



# **AKSA**

## **AKSA AKRİLİK KİMYA SANAYİİ A.Ş. ARTICLES OF ASSOCIATION**

**REGISTERED CAPITAL: 650.000.000,- TL.**

**ISSUED CAPITAL: 323,750,000,- TL.**

**CENTER : YALOVA**

**TRADE REGISTER NUMBER. : 8063**

**CENTRAL ADDRESS : Merkez Mahallesi Ali Raif Dinçkök Caddesi No: 2 Çiftlikköy Yalova**

**PHONE: (226) 353 25 45 (4 Lines)**

**FAX : (226) 353 33 07**

**TELEX : 22836 AKSA TR**

**TELEGRAPH : AKRİSAN – ISTANBUL**

**PHONE: (226) 353 25 45 (4 Lines)**

**TELEX : 22836 AKSA TR**

**TELEGRAPH : AKRİSAN - YALOVA**

**Yalova, 21.02.2021**

**AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ  
FOUNDATION:**

**ARTICLE 1** - A Joint Stock Company has been established in accordance with the provisions of the Turkish Commercial Code on the establishment of Joint Stock Companies by the founders who have signed the Articles of Association.

- Aksu İplik Dokuma ve Boya Apre Fab.T.A.Ş.Bakırköy Osmaniye Aksu Cad.11/1 T.C.
- Raif Dinçkök, Maçka Emlâk Cad. Birol Apt. 67/13 T.C.
- Ali Dinçkök, Cemil Topuzlu Cad. 62 Çiftelhavuzlar T.C.
- Ömer Dinçkök, Maçka Emlâk Cad. Birol Apt. 67/13 T.C.
- Güzin Dinçkök, Maçka Emlâk Cad. Birol Apt. 67/1 T.C.
- Altınyıldız Mens. Fab. A.Ş. İst. Defterdar Kral Kızı Sokak 95 T.C.
- Boyner San. Ltd.Şti. Topkapı Fazlı Pasa Sok. 2 T.C.
- Yakop Çıkvaşvili İst. Taksim Cumhuriyet Cad. 4 T.C.
- Yaşar Mensucat San. A.Ş. İst. Eyüp İskele Aralığı 1/2 T.C.
- İsak Lodrik İst. Maçka Emlâk Cad. 67 T.C.
- Emboy Yüntaş Birleşik Kamgam İplik İmalciliği A.Ş Bakırköy Aksu Cad. T.C.
- Osman Boysan İst. Pangaltı Cumhuriyet Cad. No: 22 T.C.
- Erol Lodrik İst. Maçka Emlâk Cad. 67 T.C.
- Emniyet Tic. ve San. A.Ş. İst. Fincancılar Rıza Pasa Han 59 T.C.
- Türkiye Sınai Kalkınma Bankası A.S. Karaköy Necatibey Cad. 241/247 T.C.
- Türkiye İş Bankası A.Ş. Ankara Ulus Meydanı T.C.
- Tarık Akıska İst. Kızıltoprak İtri Dede Sokak 37 T.C.
- Nuri Güven İst. Kadıköy Kızıltoprak Kalamış İskelesine giden yol 5 T.C.
- Necdet Öner İst. Tesvikiye Hüsrev Gerece Cad. Çizmen Apt. 5/1 D.5 T.C.
- Behçet Osman Ağaoğlu İst. Tesvikiye Cad. 104/1 T.C.
- Raif Öztürkmen İst. Bakırköy Bahçelievler Eski Londra Asfaltı 17 T.C.
- Erdoğan Dağdelen İst. Bakırköy Bahçelievler Nurettin Pasa Sok. 67 T.C.
- Necmettin Akça İst. Maçka Cad. 7/1 T.C.
- Peyami Öven İst. Taksim Recep Pasa Sok. 23 T.C.
- Hamdi Başaran İst. Bostancı Yazmacı Tahir Sokak 34 T.C.
- Nesim Alalu İst. Nisantaş Rumeli Cad. 2/1 T.C.
- Melih Caculi İst. Gümüssüğü Cad. Kunt Palas T.C.
- Sefik Konuk İst. Bakırköy Mısır Tarlası Sokak 11 T.C.
- Hamdi Akça İst. Maçka Emlâk Cad. 67 T.C.
- Rıfkı Kip İst. Nisantas Emlâk Caddesi 26 T.C.
- Gülsan Korkut İst. Nisantas Altın Sokak 6 T.C.
- Cumhur Dinçkök İst. Ataköy 11 Kısım 59/6 11 Blok T.C.
- Fehmi Ünel İst. Göztepe Bağdat Cad. T.C.
- Arif Pakel İst. Nişantaş Gülistan Sokak Hoş Apt. 31/2 T.C.
- Resit Çagın Ataköy İst. 11 Kısım K.5 Daire 25 T.C.
- Fikret Amasyalı, Fatih Yavuz Selim Keçeciler Cad. 17 T.C.
- Kemal Atalay, Ankara Gazi Mustafa Kemal Bulvarı 30/23 T.C.
- Sebati Ataman İst. Erenköy Bağdat Cad. Buluş Apt. 5/7 T.C.
- Turan Uluğ İst. Nisantas İhlamur Yolu 45/17 T.C.
- Enise Ünal İst. Göztepe Cad. 261 T.C.
- Mecdi Arca İst. Taksim Cumhuriyet Cad. 307 T.C.
- Merih Samlı İst. Vali Konağı Cad. 135 T.C.
- Jak Mitrani İst. Ayazpasa Hariciye Konağı Sokak T.C.
- Vedat Dicleli İst. Taksim Cumhuriyet Cad. T.C.
- Vahdettin Arioba İst. Göztepe Rıdvan Paşa Çıkmazı 15/2 T.C.
- Fatma Dağdelen İst. Bakırköy Bahçelievler Nurettin Pasa Sokak 64 T.C.
- Talha Altınbasak İst. Firuzaga Defterdar Yokusu 127 T.C.
- Nigâr Atalay, Ankara Gazi Mustafa Kemal Bulvarı 30/23 T.C.
- Ayten Kışlal Ankara Gar Biga Mah. Ülkü Sokak No: 6 A/2 T.C.
- Nermin Özlem İst. Kadıköy Kalamış iskelesine giden yol 9 T.C.
- Seher Güven İst. Kadıköy Kızıltoprak Kalamış iskelesine giden yol 5 T.C.
- Adnan Demirci İst. Nisantaş Eytam Cad. 15 T.C.

