

## **Establishment and Principal Provisions**

### **Establishment**

#### **Article 1**

A joint stock company has been established with this Articles of Association to operate in the banking field in accordance with the Turkish Commercial Code and Banking Law.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Name (The Bank's Name)**

#### **Article 2**

The Bank's name is Alternatifbank Anonim Şirketi. Alternatifbank Anonim Şirketi shall be referred to as "the Bank" in the following articles of these Articles of Association.

**(This is the current version published in the Trade Registry Gazette No. 9645 of 17 August 2018.)**

### **Objective and Subject**

#### **Article 3**

The Bank's objective is to ensure increase of both internal savings and foreign currency income, to contribute to the development of capital markets and to be an intermediary in channelling foreign capital and savings into our country by providing all kinds of banking services; mainly banking, foreign trade and capital markets, as well as services on credit, technical information and consultancy.

Even if they are included in these Articles of Association, activities that cannot be carried out according to Banking Law and related regulations by deposit banks, activities lacking the required authority and permission from the related institutions as prescribed by the legislation and activities prohibited to deposit banks as per other relevant legislation provisions cannot be executed by the Bank.

**A.** In order to accomplish this objective, the Bank's field of activity is to execute all kinds of banking transactions within the limits the currently valid Banking Law and the Laws and Decree Laws that will be effective in the future and legal regulations related to these prescribes and will prescribe, under the condition to obtain the necessary authority and permissions as prescribed by the regulations, to accept deposits and legal processes, actions and operations that are within the banking expertise field, the main subjects of which are as follows:

1. To accept all kinds of deposits in Turkish Lira and foreign currency,
2. To act as an intermediary in transferring the savings formed outside of the country to Turkey through the financial markets channel,

3. To obtain short, mid and long term credit from domestic and foreign banks and finance institutions; to execute advance, rediscount and purchasing credit and other transactions with the Central Bank of the Republic of Turkey (CBRT) as prescribed by the legislation,
4. To extend the gathered resources in and outside the country as investment and working capital loans, TL and foreign currency loans as regards export, industry, domestic trade, transportation, tourism, energy, mining, agriculture and stockbreeding, construction business services and other matters, to issue all types of non-cash credits,
5. To conduct banking operations related to exchange and foreign currency in domestic and foreign markets as required by the domestic and foreign trade, to establish credit against goods and documents, to issue letter of credit,
6. To hold foreign currency position when necessary, to make the best use of the resources through arbitrage, repo, swap transactions,
7. To give information and consultation services especially on foreign markets to companies exporting and conducting foreign currency gaining operations in order for them to improve their activities,
8. To establish consortiums with domestic and foreign banks and finance institutions or to participate in consortiums in order to obtain resources for major investment projects,
9. To issue and accept all kinds of letters of guarantee in Turkish Lira and based on foreign currency in order to support the customers' commercial, industrial and investment activities,
10. To give consultancy services on all kinds of cash management subjects to customers,
11. To execute all kinds of capital market and stock exchange operations permitted by the legislation in domestic and international level, to execute stock exchange purchase and sale transactions, portfolio management and consultancy, to establish and operate investment funds, to be an intermediary on issue of capital market instruments of public and private establishments such as bonds, security and other securities, to execute sales underwriting on issue of capital market instruments and to conduct trading activities on the spot market, to carry out trading of foreign stocks and shares and to have them in its portfolio and to establish companies to carry out such operations when necessary,
12. To execute trading of gold, precious metals and precious stones as prescribed by legislation and when necessary, to establish companies to execute these operations,

13. To provide services related to all types of customer services related to all types of Retail Banking products such as wire transfer, check, credit card, travel check, safe deposit box, to sign agreements with correspondents on these matters,
14. Without prejudice to the Banking Law provisions, to acquire movable and immovable properties including any rights in order to liquidate its receivables, to dispose of the same, and to accept and when necessary release property pledge and commercial enterprise pledge in favour of the Bank,
15. To execute all types of insurance operations and for this purpose, to sign insurance agency agreements with insurance companies,
16. To participate as intermediary on behalf of the customer when it deems it necessary in resolution of conflicts arising as a result of international business relations and to carry out necessary actions for this purpose,
17. To participate when necessary in analyses, researches, conferences organised within the framework of collaboration with domestic and foreign banks to find solutions to mutual problems and to be assigned in the same,
18. To establish a fund, trust, foundation towards giving various social support to Bank members, if there is an opportunity, to open a training and recreation centre,
19. To participate in all kinds of assisting and side activities the works in the Bank's business subject require, to conduct operations,
20. To form partnerships with domestic and foreign banks in accordance with the legislation or to become a partner to existing banks,
21. To acquire intangible rights according to related legislation provisions, to dispose on them,
22. To conduct all types of operations and services the Banking Law permits and allows apart from those mentioned above.

