

BORSA İSTANBUL A.Ş. ARTICLES OF ASSOCIATION AMENDMENTS DRAFT

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CURRENT VERSION	SUGGESTION
<p>Purpose and subject of activities ARTICLE 3</p> <p>(2) To attain this purpose and to realize its subject, the Company may carry out below businesses and transactions, provided that required permissions are obtained as per the legislation, and perform other activities allowed by capital market legislation:</p> <p>...</p> <p>i) Purchasing, renting, creating any kind of information technologies, software, program, know-how, license, purchasing, operation, supervision, auditing, remote access systems, data center, co-location, information systems hosting, computer hardware, terminals and technological infrastructure concerning stock exchange activities, renewing, improving, developing, selling those available, entering into any kind of partnership, cooperation and agreement with the persons and entities operating in these fields, building strategic partnerships when required, purchasing any kind of rent and before- or after-sale technical assistance, training, service, maintenance and repair, good or service with relation thereto or providing the others with this type of services,</p> <p>...</p> <p>m) Creating infrastructures to provide the companies with shares traded in the stock exchange, the members and other users with any kind of corporate service for this purpose, making investments or having the others create these infrastructures,</p> <p>...</p> <p>o) Organizing conferences, seminars and courses for the purpose of training the investors in the field of capital market, as well as the employees of the companies with shares, instruments and products traded in the stock exchange, of the investment institutions authorized to trade in the stock exchange, and other institutions in the sector,</p>	<p>Purpose and subject of activities ARTICLE 3</p> <p>(2) To attain this purpose and to realize its subject, the Company may carry out below businesses and transactions, provided that required permissions are obtained as per the legislation, and perform other activities allowed by capital market legislation:</p> <p>...</p> <p>i) Purchasing, renting, creating any kind of information technologies, software, program, know-how, license, purchasing, operation, supervision, auditing, remote access systems, data center, co-location, information systems hosting, computer hardware, terminals and technological infrastructure, renewing, improving, developing, selling those available, entering into any kind of partnership, cooperation and agreement with the persons and entities operating in these fields, building strategic partnerships when required, purchasing any kind of rent and before- or after-sale technical assistance, training, service, maintenance and repair, good or service with relation thereto or providing the others with this type of services,</p> <p>...</p> <p>m) Creating infrastructures to provide the companies with shares traded <u>or have the potential to be traded</u> in the stock exchange, the members and other users with any kind of corporate service for this purpose, making investments or having the others create these infrastructures,</p> <p>...</p> <p>o) Organizing conferences, seminars and courses for the purpose of training the investors in the field of capital market, as well as the employees of the companies with shares, instruments and products traded <u>or have the potential to be traded</u> in the stock exchange, of the investment institutions authorized to trade in the stock exchange, and other institutions in the sector,</p>

<p>ö) Conducting researches in economic, financial and legal matters regarding the financial markets, establishing centers, institutes and companies for this purpose when required, being partners of or cooperating with those existent, organizing national and international meetings bringing together the authorities of the other stock exchanges and market operators, scholars, market participants, regulatory bodies and sector representatives, being sponsor of the seminars, meetings and conferences to be organized,</p> <p>...</p> <p>ş) Borrowing in cash and non-cash as required by its activities in accordance with the corporate management principles determined by Capital Market Board, acting any kind of warrant, pledge, lien, pledge of commercial enterprise, assignment and any kind of guarantee transactions for this purpose in its own or the other's favor and realizing transfers associated thereto and issuing any kind of capital market instruments,</p>	<p>ö) Conducting researches in economic, financial, technological and legal matters regarding the financial markets, establishing centers, institutes and companies for this purpose when required, being partners of or cooperating with those existent, organizing national and international meetings bringing together the authorities of the other stock exchanges and market operators, scholars, market participants, regulatory bodies and sector representatives, being sponsor of the seminars, meetings and conferences to be organized,</p> <p>...</p> <p>ş) Borrowing in cash and non-cash as required by its activities in accordance with the corporate management principles determined by Capital Market Board, acting any kind of warrant, pledge, lien, pledge of commercial enterprise, assignment and any kind of guarantee transactions for this purpose in its own or the other's favor and realizing transfers associated thereto and issuing any kind of capital market instruments,</p>
<p>Head office of the Company Article 4 – (1) Company's head office is located in Istanbul. Its address is "Reşitpaşa Mahallesi Tuncay Artun Caddesi 34467 Emirgan/İstanbul".</p> <p>(2) In case of change in address, new address is registered to trade registry and announced at Turkish Trade Registry Gazette and also notified to Capital Market Board. Notification made to the address that was registered and announced is considered as had been made to the Company. This condition shall be considered as a termination reason for the Company, which does not have its new address registered within the specified term although it leaves its registered and announced address.</p> <p>(3) The company may establish branches, contact offices and agencies with board of directors' resolution.</p>	<p>Head office of the Company Article 4 – (1) Company's head office is located in Istanbul. Its address is "Reşitpaşa Mahallesi Borsa İstanbul Caddesi No:4 34467 Sarıyer/İstanbul".</p> <p>(2) In case of change in address, new address is registered to trade registry and announced at Turkish Trade Registry Gazette and also notified to Capital Market Board. Notification made to the address that was registered and announced is considered as had been made to the Company. This condition shall be considered as a termination reason for the Company, which does not have its new address registered within the specified term although it leaves its registered and announced address.</p> <p>(3) The company may establish branches, contact offices and agencies with board of directors' resolution.</p>
<p>Capital and shareholders</p> <p>ARTICLE 6 – (1) Company's initial capital is 423,234,000 (Four hundred twenty three million two hundred thirty four thousand) Turkish Liras. This capital was</p>	<p>Capital and shareholders</p> <p>ARTICLE 6 – (1) Company's initial capital is 423,234,000 (Four hundred twenty three million two hundred thirty four thousand) Turkish Liras. This capital was</p>

divided into 42,323,400,000 (Forty two billion three hundred twenty three million four hundred thousand) pieces of registered shares each having a nominal value of 1 (one) piaster.