- Fethi Agralı Ankara Kavaklıdere Güzin Sokak 34/2 T.C.
- Sükrü Esmersoy Fındıkzade Sair Mehmet Emin Sok. Banka Ap. \_st. T.C.
- Mübeccel Çolakoğlu İst. Nisantas Tesvikiye Cad. 170/3 T.C.
- Aslan Badi İst. Nisantas Rumeli Cad. 25/27 T.C.
- Sebahat Öven İst. Kadıköy Kalamış iskelesine giden yol 9 T.C.
- Necdet Özlem İst. Kadıköy Kalamış İskesine giden yol 9 T.C.
- Zübeyde Aktay İst. Tesvikiye Cad. 101 T.C.
- Zeki Sporel İst. Moda Devriye Sok. Marmara Apt. 5 T.C.
- Davut Giresunlu İst. Arnavutköy Etiler Mah. Alptekin Sok. 8 T.C.

**TRADE TITLE OF THE COMPANY:**

**ARTICLE 2** – The trade title of the company is Aksa Akrilik Kimya Sanayii Anonim Şirketi.

**ARTICLE 3 - FIELD OF ACTIVITY:**

The fields of activity of the company are as follows:

1. The company primarily deals with production, import, export, domestic, foreign and international representation, marketing and trade of chemical products used in textile, chemical industries and other branches of industry as well as all kinds of raw materials, auxiliary materials and intermediates and all artificial, synthetic, natural fibers, carbon fibers, filaments and polymers and machinery, installations and equipment, parts, spare parts and details used in production, processing and storage thereof.
2. The Company engages in the establishment, commissioning, leasing of electrical power generation facilities, electricity generation, sales of the generated electrical energy and/or capacity to customers.

In order to realize its purpose in paragraph II, the Company will operate in the following areas in accordance with the relevant legislation on the electricity market:

- Establishment, commissioning, acquisition and leasing of all kinds of facilities for the purpose of generating electrical energy,
- Selling the generated electrical energy and/or capacity to legal entities holding wholesale licenses, legal entities holding retail sales licenses and eligible consumers through bilateral agreements,
- Entering into a subsidiary relationship with distribution companies established or to be established without acquiring any control thereon,
- Entering into a subsidiary relationship with electric power generation companies already established or to be established in the future.

