

## ANADOLU HAYAT EMEKLİLİK A.Ş. ARTICLES OF ASSOCIATION

### Chronology Regarding the Amendments to the Articles of Association:

Article No.	Registration date of the Amendment to the Article	Date of the TTRG Containing Promulgation of the Registration	No. of the TTRG Containing Promulgation of the Registration
3-a, 18	27.03.1992	29.04.1992	3018
6, 7, 27	07.10.1994	12.10.1994	3636
6	28.03.1996	04.04.1996	4012
6	22.04.1997	29.04.1997	4278
3	17.02.1998	25.03.1998	4509
6	03.04.1998	21.04.1998	4524
6	07.04.1999	12.04.1999	4768
3, 4, 6, 7, 8, 9, 10, 14, 25, 27, 28, 31, 33, 34, 35, 36, 38	25.10.1999	28.10.1999	4908
6	18.07.2000	21.07.2000	5093
1, 2, 3, 4, 6, 8, 9, 14, 16, 19, 20, 31, 34, 38	21.03.2003	24.03.2003	5762
6	18.09.2006	21.09.2006	6647
6	18.04.2011	26.04.2011	7802
1, 3, 6, 7, 23, 2 <sup>nd</sup> Chapter and new supplemented article 39	09.04.2012	13.04.2012	8048
1, 3, 4, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 38, Provisional Article 1 and Chapter 8 Heading	16.04.2013	22.04.2013	8305
6	04.07.2013	10.07.2013	8360
6	26.06.2014	02.07.2014	8603
6	02.07.2015	08.07.2015	8858
6	15.04.2016	21.04.2016	9059
6	13.07.2016	19.07.2016	9118
6	15.04.2021	15.04.2021	10310

**ANADOLU HAYAT EMEKLİLİK A.Ş.**  
**ARTICLES OF ASSOCIATION**

**CHAPTER ONE**  
**INCORPORATION**

**Incorporation**

**Article 1-** By and between the incorporators, trade names, nationalities and principal places of business of which are specified below, a joint stock company has been incorporated in accordance with the provisions of the Turkish Commercial Code and the Law on Insurance Supervision.

1- Anadolu Anonim Türk Sigorta Şirketi  
Rıhtım Caddesi Anadolu Sigorta Han No.57 Karaköy/  
İSTANBUL  
incorporated in the Republic of Turkey

2- Türkiye İş Bankası Anonim Şirketi  
Atatürk Bulvarı No.191 Kavaklıdere / ANKARA  
incorporated in the Republic of Turkey

3- Destek Reasürans Türk Anonim Şirketi  
Abdi İpekçi Caddesi No.75 Maçka / İSTANBUL  
incorporated in the Republic of Turkey

4- Türkiye Şişe ve Cam Fabrikaları Anonim Şirketi  
Barbaros Bulvarı No.125 Camhan Beşiktaş /  
İSTANBUL  
incorporated in the Republic of Turkey

5- Mensa Mensucat Sanayi ve Ticaret Anonim Şirketi  
Mersin Asfaltı 14. Km. / ADANA  
incorporated in the Republic of Turkey

6- Türk Dış Ticaret Bankası Anonim Şirketi  
Yıldız Posta Caddesi No.54 Gayrettepe / İSTANBUL  
incorporated in the Republic of Turkey

The joint stock company which has been incorporated by the incorporators, trade names and then valid principal places of business of which are specified above, has been converted, by the amendments made to the articles of association subsequently, to a “public company” within the scope of the Capital Markets Law and to a “Pension Company” within the scope of the Private Pension Savings and Investment System Law.

**Trade Name of the Company**

**Article 2-** Trade name of the company is “Anadolu Hayat Emeklilik A.Ş.”.

## **Purpose and Scope of the Company**

### **Article 3-** Purpose and scope of the Company:

is, acting in compliance with the principles and rules set out in the Private Pension Savings and Investment System Law, the Insurance Law , the Turkish Commercial Code and the Capital Markets Law and all other relevant legislation; conducting all insurance and reinsurance operations allowed by relevant legislation, such as the life group insurances, accident insurances, disease insurances; carrying out private pension operations; receiving intermediation services in relation to these matters.

