

LOGO YAZILIM SANAYİ VE TİCARET ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION

ESTABLISHMENT

ARTICLE 1- A joint stock company has been incorporated by and between the incorporators whose names, surnames, nationalities, titles and residence addresses are written below through change of type of “Logo Yazılım Sanayi ve Ticaret Limited Şirketi” registered with Istanbul Trade Registry under registration number 224484/170044 pursuant to article 152 of the Turkish Commercial Code in compliance with provisions of the Turkish Commercial Code governing instantaneous incorporation of joint stock companies.

1.1. M. TUĞRUL TEKBULUT

Address:

Turkish Citizen

1.2. TURGAY AYTAÇ

Address:

Turkish Citizen

1.3. AYHAN İNAL

Address:

Turkish Citizen

1.4. ERDEM GÜLGENER

Address:

Turkish Citizen

1.5. FİSUN ÖĞÜNÇ

Address:

Turkish Citizen

1.6. MÜGE PERİ

Address:

Turkish Citizen

1.7. GÜLTEN HALICI

Address:

Turkish Citizen

1.8. MİNE İNAL

Address:

Turkish Citizen

1.9. BİROL CABADAK

Address:

Turkish Citizen

1.10.MUTLU AKÇAKAYA

Address:

Turkish Citizen

1.11.GÜLGÜN EFENDİOĞLU

Address:

Turkish Citizen

1.12.HALUK İNANICI

Address:

Turkish Citizen

COMPANY NAME

ARTICLE 2 -

The name of the company is "**LOGO YAZILIM SANAYİ VE TİCARET ANONİM ŞİRKETİ**"

PURPOSE AND SCOPE OF ACTIVITIES OF THE COMPANY

ARTICLE 3 -

The purpose and scope of activities of the company are as follows:

3.1. Producing, developing, processing, duplicating, disseminating in any physical and electronic media any software embedded any computer hardware, operating system software, application software, database, efficiency-improving software, multimedia software products and similar software products;

3.2. Providing training about software produced, developed, or whose license is purchased or sold, or imported, exported, or marketed, and rendering and providing any and all services prior to and after sales of software and hardware, such as technical support, training of users and computer operators, and technical services activities;

3.3. Conducting engineering, architecture, consultancy, study, projecting, feasibility activities in the field of any and all computer software products, computers, information technology, communication, electronic communication environment, internet, multimedia products; rendering any and all support, repair, service and assembly services, establishing technical service stations when necessary, producing and marketing system analysis and computer technology development services; providing, selling, or marketing the same services over the Internet;

After fulfilling necessary legal procedures, acting as an Internet Service Provider, providing, selling internet service, billing to the Internet end-user, or providing, selling, billing such service to customers as an Internet hosting service provider, or engaging in e-commerce over the Internet, providing e-commerce services to end-users;

3.4. Performing publishing activities of any nature, issuing periodical or non-periodical journals, and engaging with all sorts of typesetting, drawing, printing and advertisement works;

3.5. Production, exporting, importing, purchasing-selling, marketing of any and all sorts of analogous and digital hardware products, computer (hardware), computer by-products, auxiliary hardware, units, any and all sorts of informatics and automation systems, all kinds of home, office, workplace communication hardware and materials, any and all sorts of instruments and their spare parts, any and all computer consumables, any and all sorts of industrial electronic and computer devices and instruments as well as laboratory materials and spare parts and accessories and consumables pertaining to the same, analytic devices used in the industrial and medical laboratories, measurement, adjustment and control tools and devices, electronic hardware products, by-products, consumables with or without computer used at the workplaces;

3.6. In order for the company to reach the abovementioned objectives, the company may acquire all rights and assume debts provided that they are related to the scope of activities of the company.

3.6.1. The Company may purchase or sell any immovable and movable properties where it deems necessary in relation to its objective and scope.