On the other hand, the Company may also engage in the following matters, limited to company activities, in order to realize the matters that fall within the scope of its operations;

- a) Establishing and operating factories and industrial facilities, making industrial and commercial investments,
- b) Manufacturing, importing, exporting, acquiring and renting all kinds of machinery, facilities, equipment, parts, spare parts and details necessary for the Company to achieve its purpose.
- c) Acquiring patents, trademarks, know-how and similar intellectual rights related to the purpose of the Company, registering them in its own name, concluding license agreements and making legal dispositions thereon,
- d) Receiving and giving representations and distributorships and establishing dealerships and agencies in the country,
- e) Acquiring, operating, constructing, leasing, transferring and consigning, selling all kinds of real estates necessary for the Company to achieve its purpose, establishing servitude, usufruct, real estate liability, condominium ownership, condominium servitude on real estates, acquisition, transfer and relinquishment, constructing factories, warehouses, sales stores and administration buildings, establishing fictitious warehouses, establishing or

- renting a chemical storage facility, tank farm; buying real estate to meet the housing needs of the company's managers, officers, workers and employees, concluding construction contracts and/or turnkey construction contracts in return for flats in order to ensure the construction of lodgings on the real estates owned by the Company, establishing condominium, condominium servitude thereupon, renting these lodgings to company employees for short and long term, making sales promise contracts, transferring and assigning these residences to company employees and/or third parties, selling them as such,
- f) Receiving all kinds of long, medium and short-term loans from local or foreign companies and banks in order to provide money for the company's needs, drawing property and surety loans, commodity, letters of credit, investment loans, open loans, advance loans on securities and bonds, advance loans on promissory notes and similar loans, providing surety, guarantee, mortgage, pledge, commercial enterprise pledge, all kinds of in-kind and personal guarantees to constitute the guarantee of the debts of the Company, provided that necessary explanations are made in accordance with the Capital Markets legislation in order to comply with the provisions of the electricity market legislation and the capital market legislation and to enlighten the investors, Likewise, giving any kind of surety, guarantee, bill of exchange, mortgage, pledge, commercial enterprise pledge, etc. in kind and personal guarantees in favor of legal entities included in the full consolidation scope in the Company's financial statements, as well as other third parties for the purpose of carrying out the Company's ordinary commercial activities, amending them and request their removal, receiving, amending and releasing from surety, guarantee, bill of exchange mortgage, pledge, commercial enterprise pledge and any other kind of in-kind and personal guarantee in order to secure the receivables of the company,
  - g) Without prejudice to article 21/1 of the Capital Markets Law, establishing a company, making joint ventures, participating in existing commercial enterprises, and transferring and ceding affiliates, provided that the necessary legal permissions are obtained with local and foreign real and legal persons who carry out the business of the Company,
  - h) Conducting all kinds of studies, transactions and works that will increase the efficiency of the companies with which it is in a partnership and which will increase management efficiency with advanced organizational techniques, reduce financial burdens in common service areas, ensure that resources are used together to alleviate economic and social fluctuations, and thus realize the result of stronger management of enterprises and ensuring the continuity thereof and to taking relevant measures,
  - i) Conducting all kinds of import and export works related to the field of activity,
  - j) DeaDealing with all kinds of sea, air and land transportation, shipping, evacuation and contracting works, storage and transportation of finished products, making investments related to these works, making agreements with other natural and legal persons if necessary for the follow-up and insurance of these works, establishing partnerships, participating in other companies or taking them over,
  - k) Establishing and operating all kinds of coastal facilities by obtaining the necessary operating permits from the official authorities, carrying out loading, unloading, transferring, storage, transportation works at the ports, piers and docks belonging to the Company, as well as establishing and operating the necessary facilities for these works, port management, receiving all kinds of tools and equipment necessary for transportation, loading and unloading,
  - l) Establishing the right of fiduciary for and against the real estate owned or to be owned by the Company, making rental agreements, sales promise agreements and annotating these agreements on the title deed, to leave the road and green field or park with or without charge, combining it with the main parcel by purchasing the road surplus, partition, barter, unification (tawhid), making parcels, zoning, allotment, revival, amalgamation of real estate and building and operating infrastructure facilities, Establishing, transferring, canceling a resource right in favor of the Company in accordance with the provisions of the Civil Code, establishing all kinds of real rights, limited real rights and strengthened personal rights in favor of or against the Company,

