

**QUA GRANITE HAYAL YAPI VE ÜRÜNLERİ SANAYİ TİCARET ANONİM  
ŞİRKETİ**  
**ARTICLE OF ASSOCIATION**

**Establishment:**

**Article 1**

A joint-stock company has been established among the founders whose names, surnames, residential addresses and nationalities are written below.

Item No. 1

Founder's Name and Surname: Mehmet Taner

Residential Address: Ali Çetinkaya Mah.Tepe Aralığı Sk.1/3/5 Merkez/ Afyonkarahisar

Nationality: T.R

T.R Identity No: T. TR. Identity No.

12232500040

**Company Title:**

**Article 2**

Company Title QUA GRANITE HAYAL YAPI VE ÜRÜNLERİ SANAYİ TİCARET ANONİM ŞİRKETİ'. Hereinafter called as "The Company".

**Purpose and Subject:**

**Article 3**

The company has been established to manufacture floor and wall ceramics, floor and wall tiles, sanitary ware and granite in Turkey and abroad, and to manufacture, trade, import and export ceramic, vitrified ware, granite and tile raw materials and adhesives by complying with the relevant laws, regulations and directives; and operates in compliance with the Turkish Commercial Code No. 6102 ("TCC"), the Capital Markets Law No. 6362 ("CMB") and the Capital Markets Board ("CMB") regulations and capital market legislation.

The purpose and scope of the company are as follows:

- 1- The company may manufacture floor and wall ceramics, floor and wall tiles, sanitary ware and granite in Turkey and abroad. It may manufacture, purchase, sell, market, import and export ceramic, vitrified, granite and tile raw materials and adhesives.
- 2- It may build, establish, operate, rent, lease factories in the country and abroad for the production of floor and wall ceramics, floor and wall tiles, sanitary ware and granite; and it may transfer, purchase, become a partner of, transfer established factories and industrial establishments, provided that the provisions of the capital market legislation regarding the transfer of hidden income are reserved.

- 3- It may construct and undertake the construction works of public institutions and organizations and private institutions, constructions such as tunnels, ports, factories, roads, bridges, embankments, dams, lodgings, administrative buildings, official institutions and service buildings, concrete, asphalt highway, port buildings, office buildings, commercial buildings, ateliers, and all kinds of mass housing, cooperative residences, highways and railways, airports, stations, bus stations, parking lots, car parks, bazaars, shops, markets, workplaces, hotels, motels, villas, hospitals, mosques, health centers, public works facilities such as first aid houses and similar government structures, holiday villages, school construction, education centers, student dormitories, pond and pier, tourist accommodation, airstrips, sports and complementary facilities and oil and natural gas pipelines, waterway drinking water, waterway drainage facilities, irrigation and sewerage works.
- 4- It may enter into residential and workplace contracts in return for flats and undertake the construction works of these in Turkey and abroad, and may carry out the renovation and assembly works of these residences and workplaces, as well as landscaping and environmental arrangements.
- 5- It may carry out and get the works carried out in the forest such as cutting trees, cleaning their branches, and stripping them.
- 6- It may import and process any forest products as raw, finished, semi-finished products, and sell and market them in Turkey or abroad by processing them into semi-finished or finished products or without processing.
- 7- It may carry out or get the transportation services carried out in Turkey and abroad in order to fulfill its purpose and subject, and may acquire, transfer, lease and lease out any land, sea and air transportation vehicles in this regard.

In order to fulfill the aforementioned purposes and subjects, and in accordance with these, the Company:

- 1- may carry out all commercial, industrial, agricultural, manufacturing and similar operations and works required by the economic purpose and subject of the Company.
- 2- Provided that necessary material disclosures and transactions required by the legislation are made within the framework of the capital market legislation in order to inform the public, and the provisions of the capital market legislation regarding concealed gain transfer are reserved, it may establish limited-time-period or unlimited-time-period cooperation, establish any kind of companies and business partnerships, participate in established partnerships, enter into agreements based on the sharing of financial responsibility with the domestic and foreign real and legal persons, and can act as a representative or distributor of existing companies in Turkey, within the framework of the relevant legislation, in order to perform the industrial and commercial works that it deems necessary in relation to its purposes and subjects.
- 3- It may open branches in the country and abroad, establish dealerships, obtain usufruct rights, mortgages and bank letters of guarantee from dealers, and participate in all kinds of fairs and organizations for this purpose regarding its fields of operation.
- 4- The company may establish partnerships with real and legal persons, participate in tenders on its own or together with the domestic or foreign companies, and in case of

winning such tenders, it may take partners from outside or establish partnership with other companies that won the tenders, without prejudice to the provisions of the capital market legislation regarding the transfer of concealed gain.