(2) ~~Forty nine percent of this shares representing the capital fully paid in as per the article 138 of the Law are held by the Treasury with any kind of transactions associated with this right ownership to be conducted by Undersecretariat of Treasury, and fifty one percent thereof by Borsa İstanbul Anonim Şirketi (the Company) to be used for the purposes stated in the same Law.~~

(3) ~~These shares representing the capital were divided in groups A, B and C and their distribution among the shareholders is as shown in the below table:~~

shareholder	Group	Number of shares	Share price (TL)	Share rate
Treasury	A	4.232.340	42.323,40	%0,01
Treasury	B	20.734.233.660	207.342.336,60	%48,99
Various	B	2.116.170.000	21.161.700,00	%5
Borsa İstanbul Anonim Şirketi (Company itself)	B	15.490.364.400	154.903.644,00	%36,60
Various	C	3.978.399.600	39.783.996,00	%9,40
Total		42.323.400.000	423.234.000,00	%100

(4) ~~In cases, where the positive vote of the Group A shareholder or board members nominated by it is required as per this articles, resolutions made without obtaining the positive vote thereof are invalid. Validity of resolutions to be passed by the Board of Directors in connection with the following matters depends on participation of at least one of the members of the Board of Directors representing Group A shares in such meeting where these resolutions are to be made and casting of an affirmative vote by that member:~~

a) ~~A proposal for amendment on the Articles of Association;~~

divided into 42,323,400,000 (Forty two billion three hundred twenty three million four hundred thousand) pieces of registered shares each having a nominal value of 1 (one) piaster.

- ~~b) Increasing or decreasing the capital,~~
- ~~c) Performing of all transactions which exceed 10% of revenues contained in the most recent audited financial statements of the company on the basis of each contract, which directly or indirectly bind the company. Making all decisions likely to put the company under a liability at such amount,~~
- ~~ç) Merger with other companies, termination or liquidation of the company,~~
- ~~d) Submission of dividend distribution proposal to General Meeting of Shareholders of the company,~~

~~(5) Where approval of matters requiring affirmative vote by at least one of the members of Board of Directors representing Group A legally requires a resolution to be passed by General Meeting of Shareholders, affirmative votes by Group A shares are necessary in order for the said resolutions to be passed at the General Meeting of Shareholders.~~

~~(6) In the event the company collects cash considerations in return for the shares transferred within scope of clause (c), the sixth paragraph, article 138 of the Law, such consideration is monitored by the company at separate accounts, after deducting all types of taxes, duties, and fees arising out of initial sales in return for cash consideration of shares and amounts to be paid for participation shares to be acquired at other companies with regards to company's scope of activities and/or stock exchange activities as well as transactions of acquiring participation in other companies within the calendar year they pertain to, all of the balance is paid in cash to the Treasury at the end of the calendar year it pertains to. In the event those shares transferred by the company within scope of clause (c), the sixth paragraph, article 138 of the Law, after the period set forth in clause (ç) elapses, is acquired by the company by whatever means, beneficial interest is established over the said shares in favor of the holders of Group A shares as of the date of acquisition until disposal of such shares by the company again. As shares are acquired by the company, beneficial interest is entered into company's share ledger and registered within one month following date of acquisition. The said beneficial interest is exercised by the Undersecretariat of Treasury. All types of revenues and other interests to be gained in the event of disposal of such shares and /or shares acquired by the Company in return for its own shares in accordance with clause (c) or shares acquired by the~~

~~Company in return for cash consideration within scope of the first sentence of this clause as well as dividend / profit share amounts derived by the Company from its own shares in line with clause "e" or shares acquired by it in return for cash consideration within scope of the first sentence of this clause are transferred to the Treasury until such shares are disposed of. Such revenues and interests are monitored by the Company at separate accounts; after deducting any and all taxes, duties and fees, entire balance is paid in cash to the Treasury at the end of the calendar year it pertains to.~~

Type of the share certificates and principles of transfer

ARTICLE 7 - (1) All shares representing the capital are registered. Company's board of directors may resolve to issue share certificates in several denominations to represent multiple shares.

~~(2) Public offering or sale of the publicly owned shares in the framework of the Law is realized in the framework of the principles and procedures to be determined by Council of Ministers upon the suggestion of the Minister under whom the Undersecretariat of Treasury operates.~~

(3) Excluding those to be made under article 138, paragraph six, subparagraph (a), (b) and (ç) of the Law, ~~and paragraph two of this article~~, any kind of transactions leading to direct or indirect transfer of control, even when transfer of shares and share is not of issue, are subject to the permission of Capital Market Board. Share transfer becomes valid upon the board of directors resolution and registry in the share ledger, after the approval of the Capital Market Board. Any kind of transactions leading to direct or indirect transfer of share and control without obtaining the permission of the Capital Market Board, as well as the transfers without board of directors resolution and registry in the share ledger do not inure against the Company.