**B. While the Bank realises its activities in order to reach its objective;**

1. It can execute all kinds of contracts and legal transactions related to its subject, can sign letters of undertaking, bills and etc. documents.
2. It can purchase, ensure the production and construction of all types of properties it needs, can acquire, lease by other means, when necessary can sell, transfer and rent these partially or completely to others. It can establish all kinds of real rights on them and when necessary it can release them or can make all kinds of legal dispositions on them.

3. It can purchase, sell domestic and foreign, all kinds of stocks and bonds in and outside the country, it can support their sales and give guarantees.
4. It can grant and take all types of loans its activities need, for this objective, it can take and give on its own or others' behalf guarantee, pledge, mortgage, operational pledge and all kinds of other personal, cash and real guarantees, it can transfer and release them to others.
5. It can establish permanent and temporary all kinds of partnerships with domestic or foreign banks and other establishments and can join in to existing ones, can establish correspondents. Moreover, it can include in its portfolio equities, other stocks and bonds, valuable papers of public and private (domestic/foreign) legal real entities already established and to be established into its portfolio, it can sell them and can make all kinds of legal transactions on them, can establish pledge on them.
6. In order to realise its subject and to reach its objective, it can acquire all its rights and receivables by any means and can assume all the debts.
7. It can issue and offer to public bonds, finance and bank bonds, participation dividends, profit and loss partnership, asset-backed security and all typed of capital market instrument accepted or allowed by the Capital Market Board.
8. Under the condition that it is limited to banking transactions and deposit acceptance, it can deal with commercial representation, commercial agency, brokering.
9. It can be active in activity subjects set out in the Banking Law and other legislations enforced based on this Law and under the condition that the necessary permissions have been obtained in a manner to cover the amendments that will take place in the future on the legislation provisions in subject.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Head Office and Branches**

### **Article 4**

Head Office of the Bank is in Istanbul. Its address is "Ayazağa Mahallesi, Cendere Caddesi, No. 109M, 2D Blok, 34396 Sarıyer, İstanbul"

On change of address, the new address will be registered to the Trade Registry and will be announced on the Turkish Trade Registry Gazette and also will be notified to Ministry of Customs and Trade, Banking Regulation and Supervision Agency as well as other entities and authorities required by the legislation. Notices made to the registered and announced address will be deemed to have been served to the Bank. For a Bank that

has not registered its new address even though it has moved from its registered and announced address, this will be deemed a reason for termination.

The Bank can, under the condition that it abides by the Banking Law and related legislative regulations, open branches, representative agencies, bureaus and sanj bureaus. Appointment of correspondents is not subject to permission.

On subjects of opening and closing of the branches and merger of branches as well as the capital and equity to be allocated to them, decisions adopted by authorities based on the Banking Law and Turkish Commercial Code as well as other respective legislation will be complied with.

**(This is the current version published in the Trade Registry Gazette No. 9645 of 17 August 2018.)**

**Term**  
**Article 5**

The Bank has been established for an indefinite period of time. Provisions relating to annulment, dissolution and liquidation of the Banking Law and Turkish Commercial Code are reserved.

**(This is the current version published in the Trade Registry Gazette No. 6812 of 21 May 2007.)**

**Articles of Association**  
**Part Two**  
**Capital and Shares**  
**Part One**  
**Capital**

**Article 6**

The Bank has adopted the authorised capital system according to the provisions of Turkish Commercial Code numbered 6102 and is subject to the authorised capital system pursuant to the permission of the Ministry of Customs and Trade, the General Directorate of Internal Trade dated 26 October 2016 and numbered 50035491-431.02-E-00019701677.

The Bank's authorised capital ceiling is TRY 4,000,000,000 (Four billion Turkish Lira), and all of it has been divided into 4,000,000,000 shares each with a nominal value of TRY 1 (One Turkish Lira).