- 5-** The company may purchase, sell, take over, transfer, operate, lease, lease out, register the relevant raw material fields before the official authorities on behalf of the company, and may establish partnerships and make real and personal dispositions on these raw material fields, without prejudice to the provisions of the capital market legislation regarding the transfer of concealed gain.
- 6-** It may store, distribute and market all kinds of commercial commodities.
- 7-** Apart from the operational subjects herein, it may engage in commercial activities and transactions in accordance with the TCC, capital market legislation and relevant legislation.
- 8-** The company may also carry out the works specified in this Article, abroad in accordance with this legislation, to the extent allowed by the relevant legislation.
- 9-** It may establish a new company with foreign investors or enter into capital participation relations in existing companies in order to benefit from the relevant provisions of the foreign direct investments legislation, without prejudice to the provisions of the capital market legislation regarding the transfer of concealed gain.
- 10-** The company may carry out all kinds of training activities at home and abroad in order to train its personnel.
- 11-** Provided that the necessary notifications stipulated by the capital market legislation are made within the scope of the special cases in order to guarantee the compliance with the principles determined within the framework of the capital market legislation and to informing the investors, the Company may buy or sell, lease or lease out, equip and operate movable, real estate, land, building in Turkey and abroad, and it may buy, sell, give collateral and accept, take hostage and give goods and rights (such as license, concession, patent, copyright, trademark, patent, brand, model, picture, know how, good will, royalty, etc.), acquire and establish, change, dissolve, cancel and terminate any real and personal rights on the real estate including mortgages for and against, can may use them as a capital for established or to be established companies. In order to fulfill these purposes and subjects, the Company may acquire all rights and undertake all debts as well as all legal transactions regarding disposition.
- 12-** It may buy, sell, lease or lease out necessary machinery and facilities, movables and real estates, and lease, buy and sell the machinery and equipment from domestic and abroad. It may lease, buy, sell and operate facilities.
- 13-** It may acquire, transfer, lease, lease out, buy, sell, register before the official authorities in the name of the company any kind of motorized and non-motorized land, air and sea transportation vehicles and transportation vehicles and make real and personal dispositions on them.
- 14-** It may undertake construction, repair, modification works and may take over, transfer, operate, lease, lease out such works in whole or partially.
- 15-** It may borrow money or credit from any public and private enterprises such as public institutions, economic enterprises and banks provided that necessary notifications

stipulated by the capital market legislation are made within the scope of special circumstances in order to inform the investors.