Type of the share certificates and principles of transfer

ARTICLE 7 - (1) All shares representing the capital are registered. Company's board of directors may resolve to issue share certificates in several denominations to represent multiple shares.

(2) Excluding those to be made under article 138, paragraph six, subparagraph (a), (b) and (ç) of the Law **and Borsa İstanbul A.S shares held by Turkiye Wealth Fund**, any kind of transactions leading to direct or indirect transfer of control, even when transfer of shares and share is not of issue, are subject to the permission of Capital Market Board. Share transfer becomes valid upon the board of directors resolution and registry in the share ledger, after the approval of the Capital Market Board. Any kind of transactions leading to direct or indirect transfer of share and control without obtaining the permission of the Capital Market Board, as well as the transfers without board of directors resolution and registry in the share ledger do not inure against the Company.

(3) The ratio of Borsa İstanbul A.S. shares held by Turkiye Wealth Fund to shares representing the whole Company capital shall not in any way fall below 51%.

~~(4) To ensure protection of shareholding distribution, other share certificates than those in Group A may be transferred within the same group. However, these shares may be transferred to the partners in the other groups or to third persons, with the approval of the Capital Market Board. In so far as the Group A shares, which are exclusively held by the Treasury and for which right of representation in the management is granted, can by no means be transferred.~~

(5) Due to share transfers giving rise to results such as a person's acquisition of a portion representing ten percent or more of the capital by means of direct or indirect ownership of those shares of the Company offered to the public or shares, directly or indirectly, owned by a shareholder exceeding or going below ten percent, twenty percent, thirty three percent or fifty percent of the capital by way of acquiring those shares of the Company offered to the public, ability of the shareholders to exercise shareholding rights except for dividend affiliated with these shares to be acquired by them is subject to the permit of Capital Markets Board. Provisions of this paragraph apply in the event the said rates come into being with acquisition of Company's shares traded at the stock exchange including shares of the Company acquired from outside the stock exchange.

Structure of the board of directors

ARTICLE 8 – (1) Works and administration are realized by the board of directors.

(2) Board of directors consists of ~~ten~~ members which ~~2 (two) among those~~ are elected by the general assembly ~~from the candidates nominated by Group A shareholders, 3 (three) among those are elected by the general assembly from the candidates nominated by Group C shareholders~~ in accordance with Turkish Commercial Code. Election of the candidates nominated by Group C shareholders is made by the general assembly among the candidates to be nominated by Union of Chambers and Exchange Commodities of Turkey, Turkish Capital Markets Association and investment enterprises.

(4) Due to share transfers giving rise to results such as a person's acquisition of a portion representing ten percent or more of the capital by means of direct or indirect ownership of those shares of the Company offered to the public or shares, directly or indirectly, owned by a shareholder exceeding or going below ten percent, twenty percent, thirty three percent or fifty percent of the capital by way of acquiring those shares of the Company offered to the public, ability of the shareholders to exercise shareholding rights except for dividend affiliated with these shares to be acquired by them is subject to the permit of Capital Markets Board. Provisions of this paragraph apply in the event the said rates come into being with acquisition of Company's shares traded at the stock exchange including shares of the Company acquired from outside the stock exchange.

Structure of the board of directors

ARTICLE 8 – (1) Works and administration are realized by the board of directors.

(2) Board of directors consists of **2** members which are elected by the general assembly in accordance with Turkish Commercial Code.

<p>(3) With regard to the determination of number, term of office, assignation procedures and remuneration of independent members of board of directors, Capital Markets Board's regulations apply.</p> <p>(4) Elected board of directors are notified to the Capital Markets Board on the first working day following the date of election.</p>	<p>(3) With regard to the determination of number, term of office, assignation procedures and remuneration of independent members of board of directors, Capital Markets Board's regulations apply. <u>At least one of the independent members of board of directors shall be a woman.</u></p> <p>(4) Elected board of directors are notified to the Capital Markets Board on the first working day following the date of election.</p>
<p>Qualifications and election conditions of the members and prohibitions</p> <p>ARTICLE 9 – (1) As per paragraph six, article 65 of the Law, candidates nominated or elected as the Company's board of directors' members:</p> <p>a) must not be insolvent, have gone bankrupt as per the provisions of Enforcement and Bankruptcy Law dated 9/6/1932 and no. 2004 or no postponement of bankruptcy decree was made against,</p> <p>b) for the enterprises whose one of official authorizations was cancelled by Capital Markets Board of Turkey, must not be one of the persons responsible for the incident requiring this sanction,</p> <p>e) must not have a definitive conviction decree for the crimes stated in the Law,</p> <p>ç) must receive no liquidation order about themselves or enterprises, of which they are partners, as per the Statutory Decree on the Transactions of the Insolvent Stockbrokers dated 14/1/1982 and no. 35,</p> <p>d) must not be condemned with five year or more imprisonment due to an intentionally committed offense or crimes against the state's security, crimes against the constitutional order or functioning of such order, crimes of misappropriation, dishonesty, bribery, theft, fraudulence, forgery, breach of confidence, fraudulent</p>	<p>Qualifications and election conditions of the members and prohibitions</p> <p>ARTICLE 9 – (1) Candidates nominated or elected as the Company's board of directors' members <u>must meet the conditions stipulated in the capital markets legislation.</u></p>