The authorised capital ceiling permission given by the Republic of Turkey Ministry Of Commerce, the General Directorate of Internal Trade is valid for the years 2020-2024 (5 years). Even if the permitted authorised capital ceiling is not reached at the end of year 2024, in order for the Board of Directors to make capital increase decision after 2024, it is compulsory for it to obtain authority from the General Assembly for a new period by obtaining permission from the Republic of Turkey Ministry of Commerce, the General Directorate of Internal Trade for the previously permitted ceiling amount or for a new

ceiling amount. In case the permission is not obtained, the Bank will be considered as exited from the authorised capital system.

The Bank's issued capital is TRY 2.038.390.000,00(Two billion thirty eight million three hundred ninety five thousand Turkish Lira), and all of it has been divided into 2.038.390.000 shares, each with the nominal value of TRY 1 (One Turkish Lira). The Bank's issued capital has been fully paid, free of collusion.

All shares are in the form of registered shares.

The capital of the Bank can be increased or decreased in accordance with the provisions of the Turkish Commercial Code, if needed.

The Board of Directors is authorised to increase the issued capital between years 2020-2024 in accordance with Turkish Commercial Code Law provisions, when it deems the same necessary, up to registered capital ceiling by issuing registered shares.

The Board of Directors is authorised to issue shares above their nominal value and to make decisions to partially or fully prohibit share procurement rights of the shareholders.

New shares cannot be issued unless all the issued shares are sold and their amounts have been collected.

**(This is the current version published in the Trade Registry Gazette No. 10225 of 12 December 2020 )**

#### **Number of Partners and Capital Share Limit Article 7**

Number of partners of the Bank cannot be less than five people. Form, condition and rates regarding share obtainment and share transfers are subject to Banking Law's mandatory provisions.

Operations causing the number of partners to decrease below five and transfers carried out without obtaining permission from the Banking Regulation and Supervision Agency will not be recorded in the share ledger.

Recordings made in the share ledger violating this provision shall be invalid.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

#### **Increase and Decrease of Capital**

##### **Article 8**

Bank capital can be increased or decreased according to Turkish Commercial Code and Banking Law provisions.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Part Two Shares Shares**

### **Article 9**

The Bank's shares are registered shares issued and followed pursuant to Banking Law and Turkish Commercial Code provisions.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

### **Indivisibility of the Shares**

#### **Article 10**

Shares are considered as an indivisible whole for the Bank. The Bank will acknowledge only one beneficiary for each individual share. If this share has more than one owner, they can use their rights before the Bank through a joint representative. In case a representative has not been appointed, a notification served to any one of the joint owners would be considered valid for all of them. If there is a beneficial interest on a share, voting and dividend rights would belong to the owner of the beneficial interest and other rights will belong to the owners. If beneficial interest belongs to more than one person, the above rules related to use of rights by one representative will be valid for them also.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Transfer of Shares**

#### **Article 11**

Transfer of shares is unrestricted without prejudice to the related articles of the Turkish Commercial Code, the Banking Law and related legislations and the provisions of these Articles of Association.

In order for the transfer of shares to become binding for the Bank, such transfers shall need to be recorded in the Share Ledger based on the respective Board of Directors resolution.

Share transfers that require permission from the Banking Regulation and Supervision Agency within the scope of the Banking Law can be executed on condition of obtaining this permission. Share transfers executed without permission cannot be recorded in the Share Ledger.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **The Bank's Acquiring or Holding in Pledge of its Own Shares**

### **Article 12**

The Bank can acquire or hold in pledge its own shares on condition that it is subject to the limitations in article 379 and the following articles of Turkish Commercial Code and other legislation provisions.

Representation of the shares taken over by the Bank at the General Assembly is not acceptable.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Loss and Depreciation of Stock Certificates**

### **Article: 13**

In the event that share certificates are lost, stolen, damaged, destroyed, depreciated or disposed of without the consent of its holder, then Article 488 of Turkish Commercial Code and relevant regulatory provisions shall apply.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Part Three Bodies and Management Authorised Bodies**

### **Article 14**

Authorised bodies of the Bank are as follows:

1. General Assembly
2. Board of Directors
3. Audit Committee
4. Credit Committee and other committees
5. Head Office
6. Auditor

As long as the regulations published according to related legislations of the Banking Regulation and Supervision Agency and these Articles of Association, committees are complied with, committees can be formed and these committees may act as the Bank's authorised body.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Ordinary and Extraordinary General Assemblies**



## **Article 15**

General Assembly consists of shareholders who convene according to the Law and these Articles of Association. Ordinary General Assembly meetings are held at least once a year and at the latest within three months after the Bank's accounting period ends. At these meetings, the matters allowed by the Banking Law and the ones specified in the Turkish Commercial Code, and other matters included in the agenda are discussed and resolved. Extraordinary General Assembly shall duly convene under circumstances and at times as required by the Bank's operations.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Meeting Venue**