3.6.2. It may create any kinds of rights in rem or personal rights on its movable and immovable properties. It may purchase and sell any rights in rem or personal rights, carry out various acquisition, transfer, assignment or appropriation transactions in various methods and means, including swap and barter, vested in legal entities by virtue of the provisions of various legislations such as the Civil Code, Code of Obligations, Turkish Commercial Code, Execution and Bankruptcy Code and dispose of the same via these methods;

3.6.3. It may carry out transactions such as registration, releasing, annotation, revocation of the annotation of any personal or strengthened personal rights, such as promissory sale, allotting, segregating, parceling, establishing construction servitude, flat ownership, etc.

3.6.4. It may establish and accept pledge, commercial enterprise pledge and mortgage on movable and immovable properties, rights and facilities of the Company as are deemed necessary for its operations, or establish mortgage, pledge, commercial pledge for the benefit of the company; release the existing pledges and mortgages, annotations and similar restrictions; grant, accept any security, security pledge, whether personal or in rem, for the satisfaction of its rights and receivables, execution of activities and collections, or it may pledge its own or others' immovable properties as security.

3.6.5. It may rent, lease, rent, construct or cause to be constructed, operate or cause to be operated movable and immovable rights and facilities, establish servitude, usufruct, construction rights or flat ownership sales promises on its immovable properties and it may also establish such rights in favor of the company and revoke existing ones;

3.6.6. For activities the Company, it may participate in any public and private tender in home and abroad, organize tenders, engage itself in contracting works, or carry out such works itself or award the contract to the others.

3.6.7. It may conduct a variety of industrial and commercial activities such as marketing, export, production, extraction, import, purchase-sale, packaging, storage, technical storage, transportation and presentation to user and consumer sites, introduction, domestic and international representation and distributorship, exhibition and introduction at international and domestic fairs, and participation in tenders in relation to all software, commodities, articles and assets which help to achieve its purpose and scope like raw, semi-finished, initial, auxiliary, scrap and waste materials, preparations and compounds, tools, instruments, machinery, main, auxiliary and secondary facilities which are produced, consumed, or used at the relevant sites in relation to its objective and scope;

3.6.8. It may establish software houses, facilities in home and abroad related to its activities, market goods and services, brands and licenses in home and abroad in relation to its objective and scope. It may conduct export and import activities and free-zone activities on the condition

that legal permissions are obtained. For this purpose, it may establish the necessary organizations or participate in existing ones, grant distributorship and dealership to other persons and entities.

3.6.9. It may participate in companies comprised of real and/or legal entities established and to be established, enterprises except for brokerage activity and asset management, for carrying out the activities required by the objective and scope of activities of the company, establish new companies or business partnerships with them, establish short and long term consortia, enter into joint-venture agreements, conclude contracts based on distribution of financial responsibilities with domestic or foreign companies and/or real persons within the respective regulation, receive loans from all kinds of banks or credit institutions, provide and receive guarantees for the debts of the companies in which it participates, or for third parties provided that necessary disclosures sought by the Capital Markets Board for material events are made in order to enlighten investors in real or legal entity status.

3.6.10. It may take over, acquire, assign, have registered in its name, sell, place as security, lease, pledge, put in other companies as capital in kind and have any legal dispositions on, patents, inventions, license and concessions, patents, copyrights, geographical signs, industrial designs, technical assistance and licenses, trade names, trademarks, operating rights, operating concessions and other intellectual and intangible rights and assets, and conclude and use know-how contracts in relation to or facilitate its objective and scope of activities;

3.6.11. It may operate at free zones at home and abroad, provided that it secures necessary permits according to the Free Zone Legislation in order to engage in the activities falling within its objectives and scope of operations, it may open work places, offices at the free zone, it may establish branches and participate in companies to be established at the free zone provided that it secures the permits necessary to operate inside and outside free zones.

