

**ASELSAN  
ELEKTRONİK SANAYİ VE TİCARET A.Ş.  
ARTICLES OF ASSOCIATION**

**SECTION I  
MAIN PROVISIONS**

**Establishment:**

**Article 1 -** A joint stock company has been established among the founders whose names, surnames and domiciles are mentioned below, in accordance with the provisions of the Turkish Commercial Code numbered 6762 regarding the immediate establishment of joint stock companies.

**Founding Partners:**

- 1 - Türk Kara Kuvvetlerini Güçlendirme Vakfı  
Milli Savunma Bakanlığı  
Müdafaa Caddesi – ANKARA
- 2- Ordu Yardımlaşma Kurumu  
Ziya Gökalp Caddesi No: 64 – ANKARA
- 3- Türkiye Vakıflar Bankası T.A.O.  
Bankalar Caddesi No:44 – ANKARA
- 4- Yapı ve Kredi Bankası A.Ş.  
İstiklal Caddesi Korsan Çıkmaşı No: 1  
Beyoğlu – İSTANBUL
- 5- Türk Polis Teşkilatını Güçlendirme Vakfı  
Etibank Yanı Beyazsaray Apartman Kat 2 No: 27  
Sıhhiye – ANKARA

**Title of the Company:**

**Article 2 -** The title of the Company shall be  
**ASELSAN Elektronik Sanayi ve Ticaret Anonim Şirketi.**

**Purpose and Scope:**

**Article 3 -** The company has been established for the purpose of performing for all types of organizations, enterprises and consumers; all sorts of research, development, engineering, production, test, assembly, integration and sales services, provisioning of after sales services, merchandising, having merchandise; in relation to various software, device, system tools, equipment and platforms within the scope of electrical, electronics, microwave, electro-optics, guidance, computer, informatics, cryptology, security, mechanics, chemistry and similar subjects within the field of land, air, sea and space

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appliances; and for the purpose of conducting all kinds of undertakings and activities within the scope of project engineering, consultancy, servicing, training, contracting, construction, publishing, commercial, administration of business enterprise and internet services.

In order to fulfill this purpose, on condition that Turkish Commercial Code, Capital Market Law and other relevant regulations are complied with and the necessary announcements required by the Capital Markets Board are made within the scope of the material disclosures, for ensuring the investors are kept informed, the Company may:

- a) Build and run factories, plants and workshops.
- b) Execute any type of contracts with domestic and foreign companies including license and technical assistance agreements.
- c) Perform the activities within its field of occupation or to have these activities perform or to jointly perform these activities or carry out its production under its own trademark or any other trademark.
- d) Import all kinds of goods including components, spare parts, devices, equipment, raw and finished materials in relation to manufacturing subjects.
- e) Sell and have others sell all kinds of components, spare parts, devices, equipment, systems, raw and finished materials and software in relation to manufacturing subjects, in domestic and overseas markets. It can establish companies or agencies with the aim of selling these goods.
- f) Become a distributor or an agent of domestic and foreign companies operating within the field of activities of the Company.
- g) Provide or have other persons and companies provided the maintenance and after sales services of the goods the Company sells.
- h) Borrow in all manners.
- i) Stand surety and accept surety
- j) Make all kinds of industrial, commercial and financial transactions.
- k) Provide aid and make donations, in kind and/or in cash, to institutions, entities, foundations and associations that conduct scientific research and development activities, to institutions, entities, foundations and associations established for social purposes, to the construction of schools, health facilities, etc. which constitute public interest, to other activities that are considered as beneficial by the Company; provided that such aid and donations do not contradict to the regulations of Capital Market Law on hidden profit transfer, the donations (including the donations made during the year) are brought to the attention of the shareholders at the General Assembly and the upper limit for aid and donations to be made is decided by the General Assembly. The Board of Directors is authorized to take the decisions for aid and donations. The company shall be entitled to

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accept grants within its field of activities.