- m) Acquiring, transferring the vehicles (including vessels) necessary for the company's business and making in-kind and personal savings thereupon,
- n) Participating in open and closed tenders to be opened by the State, SOEs, foundations, private and legal persons regarding the subject of the Company, bidding and undertaking these tenders,
- o) Purchasing, transferring, making other savings on capital instruments such as stocks, bonds, financing bills, asset-backed securities, provided that they are not in the nature of investment services and activities,
- p) Training the personnel who will work in the organizations and services to be established for the realization of the purpose and subject of the Company, in the country and abroad, organizing training and seminar programs for this purpose, selling, purchasing, processing, storing, transporting, importing all kinds of mines and gases, petroleum, natural gas and its derivatives, geothermal, water resources, natural resources and all kinds of other energy resources and all kinds of raw materials and auxiliary materials required for electricity generation, export, trade for electricity generation based on all kinds of energy and renewable energy sources within the framework of the relevant legislation, and participating in all kinds of official and private tenders, and concluding agreements,
- r) Selling, storing, operating steam, hot water, gas, waste and other by-products formed during the activity of electricity generation,
- s) Exploring, extracting, operating, purchasing, selling, renting, leasing underground and surface mines and natural resources, geothermal and natural mineral water resources and geothermal-derived gases in accordance with existing laws, obtaining exploration and operation license for geothermal resources and natural mineral waters, obtaining a mining license, searching for a mineral, requesting an operating right, obtaining an operating license and operating privilege, taking over the rights of transferable mines, opening and operating all kinds of mines and coal mines, provided that the relevant legislation is complied with, establishing mining enterprises and mining industry facilities producing, purchasing, selling, marketing, importing and exporting machinery, spare parts, equipment and installations related to mining buying, processing, enriching, selling ores,
- t) Performing solid waste, thermal, wastewater treatment, surface/rainwater treatment works, providing waste characterization support, emergency response,
- u) Engaging in the supply and storage of acrylonitrile "ACN" and the like,
- v) Dealing with maintenance and cleaning, site security, investment engineering and project management, site administration and infrastructure works, providing information technology services, dealing with human resources, management systems and public relations,
- y) Establishing all kinds of laboratories and research centers required for research and development (R&D) activities, developing and selling projects for their own needs and third parties.
- z) Granting aids and donations to institutions and organizations engaged in scientific research and development, universities, educational institutions and similar institutions, offices included in the general budget, annexed budget administrations, provincial autonomous administrations, municipalities and villages, foundations granted tax exemption by the Council of Ministers, associations beneficial for public interest, local sports clubs, in accordance with the principles determined by the Capital Markets Board, on the condition that the donations are added to the distributable profit base, the necessary material disclosures are made and the donations made during the year are submitted to the information of the shareholders at the General Assembly,

Apart from the above-mentioned transactions, if it is desired to undertake other works that will be useful and necessary for the Company in the future, upon the proposal of the Board of Directors, the situation is submitted to the approval of the general assembly, and after the decision is made and registered in this way, the Company may carry out any work it wishes.

The Company will obtain the prior approval of the Energy Market Regulatory Authority, the Capital Markets Board and the Ministry of Customs and Trade for this matter, which is in the quality of amending the Articles of Association.

#### **HEADQUARTERS AND BRANCHES:**

**ARTICLE 4** - The headquarters of the company is in the Ciftlikkoy district of Yalova province. Its address is “ Merkez Mahallesi Ali Raif Dinçkök Caddesi No:2 Çiftlikköy Yalova”.

In case of a change of address, the new address is registered with the trade registry and announced in the Turkish Trade Registry Gazette, and also notified to the Energy Market Regulatory Authority, Capital Markets Board and the Ministry of Commerce. The notification made to the registered and announced address shall be deemed to have been made to the Company.

The Company may establish branches, liaison offices, sales stores, factories, warehouses, correspondents and agencies in the country and abroad, provided that it informs the Energy Market Regulatory Authority, the Capital Markets Board and the Ministry of Commerce.