The Company also;

may conduct operations such as establishing pension investment funds, operating, merging, transferring and taking stake in such funds; provided that it fulfills the obligations set out in the legislation regarding pension funds.

may assume function as representative, acting company and agent of other domestic and foreign insurance and reinsurance companies which operate in life branch and pension companies.

for the purposes of realising the Company's purpose, investing its capital and reserves; may purchase and sell movable assets, immovable properties, may make construction, may establish and remove mortgage and all kinds of real rights, for the purposes, provided that it should not be in the nature of intermediation activity or portfolio management activity, may purchase and sell all kinds of domestic and foreign money, financial and capital markets instruments allowed within the scope of relevant legislation.

The Company may make all kinds of transactions relating to its subject, may establish companies relating to its subject and may attend the enterprises established or to be established in this matter and may conduct business, transactions and actions it shall deem necessary, provided that they should not be in breach of relevant legislation.

The Company may donate, within the scope of social responsibility and within the scope of the procedure and principles set by the Capital Markets Board.

## **Headquarters and Branches of the Company**

**Article 4-** Headquarters of the Company is located in the district of Beşiktaş, in the province of İstanbul. The Company's address is; "Meltem Sokak No:10 İş Kuleleri Kule:2 Kat:16 Levent 34330 Beşiktaş/İSTANBUL".

In case of any change in the address, the new address shall be registered with the trade registry and shall be published in the Turkish Trade registry and the Company's website. Furthermore, it shall also be declared to the Ministry of Customs and Trade, the Undersecretariat of Treasury and the Capital Markets Board. Provided that it should be in the same registry area, it shall not be required to make any change in the articles of association due to change in the address only.

The Company may open branches, establish representative offices, agencies and correspondence relations, in Turkey and, by the permission of the Undersecretariat of Treasury, abroad, provided that it should fulfill necessary legal requirements in this regard.

### **Term of the Company**

**Article 5-** It is incorporated for an indefinite period of time.

## **CHAPTER TWO THE COMPANY'S CAPITAL AND THE SHARES**

### **Capital and Shares**

**Article 6-** The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law and by the permission of the Capital Markets Board dated 15.06.2000 and no.67/1039, has started to implement this system. Registered capital of the Company amounts to 900.000.000.- (nine hundred million) TL and it is divided into 90.000.000.000 (ninety billion) shares, each with a nominal value of 1 Kr.

Issued capital of the Company amounts to 430.000.000.- (four hundred and thirty million) TL. This issued capital amount consists of Group A with the amount of 1.000.000.- (one million) TL, divided into 100.000.000 (one hundred million) shares each with a nominal value of 1 Kr, and Group B, issued on various dates, with the amount of 429.000.000.- (four hundred and twenty nine million) TL, divided into 42.900.000.000 (forty two billion nine hundred) shares, each with a nominal value of 1 Kr, and all of it is paid up.

In capital increases, no new Group (A) share can be issued.

Permission for recorded maximum limit of capital, given by the Capital Markets Board, shall be valid for the years 2021-2025 (five years). Even if the recorded maximum limit of capital cannot be reached at the end of 2025, for the board of directors to take resolution for capital increase after 2025; authorisation should be taken from the general assembly for a new period not to exceed five years, subject to previously permitted maximum amounts, or by obtaining permission from the Capital Markets Board for a new maximum limit amount. In case said authorisation is not taken, capital increase cannot be made by a resolution of the board of directors.

The Board of Directors shall be authorised to increase issued capital by issuing registered shares up to the registered maximum limit of capital, at the times it shall deem necessary, in accordance with the provisions of the Capital Markets Law, between the years 2021-2025.

Shares which represent the capital shall be followed as dematerialised, within the framework of the principles on dematerialisation.

Resolutions relating to capital increase shall be announced to public within the scope of a material event disclosure.