~~bankruptcy, bid rigging, scheming to rig enforcement of the act, hindering, disrupting the information system, eliminating or changing the data, abusing the bank or credit cards, laundering assets obtained from criminal means, smuggling, tax evasion or unjustified benefit, even though the periods stated in article 53 of Turkish Penal Code dated 26/9/2004 and no. 5327,~~

~~e) must have the honesty and reputation required by the job,~~

~~f) Provided that the conditions of experience and training to be set by the Capital Markets Board of Turkey as per article 65, paragraph six of the Law are reserved, must have bachelor's or master's degree in the fields of business administration, economics, finance, public administration, international relations, law, engineering, capital markets or banking and have at least ten years of professional experience.~~

~~Conditions stated in subparagraph (a) and (b) are not considered in enforcement, when ten years elapsed after the date of finalization of the decree of the cancelling, closing down of bankruptcy, or approval of the composition offer, and the decree concerning these respectively.~~

~~(2) Board of directors' members and their spouses and children cannot make purchase and sale transactions in the markets, marketplaces, platforms and systems in the bosom of the Company, as well as in the markets of the other stock exchanges, where the Company is the market operator.~~

~~(3) If one of the board member is decreed to bankrupt or its capacity is limited or a member loses its legal conditions required for membership, membership of the concerned member is deemed as have ended, without requiring any further action. In case of determination of violation of paragraph two, elected board of members not to possess the conditions stated in the legislation and herein or to have acted in violation of the prohibitions, Company's general assembly is invited to extraordinary meeting by Capital Markets Board of Turkey latest within thirty days with the agenda of~~

(2) **Procedures and principles regarding the** Board of directors' members' and their spouses' and children's **holding and** purchase and sale transactions **of capital market instruments traded** in the markets, marketplaces, platforms and systems in the bosom of the Company, as well as in the markets of the other stock exchanges, where the Company is the market operator **shall be determined by the board of directors and enter into force upon the Capital Market Board's approval.**

(3) If one of the board member is decreed to bankrupt or its capacity is limited or a member loses its legal conditions required for membership, membership of the concerned member is deemed as have ended, without requiring any further action. In case of determination of violation of paragraph two, elected board of members not to possess the conditions stated in the legislation and herein or to have acted in violation of the prohibitions, Company's general assembly is invited to extraordinary meeting by Capital Markets Board of Turkey latest within thirty days with the agenda of

<p>dismissing the concerned board of directors member. The Company is obliged to follow whether the board of directors members lost the conditions stated in this article.</p> <p>(4) Board of directors members, who did not attend three consecutive meetings or to one third of the meetings inconsecutively within one fiscal period without any excuse are deemed as have resigned.</p>	<p>dismissing the concerned board of directors member. The Company is obliged to follow whether the board of directors members lost the conditions stated in this article.</p> <p>(4) Board of directors members, who did not attend three consecutive meetings or to one third of the meetings inconsecutively within one fiscal period without any excuse are deemed as have resigned.</p>
<p>Term of office and election for the vacant membership positions</p> <p>ARTICLE 10- (1) Term of office of the board of directors members is 3 (three) years. Members of board of directors, whose term of office is expired, can be elected again.</p> <p>(2) In case of the vacation of any membership due to whatsoever reason, the board of directors shall temporarily assign, if the vacant membership represents a group with the suggestion of the said group, a person fulfilling the legal conditions and possessing the qualifications stated in the relevant legislation and herein, and submit him/her to the approval of the first general assembly. The member elected in such fashion shall work until the first general assembly, where approval is sought, and completes the term of predecessor thereof. In the event that Chairman's position is vacant, extraordinary general assembly meeting is held latest within one month, with the agenda of electing the board of director chairman.</p> <p>(3) Changes in the board of directors are notified to the Capital Markets Board of Turkey on the first working day following the change.</p>	<p>Term of office and election for the vacant membership positions</p> <p>ARTICLE 10- (1) Term of office of the board of directors members is 3 (three) years. Members of board of directors, whose term of office is expired, can be elected again.</p> <p>(2) In case of vacation of any membership due to whatsoever reason, board of directors shall temporarily assign a person fulfilling the legal conditions and possessing the qualifications stated in the relevant legislation and herein, and submit him/her to the approval of the first general assembly. The member elected in such fashion shall work until the first general assembly, where approval is sought, and completes the term of predecessor thereof.</p> <p>(3) Changes in the board of directors are notified to the Capital Markets Board of Turkey on the first working day following the change.</p>
<p>Distribution of work among the members of the board of directors</p> <p>ARTICLE 11 – (1) Chairman of the board of directors is elected by the general assembly. Every year board of directors elects a vice chairman of board of directors among its members to moderate the board of directors meetings, when the chairman is not present, in the first meeting to be held after the ordinary general assembly. Furthermore, it elects sufficient number of members for the committees and</p>	<p>Distribution of work among the members of the board of directors</p> <p>ARTICLE 11 – (1) Chairman of the board of directors is elected by the board of directors. Every year board of directors elects the chairman of the board and a vice chairman of board of directors among its members to moderate the board of directors meetings, when the chairman is not present, in the first meeting to be held after the ordinary general assembly. Furthermore, it elects sufficient number of members for</p>