l) Participate in the companies that are or to be established, provided that such participations do not contradict to the regulations of Capital Market Law on hidden profit distribution, or establish companies, where such companies are in line with the field of activity of the Company.

m) Take over, transfer and sell all kinds of equity shares, dividend shares, bonds, interest and dividend coupons and all securities and their coupons, exchange the same with all kinds of goods and securities, accept or provide them as guarantee; provided that such acts are not within the scope of investment services and activities.

n) Take over, purchase, rent or transfer, sell and lease all kinds of movable and immovable assets, or establish and renounce all kinds of guarantee declaration rights (including mortgage), cancel the mortgages or accept all kinds of real warranties and real rights established in its favor.

o) Perform or have others performed all kinds of small and large scale repair works and complete construction works or all other construction works which are related to the field of activity of the Company; for/on/at the factories, plants, workshops, buildings of general administration, business units and similar and all surface and underground schemes thereto and movable and immovable mechanisms under the possession of the Company.

p) Acquire all kinds of rights and receivables, transfer and assign the same or to establish all kinds of guarantee on to the same or accept the guarantees established in favor of the Company.

r) Establish employee aid and savings foundation or similar foundations.

s) Act as Internet service provider and make sales to the end users.

t) Engage in all kinds of commercial transactions with regard to Internet.

u) Provide and/or have others provided all kinds of advertisement, electronic trade, training and similar remote access, communication services within the Internet environment.

v) Establish and/or have others established the necessary laboratories and research centers with regard to Research and Development (R&D).

y) Perform and/or have others perform all kinds of maintenance, repair, servicing, calibration, study – project, consultancy, training, publishing, system operation and similar works.

**Headquarters and Branches of the Company:**

**Article 4 -** The headquarters of the Company is located at the city of Ankara, Yenimahalle district, Mehmet Akif Ersoy Mahallesi, 296. Cadde No:16. The company is entitled to establish branches (as many as required) inside and outside of Republic of Turkey, by informing

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the ministry of Customs and Trade and the Capital Markets Board. In case the address is changed, the new address shall be registered in the trade registry and shall be notified to the Ministry of Industry and Trade and the Capital Markets Board. Notifications made to the registered and announced address shall be deemed as being made to the Company.

**Term of the Company:**

**Article 5 -** The term of the Company shall be perpetual.

**SECTION II**

**CAPITAL OF THE COMPANY, EQUITY SHARE PAYMENT METHOD**

**Registered Capital of the Company:**

**Article 6 -** The Company has accepted the registered capital system in accordance with the provisions of the Law No. 2499 and the Company has implemented this system with the consent No. 151 of the Capital Markets Board, dated 7/3/1991.

The registered capital upper limit of the Company is 2.000.000.000,-TL (only/twobillion TL) and is divided into 2.000.000.000 (twobillion) shares, each having a nominal value of 1 TL.

The registered capital upper limit consent granted by the Capital Markets Board is valid for the years 2018-2022 (5 years). Even if the permitted registered capital upper limited is not reached at the end of the year 2022, it is obligatory for the Board of Directors to receive authorization from the General Assembly for a new term, with the consent of the Capital Market Boards for the previously allowed upper limit or a new upper limit value after the year 2022. In the event that above mentioned authorization is not received, capital increase cannot be made with a resolution of the Board of Directors.

The issued capital of the Company shall be 2.280.000.000,-TL (only/two billion two hundred eighty million TL) and shall be divided into 2.280.000.000 (two billion two hundred eighty million TL) shares, each having a nominal value of 1 TL. 150.312.645,71 TL of the issued capital of the Company has been paid in cash; 1.285.220.570,-TL of the issued capital of the Company has been covered by the dividends that are added to the capital and are distributed to the shareholders in proportion to their shares; 14.710.154,29,-TL of the issued capital of the Company has been covered by adding the Revaluation Fund to the capital in accordance with the Article 298 (bis) of the Tax Procedure Law No. 213; 100.832.704,15 TL of the issued capital of the Company has been covered by the favorable balance of capital adjustment (Inflation Adjustment of Capital), 52.394.609,57 TL from Special Funds, 201.703,02 TL from Share Premium and 676.327.613,26 TL from Extraordinary Reserves. The issued capital has been divided into shares as shown below.