Except for increase made from internal resources, capital cannot be increased unless the cash consideration for the shares is paid completely.

### **Shares and Transfer of the Shares**

**Article 7-** All shares are in registered form,

Transfer of shares shall be subject to the provisions of the Turkish Commercial Code and the provisions of the CMB (*Capital Markets Board*) legislation. Provisions of the Insurance Law and the Private Pension Savings and Investment System Law and other relevant legislation, are reserved. The concept of acquisition out of the stock exchange, shall be determined according to the regulations of İMKB (*İstanbul Stock Exchange- current name Borsa İstanbul*).

Regarding acquisition by the Company, of its shares; provisions of article 379 et seq. of the Turkish Commercial Code, are reserved.

### **Issuing Borrowing Instruments and Securities which Contain Purchasing and Conversion Right**

**Article 8-** The Company may issue bonds, borrowing instruments and securities which contain purchasing and conversion right, within the framework of the provisions of the Turkish Commercial Code, the Capital Markets Law, the Private Pension Savings and Investment System Law, the legislation on Insurance Business and other relevant legislation.

Issuing bonds, borrowing instruments and securities which contain purchasing and conversion right, shall be within the powers of the General Assembly.

Regarding the limit of bonds, borrowing instruments and securities which contain purchasing and conversion right, that shall be issued; provisions of the Capital Markets Law and relevant legislation shall be complied with.

Considerations of the borrowing instruments should be cash and they should have been paid completely at the time of delivery.

Unless and until issued bonds and other borrowing instruments in the nature of capital markets instruments and the securities that contain conversion right, are sold completely or those which are not sold, are cancelled; new bonds and other debt instruments in the nature of capital markets instruments and securities which contain purchasing and conversion right, which are of the same type, may not be issued.

## **CHAPTER THREE THE BOARD OF DIRECTORS**

### **The Board of Directors**

**Article 9-** The Company shall be represented and managed by the Board of Directors which shall consist of 11 members who shall be selected, in accordance with the provisions of the Turkish Commercial Code, by the general assembly, who hold the qualifications in accordance with the Legislation on Private Pension, Capital Markets and Insurance Business.

7 members of the Board of Directors shall be selected by the General Assembly, among the candidates who shall be nominated by Group (A) shareholders and 4 members thereof shall be selected by the General Assembly, among the candidates who shall be nominated by Group (B) shareholders. A candidate nominated for the Board of Directors by certain share groups, must be selected as member, unless there isn't any just cause not to be selected.

In the absence of the Company's General Manager, the most senior assistant general manager shall perform duties as a natural member of the Board of Directors.

Legal entities may be selected as a member of the Board of Directors. In such case, together with the legal entity which shall be a member of the board of directors, a real person who shall be designated by the legal entity and who shall be authorised to act on behalf of the legal entity, shall be registered and selected. Proposals given at the board of directors and any vote cast by such real person, shall be deemed to have been given/cast by the legal entity. Responsibility shall be borne, exclusively, by the legal entity that is a member. Such real person may be changed, at the sole discretion of the legal entity and at any time the legal entity wishes to do so. In such case, there is no need for any dismissal procedure. Representative of a legal entity may not be selected, in place of the legal entity, as member of the Board of Directors.

Relevant provisions of the legislation of the Capital Markets Board relating to independent members of the Board of Directors, are reserved.

#### **Term of the Board of Directors**

**Article 10-** Members of the Board of Directors may be selected for a period of maximum three years. A member whose term of office expires, may be re-elected.

In case there is an article on the agenda regarding dismissal of the members of the Board of Directors or even if there is no article in this regard on the agenda, in case there is a just cause, the General Assembly may replace the members of the Board of Directors at any time.