#### **TERM**

**ARTICLE 5**—The company has been established for an indefinite period.

#### **CAPITAL:**

**ARTICLE 6-** The company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law and adopted this system with the permission of the Capital Markets Board dated 20.02.1992 and numbered 90.

The registered capital of the Company is 650,000,000- (six hundred and fifty million) Turkish Liras, divided into 65,000,000,000 shares, each with a nominal value of 1 kuruş (One Kuruş).

If necessary, the Company's capital may be increased or decreased in accordance with the provisions of the Turkish Commercial Code and Capital Market legislation.

The registered capital permission granted by the Capital Markets Board is valid for the years 2021-2025 (5 years). Even if the authorized registered capital ceiling has not been reached at the end of 2025, in order for the Board of Directors to take a capital increase decision after 2025, it is obligatory to obtain authorization from the General Assembly for a new period by obtaining permission from the Capital Markets Board for the previously allowed ceiling or a new ceiling amount. In case the said authorization is not obtained, no capital increase can be made with the decision of the board of directors.

The issued capital of the Company is 323,750,000- (Three Hundred Twenty Three Million Seven Hundred and Fifty Thousand) Turkish Liras, fully paid in.

The shares representing the capital are monitored from the register within the framework of dematerialization principles.

Between 2021 and 2025, the Board of Directors is authorized to increase the issued capital by issuing shares up to the registered capital ceiling, when deemed necessary, in accordance with the provisions of the Capital Markets Law and to issue shares above or below its nominal value, to limit the rights of shareholders to purchase new shares, and to decide on issuance of premium shares. The authority to restrict the right to buy new shares cannot be used in a way that causes inequality among the shareholders.

All of the company shares are registered. The company cannot issue bearer shares.

Provided that the approval of the Energy Market Regulatory Board is also obtained, the Company may acquire and accept its own shares as pledge, subject to the limitations set forth in the Turkish Commercial Code and the Capital Market Law.

#### **BOARDS OF DIRECTORS :**

**ARTICLE 7**— The company is represented and managed by a board of directors consisting of a number of members to be determined by the general assembly, with at least five members and to serve for a maximum of three years in accordance with the provisions of the Turkish Commercial Code and these Articles of Association. The same board member can be re-elected.

The number and qualifications of the independent members to take office in the Board of Directors are determined in accordance with the mandatory corporate governance principles of the Capital Markets Board.

Legal persons can be elected as members of the board of directors. In case the legal person is elected as a member of the board of directors, only one real person is registered and announced together with the relevant legal person and on behalf of that legal person. It is also disclosed on the Company's website that the registration and announcement were made. The real person registered in the name of the legal person can attend the meetings of the board of directors and cast votes. The legal person who is a member of the board of directors may always change the real person registered on his behalf.

Members of the Board of Directors are paid a monthly fee to be determined by the general assembly or to be determined per meeting. The regulations of the Capital Markets Board regarding the mandatory corporate governance principles are reserved.

Meeting and decision quorums of the Board of Directors are subject to the provisions of the Turkish Commercial Code.

Within the framework of article 390/4 of the Turkish Commercial Code, if none of the members requests a meeting, decisions of the Board of Directors may also be taken by obtaining the written approval of at least the majority of the total number of members, for a proposal made by one of the members of the Board of Directors, written in the form of a decision. Making the same proposal to all members of the Board of Directors is a condition for the validity of the decision to be taken in this way. Approvals do not have to be on the same paper however, it is necessary for the validity of the decision to be pasted on the resolution book of the Board of Directors, or converted into a resolution containing the signatures of those who accept it, and put it in the resolution book.

Those who have the right to attend the company's board of directors meetings can also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the Communiqué on Electronic Assemblies in Commercial Companies, Except for Joint Stock Company General Assemblies the Company may establish an Electronic Meeting System that will allow beneficiaries to attend and vote in these meetings electronically or purchase services from systems created for this purpose. In the meetings to be held, it is ensured that the beneficiaries can exercise their rights specified in the relevant legislation within the framework specified in the Communiqué, through the system established in accordance with this provision of the articles of association or through the system from which support service will be received.