### **Article 16**

General Assembly will gather at the Bank's headquarters address or at an appropriate location at the city where the head office or any one of the branches are located. The venue of the General Assembly meeting will be determined and announced by the Board of Directors.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Invitation to the Meeting, Appointment and Authority**

### **Article 17**

The Board of Directors as well as the minority shareholders and the related courts according to related provisions of the Turkish Commercial Code are authorised to call for Ordinary and Extraordinary General Assembly Meetings. General Assembly, even if it has become obsolete, can be called to meeting by the Board of Directors. In case of liquidation, the receivers are authorised to invite the General Assembly to the meeting for matters related to their work.

In case the General Assembly is not able to convene on a regular basis, cannot satisfy the meeting quorum or the meeting quorum is not present, with the permission of the court, one shareholder can call for a General Assembly meeting.

In case the shareholders owning at least one tenth of the Bank's paid capital make a demand to the Board of Directors in writing by indicating the reasons of requirement and the agenda, it is compulsory for the Board of Directors to invite the General Assembly to a Meeting and if the General Assembly is to meet at that time, it is compulsory to include the matters demanded by the shareholders to be discussed in the agenda. Invitation and the request to include an item in the agenda will be made through notary public. Request to add an item in the agenda must be delivered to the Board of Directors prior to the date when the announcement fee relating to the invitation to be published on the Turkish Trade Registry Gazette is deposited.

The shareholder whose demands have been declined by the Board of Directors or who have not received an affirmative reply within seven days can apply to the Commercial Court of First Instance at the place where the Bank Headquarters is located.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

### **Form of Invitation to a Meeting**

#### **Article 18**

The General Assembly will be invited to a meeting with the announcement published on the Bank's website, and with the announcement published on the Turkish Trade Registry Gazette at least two weeks before the meeting excluding the days of announcement and meeting itself. All kinds of communication instruments, including electronic communication, will be employed in meeting announcements. In these announcements, taking into account the venue, day, hour and agenda of the meeting as well as the channel of publication, other matters prescribed in the related legislation will be indicated.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

### **Agenda**

#### **Article 19**

It is compulsory for the agenda to be included in the announcement and letters related to inviting of the General Assembly to the meeting. In the Ordinary General Assembly agenda; the Board of Directors and Auditor reports, Balance Sheet and Profit/Loss calculations and discussion and voting of the proposals on distribution of the income, election of Board of Directors Members and the Auditor whose tenure has ended and their salaries, and other matters that need to be discussed will be included. Without prejudice to the exceptions prescribed under the Turkish Commercial Code, no subject that is not included in the agenda can be discussed and resolved on the General Assembly.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Ministry Representative**

#### **Article 20**

By notifying the related official authorities in due course, a representative is requested for the General Assembly.

Meetings held without the presence of the Representative of Ministry of Customs and Trade, resolutions adopted during these meetings and minutes not signed by the Ministry Representative shall be invalid.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Meeting Resolution and Quorum**

### **Article 21**

General Assemblies shall convene, without prejudice to the conditions on the contrary as specified in the Turkish Commercial Code and Banking Law, with the participation of the shareholders in person or by proxy who represent at least one fourth of the Bank's capital and shall adopt resolutions with the majority of the existing votes.

In case the meeting quorum is not satisfied in the first meeting, invitation and meeting will be made again. In this second meeting, no matter how much the capital the shareholders who are present in the meeting in person or by proxy represent, they are authorised to hold discussions and to adopt resolutions.

Provision of article 8 of these Articles of Association will be reserved.

Right owners who have the right to attend the Bank's General Assembly meetings can also attend these meeting in electronic medium according to article 1527 of Turkish Commercial Code. The Bank, while it can establish the electronic general assembly system to ensure the right owners have the opportunity to attend the General Assembly meetings in electronic environment according to the provisions of the Regulation regarding General Assemblies which will be held in Electronic Environment in Joint Stock Companies, have them to give their point of views, to make proposals and to vote, it can also purchase the service from systems established for this purpose. At all the General Assembly meetings, according to this provision of the Articles of Association, the right owners and their representatives will be ensured the opportunity to use their rights indicated on the mentioned Regulations provisions.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Right of Vote**

### **Article 22**

In General Assembly meetings, the shareholders have as many voting rights as the number of shares they own. Even if each share owner has only one share, they have at least one voting right. Voting rights related to shares with beneficial interest will be exercised within the principles specified in article 10 of these Articles of Association. Related article provisions of Turkish Commercial Code on this subject will be reserved.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Proxy Appointment**

### **Article 23**

The shareholders, while they can join the General Assembly meetings in person, they can also be represented at these meeting through one or more than one proxy they will appoint among the shareholders or from outside.