- 16-** It may acquire long, medium and short-term loans, sign a surety and bail credits, obtain real estate and surety loans and similar loans, letters of credit and investment loans, promissory notes and advance loans in Turkey or from abroad in order to carry out the corporate operations, provided that necessary notifications stipulated by the capital market legislation are made within the scope of special circumstances in order to inform the investors.
- 17-** It may borrow money and property, undertake debt upon the decision of the board of directors, provide any kind of guarantees and mortgages for its own debt or the debts of other persons and organizations, in particular, establish a mortgage on its real estate, establish a pledge on its business, give surety, guarantee, provided that necessary notifications stipulated by the capital market legislation are made within the scope of special circumstances in order to inform the investors and that the regulations in the corporate governance principles of the CMB are complied with. Furthermore, it may be accountable for any kind of financing of the companies in which it participates in the capital and/or management, and may provide any kind of in-kind and cash guarantees in favor of these items, and may enter into lease agreements and issue lease annotations in favor of the companies in which participates in the capital and management of the real estates it owns, and may lease and obtain lease annotation regarding real estate owned by third parties and institutions, without prejudice to the provisions of the capital market legislation regarding the transfer of concealed gain.
- 18-** It may provide real estate mortgages, movable pledges and business pledges on the company's assets, goods, receivables and rights to constitute a guarantee for any kind of cash and non-cash, tangible and intangible debts, and any kind of loans received, commitments, guarantees and sureties given, may assign and give similar guarantees and pledges, provided that the principles determined within the framework of the capital market legislation are complied with and that necessary notifications stipulated by the capital market legislation are made within the scope of special circumstances in order to inform the investors.
- 19-** The company may receive real estate mortgages, movable pledges, commercial enterprise pledges, sureties, guarantees, bank guarantees and any other guarantees and transfer the debt in order to secure any kind of cash and non-cash, tangible and intangible receivables and rights, and the commitments and guarantees given against the Company, and may terminate, dissolve, cancel and withdraw these guarantees, convert them into cash or acquire them when necessary, provided that the principles determined within the framework of the capital market legislation are complied with and that necessary notifications stipulated by the capital market legislation are made within the scope of special circumstances in order to inform the investors. It may buy, take over, provide collateral, and accept securities such as shares, bonds, redeemed shares and coupons issued or to be issued by private law and/or public law legal entities, regardless of the subject of the company, provided that it is beneficial for the purpose of the company and that it complies with the principles and limitations determined in the capital market legislation and not in the nature of investment services and activities. It

may acquire its own shares in accordance with the provisions of the TCC and capital market legislation, provided that the necessary notifications stipulated by the capital market legislation are made within the scope of special circumstances in order to inform the investors.

**20-**It may issue any kind of securities, debt instruments and other capital market instruments in Turkey and abroad, upon the decision of the board of directors, in compliance with the capital market legislation, and may perform any necessary operation in this regard, may sign agreements and contracts with the asset leasing companies in order to ensure the issuance of lease certificates within the framework of the capital market legislation for financing the works within the scope of the company's activity, and may transfer and lease the movable and immovable properties owned by the company to the asset leasing company and perform other operations deemed necessary to issue the aforementioned lease certificates, may take part in the issuance of lease certificates as the source institution and/or the fund beneficiary, and may enter into agreements and contracts for the lease and repurchase of the transferred goods.

For the business, transactions and operations carried out by the Company within the scope of this Article, the necessary notifications and disclosures shall be made in compliance with the capital market legislation and relevant legislation in order to inform the investors when necessary. For the business, transactions and operations carried out by the Company within the scope of this Article, the provisions of the capital market legislation regarding the transfer of concealed gains are reserved.

For the business, transactions and operations carried out by the Company within the scope of this Article, the regulations of CMB regarding the corporate governance are complied with in the transactions deemed significant for the implementation of the Corporate Governance Principles, in the Company's related party transactions, and in transactions related to giving guarantees, pledges and mortgages in favor of third parties.

If the company is intended to engage in business activities other than the subjects specified above, it may carry out these works as well, if taken decision by the general assembly in this direction upon the proposal of the board of directors, provided that the approval of the Capital Markets Board (CMB) and the permission of the Ministry of Commerce are obtained for making amendments on the Articles of Association.

#### **Headquarter:**

#### **Article 4**

The company headquarter is located in Aydin province, Efeler district.

The address is Cumhuriyet Mahallesi 1955 Sk. No: 1/11 Efeler/Aydin.

In case of any change in the address, it is registered to the trade registry and announced in Turkish Trade Registration Gazette and notified to the CMB and Ministry of Industry and

Trade. Notifications made to registered and announced address are considered to be made to the company. In case of moving from the registered and announced address and if the new address is not registered on time, it shall be deemed as reason for termination..

The company may open branches, representative offices, liaison offices, correspondence offices and other offices in Turkey and abroad, if required by the relevant legislation, provided that the Ministry of Commerce and the CMB are informed.

### **Company Term:**

#### **Article 5**

The company term is unlimited starting from its establishment.

### **Company Capital:**

#### **Article 6**

The company has agreed on the

The company accepted the registered capital system in accordance with the provisions of the Capital Markets Law (CMB) and switched to the registered capital system with the permission of the CMB, dated [11.02.2021] and numbered [7/177].