All shares are registered to the name of the shareholder.

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Share Group	Nominal Value of Each Share	Number of Shares	Amount (TRY)	To the Name or To the Bearer
Group A	1 TL	1.210.909.090,92	1.210.909.090,92	To the Name
Group B	1 TL	1.069.090.909,08	1.069.090.909,08	To the Name
TOTAL		2.280.000.000	2.280.000.000	

The Board of Directors shall be authorized to increase the issued capital up to the registered capital upper limit when it deems necessary between the years 2018 and 2022, in accordance with the provisions of the Capital Market Law, by issuing shares to the name.

Moreover, the Board of Directors shall be authorized in matters regarding issuing preferred shares or issuing shares above the nominal values. Regarding capital increases by restricting preemptive rights, the shares to be issued shall be Group B.

Group A shares are preferred shares registered to the name.

In the event that reserves are added to the capital, the issued shares equal to the value of added reserves shall be distributed on the basis of the shareholders' ownership rate of the shares as a bonus.

As the company operates in security and defense sector; Group A shares shall not be sold or transferred without the consent of the Board of Directors; in the event that these shares are transferred or sold to third parties partially or completely without the consent of the Board of Directors, the Board of Directors is entitled to abstain from recording this sale in the records.

The preemptive right of the shareholders in capital increases shall be exercised within their own groups in accordance with Article 461 of the Turkish Commercial Code. Group A shares remaining after the preemptive rights have been exercised, shall be firstly offered to other Group A shareholders; and in the event that there are still remaining shares which are not sold after this process, the remaining shares can be sold to non-Group A shareholders or real or legal persons who will become new shareholders. In this case, the Board of Directors is not entitled to abstain from the sale to the new Group A shareholders in the records.

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

**Issuance of Bonds and Other Securities:**

**Article 7 -** The Company can issue in accordance with the Turkish Commercial Code, Capital

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Market Law and other legislative provisions in force; all kinds of bonds, commercial papers, profit and loss sharing certificate, or other securities or valuable papers which are accepted by the Capital Markets Board; as to be sold to real and legal persons inside and outside of Republic of Turkey.

The securities within the scope of this article, which can be issued by the resolution of the Board of Directors in accordance with the Capital Market Legislation, shall be issued by the resolution of the said Board of Directors.

**SECTION III**

**BOARD OF DIRECTORS, ITS TERM OF OFFICE, TERMS OF ELECTION, MEETINGS,  
DUTIES AND AUTHORITIES**

**Board of Directors:**

**Article 8 -** The affairs and management of the Company shall be carried out by the Board of Directors comprising a total of 9 members, 6 members of which shall be elected by the General Assembly as per the provisions of the Turkish Commercial Code among the Group A preferred shareholders or the candidates nominated by them, and 3 members of which shall be elected as independent members under the regulations of the Capital Markets Board.

The Board of Directors can elect one or two of its members as executive members.

The provisions of the Turkish Commercial Code is applied for the duty period of the members of the Board of Directors, which are elected among the Group A preferred shareholders or the candidates nominated by them.

The membership criteria, duty period, working principles and field of duties of the independent members of the Board of Directors and similar issues in connection therewith shall be determined in accordance with the provisions of the Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board in connection with corporate governance and other relevant legislation.

In the event that there is a vacant seat, the Board of Directors shall temporarily elect one person who complies with the conditions of being a member, and shall submit such person for the approval of the first General Assembly to convene. The member who is elected in this manner shall serve until the General Assembly Meeting. The regulations of the Capital Markets Board are applicable, in connection with the vacant seat of an independent member of the Board of Directors.