3.6.12. Within the provisions of Turkish Commercial Code and with the permit to be obtained from the Capital Markets Board and the Ministry of Customs and Commerce, it may include other activities in its objective and scope of activities by making amendments in its articles of association.

3.6. The Company may establish provident funds and other social organizations with a legal personality for the employees, officers and workers of the Company as well as the companies in which it participates in accordance with Article 522 of the Turkish Commercial Code, and maintain and carry out the management and operation of such entities, and make investments to make utmost use of their assets.

3.7. In regard to issues of the Company's granting guarantees, sureties, assurances on its own behalf or for the account of 3rd parties, or creating pledges, including liens, the procedures under the Capital Market Legislation shall be complied with.

HEAD OFFICE AND BRANCHES

ARTICLE 4 – The headquarters of the company is in the county of GEBZE, the province of KOCAELİ. The address of the Company is "Gebze Organize Sanayi Bölgesi, Sahabettin Bilgisu Caddesi. No:609 Gebze/KOCAELİ". In case of any change in address, the new address

is caused to be registered with the Trade Registry, published in Turkish Trade Registry Journal, and also notified to the Ministry of Customs and Commerce as well as to the Capital Markets Board. Any notification served to the registered and announced address is deemed to have been served to the company. If a company that has left its registered and announced address fails to get registered its new address within the legal period, this will constitute a cause for its termination. The Company may open branches in Turkey and abroad by informing the Ministry of Customs and Commerce and the Capital Markets Board.

DURATION

ARTICLE 5-

The Company has been established for an indefinite period as of its registration date.

CAPITAL

ARTICLE 6- The Company has adopted the registered share capital system pursuant to the provisions of the Capital Markets Law No. 6362, and has initiated the registered share capital system upon the permission of the Capital Markets Board dated 22.03.2019 and No. 29833736-110.04.04-E.4479.

The upper limit of the Company's registered share capital is 125,000,000- (onehundredtwentyfivemillion) Turkish Liras (TL), which is divided into 12,500,000,000 (twelvebillionfivehundredmillion) registered shares, each with a nominal value of 1 Kuruş (OneKuruş).

This upper limit of registered share capital allowed by the Capital Markets Board is valid for the years 2019 through 2023 (for 5 years). Even if the upper limit of registered share capital is not yet reached at the end of 2023, an authorization by the General Assembly must be granted for a new period not exceeding 5 years, provided that the permission of the Capital Markets Board is obtained. In case such authorization is not granted, capital increases may not be affected based on the resolution of the Board of Directors.

The issued share capital of the Company is TL 25,000,000- (twentyfivemillion). This capital has been fully paid in, free of any collusion.

The Company's share capital of TL 25,000,000- is divided into 2,500,000,000 (twobillionfivehundredmillion) shares in total, with 3,300,000 Class A registered shares each with a nominal value of 1 Kuruş (OneKuruş) and 2,469,700,000 Class B bearer shares each with a nominal value of 1 Kuruş (OneKuruş).

The shares representing the share capital are monitored in book-entry form in accordance with the principles of dematerialization.

If deemed necessary, the Company's share capital may be increased or decreased pursuant to the provisions of the Turkish Commercial Code and Capital Markets Regulations.

The Board of Directors is authorized to pass resolutions to increase the issued share capital as it may deem necessary from time to time by issuing new shares up to the registered capital upper limit, restrict the rights of the existing shareholders to subscribe for new shares in capital increases, and to issue shares with premium or with values lower than their nominal value.

The authority to restrict the right to subscribe for new shares may not be exercised in a manner to cause inequality among the shareholders.

SHARE CERTIFICATES

ARTICLE 7-

The entire Article 7 has been cancelled.

