deemed appropriate by the board of directors. Provisions of the Capital Market legislation and the provisions of Article 415 of Turkish Commercial Code shall be applicable in respect of any matters regarding the shareholders to attend the general assembly meetings.

#### **PRESENCE OF REPRESENTATIVES OF THE CONCERNED MINISTRY AT THE MEETINGS**

**Article 27-** It is required that representatives of the concerned Ministry are present as per Article 407 of Turkish Commercial Code, at any ordinary or extraordinary general assembly meetings, as well as at any other meetings to be held in case of adjournment of such ordinary or extraordinary general assembly meetings. Actions shall be taken by acting in compliance with the other regulations prescribed by Article 407 of Turkish Commercial Code, regarding representatives of the concerned Ministry.

#### **APPOINTMENT OF REPRESENTATIVES**

**Article 28-** For the purpose of exercising her/his/its voting rights, arising from the shares held by her/him/it; any shareholder may either personally attend any shareholders' general assembly meeting, or assign any other person, who is either a shareholder or a non-shareholder, to act as her/his/its representative therein in accordance with the Capital Market Law and the relevant statutory regulations.

The form of the power of attorney for such purpose shall be determined by the Board of Directors, provided that the provisions of the regulations of the Capital Market Law are hereby reserved. In the event that any such share is owned by multiple persons, then any of such persons or any third person may be appointed as the representative.

Any person, who exercise her/his rights to attend, shall observe and comply with the instructions of the person represented. Acting in contradiction to such instructions shall not invalidate the vote casted.

### **FASHION OF VOTING**

**Article 29-** Votes shall be casted at the general assembly meetings in accordance with the internal directive to be drawn up by the board of directors in accordance with the regulations of the Ministry of Customs and Commerce. Any shareholders, who do not physically attend such meetings, shall cast their votes in accordance with the provisions of the legislation in relation to electronically held general assembly meetings. In respect of casting of votes at the general assembly meetings, regulations of the Capital Markets Board and of Turkish Commercial Code shall be adhered.

### **ANNOUNCEMENTS**

**Article 30-** In respect of announcements pertaining to the Company, actions shall be taken by acting in compliance with the provisions of Turkish Commercial Code and the regulations of the Capital Markets Board.

Procedure for call for convention of the general assembly meetings, the fashion and contents of announcements regarding the calls are available in the Regulation on the Principles and Procedures regarding General Assembly Meetings of Joint Stock Companies, promulgated by the Ministry of Customs and Commerce.

In respect of any announcements regarding decrease of the capital and liquidation, the obligations to provide information and to issue announcements arising from the Capital Market regulations and Turkish Commercial Code are hereby reserved.

In respect of any announcements and advertisements pertaining to the Company, actions shall be taken by acting in compliance with the provisions regarding public disclosure, as specified in Capital Market regulations. Any announcements to be disclosed by the Company as per the relevant regulations, shall also be issued on the website of the Company.

### **DISCLOSURE OF INFORMATION**

**Article 31-** The Company shall take the necessary actions for the purpose of public disclosure; and accordingly,

- a) The assets available in its portfolio shall be disclosed to public as of weekly periods in accordance with Capital Market regulations.
- b) The relevant regulations of the Capital Markets Board regarding accounting standards and independent auditing with respect to the financial reporting shall be adhered, and such reports shall be disclosed to the public in accordance with the relevant regulations.
- c) Any proposals for distribution of profits as drawn up by the board of directors, and the anticipation regarding the date of distribution of any profits shall be disclosed to the public within the periods specified in the relevant legislation.

Regulations prescribed by the Capital Markets Board regarding disclosure of information and the public disclosure shall be adhered.

### **ACCOUNTING YEAR**

**Article 32-** The accounting year of the Company shall start as of the first day of January, and shall end on the last day of December.

## **DETERMINATION AND DISTRIBUTION OF PROFIT**

**Article 33-** The Company shall act in compliance with the regulations regarding distribution of profit as prescribed by Turkish Commercial Code and Capital Market Legislation. The remaining (net) profit, shown on the annual balance-sheet, drawn up in accordance with the capital market legislation, remaining after the general expenses of the Company and the amounts required to be paid and reserved on mandatory basis by the Company, such as various depreciation, and the reserves allocated for the taxes for which the Company is obliged to pay as being a legal entity, and for any financial obligations, are deducted from the revenues determined at the end of the accounting year of the Company, shall be distributed in the below given order;

a) General legal reserve: A general legal reserve amounting to 5% shall be reserved in accordance with the provisions of Article 519 of Turkish Commercial Code.

