



## GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ

### ARTICLES OF ASSOCIATION

Articles of Association was accepted by General Assembly organized in 08/05/2013

#### I - MAIN PROVISIONS

##### Article 1

A Joint-Stock Company has been established by the founders with the following signatures to be governed under the current laws and according to the provisions of this Main Agreement.

##### Article 2

Founders of this Company are legal persons who have undersigned this Main Agreement and the names and residing places of whom are listed below;

- a) Fertilizer Corporation of America (Madison Avenue Newyork America)
- b) Turkey Cumhuriyeti Ziraat Bankası (Ankara, Bankalar Caddesi)
- c) Turkey Zirai Donatım Kurumu (Ankara, Keçiören)
- d) Sümerbank (Ankara, Ulus Meydanı)
- e) Etibank (Ankara, Bankalar Caddesi)
- f) Turkey Şeker Fabrikaları Anonim Ortaklığı (Ankara, Atatürk Bulvarı)
- g) Makina ve Kimya Endüstrisi Kurumu (Ankara, vicinity of İstasyon)

##### Article 3

Title of the Company is (Gübre Fabrikaları Türk Anonim Şirketi).

##### Article 4

Types and scopes of occupation and business constituting the commercial aim and business subjects of the Company are as follows:

##### A – Industrialism:

- 1- Production of sulfuric acid, phosphoric acid, mono-ammonium phosphate, simple super-phosphate, triple super-phosphate and composite fertilizer within and outside Turkey,
- 2- If necessary, production of any kind of chemical fertilizers, harvested fertilizers, leaf fertilizers, fluid fertilizers, fertilizer solutions and fertilizer suspensions,

- 3- Production of phosphoric acid, sulfuric acid types and phosphate compounds used in industry,
- 4- Production of any kinds of chemicals obtained from products, side-products and wastes,
- 5- Other than those mentioned above, production, import and export of industrial chemical substances, import and domestic purchasing, production and marketing of necessary raw materials.
- 6- Regarding the study topics specified in articles 1, 2, 3, 4 and 5 above;
  - a – To found, purchase, lease and operate necessary factories and plants within and outside Turkey, to join, purchase and operate national and foreign companies founded for this purpose,
  - b – Supply from domestic and foreign markets, import and export, marketing at domestic and foreign markets of necessary raw materials, by-products and products, to found, purchase and join to domestic and foreign marketing Firms for this purpose,
- 7- To carry out production, selling, export and import procedures of any kind of chemical and organic fertilizer, fertilizer raw materials, fertilizer auxiliary substances within and outside Turkey.

#### **B – Mining:**

- 1- To carry out import, export, or domestic trade of all kinds of mines obtained in Turkey, especially mines and metals obtained in ore state or processed such as phosphate, pyrite, gold, silver, wolfram, uranium, trona, iron, copper, chromium, lead, zinc, tin, manganese, cobalt, mercury and coal or their alloys,
- 2 – To search for mine areas to extract mines or to acquire search and operation licenses for areas it shall duly find and to allocate these search and operation licenses it has acquired to the benefit of third persons when necessary,
- 3 – To purchase, import, export and carry out domestic trade of machinery and equipments and construction and heavy machines necessary for searching, extracting, chemically analyzing and operating ores and metals.
- 4 – To establish plants necessary for extracting and producing mines, without prejudice to the provisions of the Capital Market legislation concerning covert revenue transfer, to purchase, join, lease and operate this kind of plants founded for this purpose,
- 5 – To carry out import, export and domestic trade of products, semi-products or raw materials obtained from integrated facilities to be founded for operating any kind of mine ores, to carry out import, export and domestic trade of precious stones, precious metals and items produced of alloys of these metals and coating metals,
- 6 - To carry out import, export and domestic trade of raw materials, semi-product metals, machinery full plants, molds, spare parts and accessories related with mining,

## **C – Trade**

1 - To carry out import and broker works concerning business subject of the Company,