BOARD OF DIRECTORS AND ITS DURATION

ARTICLE 8-

8.1. The business and management of the Company is carried out by a Board of Directors, consisting of 6 (six) persons to be elected by the General Assembly that possess the requirements set out under the Turkish Commercial Code and capital markets regulations in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law. Half of the members of the board of directors shall be elected among the candidates to be nominated by the Class A shareholders. Members of the Board of Directors can be elected to serve for a maximum period of three years. The Board Members whose terms of office expire may be re-elected. The General Assembly may, if it deems necessary, dismiss, replace the Board members at any time. In line with the principles relating to the independence of the members of the Board of Directors as set forth in the Corporate Governance Principles of the Capital Markets Board, a sufficient number of independent members are appointed to the Board of Directors by the General Assembly. The number and qualifications of the independent members shall be determined in line with the provisions of the Capital Markets Board's regulations relating to corporate governance principles. With regard to the terms of office of the independent members of the Board of Directors, regulations of the Capital Markets Board relating to corporate governance principles shall be complied with.

8.2. The Chairman of the Board of Directors shall be elected among the members of the board of directors nominated by the Class A shareholders.

8.3. If a member of the Board of Directors is declared bankrupt or his legal capacity is restricted, or he no longer meets the legal conditions or the qualifications set forth in the articles of association regarding membership, the membership of such person shall automatically expire without further action.

8.4. In case a vacancy in the membership of the Board of Directors occurs, the Board of Directors shall provisionally elect a person meeting the legal requirements for membership and submits such election for the approval of the first general assembly. The member who has been elected by such a procedure acts until the general assembly meeting at which his election is presented for approval, and completes the period of his/her predecessor in case his election is approved.

If the independent member of the Board of Directors loses his independence or resigns for other reasons or becomes unable to perform his duty before his period of office expires, the Board of Directors shall elect an independent member for the vacant membership subject to the regulations of the Capital Market Law and regulations of the Capital Markets Board in order to re-establish the minimum number of independent members.

In case of vacancy occurs in the membership of a member who was nominated by Class A shareholders, a candidate jointly proposed by all the remaining members of the Board of Directors who were elected upon the proposal of Class A shareholders shall be appointed.

REPRESENTATION AND BINDING OF THE COMPANY AND MEETINGS OF THE BOARD OF DIRECTORS

ARTICLE 9-

9.1. The Board of Directors of the Company is authorized to manage and represent the company. Authorities and limits in respect of representation and binding of the company are determined in the framework of the decisions to be taken by the Board of Directors, and are duly registered and announced.

If a legal person is elected as a member of the Board of Directors, only one real person who is determined by the legal person shall be registered and announced along with that legal person on behalf of such legal person; also, it shall be immediately announced on the Company's website that the registration and announcement has been made. Only this registered person may attend the meetings and vote on behalf of the legal person. The legal person may change the real person registered on its behalf at any time.

9.2. The Board of Directors may convene whenever it is necessary for the business of the Company upon the call of the Chairman of the Board of Directors, or in case of absence of Chairman, upon the call of the Vice-chairman of the Board of Directors. Any member of the Board of Directors may call a meeting of the Board of Directors with a written request to the Chairman of the Board of Directors.

9.3. The Board of Directors meets and takes its decisions at the head office of the company. If the chairman of the board of directors deems it necessary, he may call the members to hold a meeting at a place other than the head office or at a place abroad by informing all members in advance.

9.4. The time and agenda of the meeting of the board of directors can be notified by registered letter, telex, fax or e-mail 7 (seven) days in advance.

9.5. Pursuant to the provisions of the Turkish Commercial Code, if none of the members of Board of Directors has requested to hold a meeting and provided that written approvals regarding a proposal prepared by a member of the Board of Directors in the form of a resolution are received from a sufficient number of Board of Directors members pursuant to the Turkish Commercial Code, capital markets regulations and this Articles of Association, the Board of Directors can adopt resolutions. The same proposal must be made to all members of the Board of Directors in order for such resolution to be valid.

The approvals do not necessarily have to be on the same document; but in order to render the board resolution valid, all the documents bearing the signatures for approval should be attached to the board resolution book or entered into the resolution book after it is converted into a resolution that includes the signatures of those in favor.