The registered equity ceiling of the company is 15.000.000.000 (fifteen billion) Turkish Liras, that has been divided into 15.000.000.000 (fifteen billion) shares with a nominal value of 1 (one) Turkish Lira each.

The registered equity ceiling permission granted by CMB is valid for the years [2023-2027] (5 years). Even if the permitted equity ceiling is not met at the end of the year [2027], it is mandatory to obtain authorization for a new period not exceeding 5 (five) years from the general assembly by obtaining permission from the CMB for the allowed or new ceiling amount. If failure to obtain the relevant authorization, any capital increase may not be made upon the decision of the board of directors.

The issued capital of the company is [2.640.000.000] (two billion six hundred forty million) Turkish Liras in total and has been fully paid up, free of collusion. The capital is divided into [2.640.000.000] (two billion six hundred forty million) shares, each worth of 1 (one) Turkish Lira, of which [42,000,000] are registered Group A shares and [198,000,000] are registered Group B shares. Provided that the total percentage of the Group A shares represented in the Company's issued capital is at least 10% (including the 10%), the Group A shares have the privileges to nominate candidates to the board of directors and to vote at the general assembly. Group B shares do not have any privileges. The privileges held by the privileged shares are

stipulated in the relevant sections of the Articles of Association. If the total amount of Group A shares represented in the issued capital of the Company falls below the limit of 10%, the privilege to nominate candidates for the board of directors and to vote at the general assembly shall automatically be void and null, from the moment of the legal activity that led to the situation in question. Furthermore, this Article of Association shall be amended and share groups and references made to the share groups shall be removed from the content, at the first general assembly to be held upon the realization of the situation in question.

The Board of Directors is authorized to take decisions on increasing the issued capital by issuing new shares up to the registered equity ceiling, issuing privileged shares, restricting the rights of privileged shareholders, limiting the right of shareholders to purchase new shares, and issuing shares above or below the nominal value between the years [2021-2025], in accordance with the provisions of the Turkish Commercial Code, CMB and capital market legislation, when deemed necessary. The authority to restrict the right to buy new shares cannot be used in a way to result in any inequality among the shareholders.

Unless the issued shares are fully sold and prices are paid completely, or the unsold shares are canceled, any new shares shall not be issued.

When necessary, the company capital may be increased or decreased, in accordance with the provisions of the Turkish Commercial Code and the capital market legislation. While issuing new shares, Group A shares are issued in exchange for Group A shares and Group B shares are issued in exchange for Group B shares, unless decided otherwise by the Board of Directors. If the right of all existing shareholders to purchase new shares is restricted in capital increases to be realized, Group B shares shall be issued.

For capital increase by bonus issue, the bonus shares issued are distributed to the existing shareholders on the date of increase in proportion to their shares.

The shares representing the capital shall be monitored within the framework of the dematerialization principles.

## **Board of Directors and the Term of Office:**

### **Article 7**

The business and governance of the Company shall be carried out by the board of directors consisting of minimum 5 (five) and maximum 8 (eight) people, half of whom shall be elected from among Group A shareholders or candidates to be nominated by the General Assembly, within the framework of the provisions of the TCC and capital market legislation and the regulations of the CMB. In order to avoid any doubt, 2 (two) members of the board of directors consisting 5 (five members) totally, 3 (three) members of the board of directors consisting of 6 (six) members totally, 3 (three) members of the board of directors consisting of 7 (seven)

members totally, and 4 (four) members of the board of directors consisting of 8 (eight) members totally shall be elected from among the Group A shareholders or the candidates that they shall nominate. The number and qualifications of the independent members to take the office in the Board of Directors shall be determined in compliance with the capital market legislation, specifically the regulation of CMB regarding the corporate governance. The board of directors members to be elected from among the candidates nominated by the Group A shareholders shall be among the members other than the relevant independent members.