2 – To carry out commercial representation, brokerage and agency procedures,

3 – To carry out private, official, national, international contracting and commissioning works,

4 - To carry out import, export, production, manufacturing, domestic supply and domestic trade of raw material, semi-products, products, machinery, full plants, mold, packing materials, spare parts and accessories concerning the subject of the Company,

5 – To found bagging plants, to purchase, lease, operate plants founded for this purpose, to offer terminal services, without prejudice to the provisions of the Capital Market legislation concerning covert revenue transfer, to found domestic and foreign companies concerning this subject, to join those already founded,

## **D – Tourism**

To found and build, to purchase, to rent and to lease to third persons any kind of hoses, tourism hotels, motels, dams and roads, to undertake some of these jobs as a contractor, to carry out commercial operations in this subject, to make reservations abroad, to establish organizations at the facilities leased such as shops, buffets, restaurants, bars and to transfer or operate them, to render tourism agency services, transport and carrying works and similar agency works, without prejudice to the provisions of the Capital Market legislation concerning covert revenue transfer, to found new companies with other real and legal persons on this subject, to join those domestic and foreign firms already founded,

## **E – Transport**

To carry out the domestic and foreign trade of transportation, to transport by land, marine and aircrafts and to purchase any kind of equipment and vehicles necessary for transport, To found ports, facilities, and terminals, to render terminal services, to carry out transit warehouse and shipment works, To carry out import, export and domestic trade of facilities built for this purpose, to lease and purchase ships, aircrafts an land vehicles, without prejudice to the provisions of the Capital Market legislation concerning covert revenue transfer, to found and purchase new firms concerning the subject, to join domestic and foreign companies available,

## **F – To carry out Insurance Agency business, to join domestic and foreign companies available**

## **G - To carry out import, export and act as agency,**

## **H – To establish foundations and to render out social services**

The company may establish any charitable foundation or cooperative for the benefit of the employees and workers of the Company pursuant to the relevant provisions of the Turkish Commerce Code (TTK) provided that provisions are made is made and the provisions allocated for charitable purposes and other assets are held separate from the Company.

The company may donate to third real and/or legal persons provided that such donation does not exceed the upper limit to be agreed by the General Assembly and does not intervene in the purpose and operations of the Company; the amount of the donation made is taken into consideration in the assessment of distributable profit.

The donations made should not be in violation of the regulations of Capital Market Board (CMB) regarding the transfer of concealed gain and any relevant explanation for exceptions should be made.

### **I – Construction Business**

1 – To undertake construction of any kind of building, erection and industrial plant projects, to act as consultant on these subjects, to offer engineering service, to found project offices

2 – To undertake construction, erection and building plants in any branch of public and civil works and industrial services,

3 – To purchase machinery and equipment necessary for operations specified in the above two articles, without prejudice to the provisions of the Capital Market legislation concerning covert revenue transfer, to found companies, to join those companies available, to cooperate with domestic and foreign entities for this purpose,

**J** - To acquire, operate, rent, lease, if necessary, sell and purchase any kind of movable properties, immovable properties and use them as real capital to be a partner to Estate Investment Partnership (Gayrimenkul Yatırım Ortaklığı-GYO) companies, to give cash capital to GYO. To lay and register mortgage on estates or properties of others on behalf of the company, or on company assets against the company and may remove these mortgages, may realize any kind of disposition on these properties, to acquire any kind of rights, to grant any kind of real and personal guarantees, commercial and operational pledge on behalf of third parties, to carry out commercial and legal cooperation with real and legal entities of domestic and foreign nationalities, to found new companies, to attend as partner to already founded companies, to attend to contract awarding, to carry out contractual works, to dispose real and personal rights on assets, to carry out surety ship and loan works with their own partners and third persons and institutes, to acquire letter patents, copyrights, may lease or rent them, to lay usufruct and pledge rights on them, may receive and award representations and agencies, as required by exceptional provisions specified in Article in TTK including the stock shares purchased back, to pledge on stocks and coupons on behalf of third persons and to take this document as pledge. However as required by provisions mentioned, representation of the stocks purchased back is not allowed and it is obligatory to re-transfer them to others in a short time.