9.6. The meeting (including the postponed meetings) quorum of the board of directors is established by minimum 4 (four) members of the Board of Directors. In order for a resolution

to be taken at the board of directors (including also postponed meetings), the affirmative vote of minimum 4 (four) members of the board of directors is required, except for and without prejudice to such circumstances where the affirmative vote of the independent members of the board of directors is sought under the Capital Market Legislation and Corporate Governance Principles.

9.7. The salaries of the Board of Directors' members shall be determined by the General Assembly. The General Assembly shall determine the financial benefits aside from salary, to be provided to the Board of Directors' members. The board members may be paid honorarium in accordance with the provisions of the Turkish Commercial Code. Remuneration, bonus or premiums can be paid to members of the board of directors or members of committees to be established in consideration of their services. The remuneration of independent members of the Board of Directors shall be determined in compliance with Capital Markets Board's regulations. In the remuneration of independent members of the board of directors, performance of the company based payment schemes are not used. The salaries of the managers are determined by the board of directors.

9.8. Members of the board of directors may assume board membership duties in other companies.

9.9. The Board of Directors may set up commissions or committees comprised of its own members and/or nonmembers pursuant to the Turkish Commercial Code, Capital Market Law and Corporate Governance Principles or in respect of matters which it deems appropriate.

The establishment, duties and principles of operation of the committees that the Board of Directors is obliged to establish pursuant to the Capital Markets Law, the corporate governance regulations of the Capital Markets Board, the Turkish Commercial Code and the related legislation, as well as the relationship between such committees and the Board of Directors shall be subject to applicable laws. In order to ensure that the duties and obligations of the Board of Directors are properly performed, including Early Risk Detention Committee, Audit Committee, Corporate Governance Committee, Nomination Committee and Remuneration Committee, and to the extent necessary, other committees shall be established within the Board of Directors. However, if a separate Nomination Committee and Remuneration Committee cannot be established due to the structure of the Board of Directors, the duties of such committees shall be performed by the Corporate Governance Committee. The scope of duties and principles of operation of the committees, and which members they shall comprise of are determined by the Board of Directors and disclosed to the public. All members of the Audit Committee and the chairmen of other committees must be elected among the independent members of the Board of Directors.

9.10. Those who are entitled to attend the Company's Board of Directors meetings may also attend such meetings via electronic media pursuant to Article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the Communiqué Regarding the Meetings to be Held via Electronic Media In Commercial Companies Except for General Assemblies of Joint Stock Companies, the Company may either establish an Electronic Meeting System, which will allow the holders of voting rights to attend such meetings via electronic media, or receive the services offered by systems established for such purposes. During such meetings, it shall be ensured that the holders of voting rights are enabled to use their rights under the applicable

legislation within the framework set forth by the said Communiqué, using the system to be established under this article of these Articles of Association, or via the system that will be resorted to for support services.

DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, AND TRANSFER OF AUTHORITY

ARTICLE 10-

10.1. The Board of Directors is authorized to make decisions on all matters except for issues for which the General Assembly is solely authorized under the Turkish Commercial Code, the Capital Market Law and the articles of association, and to manage, represent and bind the company. The Board of Directors of the Company is responsible for the execution of the Company's business in accordance with the objective and scope of activities of the Company, keeping of the Company's books and records, issuance of the balance-sheets and annual reports, assignment, inspection and dismissal of the general director, managers and employees of the company, and execution of other duties and exercise of other powers prescribed by law and these articles of association.

10.2. The Board of Directors may delegate part or all management powers and responsibilities to one or more member of the Board of Directors or to a third person. In such a case, the Board of Directors issues a directive in accordance with Article 367/1 of the Turkish Commercial Code.