#### **PROVISIONS REGARDING THE BOARD OF DIRECTORS:**

**ARTICLE 8**—The provisions of the Turkish Commercial Code shall apply to the rights, obligations, obligations and responsibilities of the Board of Directors, meeting form and quorum, withdrawal, death of the members or situations that prevent them from performing their duties, election of the vacant memberships by the Board of Directors and other matters related to the Board of Directors. The regulations of the Capital Markets Board regarding the mandatory corporate governance principles are reserved.

#### **AUTHORITIES OF THE BOARD OF DIRECTORS:**

**ARTICLE 9**— The Board of Directors is authorized for all decisions, except for the transactions that require a General Assembly resolution pursuant to the Law and the provisions of this Articles of Association.

The Board of Directors establishes the committees stipulated in the Turkish Commercial Code and CMB legislation in order to fulfill its duties and responsibilities in a healthy manner and to maintain the existence and development of the company, and ensures that they are implemented in line with the provisions of the legislation. In addition, in accordance with Article 378 of the Turkish Commercial Code, a committee is established for the early detection of risks.

Establishment of committees within the body of the Board of Directors, their duties and working principles are conducted in accordance with the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board on corporate governance and other legislation.

The duties of the Company's General Manager are defined in the Company's internal directive, and the General Manager and the Chairman of the Board of Directors cannot be the same persons and cannot

have the same powers. The chairman of the board of directors fulfills his duties arising from the Turkish Commercial Code and CMB legislation.

#### **CORPORATE GOVERNANCE PRINCIPLES:**

**ARTICLE 9/A**— Establishment of necessary committees within the framework of the Capital Market legislation, Turkish Commercial Code and other relevant legislation, the number of committees and the qualifications of the committee members are determined according to the regulations of the Capital Markets Board regarding Corporate Governance Principles.

The regulations of the Capital Markets Board regarding corporate governance shall apply to transactions deemed important for the implementation of the Corporate Governance Principles and to all kinds of related party transactions of the company and to transactions related to the issuance of guarantees, pledges and mortgages in favor of third parties.

#### **MANAGEMENT AND REPRESENTATION OF THE COMPANY:**

**ARTICLE 10**— Representation of the Company to the outside belongs to the Board of Directors.

By issuing an internal directive, the Board of Directors may delegate the management partially or completely to one or more members of the Board of Directors or to a third party.

The Board of Directors may appoint commercial representatives and commercial attorneys.

The Board of Directors may delegate its representation authority to one or more executive members or to third parties as a manager.

In order for all the documents to be given by the Company and the contracts to be signed, they must bear the signatures of the persons authorized to sign on behalf of the Company under the Company's official title.

Signature powers and degrees are determined by the decision of the Board of Directors.

#### **AUDITING:**

**ARTICLE 11**— The provisions of the Capital Markets Law, Turkish Commercial Code and other relevant legislation are complied with regarding the independent auditing of the Company's accounts and transactions.

#### **GENERAL ASSEMBLY:**

**ARTICLE 12**— The general assembly convenes as ordinary and extraordinary.

The ordinary general assembly convenes within three months and at least once a year from the end of the Company's accounting period and takes the necessary decisions. The extraordinary general assembly convenes in accordance with the provisions written in the Turkish Commercial Code and this Articles of Association and takes the necessary decisions, if necessary.

An internal directive on the working principles and procedures of the General Assembly is prepared by the Board of Directors in accordance with the Turkish Commercial Code and is put into force, registered and announced with the approval of the General Assembly.

Unless otherwise decided by the General Assembly, meetings are held open to interested parties as long as physical facilities are available, but the right to vote belongs to the shareholder or his representative authorized to vote.

#### **PARTICIPATION IN THE GENERAL ASSEMBLY MEETING IN ELECTRONIC ENVIRONMENT:**

**ARTICLE 13**- Rights holders who have the right to attend the company's general assembly meetings can also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the Regulation on General Assemblies to be Held Electronically in Joint Stock Companies the company may establish an electronic general assembly system that will allow the right holders to participate in the general assembly meetings electronically, to express their opinions, to make suggestions and to vote or purchase services from systems created for this purpose. Pursuant to this provision of the Articles of Association, in all general assembly meetings



to be held, right holders and their representatives will be able to exercise their rights specified in the provisions of the aforementioned Regulation through the established system.