<p>commissions established or to be established, if it needs to do so, and distributes the duties.</p>	<p>the committees and commissions established or to be established, if it needs to do so, and distributes the duties.</p>
<p>Duties and authorities of the board of directors</p> <p>ARTICLE 12- (1) Company is managed and represented by the board of directors. Board of directors is authorized to resolve on any kind of other works and transactions required to realize the company’s subject than those left to the authority of the general assembly as per the relevant legislation and articles of association.</p> <p>(2) In this respect, main duties and authorities of the board of directors are as follows: ... ğ) Implementing the required sanctions for those, who fail to obey the rules determined with regard to continuation of listing or being traded in the stock exchange and the measures taken for this purpose, delisting the capital market instruments and products or ceasing their trade, when required, ... o) Assigning the CEO upon the suggestion of the board of directors’ chairman, assigning the assistant CEO and manager and equivalent staff with the first degree signatory authority, upon the suggestion of the CEO, ğ) Fulfilling the other duties imposed by the legislation.</p>	<p>Duties and authorities of the board of directors</p> <p>ARTICLE 12- (1) Company is managed and represented by the board of directors. Board of directors is authorized to resolve on any kind of other works and transactions required to realize the company’s subject than those left to the authority of the general assembly as per the relevant legislation and articles of association.</p> <p>(2) In this respect, main duties and authorities of the board of directors are as follows: ... ğ) Implementing the required sanctions for those, who fail to obey the rules determined with regard to continuation of listing or being traded in the stock exchange and the measures taken for this purpose, delisting the capital market instruments and other products or ceasing their trade, when required, ... o) Assigning the CEO, assigning the assistant CEO and manager and equivalent staff with the first degree signatory authority, upon the suggestion of the CEO, ğ) <u>Issuing capital market instruments,</u> ... ğ) Fulfilling the other duties imposed by the legislation.</p>
<p>Transfer of the management and representation authority</p> <p>ARTICLE 13 – (1) Board of directors regulates the Company’s management and administration transferred to the board of directors chairman and members, as well as the CEO and other top level executives, with an internal organizational directive, excluding the legally non transferable duties and authorities, defines the required duties therefore, shows locations, and in particular determines who works under whom and is obliged to submit information to whom. Board of directors informs the</p>	<p>Transfer of the management and representation authority</p> <p>ARTICLE 13 – (1) <u>In accordance with article 367 of Turkish Commercial Code, excluding the legally non-transferable duties and authorities, by an internal organizational directive, the</u> Board of directors <u>may be authorized to transfer in part or in whole the management and administration of the Company to one or more members of the board of directors or managers. The internal directive</u> defines the required duties therefore, shows locations, and in particular</p>

<p>shareholders and creditors, who convincingly prove their interests worthy of protection, on this internal directive, in writing, upon request.</p>	<p>determines who works under whom and is obliged to submit information to whom. Board of directors informs the shareholders and creditors, who convincingly prove their interests worthy of protection, on this internal directive, in writing, upon request.</p>
<p>Rights and authorities of the board of directors members</p> <p>ARTICLE 15- (1) Board of directors members cannot intervene in the works of service divisions, and cannot give orders and instructions to the Company employees, and for these members' rights to obtain and examine information, the terms in article 392 of Turkish Commercial Code are applicable.</p> <p>...</p>	<p>Rights and authorities of the board of directors members</p> <p>ARTICLE 15- (1) For Board members' rights to obtain and examine information, the terms in article 392 of Turkish Commercial Code are applicable.</p> <p>...</p>
<p>Committees and corporate management</p> <p>ARTICLE 16 – (1) Board of directors may establish committees and commissions that may involve board of directors members for the purposes of following up the work progress, preparing reports on the matters to be submitted to it, having the resolution implemented or the other purposes stipulated in the Law and relevant legislation.</p> <p>(2) In addition to the committees on such matters as dispute, discipline, market required to be established in the framework of Capital Market Board and Stock Exchange regulations, for the purpose of fulfillment of board of directors' duties and responsibilities, Supervisory Committee, Corporate Management Committee and Early Risk Determination Committee are established within the body of board of directors. In case that separate committees are not established in the matters of nomination and wages due to the organization of the board of directors, Corporate Management Committee fulfills the duties of these committees. Chairmen of these three committees are elected from the board of directors members. CEO does not serve in these committees.</p>	<p>Committees and corporate management</p> <p>ARTICLE 16 – (1) Board of directors may establish committees and commissions that may involve board of directors members for the purposes of following up the work progress, preparing reports on the matters to be submitted to it, having the resolution implemented or the other purposes stipulated in the Law and relevant legislation.</p> <p>(2) In addition to the committees on such matters as dispute, discipline, market required to be established in the framework of Capital Market Board and Stock Exchange regulations, for the purpose of fulfillment of board of directors' duties and responsibilities, Supervisory Committee, Corporate Management Committee and Early Risk Determination Committee are established within the body of board of directors. In case that separate committees are not established in the matters of nomination and wages due to the organization of the board of directors, Corporate Management Committee fulfills the duties of these committees. Chairmen of these three committees are elected from the board of directors members. CEO does not serve in these committees.</p>