10.3. Upon a resolution to be taken by the Board of Directors, it may transfer its representation power to one or more managing directors or third persons as directors with a power to sign individually. At least one member of board of directors must have representation power. Unless a notarized copy of the resolution showing persons with representation power and their representation terms is registered and announced by the trade registry, delegation of representation power shall be null. The provisions of articles 371, 374 and 375 of the Turkish Commercial Code are reserved.

AUDIT

ARTICLE 11 -

The provisions of the Turkish Commercial Code, Capital Markets Law and the relevant legislation shall apply.

ISSUE OF CAPITAL MARKET INSTRUMENTS IN THE NATURE OF DEBT SECURITIES

ARTICLE 12 -

The Company may issue capital market instruments in the nature of secured or unsecured debt securities in Turkey or abroad with a decision of the General Assembly.

The General Assembly of the Company has left the determination of terms of securities to be issued to the Board of Directors, provided that the regulations of the Capital Markets Board are reserved.

GENERAL ASSEMBLY

ARTICLE 13 -

13.1. The General Assembly is meets and takes decisions ordinarily and extraordinarily in accordance with the Turkish Commercial Code and the Capital Markets Legislation.

The Ordinary General Assembly shall meet in three months after the end of the fiscal period of the Company, and discuss and resolve upon the issues in the agenda which will be prepared in accordance with the Turkish Commercial Code and the Capital Markets Legislation and administrative regulations.

An extraordinary general assembly is held under such circumstances and at such times as necessitated by the business of the Company or under such circumstances as are stated in the Turkish Commercial Code and the Capital Market Legislation. It discusses and resolves upon the issues in the agenda which will be prepared in accordance with the Turkish Commercial Code and the Capital Market Legislation and administrative regulations.

At the general assembly meetings of the Company, the shareholders discuss the agenda prepared in accordance with the Turkish Commercial Code and capital markets regulations and take resolutions accordingly. Without prejudice to Article 438 of the Turkish Commercial Code and Article 29 of the Capital Markets Law, matters not indicated in the agenda may not be discussed and resolved upon.

At the general assembly meetings of the Company, it is mandatory to include the matters which the Capital Markets Board desires to be discussed or announced to the shareholders in the agenda of the general assembly meeting, irrespective of the requirement to commit to the agenda.

The call to the General Assembly is made in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Regulations.

The provisions of the capital market legislation regarding prohibition of share transfer limited to the date of general assembly in respect of shares in dematerialized form are reserved.

At the General Assembly meeting, a Chairman who is authorized to manage the discussions, minimum one (1) member who is authorized to collect votes and a secretary who will write the minutes are elected from among or outside the shareholders. A shareholder to be elected from among the shareholders or a non-shareholder to be elected by the General Assembly shall chair the meetings of the General Assembly. When the Chairman of the Board of Directors makes such a request, the Chairman, or when the Chairman of the Board of Directors does not make such request, but the Vice-chairman makes such a request, the Vice-chairman of the Board of Directors shall chair the meeting.

It is mandatory that managing members, if any, and at least one member of the board of directors and the independent auditor attend the general assembly meeting.

The meeting and decision quorums in all meetings of the General Assembly shall be governed by the provisions of the Turkish Commercial Code and the regulations of the Capital Markets Board. The meeting and decision quorums prescribed in this article also apply to all postponed meetings of the General Assembly.

Unless otherwise mandatorily stated in the law, in order for the Company's General Assembly to adopt a resolution on the matters listed below and any amendments to the Articles of Association required thereto, the affirmative votes of the shareholders holding 70% of the

voting rights of those who attended the General Assembly meeting shall be required with respect to:

- Capital increases of the Company, other than those conducted pursuant to the registered share capital system
- Changing the field of operation, completely or in a significant manner as defined under Article 6/4 of the Communiqué on Common Principles regarding Material Transactions and Exit Right,
- Capital decreases,
- Changes to the meeting and resolution quorums of the Company's Board of Directors.