Board of Directors members are elected for maximum of 3 (three) years. Board members whose office term has expired may be re-elected. If any Board of Directors member position becomes vacant, the Board of Directors shall appoint a temporary member for the vacant membership, to be submitted to the approval of the next General Assembly meeting to be held and to serve until the relevant meeting. Instead of the Board of Directors member nominated and elected by the Group A shareholders, the candidate nominated by the majority of the board of directors members elected by the Group A shareholders is appointed upon the approval of the board of directors. The member whose appointment is confirmed by the General Assembly shall complete the office term of the predecessor. If the agenda does or does not have a relevant item on the agenda, in case of the presence of a justifiable reason, the board of directors members can be dismissed at any time by the decision of the General Assembly. If a legal person is elected as a board of directors member, only one real person determined by the legal person on behalf of the legal person, is registered and announced together with the said legal person. The legal person who serves as a board of directors member may change the the person registered on its own name, at any time. If the independent member loses its independence, resigns or becomes unable to fulfill its duties and mission, the capital market legislation and the regulations in the corporate governance principles of CMB are complied with.

The Board of Directors elects a chair person and vice chair person at the first meeting. The formation, duties and working principles of the committees including the early detection of risk committee that the Board of Directors is obliged to establish are performed in compliance with the provisions of the TCC, CMB and CMB's legislations on the corporate governance and other relevant legislations, under the TCC and capital market legislation. The Board of Directors establishes committees and sub-committees on issues deemed necessary, under the TCC and capital market legislation.

Remunerations for the Board of Directors members and executives with administrative responsibility are determined by the General Assembly. Regarding the financial rights to be granted to the Board of Directors members apart from the wages, the General Assembly shall be authorized. The provisions of the capital market legislation are followed while determining the remuneration of the independent members of the board of directors.

## **Management and Representation of Company**

### **Article 8**

The management and representation to the outside of the company shall be carried out by the board of directors. The Board of Directors is authorized to take decisions on any kind of business and transactions necessary to carry out the Company business except those authorized by the general assembly under the TCC, capital market legislation and other relevant legislation and this Articles of Association.

The board of directors is authorized to transfer the management partially or completely to one or more board of directors member or to a third party under the internal directive to be issued, under the Article 367 of TCC. This internal directive regulates the company management, and defines the tasks accordingly, shows their positions, and especially determines who accounts for whom and is responsible for providing information. The Board of Directors informs the shareholders and creditors who convincingly demonstrate their interests worth protecting about this internal directive in writing, upon request.

All documents to be given or contracts to be entered by the Company can only be valid provided that they are placed under the Company Title and bear the signature of the authorized person or persons to represent the Company. The Board of Directors might transfer their authorization to represent to one or more executive members or to third parties as a manager, under the Article 370/2 of TCC. It is mandatory that at least one board of directors member should be authorized to represent.

Unless the notarized copy of the decision indicating those authorized to represent and their representation has been registered and announced in the trade registry gazette, the transfer of the authorization to represent shall not be deemed valid. Restricting the authority to represent does not apply to the third parties in good faith; however, the registered and announced restrictions on reserving the authorization to represent only the works of a center or a branch or on using them together shall be valid.

The Board of Directors might assign the Board of Directors members who are not authorized to represent or the persons affiliated to the company with a service contract as commercial agents or other merchant assistants with limited authority. The duties and authorizations of those to be assigned in this way are specified in the internal directive explicitly, under the Article 371/7 of TCC. In this case, the registration and announcement of the internal directive is mandatory. The authorized commercial agents or other merchant assistants are also registered and announced in the trade registry.

The duties and powers of the Board of Directors regulated in the Article 374 of the TCC and the non-transferable duties and powers regulated in Article 375 are reserved.

### **Board of Directors Meetings: Article 9**

The Board of Directors shall gather when required by the Company's business.

Board of Directors meetings may be held at the Company headquarter or in another location within or outside of Turkey, if approved by at least the majority of the Board of Directors. Board of Directors members may attend the Board of Directors Meetings physically or electronically under the Article 1527 of the TCC. The company may establish an Electronic Meeting System by which the beneficiaries can attend and vote in the meetings electronically, or may buy services from systems created for this purpose, under the provisions of the Communiqué on Electronic Assemblies in Commercial Companies other than Joint Stock Company General Assemblies. During the meetings to be held, it is ensured that the beneficiaries can exercise their rights specified in the relevant legislation within the framework specified in the Communiqué, by using the system established under the provision of the Company's Articles of Association or by using the system by which support services shall be received.