In case a membership of the Board of Directors is vacated due to resignation, death or for any other reason whatsoever, the Board of Directors shall select, provisionally, a person who holds necessary qualifications among the candidates who shall be nominated by the group that has the right to nominate a candidate for such vacated membership and shall present such person for approval of the General Assembly at the first meeting. A person who shall be selected as a member of the Board of Directors thereby, shall serve until the first meeting of the General Assembly. If his/her selection is approved by the General Assembly, s/he shall complete the term of the person, in place of who s/he is selected. Relevant provision of the Turkish Commercial Code shall be reserved.

#### **Meetings of the Board of Directors and the Decision Quorum**

**Article 11-** The Board of Directors shall convene when the Company's affairs require and at least once a month, upon call of the chairman and in the absence of the chairman, of the vice chairman. Furthermore, each member of the Board of Directors may request, in writing, from the chairman, and in his/her absence, from the vice chairman, to call the board of directors

for a meeting. The Chairman or the Vice Chairman shall conduct due care to meet a meeting request by a member of the Board of Directors, depending on the needs, and to the extent allowed by available means.

In the call letters, in addition to the agenda, the date and time of the meeting shall be specified.

Meetings of the Board of Directors shall be held at the headquarters of the Company. By a majority decision, a meeting may be held at another place.

Persons who are entitled to attend the Company's board of directors meeting, may also attend those meetings in electronic environment, in accordance with article 1527 of the Turkish Commercial Code. The Company may establish the Electronic Meeting System which shall enable entitled persons to attend those meetings in electronic environment, in accordance with the provisions of the Communiqué on the Meetings of Commercial Companies which Shall Be Held in Electronic Environment Except for General Assembly Meetings of Joint Stock Companies; and may also purchase services from the systems which are established for this purpose. At the meetings to be held, it shall be ensured that entitled persons can exercise their rights set forth in relevant legislation, within the framework defined in the provisions of the Communiqué, through the system established according to this provision of the Company's articles of association or through the system from which support service shall be received.

The Board of Directors shall convene by majority of the full number of its members. Decisions shall be taken by majority of the members who are present at a meeting. In case of equality of votes, that subject shall be postponed to the next meeting. And, in case of equality at the second meeting as well, related proposal shall be deemed rejected. Unless one of the members requests meeting and discussion, decisions of the Board of Directors may also be taken by written consents of at least the majority of the full number of the members, to a proposal made by that member to all members of the board of directors regarding a certain issue, in accordance with article 390 (4) of the Turkish Commercial Code.

Validity of the decisions shall be subject to the condition that they are written and signed. However, within the framework of the procedures and principles specified in the provisions of relevant legislation, decisions may be taken and kept in electronic environment.

### **Distribution of Duties**

**Article 12-** The Board of Directors, at the first session following the ordinary General Assembly meeting held every year or an extraordinary General Assembly meeting at which selections are renewed; shall select, among its members, a chairman and a vice chairman who shall act on behalf of the chairman in his/her absence. Secretariat position may be assigned to one of the members or to third person. The Board of Directors may also establish committees or commissions and may select executive member(s) among its members, as much as needed.

Duties, rights and powers given to independent members of the Board of Directors in the Capital Markets Law and related regulations of the Capital Markets Board; shall be reserved. In addition to the committees and commissions defined in the regulations of the Capital

Markets Board, the Board of Directors may establish commissions and committees in charge of conducting implementation of related decisions and policies or monitoring thereof. For formation of said committees, regulations of the Capital Markets Boards shall be complied with.

The Board of Directors, in addition to its powers set forth in the Turkish Commercial Code and the capital markets legislation and other relevant legislation, shall be obliged to establish a specialised committee in order to detect the risk at an early stage and to manage it, and to operate and improve said committee, in accordance with article 378 of the Turkish Commercial Code. Said committee shall fulfill the purposes and duties specified in article 378. In said committee that shall be established, members of the board of directors may serve as well.

#### **Failure by the Members to Attend a Meeting**

**Article 13-** Cancelled

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

**Article 14-** The Board of Directors shall be authorised to take decisions regarding all kinds of affairs and operations required to achieve the Company's field of operations, other than those included within the scope of the powers of the General Assembly according to law and the articles of association.