**First Board of Directors Members:**

**Article 9** - Has been removed.

**Board of Directors Meetings:**

**Article 10** - The Board of Directors shall convene when it is required and at least once in a month at the Company's headquarters or within the city borders where the partner who possesses at least 50% of the capital is present and in Republic of Turkey. Each year, the Board of Directors shall elect a chairman and a deputy chairman among its members.

The Board of Directors member, who does not attend the Board of Directors meetings on three (3) consecutive occasions without giving any excuse, shall be regarded as having resigned from the position of Board of Directors Membership.

**Quorum of Meeting and Decision Making:**

**Article 11** - The Board of Directors shall convene with the majority of the number of the members. The decisions shall be taken by the majority votes of those present. In the event that there is a tie in the voting, the matter shall be postponed until the subsequent meeting. In the event that there is a tie in the voting on the same subject in the subsequent meeting, the motion shall be regarded as rejected. The resolutions taken shall be registered in the Board of Directors decision book and shall be signed by the members.

The provisions of the Turkish Commercial Code, Capital Market Law, regulations of the Capital Markets Board in connection with corporate governance and other relevant legislation are taken into account with respect to the meetings and decision making quorums of the Board of Directors as well as with respect to any Board of Directors members assuming duties and positions outside the Company. Any action and resolutions taken by the board of Directors without complying with the Corporate Governance Principles, which are made obligatory as to be complied by the Capital Markets Board, are invalid and considered as in contrary to the Articles of Association.

**Representation and Management of the Company:**

**Article 12** - The authority of representation and management of the company in all respects, including the authorization for representation of the company before public or private institutions and persons, assemblies, courts, all judicial and administrative authorities and the authorization for compromise, release and arbitration in/of disputes, shall belong to the Board of Directors. The Board of Directors can transfer all or some of this authorities to the executive members in compliance with the relevant provisions of the Turkish Commercial Code and the Capital Market Law. All documents prepared on behalf of the company shall bear the signature of two people who shall be authorized under the name of the company.

**Duty and Authorities of the Board of Directors:**

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**Article 13** - The Board of Directors shall decide on all matters which do not require a resolution to be obtained from the General Assembly. The Board of Directors shall have the authority to determine and control all commercial activities and all policies which concern the Company and affiliates. The approval shall be received from Turkish Armed Forces Foundation prior to taking resolution for entering into undertakings which put the company under heavy obligations such as undertaking new projects, fixed asset investment or fixed asset sale both domestic and foreign, taking on financial debts; in amounts that exceed 20% of the total assets (on case by case) according to the latest published balance sheet of the Company. The Board of Directors shall perform its duty in accordance with the “Board of Directors Operation Regulation. The Board of Directors shall be authorized for:

- a) Carrying out the decisions taken by the General Assembly,
- b) Calling the General Assembly for ordinary and extraordinary meetings in accordance with the provisions of this Articles of Association and the Turkish Commercial Code, and preparing the agenda,
- c) Performing its authority of legal representation,
- d) Making proposals to the General Assembly with regard to all kinds of changes foreseen in the Articles of Association and adding new articles thereto,
- e) Ensuring that the books, which are required to be kept by the laws, are duly kept and preparing the annual balance sheet, profit and loss accounts,
- f) Determining the strategic plans, and annual budget, work, project and production programs, and organization plans; controlling their implementation; monitoring whether the works performed are in compliance with the laws, by-laws and regulations and changing the same when necessary,
- g) Ensuring the preparation of the general regulations regarding the management of the Company,
- h) Preparing an Annual Work Report at the end of each fiscal period which covers the commercial and financial standing of the Company and the summary and results of the works performed in the same period, and submitting it to the examination of the General Assembly and the Auditors.
- i) Making proposals to the General Assembly with regard to the method of distribution of the net profit of the Company, calculation and disbursement of the legal and extraordinary reserves,
- j) Determining the type, time and conditions of all kinds of activities within the field of activity of the Company, giving approval in matters regarding execution of the same,
- k) As a requirement of effective management of human resources and corporate governance, designating and implementing the compensation system in accordance with the Turkish Armed Forces Foundation Affiliates Wage Principles Document.
- l) With regard to the assignment and dismissal of personnel;
  - (1) Assigning and dismissing the Chief Executive Officer of the Company,
  - (2) Carrying out the recruitment, assignment and dismissal of the other personnel in accordance with relevant Company regulations.