<p>(3) Supervisory Committee works to assist the supervision of the board of directors in the issues of the accuracy and quality of the Company's financial statements, to monitor accounting system's application and efficiency, to give pre-approval of the assignment of the independent external audit company and services to be provided by this company, to prepare and audit the agreement between the independent auditor and the Company and to pursue functioning and efficiency of the Company's independent audit system, control and internal audit mechanisms.</p> <p>(4) Corporate Management Committee determines whether the corporate management principles are applied in the Company, if no, justification thereof and conflicts of interest arose due to not completely conforming with these principles, and gives advices to improve management practices.</p> <p>(5) Early Risk Determination Committee performs works for the purpose of identifying the risks to jeopardize the Company's presence, development and continuity earlier, applying the required measures with respect to the risks determined and managing the risk.</p> <p>(6) One member from each of Corporate Governance Committee and Early Risk Assessment Committee is elected by the Board of Directors from among members of the Board of Directors apart from members nominated by group A and C shareholders. When necessary, persons with specialization in their respective fields who are not members of Board of Directors may act as members at the Corporate Governance Committee and Early Risk Assessment Committee, provided that they are nominated by members of Board of Directors apart from members nominated by group A and C shareholders.</p> <p>(7) Notwithstanding with the provisions of article 138 of the Law, the Company respects the corporate management principles to be determined for the stock exchanges as per article 73 of the same Law.</p> <p>(8) Assigned positions, working principles and membership structure of the committees and commissions are determined by the board of directors.</p>	<p>(3) Supervisory Committee works to assist the supervision of the board of directors in the issues of the accuracy and quality of the Company's financial statements, to monitor accounting system's application and efficiency, to give pre-approval of the assignment of the independent external audit company and services to be provided by this company, to prepare and audit the agreement between the independent auditor and the Company and to pursue functioning and efficiency of the Company's independent audit system, control and internal audit mechanisms.</p> <p>(4) Corporate Management Committee determines whether the corporate management principles are applied in the Company, if no, justification thereof and conflicts of interest arose due to not completely conforming with these principles, and gives advices to improve management practices.</p> <p>(5) Early Risk Determination Committee performs works for the purpose of identifying the risks to jeopardize the Company's presence, development and continuity earlier, applying the required measures with respect to the risks determined and managing the risk.</p> <p>(6) Notwithstanding with the provisions of article 138 of the Law, the Company respects the corporate management principles to be determined for the stock exchanges as per article 73 of the same Law.</p> <p>(7) Assigned positions, working principles and membership structure of the committees and commissions are determined by the board of directors.</p>
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<p>Organization of the Company</p> <p>ARTICLE 17 – (1) Organization of the Company consists of the CEO and domestic and foreign service divisions operating under the CEO. Company’s management order, service divisions, organization, job definitions, authorities and responsibilities, as well as the working principles and procedures of the officers are shown in the internal directive to be put into force by the board of directors, upon the proposal of the Board of Directors’ chairman.</p>	<p>Organization of the Company</p> <p>ARTICLE 17 – (1) Organization of the Company consists of the CEO and domestic and foreign service divisions operating under the CEO. Company’s management order, service divisions, organization, job definitions, authorities and responsibilities, as well as the working principles and procedures of the officers are shown in the internal directive to be put into force by the board of directors.</p>
<p>CEO</p> <p>ARTICLE 18 – (1) Pursuant to the offer submitted by the board of directors’ chairman, the board of directors shall appoint one of its members carrying the characteristics and qualities specified in the relevant legislation and in this agreement as the CEO. The term of office of the CEO is limited to the term of office of the relevant member of the board of directors.</p> <p>(2) CEO is obliged to perform the works concerning management and representation assigned and transferred to it in the organization internal directive in view of the relevant legislation and board of directors’ resolutions, to coordinate proper and effective performance of the Company’s activities.</p> <p>(3) CEO may delegate his/her duties and authorities concerning the Company’s management and administration, provided that the limits are clearly specified in writing. However, this delegation does not remove the CEO’s responsibility.</p> <p>(4) If the CEO cannot be present at his/her work, the works are performed by the Executive Vice President to be assigned by him/her in his/her name by proxy. Cases, where the CEO can fulfill his/her duties and authorities as per Electronic Signature Law no. 5070 and relevant legislation, with electronic signature are reserved.</p>	<p>CEO</p> <p>ARTICLE 18 – (1) The board of directors shall appoint one of its members carrying the characteristics and qualities specified in the relevant legislation and in this agreement as the CEO. The term of office of the CEO is limited to the term of office of the relevant member of the board of directors.</p> <p>(2) CEO is obliged to perform the works concerning management and representation assigned and transferred to it in the organization internal directive in view of the relevant legislation and board of directors’ resolutions, to coordinate proper and effective performance of the Company’s activities.</p> <p>(3) CEO may delegate his/her duties and authorities concerning the Company’s management and administration, provided that the limits are clearly specified in writing. However, this delegation does not remove the CEO’s responsibility.</p> <p>(4) If the CEO cannot be present at his/her work, the works are performed by the Executive Vice President to be assigned by him/her in his/her name by proxy. Cases, where the CEO can fulfill his/her duties and authorities as per Electronic Signature Law no. 5070 and relevant legislation, with electronic signature are reserved.</p>