Furthermore, provided that the non-transferable duties and powers defined in article 375 of the Turkish Commercial Code, are reserved, the Board of Directors may delegate all or some of its representative powers according article 370(2) and, of its management affairs according to article 367, to one or some executive member(s) among its members, or to executive managers who are not member of the board of directors.

Provided that the non-transferable duties and powers defined in article 375 of the Turkish Commercial Code and the non-transferable duties and powers in other articles, are reserved; the Board of Directors may delegate the management partially or completely by an internal directive, in accordance with article 367 of the Turkish Commercial Code.

#### **Remuneration of the Members of the Board of Directors**

**Article 15-** Monthly honorarium payable to the chairman and members of the Board of Directors, shall be determined by the General Assembly every year, in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation.

#### **General Manager and Holders of Other Titles**

**Article 16-** For implementing the decisions taken by it and conducting the Company's affairs the Board of Directors shall appoint a General Manager, with the powers deemed appropriate by it.

The Board of Directors shall appoint a Fund Board which shall consist of at least three persons, among the persons who hold the qualifications defined in the legislation on Private Pension,

for the purpose of following the transactions relating to private pension funds which shall be established by it.

The Board of Directors shall also appoint at least one fund auditor for each fund.

Transactions relating to appointment, promotion, transfer to another position and dismissal of the personnel who have representative and signatory powers on behalf of the Company; shall be made by the Board of Directors, based on proposal of the General Manager.

Terms of office and signatory powers of the general manager and the managers and all staff who have signatory powers, shall not be limited to the term of office of the members of the Board of Directors. Signatory powers of such persons shall be valid until removed by the Board of Directors.

The General Manager, the Assistant General Manager and the Managers who, as per their powers and duties, are in a position equal to Assistant General Manager, should hold the qualifications required within the scope of the legislation on Private pension, Capital Markets and Insurance Business.

#### **Other Personnel**

**Article 17-** Appointment, promotion, replacement and dismissal of the personnel, other than those specified above, shall be made by the General Manager.

#### **Persons Authorised to Sign on Behalf of the Company and the Manner of Exercising Signatory Powers**

**Article 18-** For representing the Company and the for the documents and agreements which shall be issued in the name of the Company, to be valid and binding for the Company, they should be made by the persons authorised to sign on behalf of the Company, and the manner of exercising signatory powers shall be determined by the Board of Directors, and the decision of the Board of Directors shall be registered and promulgated.

Persons authorised to represent may not make any transaction out of the scope of the purpose and field of operations specified in article 3, and any transactions contrary to the law. Otherwise, in case the Company is responsible for such transactions, it shall have recourse to said persons. In cases where a third person knows, or is in a position that s/he should know, that a transaction made is out of the purpose and field of operations of the Company, then such transaction shall not be binding for the Company. Third persons who continuously make transaction with the Company or who receive and are informed about the explanatory, warning and similar letters and decisions of the Company, may not raise any argument of good faith.

## **CHAPTER FOUR AUDITORS**

#### **Principles on Auditing the Company**

**Article 19-** The Company's general assembly shall select, every year, an independent audit firm as the auditor. Following selection, the board of directors shall have the auditor

registered with the trade registry and shall promulgate it in the Turkish Trade Registry Gazette and on its web site. An auditor that is selected as auditor for the same company for totally seven years, within a period of ten years; may not be selected as auditor again, unless a period of three years passes. Auditor shall be dismissed according to the provisions of the Turkish Commercial Code. Provisions of article 399 (2) of the Turkish Commercial Code, are reserved.

Internal audit of the funds shall be conducted according to the principles and procedures which shall be determined by the Capital Markets Board, within the framework of the Capital Markets legislation.

In relation to auditing the Company, regulations of the Capital Markets Board are reserved.