In order to enlighten the investors, necessary explanations are to be made searched for Capital Market Board within the scope of special cases.

### **K – Agricultural and Food Industry**

To carry out any kind of business related with agriculture and raising livestock and food industry, to found plants for this purpose, to purchase and join those already available.

## **L – Maritime**

1 - To carry out sea and shore cleaning operations for preserving the sea and its environment and to prevent sea pollution, to purchase, sell, lease and rent any kind of land and sea crafts, equipment and materials necessary for these operations.

2 - For preserving the sea and its environment and for cleaning the sea, to carry out operations such as taking liquid and solid wastes from ships and any kind of boats, storage and recycling, to make any kind of investments and to found and operate any kind of plants for this purpose, to purchase, sell, lease and rent any kind of land and sea crafts, equipment and materials necessary for these operations.

3 - In order to build, repair and restore the above mentioned vehicles, to found shipyards, rolling mill, irrigation trenches, to produce any kind of iron, steel, pipes and plates, to purchase, sell, rent, operate, import, export any kind of raw materials and products, to make cooperation, partnership, representing, agency and similar Works with companies who are involved in the same business, to build, buy, lease and operate fixed and floating docks and marinas, and by this way to carry out ship docking, to carry out operations concerning marine tourism.

4 - To open, operate, buy, sell, lease and rent warehouses, stores and shops at ports and free zones.

## **M-Energy**

To establish company/companies and/or participate in the capital and management of any established or to-be-established national or foreign companies and to participate in any kind of tenders, whether private or public, and execute agreements for any and all industrial and financial in connection with the domestic and foreign investments for exploration, search, transportation, processing, operation, distribution, warehousing, import and export and trade in the industries such as oil, fuel oil, electricity, natural gas, pursuant to all law and regulations on the energy and/or renewable energy resources, without prejudice to the provisions of the Capital Market Board regulations on the transfer of the concealed gain.

The Company may acquire any rights and favor any obligations to achieve its goals regarding matters specified in A and M clauses above.

Such as:

a) May carry out commercial, industrial and other transactions required by issues of study. May acquire industrial rights such as patents, letter patents, trademarks and knowhow concerning this subject, may register then for its name, may transfer them to others, may acquire them as transferred by others, may lease them with or without limited term within the frames foreseen by domestic legislation or may allocate them to third persons.

b) The Company, in order to realize industrial and commercial works it deems as necessary, may establish any kind of partnerships with or without limited term with real and legal entities of domestic and foreign nationalities, may attend as partner to already founded companies, may act as agency or distributor of those companies in Turkey.

c) May borrow money and property to achieve the purpose and subject of the company. May lay and register mortgage on estates or properties of others on behalf of the company, or on company assets against the company and may remove these mortgages, may commit any kind of debt under decision of the board of Directors, may realize any kind of disposition on these properties, may acquire any kind of rights, may grant any kind of real and personal guarantees, commercial and operational pledge on behalf of third parties, may dispose real and personal rights on assets, to carry out suretyship and loan works with their own partners and third persons and institutes. May make rent acts or rent annotations on behalf of firms he is affiliated regarding the estates, may lease estates owned by third persons and institutes. In order to enlighten the investors, necessary explanations are to be made searched for Capital Market Board within the scope of special cases.

d) May pledge the stocks and bonds owned by the Company, may sign commercial notes as guarantee as joint debtor or endorser. By obtaining the necessary licenses within and outside Turkey, may issue any kind of bonds, profit partnership certificate, commercial papers and bills payable. It does not issue new bonds unless the issued bond are fully paid.