Unless any meeting request is made by any of the members, the Board of Directors decisions may be taken upon a proposal of a Board of Directors member, which is written in the form of a decision, upon obtaining the written approval of the members whose number meets the quorum for the the decision as specified in this Article of Association. On the other hand, in this case, the same proposal made to all Board of Directors member serves as a condition of validity for the decision to be taken in this manner.

For the matters such as the meeting method, agenda, meeting call, voting, meeting and quorum for Board of Directors, the relevant provisions of the Turkish Commercial Code and the capital market legislation shall apply.

Each Board of Directors member may request information, ask questions and make examinations about all the business and transactions of the Company, under the Article 392 of the TCC. The rights of Board of Directors members arising from the Article 392 of the TCC cannot be restricted, limited or removed.

## **General Assembly:**

### **Article 10**

**13.1 Meeting time and place:** General Assemblies gather ordinarily and extraordinarily. The ordinary general assembly gathers within 3 months from the end of the company's accounting period and at least once a year while extraordinary general assemblies gather when required by the Company's business operations and the relevant provisions of the TCC and capital market legislation. The general assembly gathers at the headquarter or a suitable location where the management headquarter is located.

**13.2 Call for Meeting:** Regarding the call for General Assembly meetings, regulations regarding the invitation procedure and form and the announcement periods in the relevant provisions of the TCC and capital market legislation shall be followed. The General Assembly is called for a meeting through an announcement published on the Company's website, the Public Disclosure Platform and other places determined by the CMB, and in the Turkish Trade

Registry Gazette. The call is made at least three weeks before the meeting date, excluding the date of announcement and meeting days. The information and documents specified in the relevant provisions of the TCC and the capital market legislation are announced at least three weeks before the general assembly meeting and are made available for the examination of the shareholders.

### **13.3 Rules to be Applied to General Assembly Meetings:**

**13.3.1 Participation:** The Board of Directors draws the list of participants under the provision of the TCC regarding the holders of the dematerialized shares, according to the "shareholders' chart" to be provided by the Merkezi Kayit Kurulusu A.S.

**13.3.2 Right to Vote:** Each Group A shareholder is provided with 5 (five) voting rights. Each Group B shareholder is provided with 1 (one) voting right. The right to attend the general assembly and to vote cannot be made conditional on depositing documents or share certificates proving that the shareholder is a shareholder in the Company, a credit institution or elsewhere.

**13.3.3 Representation:** The shareholder may attend the general assembly meetings personally or may appoint a representative, whether a shareholder or not, provided that it complies with the proxy representation regulations of the capital market legislation. Also, representatives who also serves as shareholders shall have the right to vote for the shares they represent, apart from their own shares. For the process of exercising the right to vote by proxy, the legislation related to the capital market legislation shall be followed.

**13.3.4 Negotiations and Quorum:** At the general assembly meetings of the company, the items specified in the TCC, capital market legislation and the regulations of the CMB are discussed and necessary decisions are taken accordingly. It is mandatory to include the items to the general assembly's agenda, which CMB is intended to be discussed or announced to the shareholders at the general assembly meeting without complying with the principle of adherence to the agenda. The general assembly meetings and negotiations and quorum at these meetings shall be subject to the provisions of the TCC, capital markets legislation, and the corporate governance principles and other regulations of the CMB.

**13.3.5 Chairing the Meeting:** General Assembly meetings are chaired by the chairperson of the board of directors or the vice chairperson. In the absence of the chairperson or vice chairperson of the Board of Directors, the meeting is chaired by a chairperson elected by the Board of Directors, who is not necessarily required to be a member of the Board of Directors or a shareholder. If deemed necessary by the Chairperson, the Chairperson appoints the minutes clerk and the vote collector, who are not necessary required to be shareholders, and forms the presidency accordingly.

**13.4 Electronic General Assembly:** The beneficiaries entitled to attend the General Assembly Meetings of the Company may also attend such meetings in electronic environment under the Article 1527 of the TCC. The company may establish the General Assembly System by which

the beneficiaries can attend the General Assembly meetings electronically, express their opinions, make suggestions and vote, in addition to buying services from the systems created for this purpose, under provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies". In the General Assembly meetings to be held, the beneficiaries and their representatives shall be able to exercise their rights specified in the provisions of the aforementioned regulation under the provisions of this Article of Association.