#### **Duties and Powers of the Auditors**

**Article 20-** Cancelled.

#### **Remunerations of the Auditors**

**Article 21-** Cancelled.

### **CHAPTER FIVE GENERAL ASSEMBLY**

#### **General Assembly Meetings**

**Article 22-** The General Assembly shall convene by way of ordinary and extraordinary meetings, according to the provisions of the Turkish Commercial Code and other relevant legislation. Ordinary meeting shall be held in 3 months following the accounting period every year. Extraordinary General Assembly meeting shall be made in cases and at the times required by the Company's affairs and upon occurrence of the reasons defined in article 410 et seq. of the Turkish Commercial Code.

#### **Manner of Call and the Agenda**

**Article 23-** The General Assembly shall be called for meeting by an announcement which shall be published on the Company's web site and in the Turkish Trade Registry Gazette, indicating the date, place, time and agenda of the meeting. Such call should be made at least three weeks before the date of the General Assembly meeting, excluding the announcement and meeting dates.

Announcements regarding call for ordinary and extraordinary meetings of the General Assembly, should be made in accordance with the procedures defined in the Turkish Commercial Code, the Capital Markets Law and relevant legislation and also, in compliance with the provisions of the Communiqué on the Determination and Implementation of Corporate Governance Principles, issued by the Capital Markets Board, and the Corporate Governance Principles in the annex thereto.

On the Company's web site, together with the announcement regarding general assembly meeting, declarations and explanations required to be made by the Company according to

relevant legislation and also, announcement drawing attention to the issues defined in the Capital Markets Board Corporate Governance Principles, shall be made.

At an ordinary General Assembly meeting, issues listed on the agenda which shall be prepared taking into account article 409 of the Turkish Commercial Code and the legislative regulations of the Capital Markets Board; shall be examined and necessary decisions shall be taken accordingly. Dismissal of the members of the Board of Directors and selection of new members, shall be deemed to be related with the article relating to discussing end-of-year financial statements. Provided that article 438 of the Turkish Commercial Code shall be reserved, issues which are not included in the agenda, may not be included in the agenda.

#### **Place of Meeting**

**Article 24-** The General Assembly shall convene at the place where the Company's headquarters is located.

Entitled persons who have the right to attend Company's general assembly meetings, may also attend these meetings in electronic environment in accordance with article 1527 of the Turkish Commercial Code. The Company may establish the electronic general assembly system which shall enable entitled persons to attend general assembly meetings in electronic environment, to declare opinion, to make proposal and to vote, in accordance with the provisions of the Regulation on General Assembly Meetings of Joint Stock Companies That Shall Be Held In Electronic Environment; and may also purchase services from the systems formed for this purpose. At all general assembly meetings to be held, it shall be ensured that, according to this provision of the Articles of Association, entitled persons and their representatives be able to exercise, via the established system, their rights specified in the provisions of said Regulation.

#### **Declaring the Meetings to Related Authorities**

**Article 25-** Both ordinary and extraordinary General Assembly meetings shall be declared to the Ministry of Customs and Trade within the periods set forth in relevant legislation, and agenda of a meeting and a copy of each of the documents relating thereto, shall be sent to the Ministry.

At all meetings, Representative of the Ministry of Customs and Trade, must be present. General Assembly meetings which shall be held in the absence of the Representative of the Ministry, shall not be valid.

Financial statements, consolidated financial statements, annual report of the board of directors, audit reports and the board of directors' proposal for distribution of profit, shall be prepared as available for examination of the shareholders, at the Company's headquarters and branches, at least three weeks before a general assembly meeting. Among them, financial statements and consolidated financial statements shall be kept open for the shareholders to obtain information, at the headquarters and branches, for a period of one year. Provisions of article 437 of the Turkish Commercial Code, are reserved.

### **Meeting and Decision Quorum**

**Article 26-** Except for cases regarding which there is any provision to the contrary in the Turkish Commercial Code, the General Assembly shall convene by attendance of the shareholders representing at least one fourth of the Company's share capital. This meeting quorum should be maintained during a meeting. Along with the executive members, if any, at least one member of the board of directors and the independent auditor should be present at a general assembly meeting.