Furthermore the Company may establish partnerships with real and legal entities, may attend biddings singly or with domestic and foreign companies available, in case of being successful firm, may accept partners from outside, may join other firms who are successful bidders.

e) The Company may carry out the acts listed above in foreign countries if permitted by and acts in compliance with laws, may establish cooperation with other domestic and foreign firms. However it may found a firm and make agreements based on sharing financial liabilities.

f) Provided that not qualified as mediation operation and securities portfolio management, it may purchase any movable goods (including ship) required by purpose and issues of study, may apply any kind of legal disposition on them. In order to enlighten the investors, necessary explanations are to be made searched for Capital Market Board within the scope of special cases.

In addition, as The Company can operate economic, managerial and all kinds of economic target, subject and areas which are not prohibited by legislation, it can also acquire all kinds of rights and uphold debts related to these operations.

## **Article 5**

The Company's head office is in İstanbul and its operation centers where the premises are located within the borders of Turkey or outside of Turkey where the Company establishes suitable with its goals. The Company, if deems as necessary, may open branches within and outside Turkey, may found representations, may appoint correspondents, agents and liaison offices. The Company's announcements within the provisions of Turkish Commercial Code and Capital Market Legislation are made through Turkish Commercial Registration Journal. In case of address change, the new address is to be registered at the commercial registration and announced and also to be reported to the Public Disclosure Platform (KAP).

## **Article 6**

There is no limitation in operation time of Company.

## **II. CAPITAL AND SHARE STOCKS**

Capital, payment terms and methods of capital

### **Article 7 - Company's Capital**

The Company has accepted authorised capital system according to provisions of Code No. 2499 and started this system with permission dated 11.9.1987 and no. 533 of the Capital Market Board.

Company's upper limit of authorised capital is 1.000.000.000,00 TL (onebillionTurkishLiras). Company's issued capital has been divided into 33.400.000.000,00 - (Thirtythreebillionfourhundredmillion) shares each amounting to nominal value of 1 (One Kuruş).

While the nominal value of shares was 500.- TL (Five Hundred Turkish Liras), it was changed into firstly 1 YKr (One New Kuruş) within the scope of Code 5274 regarding modification in TTK. then 1 Kr (One Kuruş) within 4 April 2007 date and the Council of Ministers Decision No. 2007/11963 of the New Turkish Lira and New Kuruş in the "new" word to be removed on 1 January 2009.

In these Articles of Association of the "Turkish Lira" labeled in accordance with the abovementioned Decision of the Council of Ministers are changed expressions.

Due to this change, total number of shares has been decreased, and 1 (One Kuruş) nominal value share is to be given for 20 shares each of which is 500 TL (Five hundred Turkish Liras). Concerning the said modification, rights incurred from shares owned by partners are kept reserved. Shares representing capital are tracked in records within the frames of registration principles. The upper limit of authorised capital giving from Capital Market Board is valid between 2015 - 2019 years (Five years). Even if authorised capital cannot be reached to at the end of 2019, because board of directors makes decision to issue paid-in-capital after 2019, to get authorization for new time limit from General Assembly thereby getting allowance of previously permitted upper limit or new upper limit from Capital Market Board is obligation. The duration of this authority may be extended by 5-year periods with the resolution of General Assembly. Unless such authorisation is received, these corporations cannot make a capital increase by a decision of the Board of Directors.

The issued capital of the Company is, 334.000.000,00 TL (ThreehundredthirtyfourmillionTurkishLiras) which has been fully paid. Of this capital, 2.337.820,00 - TL (Twomillionthreehundredthirtyseventhousandeighthundred twentyTurkishLiras)'has been paid in cash.