**13.5 Presence of a Ministry Representative in Meetings:** In case of presence of a Ministry Representative in the ordinary and extraordinary general assembly meetings, the provisions of the TCC, capital markets legislation and relevant legislation shall be followed.

**13.6 Internal Directive of the General Assembly:** The working procedures and principles of the general assembly are determined by the internal directive approved and registered and announced by the general assembly.

**Announcement:**

**Article 11**

Announcements of the company are made under the provisions of the Turkish Commercial Code, the capital market legislation and the relevant legislation, within the specified periods and on time. If any newspaper is not published locally, it is announced on the closest gazette.

Announcements regarding the special cases under the regulations of the CMB and any kinds of announcements and disclosures to be required by CMB are made under the relevant legislation, within the specified periods and on time.

**Fiscal Period:**

**Article 12**

The company's fiscal year starts on the first day of January and ends on the thirty-first day of December.

**Profit Determination and Distribution:**

**Article 13**

The company acts in compliance with the provisions of the TCC and capital market legislation regarding profit determination and distribution.

After deducting the general expenses of the Company and the amount required to be paid or allocated by the Company such as miscellaneous depreciation from the company revenue determined at the end of the activity period, as well as the taxes required to be paid by the Company's legal entity, the period's profit amount to be obtained and seen in the annual balance sheet after deducting the losses of the previous year, if any, is distributed as follows, respectively:

**General Legal Reserve:**

(a) Five percent is allocated as legal reserves until it reaches twenty percent of the capital.

**The First Dividend:**

(b) The first dividend is allocated from the remainder, under the TCC and capital market legislation, within the framework of the Company's profit distribution policy, over the amount to be obtained after adding the donation amount made during the year, if any.

(c) Following the aforementioned reductions, the general assembly is entitled to decide on the distribution of the dividend to the members of the board of directors, employees of the partnership and persons other than the shareholders.

**The Second Dividend:**

After deducting the amounts specified in subparagraphs (a), (b) and (c) from the net profit for the period, the general assembly is authorized to distribute it partially or completely as a second dividend or to allocate it as a reserve fund voluntarily allocated, under Article 521 of the TCC.

**General Legal Reserve:**

Ten percent of the amount to be obtained after deducting the dividend at the rate of 5% of the capital from the part decided to be distributed among the shareholders and other persons participating in the profit is included into the general legal reserve under the second paragraph of the Article 519 of the TCC.

Unless the reserves required to be allocated under the TCC and the dividend determined for the shareholders in the Article of Association or the profit distribution policy are allocated, any decision cannot be taken to allocate other reserves, to transfer profits to the next year, to distribute dividends from the profits to the members of the board of directors, employees of the partnership and persons other than the shareholders. Unless the dividend determined for the shareholders is paid in cash, any dividends cannot be distributed to such persons.

The dividend is distributed equally to all existing shares as of the distribution date, regardless of their issue and acquisition dates.

The dividend distribution manner and time decided to be distributed is determined by the General Assembly upon the proposal of the Board of Directors in this regard.

The dividend distribution decision taken by the General Assembly under the provisions of this Article of Association cannot be revoked unless permitted by the law.

**Dividend Advance:****Article 14**

The general assembly may decide that dividend advance shall be distributed to the shareholders under the CMB and provisions of the related regulation. When calculating and distributing the dividend advance amounts, the provisions of the related regulation are complied with. The Board of Directors may be authorized to distribute the dividend advances limited to the relevant accounting period, upon the decision of the General Assembly.

**Legal Provisions:****Article 15**

For the points not included in this Article of Association, the provisions of TCC; capital market legislation and other relevant legislation shall apply.

**Transfer of Shares:****Article 16**

The transfer of shares is performed in compliance with the Turkish Commercial Code, the capital market legislation and the relevant legislation.

Group (A) and (B) shares can freely transferred without any limitations. In order to transform any of the Group (A) shares into a divided to be traded in the stock exchange for any reason, it is required to perform an amendment in the Article of Association for transforming these shares into Group (B) shares and obtain the approval of the General Assembly regarding the change in the Article of Association.