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- (3) Designating the staff of top executives such as Chief Executive Officer, Vice President, Coordinator, Consultant (Advisor), Director etc., and signing employment contracts with the persons who are assigned to these positions and the other persons, which provide privileges in addition to the Labor Law provisions. (The Board of Directors is not permitted to transfer these rights to one or several members of Board of Directors, Chief Executive Officer or other persons.)
- m) Creating pledges and mortgages on the movable and immovable assets, rights and receivables of the Company,
- In so far the regulations of the Capital Markets Board regarding corporate governance shall be complied with, in any kind of related party transactions and in giving guarantees, pledges and mortgages for the benefit of third parties, for in terms of implementation of the Corporate Governance Principles.
- n) Determining and approving the conditions of the dealings with the banks and other financial institutions,
- o) Compromising, releasing and arbitrating,
- p) Issuing bonds and other securities in accordance with the Capital Market Law and Legislation,
- r) Appointing an Independent Auditing Firm in accordance with the Capital Market Law Article 16,
- s) Regulating the principals of purchase, sale and other transactions regarding the securities of the Company,
- t) Taking resolution on the purchase, sale, rent and lease of real estates for the Company,
- u) Granting approval for operating under other brands,
- v) Examining and granting approval for business transactions including any agreement which might be executed with another company or the shareholders or affiliates of another company.
- y) Approval of Turkish Armed Forces Foundation shall be received by drafting feasibility and/or evaluation reports regarding legal, financial and technical aspects of the subject prior to taking resolution regarding issues which put the company under obligations and commitment such as establishing or becoming partner of an established company, opening a branch; increasing the capital, increasing and decreasing the current rate of the shares, buying, selling or transferring shares in the associated company regardless of the amount. (Temporary acquisition of the equity shares, which are quoted on domestic and foreign stock exchanges, for the purpose of generating income or profit, shall be excluded from the scope of this provision.)
- z) In the transactions which are considered material in terms of implementation of the Corporate Governance Principles, the regulations of the Capital Market Law with respect to corporate governance shall be complied with.
- aa) Forming the required committees in scope of the Turkish Commercial Code and Capital Market Law.

The provision of the Turkish Commercial Code and the Capital Market Law with respect to the duties of the Board of Directors are reserved.

**Transfer of the Authorities to the Chief Executive Officer (CEO):**

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**Article 14** - As it deems necessary, Board of Directors may transfer its representation and management authorities of which are considered as required to Chief Executive Officer (CEO) who is among the shareholders or from outside of the company; in order to carry out the resolutions of the Board of Directors in compliance with the provisions of the Turkish Commercial Code and Capital Market Law relevant to the duties and authorizations of the Board of Directors. The Board of Directors may transfer to the office of the CEO its authority to take resolution with regard to canceling the signature authorities of personnel. Term of office of the CEO may exceed the term of office of the Board of Directors. The CEO attends the Board of Directors meetings and discussions without any right to vote. The CEO may transfer its duties and authorities with regard to the execution of the Board of Directors resolutions but it is not permitted to transfer his/her administrative duties.

**Wages of the Chairman and the Members:**

**Article 15** - The monthly wages of the Board of Directors Chairman and the members and executive member(s) shall be resolved by the General Assembly.