13.2. The General Assembly is held at the head office of the Company or in a suitable place of the city where head office of the company is located, or a suitable place within the provincial boundaries of Istanbul, Ankara or Izmir.

13.3. Shareholders entitled to participate in General Assembly meetings may participate in these meetings by electronic means as per article 1527 of the Turkish Commercial Code. The Company may install the electronic general meeting system, which will allow those who are entitled to attend, to express their opinions, to put forth recommendations, and to cast votes in the General Assembly Meetings via the electronic environment in compliance with the provisions of the Regulation regarding the General Assembly Meetings to be held at Joint Stock Companies via Electronic Means, and may also purchase services which have been developed for the aforementioned purpose. At all general assembly meetings to be held, those who are entitled, and their representatives shall be enabled to exercise their rights stipulated under the provisions of the Regulation in question via the system that has been installed in accordance with this provision of the articles of association.

13.4. The working principles and procedures of the General Assembly of the Company are determined by the Internal Regulation approved by the General Assembly of the Company.

PRESENCE OF A MINISTERIAL REPRESENTATIVE AT MEETINGS

ARTICLE 14 -

The presence of a ministerial representative at the general assembly meetings is subject to article 407 of the Turkish Commercial Code, and other relevant legislation and administrative regulations.

ANNOUNCEMENT

ARTICLE 15 -

Besides the procedures prescribed by the legislation, announcement of General Assembly meetings are served by all means of communication, including electronic communication to enable access to maximum number of shareholders taking into account such minimum periods as prescribed by the Turkish Commercial Code, Capital Market Law and the other relevant legislation.

Information, documents, tables and reports which are regarded as compulsory by the Capital Markets Board are announced to the public in accordance with procedures determined by the Board.

In respect of announcements regarding capital reduction and liquidation, the provisions of the Turkish Commercial Code, Capital Markets Law and other legislation shall apply.

FISCAL PERIOD

ARTICLE 16 -

The fiscal period of the Company starts on the first day of January, and ends on the last day of December. Where it deems necessary the Board of Directors of the Company may decide to apply a Special Financial Year as fiscal period by securing the permission of the Ministry of Finance.

DETERMINATION AND ALLOCATION OF PROFIT, AND DONATIONS

ARTICLE 17-

17.1. The Company complies with the arrangements set forth in the Turkish Commercial Code and the Capital Market Legislation regarding the distribution of profits and withholding of a reserve fund.

The net profit which remains after deducting amounts which are necessarily to be paid and to be set aside by the Company such as general expenses and various depreciations as well as the statutory taxes payable by the Company in its capacity as a legal entity from the total revenues calculated at the end of the fiscal year, and which is shown on the annual balance sheet; after the losses of the previous years, if any, are deducted shall be distributed as follows in the order shown below.

General Legal Reserve:

a) 5% of the remaining amount is set aside as the first series legal reserve until it reaches 20% of the issued capital as per article 519 of the Turkish Commercial Code.

First Dividend:

b) From the remainder, the first dividend is allocated over such amount to be calculated by the addition of the donation amount made during the year if any in accordance with the profit distribution policy to be determined by the general assembly and in accordance with the relevant legislation.

c) After the above deductions are made, the General Assembly is entitled to decide upon distribution of the dividend to members of the board of directors, officials, employees and workers, foundations established for various purposes and to persons and entities with a similar nature.

Second Dividend:

d) After deducting the sums mentioned in paragraphs (a), (b) and (c) from the net profit, the General Assembly is entitled to distribute the remainder in part or in whole as second dividend or as reserve fund at its own discretion in accordance with article 521 of Turkish Commercial Code.

General Legal Reserve:

e) One tenth of the amount found after deducting a dividend at the rate of 5% of paid to shareholders from the portion decided to be distributed to the shareholders and others participating in the profit is added to the general legal reserve as per the Turkish Commercial Code, article 519, paragraph 2.