<p>(5) Duties, authorities and responsibilities of those assigned as CEO, as well as any kind of wage and financial benefits and personal and social rights and aids to be provided to him/her are assigned and determined by the board of directors.</p>	<p>(5) Duties, authorities and responsibilities of those assigned as CEO, as well as any kind of wage and financial benefits and personal and social rights and aids to be provided to him/her are assigned and determined by the board of directors.</p>
<p>Company staff ARTICLE 20 – (1) Company employs its staff subject to the Labor Code dated 22/5/2003 and no. 4857. Labor courts are authorized in the disputes between the Company and the staff.</p> <p>(2) Company staff receives orders and instructions from their authorized superiors according to the terms stated in the internal directive.</p> <p>(3) Company staff are obliged to respect the Company’s interests with good faith, to show due care, act in accordance with the rules and principles stated, and to act in accordance with the requirements of modern stock exchanges and international competition. Company staff and their spouses and children cannot make purchase and sale transactions in the markets, marketplaces, platforms and systems in the bosom of the Company, as well as in the markets of the other stock exchanged, where the Company is the market operator.</p> <p>(4) Recruitment, qualifications, contract terms, promotion and dismissal method, disciplinary terms, rights and obligations, titles and numbers, promotions of the Company staff, financial and personal rights and benefits to be paid to the staff such as any kind of wage, indemnity, bonus and premium, social rights and aids, their allowances, travel, accommodation and representation costs, in kind and cash benefits, insurances and like, as well as service gratuity, individual pension contribution, payments concerning encouragement of their resigning in scope of the human resources strategies and any kind of similar rights and benefits are determined by the board of directors, upon the offer of the board of directors chairman.</p>	<p>Company staff ARTICLE 20 – (1) Company employs its staff subject to the Labor Code dated 22/5/2003 and no. 4857. Labor courts are authorized in the disputes between the Company and the staff.</p> <p>(2) Company staff receives orders and instructions from their authorized superiors according to the terms stated in the internal directive.</p> <p>(3) Company staff are obliged to respect the Company’s interests with good faith, to show due care, act in accordance with the rules and principles stated, and to act in accordance with the requirements of modern stock exchanges and international competition. <u>Procedures and principles regarding the Company staff’s and their spouses’ and children’s holding and purchase and sale transactions of capital market instruments traded</u> in the markets, marketplaces, platforms and systems in the bosom of the Company, as well as in the markets of the other stock exchanged, where the Company is the market operator <u>shall be determined by the board of directors and enter into force upon the approval of the Capital Market Board.</u></p> <p>(4) Recruitment, qualifications, contract terms, promotion and dismissal method, disciplinary terms, rights and obligations, titles and numbers, promotions of the Company staff, financial and personal rights and benefits to be paid to the staff such as any kind of wage, indemnity, bonus and premium, social rights and aids, their allowances, travel, accommodation and representation costs, in kind and cash benefits, insurances and like, as well as service gratuity, individual pension contribution, payments concerning encouragement of their resigning in scope of the human resources strategies and any kind of similar rights and benefits are determined by the board of directors.</p>

<p>Invitation and meeting venue</p> <p>ARTICLE 22 – (1) However, it is obligatory that the announcements with relation to the invitation of the general assembly meeting are made in conformity with the provisions of article 414 of Turkish Commercial Code and at least three weeks before, except the dates of meeting and announcement. In ordinary general assembly meeting invitations, it is stated that the financial statements, board of directors’ activity report and audit report are available at the Company for examination of the shareholders. Announcements are made in one of the daily newspapers published in the location of the Company’s head office, Company’s web site and Turkish Trade Registry Gazette. Furthermore, the shareholders written in the share ledger, as well as shareholders that notified their respective addresses by submitting to the Company share certificate or document evidencing their shareholding status are notified the meeting date and agenda, as well as the publications, where the announcement is published, and Undersecretariat of Treasury and Capital Market Board are notified the same, as well as the other documents and reports concerning the meeting, via registered letter with return receipt.</p> <p>(2) In general assembly meetings without invitation, article 416 of Turkish Commercial Code is applicable.</p> <p>(3) General assembly may convene in the Company’s head office, within the borders of the province where the Company’s head office is located or in Ankara.</p>	<p>Invitation and meeting venue</p> <p>ARTICLE 22 – (1) However, it is obligatory that the announcements with relation to the invitation of the general assembly meeting are made in conformity with the provisions of article 414 of Turkish Commercial Code and at least three weeks before, except the dates of meeting and announcement. In ordinary general assembly meeting invitations, it is stated that the financial statements, <u>consolidated financial statements</u>, board of directors’ activity report, audit report <u>and dividend distribution proposal</u> are available at the Company for examination of the shareholders. Announcements are made in one of the daily newspapers published in the location of the Company’s head office, Company’s web site, Turkish Trade Registry Gazette. Furthermore, the shareholders written in the share ledger, as well as shareholders that notified their respective addresses by submitting to the Company share certificate or document evidencing their shareholding status are notified the meeting date and agenda, as well as the publications, where the announcement is published, and <u>Turkiye Wealth Fund and</u> Capital Market Board <u>is</u> notified the same, as well as the other documents and reports concerning the meeting, via registered letter with return receipt.</p> <p>(2) In general assembly meetings without invitation, article 416 of Turkish Commercial Code is applicable.</p> <p>(3) General assembly may convene in the Company’s head office, within the borders of the province where the Company’s head office is located or in Ankara.</p>
<p>Attendance, voting and quorum</p> <p>ARTICLE 23 – (1) Shareholders whose names are written in the list of attendees issued by the board of directors, representative of Ministry of Customs and Trade, the auditor and Capital Markets Board of Turkey authorities may attend the general assembly meetings. Shareholder can attend the general assembly meetings in person, assign a representative that does not have to be a shareholder. In voting through the</p>	<p>Attendance, voting and quorum</p> <p>ARTICLE 23 – (1) Shareholders whose names are written in the list of attendees issued by the board of directors, representative of Ministry of Trade, the auditor and Capital Markets Board of Turkey authorities may attend the general assembly meetings. Shareholder can attend the general assembly meetings in person, assign a representative that does not have to be a shareholder. In voting through the representative by proxy, regulations of the Ministry Trade on the matter are respected.</p>