**SECTION IV**

**AUDITORS, CONDITIONS FOR ELECTIONS, WAGES, DUTIES**

**Auditors:**

**Article 16** - With respect to the audit of the Company along with the other matters stipulated in the legislation, relevant articles of the Turkish Commercial Code and Capital Market Legislation are applied.

**Duties of the Auditors:**

**Article 17** - Has been removed.

**Wages of the Auditors:**

**Article 18** - Has been removed.

**SECTION V**

**ORDINARY AND EXTRAORDINARY MEETINGS, QUORUM, PLACE OF MEETING,  
COMMISSIONER, REPRESENTATIVE, RIGHT TO VOTE**

**General Assembly:**

**Article 19** - The ordinary General Assembly meeting shall be held within three months after the end of the fiscal year of the Company and at least once a year. In the ordinary General Assembly meeting, the issues in the agenda which is prepared by the Board of Directors shall be discussed and resolved taking into account the provisions of Article 409 and 413

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of the Turkish Commercial Code. The Extraordinary General Assembly shall convene when the business of the Company calls for it and shall take the required resolutions. The place and time of the meeting shall be duly announced.

The working methods and principles of the Company are defined with an Internal Directive registered and announced and approved by the General Assembly.

**Participation to the General Assembly meeting through electronic environment:**

The Shareholders having the right to attend the meeting may also attend these meetings through electronic environment as per Article 1527 of the Turkish Commercial Code. The Company may, as per the provisions of the Regulation Regarding the General Assemblies of the Joint Stock Companies Which Shall be Held In Electronic Environment, establish an electronic general assembly system which shall enable the shareholders to attend the meetings through electronic means and give opinions and make proposals and vote as well as purchase a system specifically designed for this purpose. As per this provision of the articles of association, the shareholders and their representatives are enabled to use their whole rights stipulated in the provisions of the mentioned Regulation.

**Quorum of Meeting and Decision Making:**

**Article 20** - The Ordinary and Extraordinary General Assembly meetings and the quorum in these meetings shall be subject to the relevant provisions of the Turkish Commercial Code.

**Quorum in Special Circumstances:**

**Article 21** - Has been removed.

**Place of Meeting:**

**Article 22** - General Assembly meetings shall convene at the Company Headquarters or where the Board of Directors deems appropriate.

**Presence of the Commissioner in the Meeting:**

**Article 23** - The presence of the representative of the Ministry of Customs and Trade in the Ordinary and Extraordinary General Assembly Meetings is mandatory. The resolutions taken at the meetings in absentia of the representative are not valid.

**Assignment of a Representative:**

**Article 24** - The shareholders are permitted to have themselves be represented in the General Assembly meetings by the representative they assign among or outside the shareholders. The representatives who are shareholders in the Company shall be authorized to cast the vote of the shareholders they represent in addition to their own votes. The Board of

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Directors shall determine and announce the format of power of attorney pursuant to the Turkish Commercial Code and within the framework of the regulations of the Capital Markets Board and the Ministry of Customs and Trade.

**Right to Vote:**

**Article 25** - The shareholders and the proxies who are present in the Ordinary and Extraordinary General Assembly have one voting right against each equity share. In the event that an equity share has more than one owner, the owners of such equity share shall be able to vote only through one representative either elected from among each other or a third person.

**Method of Voting:**

**Article 26** - At the General Assembly Meetings, the votes shall be cast by raising hands and as for the electronic general assemblies, votes are cast pursuant to the relevant stipulated regulations.

**SECTION VI**

**CAPITAL INCREASE, ANNUAL ACCOUNTS, PROFIT DISTRIBUTION, RESERVES**

**Capital Increase:**

**Article 27** - Has been removed

**Annual Accounts:**

**Article 28** - The fiscal year of the Company starts on first day of January and ends on the last day of December.

**Documents to be delivered to the Capital Markets Board and the Ministry of Customs and Trade:**

**Article 29** - With respect to the documents to be delivered to the Capital Markets Board and the Ministry of Customs and Trade, regulations of the Turkish Commercial Code, Capital Markets Board and the Ministry of Customs and Trade are applied.