Of the remaining amount, 15.161.068,60 TL (FifteenmilliononehundredsixtyonethousandsixtyeightTurkishLiras sixtyKuruş) is subscribed by Value Increase Fund formed as required by provisions of revaluation provisions enforced by Code 2731 which includes modifications in Tax procedure Code No. 213, the amount of 290.656.985,33 TL (TwohundredninetymillionsixhundredfiftysixthousandninehundredeightyfiveTurkishLiras thirtythreeKuruş), from Unusual Reserve Funds, the amount of 25.159.164,89 TL (Twentyfifemillionone hundredfiftyninethousandsonehundredsixtyfourTurkishLiraseightynineKuruş) from inflation adjustment on equity, the amount of 684.959,75 (SixhundredeightyfourthousandsninehundredfiftynineTurkishLiraseventyfive Kuruş) from real estate sales added to capital, and the amount of 1.43 TL (OneTurkishLirasfortythreethreeKuruş) from capital increases made after Gbretaş Gbre Pazarlama ve Terminalcilik A.Ş. has been transferred.

Board of Directors is authorized to increase the issued capital, when he deems as necessary, between 2015 - 2019, in accordance with the provisions of Capital Market Legislation.

### **Article 8**

All of the chare stocks are bearer certificates and in any and all matters related to the share certificates and transfer of the certificates, book-entry system shall prevail and the provisions of TTK and Capital Market Regulations shall apply.

### **Article 9**

If necessary, the Company may increase the capital. However increase in capital cannot be decided unless full capital is paid up. In the process of Capital increase, it is essential to act in compliance with legal terms. In case Capital increase is decided upon, the shareholders available bear preemptive right regarding purchase of purchasing shares to be re-issued. The terms and conditions of using this preemptive right, are to be decided upon by the Board of Directors through obeying legal borders. In increase of Capital made from equities, each shareholder shall own new shares at the rate of his share at the Company and free of charge. In Capital increase, full and payment of share prices is essential.

### **Article 10**

The Company's capital can be decreased in compliance with TTK and only under decision of the General Assembly. Upon completion of Procedures regarding decrease of capital, capital is registered and announced in procedure. The procedure of decrease is to be determined by the General Assembly that decides upon decrease by taking into account mandatory provisions of TTK and related other legislation.



### **III. THE BOARD OF DIRECTORS**

Founding, duty of the Board of Directors and management of the Company:

#### **Article 11**

The Company's Board of Directors consist of 9 (nine) members. Members of the Board of Directors are chosen by the General Assembly within the frames of provisions of Commercial Code among the shareholders. Provided that chosen by the General Assembly as the member of the Board of Directors, the person who acts principally and/or in deputy as the General Manager of the Company is the natural member of the Board of Directors. The Board of Directors is authorized to represent and bind the Company in the broadest sense at any subject not included within the exclusive power of the General Assembly as required by this Agreement hereby or by TTK or SPK or other relevant legislation. General Assembly meetings can be organized in electronic media if deemed necessary. The Board of Directors holds a meeting with the participation of half of the total number of members and decision is taken through positive votes of the majority of participants. This rule is applied when General assembly meetings organize in electronic media. Related other provisions of TTK and Capital Market Legislation about General Assembly meeting and decisions are applied. The members of the Board of Directors are paid monthly salary and attendance fee within the frames of Main Agreement provisions and as decided upon by the General Assembly.

The number and qualifications of the independent members to take office in the Board of Directors shall be determined according to the CMB regulations on the Determination and Application of Corporate Governance Principles.

Those who are entitled to participate in the Company's meeting of Board of Directors/Managers may be participate in such meetings via electronic means pursuant to the Article 1527 of Turkish Commercial Code. As per the provisions of the Communiqué on the Assemblies to be Held Electronically except for Joint Stock General Assemblies in Commercial Corporations, the Company may establish an Electronic Meeting System which may allow those who are entitled to attend and vote at the meetings in electronic media or purchase such systems which are developed for this purpose. At the meetings, it is ensured that those who are entitled shall exercise, through the system established pursuant to this provision of the Articles of Association of the Company or the system which is outsourced, their rights specified in the relevant legislation within the framework of the provisions of the Communiqué.

#### **Article 12**

The members of the Board of Directors are appointed for maximum three years but may be re-appointed. The General Assembly may dismiss any member of the Board of Directors at any time in the cases where the agenda includes a relevant item or even if not, there is a good cause for it. If any membership position becomes vacant for any reason, the provisions of TTK regarding the vacancy of the positions shall apply.