Articles 428 and 431 of Turkish Commercial Code shall apply to other matters regarding representation of shareholder.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

### **List of Those Present**

### **Article 24**

The Bank's Board of Directors will prepare a List of Attendance within the frame of the related provisions of the Turkish Commercial Code. This list will be signed by the Chairman of Board of Directors or his proxy. The shareholders whose names are on the list of attendance can participate in the General Assembly meeting. The list will especially indicate the Turkish Republic Identification Number/Tax Identification Number, name and last name or title, address, number of shares they own, values of the shares, their groups, Bank's authorised capital and paid amount or issued capital, places of signature of the persons who will attend the meeting in person or by proxy.

This list, after it is signed by the persons who have attended the meeting and the General Assembly Meeting Chairman, will be kept at the place of General Assembly meeting to be entitled as the List of Attendance. Turkish Commercial Code provisions will be applicable to the same.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

### **Chairmanship of the Meeting**

### **Article 25**

Chairmanship of the Meeting will first check whether the necessary measures are taken to determine if the General Assembly; the shareholders have authority to join the meeting and discussions and to use their voting rights and will take the necessary measures.

Chairmanship of the Meeting, also, according to article 27, will ensure a meeting minute is kept where resolutions adopted at the General Assembly, votes cast, and statements regarding the shareholders are written. Board of Directors Chairman or his Proxy or any one of the Board Members will open the General Assembly meetings and they will manage the meeting until a Chairman is chosen.

Chairmanship of the Meeting consists of the chairman, a meeting minute's clerk and if the chairman deems it necessary, a vote collector. Chairmanship of the Meeting will be appointed among shareholders attending the General Assembly in person or by proxy,

or representatives who is not required to hold the shareholder title or Board Members, and will be established by the General Assembly.

Duty of the Chairmanship of the Meeting is to ensure the meeting is held according to Regulations and Internal Directive prepared based on the law and these Articles of Association and related articles of Turkish Commercial Code in a proper manner and is recorded in meeting minutes.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Meeting Order and Voting**

#### **Article 26**

Proceedings related to attendance at the General Assembly meetings will be determined by the Board of Directors. Meetings will be held according to provisions of Turkish Commercial Code. Voting will be carried out by raising of hands or in writing to be able to determine the number of votes cast more soundly and openly or in electronic environment. However, upon the request of the shareholders owning at least one tenth of the shares which the persons present at the meeting represent, it will be compulsory to conduct voting in writing.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Meeting and its Minutes**

#### **Article 27**

In order for the General Assembly resolutions to be valid, it is compulsory for meeting minutes to be prepared where the existing declarations of the shareholders, votes cast, nature and result of the adopted resolutions and objections made, if any, are written. Statements proving that the invitation to the meeting is made according to its procedure will be included in these meeting minutes. In case of writing the inclusive information, it will not be necessary to include these statements in the meeting minutes.

Once the meeting minutes are written down in the presence of Ministry of Customs and Trade Representative and the related authorities' representatives, if any, the minutes will be deemed to have been signed by all the shareholders who have attended the meeting after they have been signed by the Ministry Representative and the Meeting Chairman.

The Board of Directors is obliged to submit one notarised copy of the meeting minutes immediately to Trade Registry Office and to register and announce the matters in the minutes that are related to registration and announcement. Meeting minutes will also be immediately published on the website of the Bank.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Documents to be Submitted Competent Authorities**

## **Article 28**

One copy of Annual Reports of the Board of Directors and the Auditor, Balance Sheet and Profit/Loss Statement, General Assembly Meeting Minutes and List of Attendance each will be submitted at the latest within one month after the last meeting date to the Ministry of Customs and Trade, Banking Regulation and Supervision Agency and to Authorities prescribed by the Laws.