In case this quorum cannot be reached in the first meeting, shareholders shall be called for a meeting again. Shareholders who are present at the second meeting, shall be authorised, regardless of the amount of capital they represent, to make discussion and to take decision.

Except for cases regarding which there is any provision to the contrary in the Turkish Commercial Code, decisions shall be taken by majority of present votes.

Provisions of the 5<sup>th</sup> paragraph of article 421 of the Turkish Commercial Code, are reserved.

### **Voting Right**

**Article 27-** Each 1 Kuruş nominal value grants one voting right and at the general assembly meetings, shareholders shall vote proportionate to total nominal value of the shares they hold, in accordance with article 434 of the Turkish Commercial Code. Shareholders may be represented by proxy at the general assembly meetings, in accordance with the provisions of relevant articles of the Turkish Commercial Code. For transactions of voting by proxy, regulations of the Capital Markets Board regarding voting by proxy, shall be complied with.

### **Manner of Voting**

**Article 28-** Regarding voting at General Assembly meetings, regulations of the Capital Markets Board and the Turkish Commercial Code shall be complied with.

### **Chairmanship**

**Article 29-** General Assembly meetings shall be presided over by the Chairman of the Board of Directors and in his/her absence, by the Vice Chairman. And, if s/he is absent as well, President shall be selected by the General Assembly.

The General Assembly shall also select two persons among the shareholders, to count and classify the votes, and a person among the shareholders or a third person, to perform the duty of clerk of the minutes.

President shall administer a general assembly meeting, in accordance with the provisions of the "Internal Directive on General Assembly".

### **Minutes of the General Assembly**

**Article 30-** Discussions made and decisions taken at a General Assembly meeting, shall be recorded in the minutes of the meeting. Such minutes of the meeting shall be signed by the presidency board of the meeting and by the Representative of the Ministry.

## **CHAPTER SIX ANNUAL ACCOUNT AND BALANCE SHEET**

### **Accounting Period**

**Article 31-** Accounting period of the Company is calendar year. Regarding the Company's financial statements and records, accounting standard shall be complied with and regarding independent audit, regulations of the Capital Markets Board, shall be complied with.

The Board of Directors shall prepare its financial statements, annexes thereof and the board of directors annual report for the previous period, which are defined in the Turkish Accounting Standards; within first three months of the accounting period that follows the balance sheet date; and shall present them to the general assembly.

Provisions of the Legislation on Private Pension and Insurance Business, are reserved.

### **Support Fund in Favour of the Employees**

**Article 32-** Cancelled.

## **CHAPTER SEVEN DISTRIBUTION OF THE PROFIT AND RESERVE FUNDS**

### **Distribution of the Profit**

**Article 33-** Distribution of the Company's profit shall be decided by the General Assembly according to proposal of the Board of Directors, by taking into consideration the provisions of the Turkish Commercial Code, the Capital Markets Law and other legislation which the Company is subject to.

Dividend advance may be distributed, on the condition that the procedures and principles set forth in the Capital Markets Legislation are complied with.

Net profit shall consist of the amount which shall remain after deduction of general expenses, depreciation and amortization, provisions, corporate tax and similar tax and financial obligations and previous year losses, if any; from the revenues earned by the Company during a balance sheet period. Net profit which shall be determined thereby, shall be set aside and distributed, respectively, in the manner and at the rates defined below.

a) 5% of annual net profit shall be set aside as legal reserve fund until 20% of the capital is reached, and after reaching the legal limit, amounts required according to sub-paragraphs "a" and "b" of the 2<sup>nd</sup> paragraph of article 519, shall be added to general legal reserve fund.

b) From the remaining amount, first dividend shall be distributed at the rate to be decided by the General Assembly, in line with the regulations of the Capital Markets Board.

c) From the remaining amount, funds shall be set aside for the Company's managers, officers, employees and workers, up to maximum 3% and not to exceed their 3 salaries.

d) From the amount that shall remain after the distribution defined in paragraph “d” above, 10% thereof shall be set aside as statutory reserve fund.

e) The General Assembly may decide for distribution of all or a part of the remaining profit; as second profit share to the shareholders; for allocation thereof as additional profit shares for the Company’s managers, officers, employees and workers according to paragraph “c” or for setting aside said funds as extraordinary reserve funds.