If any member of the Board of Directors is declared bankrupt, incapacitated or loses the relevant legal qualifications for membership set out in the Articles of Association, the membership of such member shall terminate without any further action.

### **Article 13**

The Board of Directors elects from his members a Chairman, and in case of his absence, an Assistant Chairman to act in deputy. The Board of Directors may found boards or commissions consisting of his members as necessary to supervise the process of business, to make studies concerning the issues submitted to it, to supervise the implementation of all the important subjects and decisions and to study on other subjects it deems as necessary. Related provision of TTK is applied about the meeting times and the type of taking decision of the Board of Directors. The member of The Board of Directors can always resign unilaterally by one's own will.

### **Article 14**

The Company is managed and represented to third persons by the Board of Directors. In order to validate all the documents to be given and the contracts to be acted by the Company, these are to bear the signatures of two persons authorized to bind the Company, put under the official title of the Company. The circular to be issued to show who are the signatories authorized to sign for the Board of Directors, their capacity to sign, which grade of signature is required for which kind of procedures, is to be sent to the necessary departments, institutes and banks and to others concerned. The copy of the decision regarding the capacity to represent certified by the public notary is to be submitted to the registration office. The Board of Directors may assign a part of his powers and rights to perform the business and execution of the decisions he took, to one or a few of the managers or members who are not obliged to be shareholders: These are called corporate members. According to an internal directive to be regulated within the frame of the relevant provisions of Turkish Commercial Code, the Board of Directors is authorized to transfer the management to one or a few members of the Board partially or completely and/or to third parties which are not the members of the Board. The duties and authorities in the relevant provisions of TCC and CMB are reserved.

If corporate member is more than one, they make decisions by majority of the votes. Duties, Powers and fees to be given to corporate members are to be determined by the Board of Directors. Their appointment and dismissal are to be carried out by the Board of Directors, and registered and announced to the Commercial Registration. Obligations, terms of service and the state of inability to assign their duties are subject to provisions of Turkish Commercial Code.

### **Article 15**

The Board of Directors is authorized to increase the issued capital by issuing shares, when necessary, in accordance with the Capital Market Legislation. The board of Directors again is authorized to issue shares on its

nominal value. The Company may issue bonds, bonds exchangeable with share stocks, profit subscribed bonds, certificates of profit and loss partnerships, participation usufruct notes, financial bonds and any kind of securities permissible to be issued in the future within the frames of TTK, Capital Market Code and notifications and decisions of other relevant corporations. The power of the General Assembly to issue the above mentioned securities is to be had by the Board of Directors as required by the relevant articles of the Capital Market Code and in accordance with the relevant Notifications of the Capital Market Board. In pursue of this Article, decisions taken by the Board of Directors, are to be announced within the frames of principles to be specified by the Board. The Board of Directors are authorized to participate in the Company to be founded within and outside Turkey as the founding partner, to join a company available, to sell his stocks, to join the Capital increases and to start any kind of legal dispositions concerning the participations.

The Board of Directors may execute agreements with a leasing company, transfer or lease the movable and immovable properties owned by the Company to the leasing company or execute the leaseback and buy-back agreements for the transferred properties in order to ensure that a lease certificate shall be issued pursuant to the provisions of the Capital Board Market to get finance for the operations included in its field of activity.

#### **Article 16**

Company's Purchase and Pledge of its Own Shares:

The Company may purchase and accept as pledge their own shares pursuant to the requirements of CMB. The regulations of CMB shall be complied with in the procedures and principles in connection the requirements for the company's purchase and pledge of its own shares, transaction limits, the disposal and or redemption of the repurchased shares or the declaration of such transactions to the public.

#### **IV. AUDITORS**

##### **Article 17**

Especially related legal regulations of Capital Market Legislation and TTK, all legislation provisions about the subject is valid at the subjects about financial reporting, independent audit and audit matter.