First dividend;

b) It is required that at least 20% of the amount to be calculated by adding the amounts of any donations performed within the year, if any, is distributed in cash as the first dividend. In respect of distribution of dividends of the Company, the principles determined by the Board for publicly held joint stock companies shall be adhered.

c) After the above-mentioned deductions are made, the General Assembly shall be entitled to resolve on distribution of profit shares to the members of the board of directors, officers, servants and employees, any foundations established for various purposes and to such other persons and institutions/organizations that are of similar nature.

Second dividend:

d) The General Assembly shall be entitled to distribute the amount remaining after the amounts specified under the sub-paragraphs (a), (b) and (c) are deducted from the net profit, either in whole or in portion as the second dividend, or to carry on the same on the balance-sheet as the period-end profit, or to add the same to any legal or contingency reserves, or to allocate the same as extraordinary legal reserve.

e) The one tenth of the amount, calculated after a profit share at some 5% of the paid-in capital is deducted from the portion, which is resolved to be distributed to the shareholders and the persons participating in the profits, shall be added to the general legal reserve in accordance with the relevant provisions of Turkish Commercial Code. No general legal reserve shall be allocated in case of distribution of the share profit and/or the undistributed profits available on the balance-sheet, in the form of shares by means of capital increase.

f) Unless the legal reserves, which are required to be allocated in accordance with the provision of the law, and unless the first dividend specified for the shareholders within the Articles of Association has been distributed in cash; no resolution may be adopted to allocate any other legal reserves, transfer of profit to the following year and distribution of any profit shares, as well as distribution of profit shares to the members of the board of directors, officers, employees, workers of the Company, and to any foundations established for various purposes and to any other persons/organizations of similar nature.

g) Profit share shall be distributed equally to all of the existing shares as of the date of distribution, without taking into account the date of issuance and acquisition of such shares.

h) If the Company has acquired its own shares, then a legal reserve at a sufficient amount to meet such acquisition values shall be allocated in accordance with Article 520 of Turkish Commercial Code.

i) Unless the optional legal reserves, prescribed by the law and the Articles of Association, are allocated, no profit share to be distributed to the shareholders may be determined. Optional reserves to be allocated by the Company shall be subject to the provisions of Article 521 of Turkish Commercial Code. Provisions of sub-paragraph 3) of Article 519 of Turkish Commercial Code are hereby reserved.

i) Dividend advance may be distributed to the shareholders in accordance with the Capital Market Legislation.

#### **TIME OF DISTRIBUTION OF PROFITS**

**Article 34-** In respect of distribution of the profit, the relevant article of the Capital Market Law and the communiques of the Board shall be adhered.

#### **RESERVE FUNDS**

**Article 35- Abrogated.**

#### **DISSOLUTION AND LIQUIDATION OF THE COMPANY**

**Article 36-** In respect of dissolution and liquidation of the Company, and the manner of performance of any transactions regarding such dissolution and liquidation, the provisions of Turkish Commercial Code, Capital Market Legislation and the provisions of the other relevant regulations shall prevail.

#### **STATUTORY PROVISIONS**

**Article 37-** Any provisions of these Articles of Association, which are contrary to the provisions of any laws, communiques and regulations that are effective at the present, or will become effective in future, shall not be applicable.

The relevant provisions of Turkish Commercial Code and the Capital Market Law shall be applicable in respect of any matters not included to these Articles of Associations.

#### **COMPETENT JURISDICTION**

**Article 38-** Any disputes, which may arise between the Company and the shareholders, shall be resolved by the Court situated at the location of the principal office of the Company.

#### **STAMP DUTY**

**Provisional Article 1- Abrogated.**

#### **INITIAL MEMBERS OF THE BOARD OF DIRECTORS**

**Provisional Article 2- Abrogated.**

#### **INITIAL MEMBERS OF THE BOARD OF AUDITORS**

**Provisional Article 3- Abrogated.**

**Provisional Article 4- Abrogated.**