If the Company buys back its own shares, the capital market legislation and other relevant legislation are complied with and all necessary special cases announcements and disclosures are made accordingly.

**Capital Market Instrument Issuance:****Article 17**

The Company may issue capital market instruments to be sold to real and legal persons at home and abroad, within the framework of the capital market legislation and the regulations of the CMB. For the limit of capital market instruments in the nature of debt instruments to be issued, the provisions of the Capital Markets Board and other relevant legislation are followed.

The Board of Directors is authorized for an indefinite time period for the Company to issue any kind of bonds, financial bonds, participation certificates, lease certificates, other capital market instruments in the nature of debt instruments and all other capital market instruments under the provisions of the relevant legislation.

In the issuances to be made, the limits and provisions specified within the framework of the CMB and the relevant legislation shall be followed.

### **Independent Audit:**

#### **Article 18**

The relevant articles of the TCC and the capital market legislation shall apply to the audit process of the company and other points stipulated in the legislation.

The financial statements and reports required to be drawn up by the CMB and the independent audit reports are disclosed to the public under the relevant provisions of the TCC and the procedures and principles stipulated in the capital market legislation.

### **Notification:**

#### **Article 19**

The company fulfills its obligations to notify the CMB in compliance with the procedures and principles stipulated in the capital market legislation, and its obligations to inform the public regarding the financial statements and reports and independent audit reports stipulated in the legislation, under the regulations stipulated by CMB.

### **Donations:**

#### **Article 20**

The upper limit of the donations to be made by the Company is determined by the General Assembly. The annual total amount of the donations to be made accordingly cannot exceed 2,000,000.00 TL and the donations made are added to the distributable dividend base. CMB has the authority to set an upper limit on the amount of donations to be made. Donations cannot be in violation of the regulations of CMB regarding the concealed gains and other relevant legislation provisions, and the necessary special case disclosures and announcements are made and information on the donations made during the year is presented to the shareholders at the General Assembly.

### **Dissenting Shareholder Rights**

#### **Article 21**

The dissenting shareholder rights of the shareholders that constitute one twentieth of the capital, which are regulated in Articles 411, 420, 439, 486, 531, 559 and other articles of the TCC, in

the capital market legislation, CMB regulations and other relevant legislation, and the exercise of such rights cannot be restricted or prevented.

**Amending the Article of Association:  
Article 22**

For all amendments to be made on the Article of Association, it is required to obtain the prior approval of CMB and the consent of Ministry of Commerce. After obtaining the necessary approvals and consents regarding the Article of Association amendments, decision is taken in the General Assembly meeting to be called for under the provisions of the TCC, the capital market legislation and the Articles of Association, within the framework of the capital market legislation and the provisions specified in the Articles of Association. The draft amendments to be made on the Articles of Association not approved by CMB or not approved by the Ministry of Commerce cannot be included in the agenda of the General Assembly and cannot be discussed. Amendments made in the Articles of Association become valid after they are duly approved and registered with the trade registry. Amendments made in the Articles of Association do not enter into force before registration against third parties.

If the amendment made on the Article of Association is in violation with the rights of the privileged shareholders, the decision of the General Assembly is required to be approved by the board of privileged shareholders.

It is mandatory to register the amendments made on the Article of Association to the Trade Registry and announced in the Turkish Trade Registry Gazette and within the framework of the public disclosure obligations of the capital market legislation.

**Compliance with Corporate Governance Principles:  
Article 23**

The Corporate Governance Principles required to be implemented by the CMB are followed. The actions and Board of Directors decisions taken without following the mandatory principles are invalid and deemed in violation with the Article of Association.

The regulations of CMB regarding the corporate governance are complied with in the transactions deemed significant for the implementation of the Corporate Governance Principles, in the Company's related party transactions, and in transactions related to giving guarantees, pledges and mortgages in favor of third parties.

**Termination and Liquidation of the Company:  
Article 24**

For the termination, liquidation and related procedures, the provisions of the Turkish Commercial Code, the capital market legislation and other relevant legislation shall apply.