Requirements as to drafting, correction, submission and announcement set out in the related articles of the Banking Law shall be reserved.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Ratification of the Balance Sheet and Release from Liability**

### **Article 29**

Resolutions of the General Assembly regarding ratification of the balance sheet refer to the release from liability of the Board of Directors members, executives and the Auditor. Provisions of the Turkish Commercial Code regarding this matter shall be reserved.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Part Two**

### **Board of Directors**

#### **Duties and Authorities**

### **Article 30**

Board of Directors, on all the subjects that do not require a General Assembly resolution, shall within the frame of the resolution it will adopt according to these Articles of Association and related legislative procedures, bind, manage and represent the Bank both to partners and to third parties directly and, when necessary, before the courts.

The Bank's Board of Directors' duties and authorities consist of the following matters in particular.

1. To determine the principles, conditions and limits as well as interest and commission rates and amounts of the loans to be allocated, deposits to be accepted and the services to be provided by the Bank; to manage the movable and immovable properties belonging to the Bank, to execute all kinds of operations and legal processes related to the objective and the subject on behalf of the Bank; to represent the Bank in before the shareholders and third parties and, when necessary, at the courts and come to agreement when required, to release and renounce, to determine the signatory

authorities by appointing the signatory authorities to be given in the name of the Bank to represent the Bank and the scope of the authorities,

2. To prepare internal regulations indicating in what manner the Bank's internal affairs will be arranged,

3. To establish the Audit Committee in accordance with the Banking Law provisions and other committees as prescribed by the legislation, to determine their working procedures, to ensure execution of the activities and coordination for the Audit Committee and other committees; to request all kinds of information related to activities carried out, to control the matters found to be necessary and to audit the activities of the committees,

4. By delivering the necessary directives related to Bank's management, to prepare its budget, to draft the annual and interim financial statements, annual balance sheet and profit/loss calculations, to present the annual activity report to the General Assembly, to arrange general disposable cash reserves and required reserves according to legislation provisions concerning banks,

5. To determine the maximum limits for cash and non-cash loans to be allocated by the Head Office and the branches based on open guarantee or security ex officio as well as overdraft accounts and mortgage loans and other loan transactions,

6. To determine the staff composition; to settle the wages, social rights, bonuses and travel allowances as well as promotion, transfer and dismissal principles, and, when necessary, to authorise the General Manager as regards these matters,

7. To determine the method and conditions of execution of all the works constituting the Bank's purpose of establishment,

8. To adopt resolutions on the appointment, promotion and dismissals of officers, advisors, auditors and controllers who have signing authority at request of the Head Office, and to determine and approve their salary amounts and staff compositions and yearly expenses.

9. To decide on opening of Regional Directorate, branch and sanj Bureau and to determine their authorities and the capital to be allocated to the branches according to legislation provisions regarding banks,

10. To decide on behalf of the Bank, within the permission of the Banking Law, regarding real estates to be purchased or acquired and to be sold or leased,

11. To keep the books required by the Turkish Commercial Code, Tax Laws and the legislations on banks and other books necessary for the Bank, and to have the required books certified, to retain all types of documents, incoming and outgoing writings during their legal period, and also to draft and present the annual and interim financial statements to the respective authorities,

12. To execute other duties set out by the Banking Law and related legislation.

13. The Board of Directors shall be authorised to adopt resolutions on grant of donations to third parties and entities. The upper limit of the donations to be resolved by the Board of Directors is subject to the Banking Law and provisions of the relevant legislations.

**(This is the current version published in the Trade Registry Gazette No. 9308 of 18 April 2017.)**

## **Establishment Form**

### **Article 31**

The Board of Director consists of at least seven and at the most thirteen members according to the resolution adopted by the General Assembly during the election.

Those who are not shareholders may also be elected as a Member of Board of Directors without owning any shares.

Once a legal entity is chosen as a member to the Board of Directors; together with the legal entity, only one real entity determined by the legal entity on behalf of the legal entity in accordance with the Turkish Commercial Code will be registered and announced; in addition, will immediately be announced on the Bank's website. Only this real entity can attend the meetings and vote on behalf of the legal entity. The regulations according to Banking Law on this matter are reserved.

The Bank's General Manager and in case of the General Manager's absence, the Assistant General Manager who will attend the meetings as a proxy are deemed natural members of the Board of Directors.

Other members of the Board of Directors are appointed by the General Assembly. Qualifications of the appointed individuals will be notified to related Authority/s within the period prescribed by the related provision.

The Board of Directors shall consist of directors with both executive and non-executive authorities.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Term**

### **Article 32**

Members of Board of Directors are elected for a maximum term of three years. Re-election of the members whose terms have expired is allowed. Members of Board of Directors may always be dismissed with the General Assembly Resolution. Dismissed members shall not claim any compensation.