#### **V. GENERAL ASSEMBLY**

##### **Article 18**

Shareholders of the Company hold a meeting at least once a year as a General Assembly. The General Assembly that meets in compliance with Law and the provisions of the Main Agreement, represents the full shareholders. The decisions taken by the General Assemblies which meet this way, apply both to opposition as well as bthose who were not present at the meeting.

General Assemblies meet usually and unusually. The Usual General Assembly meets at least once a year within the first three months starting from the end of the account term of the Company. At this meeting, annual transactions and accounts of the Company and other points included in the agenda are reviewed and necessary decisions are taken.

The Unusual General Assembly meets and takes decisions as and if required by the business of the Company and according to the provisions written in Turkish Commercial Code and in this main agreement hereby.

Attending to general assembly meeting in electronic stage;

As per 1527 th clause of Turkis Commercial Code, the participants which has a right to attending to general asseblly meeting, can also attend to meeting in electronic stage. Regarding to Regulations related to General Assembly organized in Electronic stege in the stock corporation, The company can create electronic general assembly system for voting, joining in electronic stage, advising, delivering an opinion of holders and also buy the systems which in purpose of these kinds of services. According to this provision of essensial agrement in all general assembly meetings that to be made, it has been provided for title holders and representers, using the rights that in mentioned regulation on created system.

#### **Article 19**

The Board of Directors may call a General Assembly, even if expired. Receivers shall also be called for General Assembly for the matters related to their duties. As provided by law, any shareholder may call a General Assembly as long as permitted by the court. The shareholders who hold at least 5% of the share capital of the company may require the Board of Directors to call a General Assembly by specifying the reason and agenda or if a General Assembly has already been scheduled, to include the matters they desire to be resolved in the agenda. If the Board of Directors accept the call, the General Assembly is called so that it will convene within 45 days at latest. Or the call is made by the requestors. CMB regulations and TTK provisions shall apply to these matters. The shareholders' rights to attend the meeting, the status of the shareholder at the meeting, the status related to the voting right arising from the share bearing beneficial interest, the shareholders' right to demand information and secrecy obligations at the General Assemblies as well as their other rights and obligations shall be subject to the provision of TTK and the CMB regulations provided that the relevant book-entry system principles are taken into consideration.

#### **Article 20**

General Assemblies essentially meet at the Company's Head Office. However, if required, it may meet at another available place specified by the Board of Directors.

## **Article 21**

The Company shall call meetings of General Assembly in the manner specified in its Articles of Associations with an announcement posted on the website of the Company and KAP (Public Disclosure Platform) and other platforms required by CMB. This announcement shall be made at least three weeks prior to the meeting date, exclusive of the call announcement date and meeting date. At the General Meetings, the provisions of the Regulation regarding the Procedures and Principles of the General Assemblies of the Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to be Present at These Meetings shall be complied with. The provisions of TTK, CMB regulations and other relevant regulations shall apply to any matter in connection with the shareholders entitled to attend the General Assembly, Preparation of the List of Attendants, convention of the General Assembly without call etc.

Financial statements, consolidated financial statements, the activity report of the Board of Directors, audit reports and the profit distribution proposal of the Board of Directors shall be made available to the shareholders for examination at the headquarters of the Company at least three weeks prior to the General Assembly.

## **Article 22**

At the General Assembly meetings, shareholders may cause other shareholders or a representative appointed from outside to represent themselves. Representatives who are shareholders to the Company, are authorized to use their votes as well as votes owned by each of the shareholders. Regarding this subject, arrangements of the Board regarding voting by proxy are to be complied with. The kind of power is to be determined and announced by the Board of Directors in accordance with the Capital Market Legislation.

## **Article 23**

Related provisions of Capital Market Legislation and TTK is valid at the subject of the participation to meeting of General Assembly and voting.

## **Article 24**

General Assembly of The Company gathers within the frame of Internal Directive including the rules related work principals and methods.