According to the provisions of article 519/2(c) of the Turkish Commercial Code, 10% of the total amount which shall be distributed to the persons who shall receive a share from the profit, shall be added to general legal reserve fund.

Provisions of the 3<sup>rd</sup> paragraph of article 519 of the Turkish Commercial Code, are reserved.

Provisions of the Capital Markets legislation regarding distribution of profit, are reserved.

Unless and until the reserve funds and first dividend, required to be set aside in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law are set aside; it may not be decided to set aside any other reserve fund, to transfer any profit to following year and to make any distribution from the profit to the members of the Board of Directors and the employees and workers.

On what date and how annual profit shall be given to the shareholders, shall be decided by the General Assembly, based on the Board of Director’s proposal, in accordance with the regulations of the Capital Markets Board. Profits distributed in accordance with the provisions of these Articles of Association, may not be taken back. Provisions of the Turkish Commercial Code regarding the right to take back, are reserved.

## **CHAPTER EIGHT AMENDING THE ARTICLES OF ASSOCIATION**

### **Amending the Articles of Association**

**Article 34-** The Articles of Association of the Company may be amended by a decision of the General Assembly, within the framework of the provisions of the Turkish Commercial Code, the Legislation on Private Pension, Capital Markets and Insurance Business. Provided however that, an amendment shall not be valid unless and until permissions are taken from the Ministry of Customs and Trade, the Capital Markets Board and the Undersecretariat of Treasury, and then it is registered with the trade registry and is promulgated duly.

## **CHAPTER NINE FINAL PROVISIONS**

### **Announcements Regarding the Company**

**Article 35-** Announcements regarding the Company, which are required to be made in accordance with the laws, bylaws and these articles of association, shall be made in the Turkish

Trade Registry Gazette and furthermore, the announcements required to be made by the Company according to article 1524 of the Turkish Commercial Code, shall be made on the Company's web site.

Provisions arising from the Legislation on Insurance Business and Private Pension and the provisions of article 198 of the Turkish Commercial Code, are reserved.

For announcements regarding decrease of capital or liquidation, provisions of articles 474 and 532 of the Turkish Commercial Code shall be applied.

Obligations of making announcement and providing information according to the Capital Markets Law and the obligations of making announcement and providing information to the Undersecretariat of Treasury, are reserved.

### **Printing the Articles of Association and Sending to Related Authorities**

**Article 36-** Cancelled.

### **Competent Authorities**

**Article 37-** In any kinds of disputes which shall arise between the Company and the shareholders due to all affairs of the Company during its operations and also, in the process of its liquidation; courts and execution offices at the place where the Company's headquarters is located, shall have jurisdiction.

### **Applying the Legal Provisions**

**Article 38-** Regarding matters which are not set forth in these Articles of Association, provision of the Turkish Commercial Code, Legislation on Private Pension, Legislation on Insurance Business, the Capital Markets Law, communiqués and regulations and other relevant decisions of the Capital Markets Board which are in effect; shall be applicable.

### **Compliance with the Corporate Governance Principles**

**Article 39-** Corporate Governance Principles which are required, by the Capital Markets Board, to be applied, shall be complied with. Transactions made and the Board of Directors decisions taken without complying with the compulsory principles, shall be ineffective and shall be deemed contrary to the Articles of Association.

In transactions deemed important with regards to application of the Corporate Governance Principles and in all related party transactions of the company and in the transactions relating to giving collateral, pledge and mortgage in favour of third persons, regulations of the Capital Markets Board relating to corporate governance, shall be complied with.

Number and qualifications of the independent members who shall serve at the Board of Directors, shall be determined according to the regulations of the Capital Markets Board regarding corporate governance.

### **First Board of Directors**

**Provisional Article 1-** Cancelled.