Memberships of the General Manager and in their absence, the Assistant General Manager, which act as natural members of the Board of Directors will continue throughout the term of their duties.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Membership Vacancy**

### **Article 33**

In case there is a membership vacancy for Board of Directors for any reason, the Board of Directors, without prejudice to the provisions of the Banking Law and according to related article of the Turkish Commercial Code, shall appoint person who possesses the regulatory qualifications temporarily as a Board Member and will present this appointment to the approval of the first General Assembly to convene. Members to be elected as such will serve until the first General Assembly meeting and in case their appointment is approved by the General Assembly, will complete the term of office of the members they have replaced.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Stock Certificate and Depositing Requirement**

### **Article 34**

The Article has been abolished.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Division of Tasks**

### **Article 35**

The Board of Directors shall on an annual basis conduct division of tasks by electing one chairman and one vice chairman and if deemed necessary, a sufficient number of managing members in its first meeting following the Ordinary General Assembly Meeting.

Positions of General Manager and Chairman of the Board of Directors cannot be executed by the same person.

By following the principles determined by the Banking Law, the Board of Directors shall appoint the members of the Audit Committee. It will also determine the number of members for the Credit Committee and other committees, the members appointed to such committees, their fields of duty and working methods and principles, and will declare the same to the public.

The Board of Directors can establish as many committees and commissions as needed for other duties and responsibilities to be executed in a proper manner to follow the

progress of works, to prepare and create the matters to be presented to the General Assembly, to decide on arranging of the balance sheet and other important matters, and to supervise implementations of these decisions. It may appoint some of its members and assistant general managers and managers in these committees and commissions.

The Board of Directors can appoint a clerk among its members or from outside to write down the meeting minutes in a regular manner while it can also create a permanent bureau to this end.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Meeting Venue and Invitation**

#### **Article 36**

The Board of Directors is required to convene as frequently as the Bank's operations require provided that it convenes not less than once every two months. Meetings can be held at the headquarters, branches of the Bank, or at another place the Board of Directors deems suitable or in electronic environment as determined by the legislation. Inviting the Board of Directors to the meeting, preparing the meeting agenda, managing the discussions and ensuring the execution of the resolutions adopted are among the duties of the Chairman of the Board of Directors and in his absence, the Vice Chairman. Each Member has the right to request the Chairman to call for a meeting and to include the matters they want to be discussed in the agenda. Out of the proposals asked to be included in the agenda, those deemed appropriate will be included in that meeting's agenda and the rest will be included in the following meetings' agendas and will be discussed.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Meeting and Decision Quorum**

#### **Article 37**

The Board of Directors may convene with the majority of the total number of members and it may adopt resolutions with the majority of the members present at the meeting. This rule is applicable to the meetings of the Board of Directors held in an electronic environment.

Regarding the loans which are extended to the natural and legal entities included in the risk group which the Bank is also a part of, the respective provisions of the Banking Law are reserved.

In case the votes are tied, the voting will be postponed to the next meeting. If the tie continues in that meeting as well, the proposal in subject will be deemed to have been rejected.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Meeting Order**

### **Article 38**

The Board of Directors meetings will be opened by the Chairman or in case of his absence, by the Vice Chairman. It is the Chairman's duty to manage the meetings according to Articles of Association and duly, to ensure meeting order and to make sure the discussions and resolutions are written in the meeting minutes. It is also possible for the Board of Directors resolutions to be adopted upon written approval of the majority of the total number of members at minimum for the proposal of any one of the Board members written in the form of a resolution on a certain subject even if none of the members requests to hold a discussion. Making the same proposal to all the Members of the Board of Directors is the validity condition of the resolution to be adopted as such.

Those who have the right to attend the Bank's Board of Directors meetings may also attend these meeting in electronic environment according to article 1527 of Turkish Commercial Code. The Bank can establish the electronic general assembly system to ensure the right owners have the opportunity to attend these meetings in electronic environment and to cast votes according to provisions of the Communiqué on Meetings to be held in Electronic Environment except for Joint Stock Company General Assembly Meetings at Commercial Companies, it can also purchase the service from systems established for this purpose. In all meetings to be held, the right owners shall be ensured that they could exercise their rights set out in the respective legislation within the framework indicated in the provisions of the Communiqué through the system established as per this provision of the Bank's Articles of Association or through the system where support service will be procured.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Compulsory Attendance and Care**

### **Article 39**

The Bank's Board Members are required to participate in the Board of Directors meetings regularly and to show the attention and care expected from a prudent, careful and reasonable Manager while they execute their duties.