#### **MEETING PLACE:**

**ARTICLE 14**— The General Assembly may convene in the administrative center of the Company or in a convenient place of the city where the administrative center is located, or in Istanbul, where the shareholders are numerically in the majority, or in other areas where the Company has branches or industrial facilities, upon a decision to be taken by the Board of Directors.

#### **QUORUM :**

**ARTICLE 15**— Ordinary and extraordinary general assembly meeting and resolution quorums are subject to the provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation.

#### **PRESENCE OF A MINISTRY REPRESENTATIVE IN THE MEETING:**

**ARTICLE 16-** In accordance with Article 407 of the Turkish Commercial Code, representatives of the Ministry must be present in ordinary and extraordinary general assembly meetings and in the meetings to be held thereafter in case of their postponement. In accordance with Article 407 of the Turkish Commercial Code, other regulations regarding the representatives of the Ministry shall apply.

#### **VOTING RIGHTS AND MINORITY RIGHTS:**

**ARTICLE 17**— Each shareholder has one vote for each share at the general assembly meetings. The voting right is subject to the provisions of the Turkish Commercial Code, the Capital Markets Law and the relevant legislation, and the shareholders, who make up one twenty-fifth of the Company's capital, have minority rights.

#### **REPRESENTATION BY PROXY :**

**ARTICLE 18**— At the general assembly meetings, shareholders may represent themselves in accordance with the relevant provisions of the Turkish Commercial Code and Capital Market legislation through other shareholders or a proxy appointed by them from outside. In addition to their own votes, the proxies who are shareholders in the Company are also authorized to use the votes of the shareholders they represent. If a share has more than one owner, such shareholders may exercise their voting rights only through a representative.

The form of the authorization certificate is determined by the Board of Directors, without prejudice to the regulations of the Capital Markets Board. If the share has more than one owner, one of them or a third person can be appointed as the representative.

The person exercising his right to participate as a representative obeys the instructions of the represented. Violation of the instruction does not invalidate the vote.

#### **VOTE CASTING :**

**ARTICLE 19**— At the general assembly meetings, votes are cast in accordance with the internal directive to be prepared by the Board of Directors in accordance with the regulations of the Ministry of Customs and Trade. Shareholders who do not physically attend the meeting use their votes in accordance with the provisions of the legislation on general assembly meetings held in electronic environment.

#### **AMENDMENT OF THE ARTICLES OF ASSOCIATION:**

**ARTICLE 20-** In case of amendments to the articles of association of the company, it is mandatory to obtain the permits or appropriate opinions of the Energy Market Regulatory Authority, the Capital Markets Board and the Ministry of Customs and Trade. Changes in this regard become valid after they are duly certified and registered with the Trade Registry.

#### **ANNOUNCEMENTS :**

**ARTICLE 21**—Announcements of the company are made in the Turkish Trade Registry Gazette and on the Company's website in accordance with the communiqués of the Capital Markets Board and the regulations regarding corporate governance, provided that the provisions of the Turkish Commercial Code are reserved.

## **COPIES TO BE GIVEN TO THE MINISTRY**

**ARTICLE 22-** Annulled

## **ISSUANCE OF CAPITAL MARKET INSTRUMENTS AS A MEANS OF BORROWING:**

**ARTICLE 23**— The Company may use loans within the limits of the Capital Market legislation in order to cover its short-term fund needs or costs related to its portfolio or it may issue bonds, financing bonds, asset-backed securities and other debt securities. The provisions of the Capital Markets Law and other relevant legislation shall be complied with regarding the limit of debt securities to be issued.

The Board of Directors of the Company has the authority to issue bonds, financial bills and other capital market instruments in the nature of debt instruments, within the framework of the provision of Article 31 of the Capital Markets Law.

In this case, other provisions of the Turkish Commercial Code that are not contrary to the Capital Markets Law and that are not otherwise stipulated in this Articles of Association shall apply.

## **ANNUAL ACCOUNTS:**

**ARTICLE 24**— The accounting year of the company is the calendar year. However, the first accounting year, exceptionally, includes the period between the date the Company was established and the last day of December of that year.

## **PROFIT DISTRIBUTION AND RESERVE FUNDS:**

**ARTICLE 25**— The company complies with the regulations in the Turkish Commercial Code and Capital Markets legislation regarding profit distribution.