<p>representative by proxy, regulations of the Ministry of Customs and Trade on the matter are respected.</p>	
<p>Moderation of the general assembly meetings and minutes</p> <p>ARTICLE 24 – (1) General assembly meetings are inaugurated by the chairman of the Company or his/her representative, in his/her absence, after determination of the quorum.</p> <p>(2) The meeting is moderated by a meeting board consisting of a chairman who is elected by the general assembly and not necessarily a shareholder, a minutes clerk and a vote collector, within the framework of the internal directive determining the working principles and procedures of the general assembly to be enforced as per article 419 of Turkish Commercial Code.</p> <p>(3) Meeting minutes are signed by the meeting board and representative of the Ministry of Customs and Trade.</p> <p>(4) Resolutions made by the general assembly bind board of directors and all shareholders either present or absent at the meeting, agreeing with the resolution or voting negatively. Shareholders reserve the right to litigate for cancellation of the resolutions as per the articles 445 and 446 of Turkish Commercial Code.</p>	<p>Moderation of the general assembly meetings and minutes</p> <p>ARTICLE 24 – (1) General assembly meetings are inaugurated by the chairman of the Company or his/her representative, in his/her absence, after determination of the quorum.</p> <p>(2) The meeting is moderated by a meeting board consisting of a chairman who is elected by the general assembly and not necessarily a shareholder, a minutes clerk and a vote collector, within the framework of the internal directive determining the working principles and procedures of the general assembly to be enforced as per article 419 of Turkish Commercial Code.</p> <p>(3) Meeting minutes are signed by the meeting board and representative of the Ministry of Trade.</p> <p>(4) Resolutions made by the general assembly bind board of directors and all shareholders either present or absent at the meeting, agreeing with the resolution or voting negatively. Shareholders reserve the right to litigate for cancellation of the resolutions as per the articles 445 and 446 of Turkish Commercial Code.</p>
<p>Contingency reserve</p> <p>ARTICLE 28 – (1) Provisions of articles 519 to 523 of Turkish Commercial Code are applied for the contingency reserve spared by the company.</p>	<p>Contingency reserve</p> <p>ARTICLE 28 – (1) Provisions of articles 519 to 523 of Turkish Commercial Code are applied for the contingency reserve spared by the company.</p>
<p>Sending the articles of association</p> <p>ARTICLE 31 – (1) The Company copies this articles of association, and sends it to the founding shareholders, Ministry of Customs and Trade and Capital Markets</p>	<p>Sending the articles of association</p> <p>ARTICLE 31 – (1) The Company copies this articles of association, and sends it to the founding shareholders, Ministry of Trade and Capital Markets Board of Turkey.</p>

<p>Board of Turkey. Furthermore, updated articles of association is published in the Company's web site, as well.</p>	<p>Furthermore, updated articles of association is published in the Company's web site, as well.</p>
<p>Amendment of the articles of association</p> <p>ARTICLE 32 – (1) Maturation and exercise of all amendments to be made in these articles of association is subject to the permissions and approvals required to be obtained as per Turkish Commercial Code and the relevant legislation, as well as to the permission of the Capital Markets Board of Turkey. Articles of association amendments are registered in the trade registry of the place of the Company's head office and branches, issues concerning the announcement are announced, and the resolution registered and announced is placed in the Company's web site. Resolutions not approved by the Capital Markets Board of Turkey and on the articles of association amendments not registered do not inure.</p> <p>(2) For the general assembly resolutions concerning articles of association amendment, quorums stipulated in article 421 of Turkish Commercial Code are applicable. However, for the articles of association amendments concerning merger and division, quorums stated in the paragraphs three and four of the same article is applicable.</p> <p>(3) For the resolutions on the amendments in the articles of association concerning the Company's purpose and subjects to be made, affirmative vote of the Group A shareholder is required.</p>	<p>Amendment of the articles of association</p> <p>ARTICLE 32 – (1) Maturation and exercise of all amendments to be made in these articles of association is subject to the permissions and approvals required to be obtained as per Turkish Commercial Code and the relevant legislation, as well as to the permission of the Capital Markets Board of Turkey. Articles of association amendments are registered in the trade registry of the place of the Company's head office and branches, issues concerning the announcement are announced, and the resolution registered and announced is placed in the Company's web site. Resolutions not approved by the Capital Markets Board of Turkey and on the articles of association amendments not registered do not inure.</p> <p>(2) For the general assembly resolutions concerning articles of association amendment, quorums stipulated in article 421 of Turkish Commercial Code are applicable. However, for the articles of association amendments concerning merger and division, quorums stated in the paragraphs three and four of the same article is applicable.</p>
<p>Account and transactions audit</p> <p>PROVISIONAL ARTICLE 4 – (1) Until the public share in the Company's capital reduces below fifty percent, any kind of accounts and transactions of the Company are audited only by the independent auditing firm to be elected by Undersecretariat of Treasury from those listed by Capital Markets Board of Turkey. The Company submits the report prepared by the independent auditing firm, simultaneously to the Capital Markets Board of Turkey and Undersecretariat of Treasury.</p>	<p>Account and transactions audit</p> <p>PROVISIONAL ARTICLE 4 – (1) Until the public share in the Company's capital reduces below fifty percent, any kind of accounts and transactions of the Company are audited only by the independent auditing firm to be elected by Ministry of Treasury and Finance from those listed by Capital Markets Board of Turkey. The Company submits the report prepared by the independent auditing firm, simultaneously to the Capital Markets Board of Turkey and Ministry of Treasury and Finance.</p>