## **Article 25**

General Assembly does not assign its authority counted in especially 408th article of TTK to another body with regulations made by SPK depending on Capital Market Legislation and exclusively the subjects left to its own authority.

## **Article 26**

The provisions of the CMB regulations regarding Corporate Governance Principles shall apply to the transactions which are material in terms of the Corporate Governance Principles and any and all transactions of the Company with related parties as well as the transactions whereby collateral, pledge and mortgage in favour of third parties.

In addition, the provisions of the regulations regarding Corporate Governance Principles and other relevant regulations of CMB shall apply to the transfer of, or establishment real rights on, or lease of all or substantial part of its assets, takeover or lease of a material asset, grant of concessions or change of the scope and subject of the existing concessions and dequotation of exchange by the Company as well as the matters which may be deemed as a material business by CMB.

## **Article 27**

Related provisions of Capital Market Legislation and TTK is also valid about the subjects such as the amendments of Articles of Association and its quorum, the meeting and decision quorums of the General Assembly, the validation of decisions, the cancellation of decisions.

## **VI. ANNUAL ACCOUNTS**

### **Article 28**

The Company's fiscal year starts on the first day of the month January and ends on the last day of the Month December.

### **Article 29**

Related provisions of Capital Market Legislation and TTK is valid on the subjects of liabilities related to preparation of financial statements and annual operating report.

### **Article 30**

After the amounts which have to be paid and reserved by the company such as Company's overall expenses and various redemptions and the taxes obliged to be paid by legal entity of the Company are deducted from the revenue determined at the year end, the net profit that remains and seen on the annual balance sheet, after the loss of previous year, if any, is deducted, is to be distributed according to the order as listed below.

First Set of Legal Reserve Fund:

- a) % 5 is to be reserved as the I. set legal reserve fund.
- b) Of the remaining amount, 1st dividend is reserved at the amount and rate determined by the Capital Market Board and TTK

c) After the amounts specified in clauses a and b are deducted from net profit, dividend bonus is to be allocated for managers and officers provided that not to exceed %5' of the remaining amount. Time and conditions of distributing the Dividend bonus allocated to managers and officers are to be specified by the Board of Directors. General Assembly is authorized to distribute the remaining amount of the net profit fully or partly as the 2. dividend share or reserve as the unusual reserve fund.

d) The profit cannot be distributed to the shareholders unless legal and optional reserve funds and the amount required to be reserved from net profit as first dividend as required by law and this main agreement hereby are reserved, and the General Assembly of Shareholders cannot decide on the subjects concerning the use of net profit such as reserving another reserve fund, transfer of profit to the following year, distribution of the first dividend from net profit to privileged shareholders, to owners of participants, founders, owners of common usufruct notes, to members of the Board of Directors, or paying premiums to the employees, servants, donations established for several purposes and similar persons and institutes.

e) Dividend is to be distributed equally to all of the shares available by the fiscal year not withstanding their dates of issue and acquisition.

#### **Article 31**

The date and the rate of distribution of the annual profit to shareholders is to be decided upon the suggestion of the Board of Directors by the General Assembly. Profit distributed in accordance with the provisions of Main Agreement cannot be received back. Capital Market Legislation applies for the date and rate of profit distribution.

### **VII. TERMINATION AND LIQUIDATION OF THE COMPANY**

#### **Article 32**

Related clauses of TTK with other provisions of legislation are applied about termination and liquidation of the Company.

### **VIII. FINAL PROVISION**

#### **Article 33**

For points not available in this Main Agreement, primarily the Capital Market Code, Turkish Commercial Code and other legal regulations are to apply. Not any words or spirit or sentence of the provisions of this Main Agreement can be interpreted or considered as contrary to the provisions of Capital Market Law and Turkish Commercial Code. It is complied to Corporate Governance Principles which is obliged to applying by SPK. Transactions and decisions of Board of Directors without complying with the compulsory principles are invalid and it is considered contrary to Articles of Association.