In accordance with the general accounting principles such as the company's general expenses and miscellaneous depreciation after deducting the amounts that are required to be paid and set aside by the Company and the provisions set aside for the compulsory taxes and financial liabilities to be paid by the Company's legal entity, from the income determined at the end of the accounting year and after deducting the previous year's losses, if any, from the remaining net profit shown in the annual balance sheet:

### **General Legal Reserves**

a) 5% of the remainder is set aside as general legal reserves until 20% of the paid-in capital is reached in accordance with the provisions of Article 519 of the Turkish Commercial Code.

### **First Dividend**

b) The first dividend is allocated from the base to be calculated by adding the donations made within the relevant accounting year to the remaining amount, in accordance with the Turkish Commercial Code and the Capital Markets legislation.

c) From the remainder, the general assembly may decide to allocate an amount of 2% to be distributed to the members of the board of directors.

### **Second Dividend**

d) In case there is a portion remaining after deducting the amounts in clauses a, b and c from the net profit, the General Assembly is authorized to distribute this part partially or completely as a second dividend, to leave it on the balance sheet as end-of-period profit, to add it to legal or discretionary reserves, or to set aside as extraordinary reserves.

e) Amounts incurred pursuant to paragraph 2 of Article 519 of the Turkish Commercial Code are added to the general legal reserves.

f) Unless the legal reserves and the profit share determined for the shareholders in the Articles of Association are allocated, It cannot be decided to allocate other reserves, to transfer profits to the next

year, and to distribute dividends to the members of the board of directors and partnership employees and no profit shares can be distributed to these persons unless the determined dividend is paid.

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

According to the provisions of this Articles of Association, the profit distribution decision made by the general assembly cannot be revoked.

The distribution method and time of the profit that is decided to be distributed is decided by the general assembly upon the proposal of the Board of Directors.

Within the framework of the Capital Markets Board legislation, dividend advances can be distributed to the partners.

#### **TERMINATION AND LIQUIDATION:**

**ARTICLE 26—** The provisions of the Turkish Commercial Code, Capital Markets legislation and other relevant legislation are applied regarding the termination and liquidation of the Company and how the related transactions will be carried out.

#### **ARTICLES OF ASSOCIATION TO BE SENT TO THE MINISTRY**

**ARTICLE 27-** Annulled.

#### **LEGAL PROVISIONS:**

**ARTICLE 28-** The provisions of the Turkish Commercial Code, the Capital Market Law and the Energy Market Law and other relevant legislation currently in force are applied to the matters not included in this Articles of Association.

#### **COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES**

**ARTICLE 29-** The Corporate Governance Principles, which are mandatory to be implemented by the Capital Markets, are complied with. Transactions and resolutions of the board of directors that do not comply with the mandatory principles are invalid and deemed contrary to the articles of association.

#### **TRANSFER OF SHARES:**

**ARTICLE 30-** Acquisition of shares representing 5% or more of the company's capital, directly or indirectly, by a real or legal person and share acquisitions resulting in a shareholder's shares exceeding 5% of the legal entity capital and/or share transfers resulting in a partner's shares falling below the above rates are subject to the approval of the Energy Market Regulatory Board each time. This provision is also valid in cases where voting rights are acquired and shares are pledged.

Even if there is no share transfer, the establishment of privilege on existing shares, the abolition of privilege or the issuance of usufruct shares are subject to the approval of the Energy Market Regulatory Board, regardless of the proportional limits regarding the transfer of shares.

In the transfer of shares traded on the stock exchange, the Capital Market Law, Regulations and Communiqués and the Istanbul Stock Exchange Listing Regulation are complied with.

#### **MERGER CONDITIONS**

**ARTICLE 31-** The company may merge with other companies with all its assets and liabilities. The merger is made in accordance with the applicable provisions of the Turkish Commercial Code. If it is desired to take over all the assets and liabilities of one or more licensee legal entities by a single licensee legal entity as a whole, without prejudice to the provisions of the Law on the Protection of Competition No. 4054 on mergers and acquisitions, it is obligatory to obtain approval from the Capital Markets Board and the Energy Market Regulatory Board for merger permission.

Upon receipt of the said approval, the merger transactions will be concluded within one hundred and eighty days following the approval date. The merger agreement in question will not contain provisions that will violate the rights and receivables of consumers or eliminate the Company's debts and will cover the conditions required by the Electricity Market Legislation.