Unless the reserve funds required by the provisions of law are set aside and as long as the dividend specified in the articles of association for the shareholders is paid in cash and /or in

the form of shares; no decision may be made to distribute further reserve fund, transfer the profit to the next year and distribute dividends to members of the board of directors as well as officers, employees and workers, or foundations established for various purposes and similar persons and/or entities.

The dividend is distributed equally and on a pro rata basis to all existing shares as of the distribution date regardless of their dates of issue and acquisition.

The method and time of distribution of the profits, which are decided to be distributed, shall be determined by the General Assembly upon the proposal of the Board of Directors in that regard.

Any resolution for the distribution of profits taken by the general assembly as per the provisions of these articles of association cannot be withdrawn.

17.2. Advance Dividend: The General Assembly may decide to distribute advance dividends to shareholders only limited to the relevant year. In that case, the General Assembly has to authorize the board of directors to distribute advance dividends to shareholders, provided that it is limited to the relevant year. Distribution of advance dividends will be carried out in accordance with the Capital Market Legislation, communiqués of the Capital Markets Board and the Turkish Commercial Code.

17.3. Donation: The Company can make donations in a manner not to hinder its objectives and scope of activities provided that such donation complies with the principles laid down by the Capital Markets Board, is not contrary to the regulations of the Capital Markets Law regarding disguised profit transfer and that the donations made within the year are presented to the shareholders for information purposes at the general assembly. The upper limit of the donations to be made is determined by the general assembly, and no donations in excess of such limit can be made. Donations made are added to the distributable profit base.

RESERVE FUND

ARTICLE 18-

The entire Article 18 has been cancelled.

BALANCE SHEET, PROFIT-LOSS STATEMENTS BOARD OF DIRECTORS AND AUDITOR REPORTS

ARTICLE 19 -

At the end of every fiscal period, the Board of Directors reports and auditor's report as well as a balance sheet and profit-loss statement showing the financial status of the company are drawn up and are sent to Ministry of Customs and Commerce within no later than one month following date of the General Assembly . A copy of each of the Board of Directors report, the Auditor's reports, annual balance sheet, minutes of the General Assembly as well as list showing names and shareholding amounts of those shareholders present in the General Assembly will be sent to Ministry of Customs and Commerce within no later than one month following last meeting day of General Assembly, or will be handed over to the commissioner present at the meeting.

The Board of Directors report and Auditor's report as well as the balance-sheet and profit-loss statement will be kept available for inspection by shareholders at the head office and branches

of the company for such period of time prior to the General Assembly Meeting as prescribed by the Turkish Commercial Code and the Capital Market Legislation.

The financial statements and reports prescribed to be prepared by the Capital Markets Board, and where independent audit is compulsory, the Independent Audit Report shall be submitted to the Capital Markets Board and announced to the public in accordance with the principles and procedures set by the Capital Markets Board.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

ARTICLE 20 -

Adoption and application of any and all amendments to these articles of association with a decision of the General Assembly are subject to the prior permission of the Capital Markets Board and the Ministry of Customs and Commerce. Such amendments shall become effective as from the dates of their announcements following their duly approval and registration with the trade registry.

COMPLIANCE WITH LEGISLATION AND ADMINISTRATIVE ARRANGEMENTS

ARTICLE 21 -

For those issues that are not covered by these articles of association, the Turkish Commercial Code, the Capital Markets Law and the respective legislation shall apply.

Corporate Governance Principles which the Capital Markets Board stipulates to be applied shall be complied with. Transactions conducted and decisions made by the board of directors without complying with the mandatory principles shall be invalid and deemed to be contrary to the articles of association.

Corporate Governance Principles of the Capital Markets Board shall be complied with in those transactions which are regarded as important in respect of application of the Corporate Governance Principles and any and all transactions of the company with Related Parties, and the submission of securities, liens and mortgages in favor of third persons.