**Net Profit and Its Distribution:**

**Article 30** - The amount; which remains after deduction of the amounts that are mandatory to be allocated and paid by the Company from the ascertained incomes, depreciation and extraordinary expenses, corporate tax and similar taxes and funds at the end of the fiscal year and which is stated in the balance sheet shall constitute the net profit. The net profit shall be allocated in the order stated below after the deduction of the previous year losses, if any.

From the net profit;

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- a) 5% is reserved as the legal reserve as per article 519 of the Turkish Commercial Code until it equals 20% of the paid in capital;
- b) After adding the amount of the donations within the year, if any, to the remaining amount, the profit share is reserved over this reached amount pursuant to the Turkish Commercial Code and the Capital Market Legislation.
- c) From the remaining profit, a bonus at a ratio which is determined by the General Assembly (up to 10% of the remaining profit) shall be distributed to officers and employees and the remaining part shall be distributed to the shareholders in a manner determined by the General Assembly.
- d) 5% dividend is deducted from the amount which has been decided to be distributed to shareholders and the others who participate to the profit and one tenth of the reached amount is added to the legal reserve as per sub clause 2 of article 519 of the Turkish Commercial Code.

The regulations of the Capital Markets Board are abided by as for the annual profit sharing process.

The dividends are distributed equally regardless of all the existing shares and their issue and acquiring dates.

Unless no legal reserves are reserved which is mandatory as per the provision of the law and unless the dividend stipulated in the articles of association for the shareholders is distributed, the reserve of further legal reserves, transfer of the profit to the subsequent year and the distribution of profit shares to the Board of Directors members and the employees may not be resolved.

**Time of Profit Distribution:**

**Article 31** - The date when the annual profit shall be distributed to the shareholders and the method by which such distribution shall be made is resolved by the General Assembly upon the proposal of the Board of Directors by also taking into consideration the provisions of the Capital Market Law.

**Excess Reserves and Voluntary Legal Reserves:**

**Article 32** - The General Assembly may resolve that, all of the annual profit other than the part decided to be distributed may be reserved as excess reserve or voluntary legal reserve for the allocation of compensating losses, growth, amortization, renewal, donation and similar purposes.

**SECTION VII**

**Termination and Liquidation of the Company:**

**Article 33** - The relevant provisions of the Turkish Commercial Code shall be applied with regard to

the termination and liquidation of the Company and the procedures related thereto.

**SECTION VIII  
MISCELLANEOUS PROVISIONS**

**Amendment of the Articles of Association:**

**Article 34** - The permission of the Ministry of Customs and Trade and the consent of the Capital Markets Board shall be obtained before any amendment to be made to the Articles of Association. The amendments made in this regard shall be valid as of their date of announcement after being duly verified and registered in the Trade Registry.

**Announcements of the Company:**

**Article 35** - The matters which relate to the Company and are required to be announced, shall be done via a newspaper which is distributed at the area where the headquarters of the company is located, on the website of the Company, on the Public Disclosure Platform and at places where determined by the Capital Markets Board on condition that the provision of the Turkish Commercial Code Article 35 paragraph 4 is reserved. If an announcement relates to an invitation to a meeting, it shall be made at least 3 weeks prior to the date of such meeting pursuant to the regulations of the Capital Markets Board.

The provisions of the Turkish Commercial Code Articles 474 and 532 are applied for the announcements regarding capital decrease and liquidation.

As for the announcements made by the Company, the regulations of the Turkish Commercial Code and the Capital Markets Board long with the relevant legislations shall be abided by.

**Court of Competent Jurisdiction:**

**Article 36** - All conflicts which might arise between the Company and the shareholders shall be resolved and concluded by the court of jurisdiction in the area where the headquarters of the Company is located.

**Articles of Association to be dispatched to the Ministry;**

**Article 37** - Has been removed