**(This is the current version published in the Trade Registry Gazette No. 4100 of 12 August 1996.)**

## **Delegation of Authority**

### **Article 40**

The Board of Directors can exercise its authority to manage, represent and bind direct and can distribute these authorities among its members while it can also, as per the

related provisions of the Banking Law and Turkish Commercial Code, assign these authorities to one or more than one executive member it will appoint among the members or to a General Manager or managers it will appoint from outside.

Without prejudice to article 375 of Turkish Commercial Code and provisions of the Banking Law, in case the Board of Directors desires to transfer the authorities it exercises within the frame of article 367 of Turkish Commercial Code, with the duration and conditions and limitations it deems appropriate partially or completely to one or more than one member of the Board of Directors, to committees it is authorised to establish according to provisions of these Articles of Association, to the General Manager or to third parties, this will be made according to an internal directive the Board of Directors will prepare. This internal directive will coordinate the Bank's management, identify the duties necessary for the same, guide accordingly and will especially determine who reports and is obliged to provide information to whom.

Power of representation, according to related article of the Turkish Commercial Code on this matter, is allowed to be only allocated to the operations of the headquarters, the region and or certain branch or branches.

The term of office of the executives appointed from outside of the Board of Directors is not limited to the term of office of the Board of Directors.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Authorised Signatories**

### **Article 41**

In order for the contracts to be entered into, all kinds of documents drafted and letters written on behalf of the Bank to be valid to be binding for the Bank, it is compulsory for the same to carry the Bank's name and the signatures of the persons who are authorised to represent the Bank. Those who have signing authority on behalf of the Bank are required to add the Bank's name next to their signatures. The Board of Directors will determine the persons who have authority to represent and bind the Bank as well as their signature degrees, and after having these signatures notarised, will submit them to the Trade Registry Office for registry.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Prohibited Transactions**

### **Article 42**

With respect to the provisions and exceptions determined in this manner on the Banking Law, Members of the Board of Directors;

1. Cannot obtain from the Bank credit directly or indirectly for themselves and for natural and legal entities in a manner to be considered as an indirect loan,

cannot provide guarantee or security and cannot sell bonds or securities to the Bank.

2. Cannot participate in discussions or vote on matters which result in a conflict of interest with the Bank on his own interest outside of the Bank or credit assurance and guarantee demands of a person from his upper and lower lineage or spouse or blood and in-law kins up to and including third degree and their personal and their interests outside the Bank. This prohibition will also be applied in cases where the Member of the Board of Directors does not participate in a discussion due to rule of good faith. In cases of doubt, decision is made by the Board of Directors. The related member cannot participate in this voting as well. Even if conflict of interest is not known by the Board of Directors, related member is required to reveal this and obey the prohibition. The reason for not participating in the discussion due to prohibition and related procedures will be written in the decision of the Board of Directors. Banking Law provisions are reserved regarding credit operations where the members of the Board of Directors themselves and their spouses and their children under their custody or other natural and legal entities within the same risk group as them are a party.
3. Cannot conduct any other work, actions and operations prohibited by the legislation

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

#### **Fee and Dividend Share**

##### **Article 43**

A monthly fixed fee and/or a certain attendance fee will be paid to the Bank Board of Directors Chairman and members for the services they provide in such capacity. Form and amount of the fee to be paid will be determined by the General Assembly.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

#### **Credit Committee and Other Committees**

##### **Article 44**

Authority to issue credit belongs to the Board of Directors. Board of Directors can assign this authority to the Credit Committee or Head Office according to procedures and principles which will be determined according to Banking Law.

Establishment of the other committees that are required to be established according to Banking Law and Turkish Commercial Code provisions and their working and decision making principles will be determined according to related provisions.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Duties of the Credit Committee**

### **Article 45**

Duty of the Bank Credit Committee is to adopt a decision on the credits against security as well as those open credit that are within the authority limits assigned to the Committee according to legislation on banks. These types of credits will be issued with the committee decision upon the proposal of the Head Office. The decisions made unanimously by the Credit Committee will be applied directly and the decisions adopted with the majority of the votes will be applied after the approval of the Board of Directors.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Auditing of the Credit Committee**

### **Article 46**

Actions and decisions of the Credit Committee are subject to the supervision of the Board of Directors. Each one of the Members of the Board of Directors is authorised to demand all kinds of information for this purpose from the Credit Committee and to execute all kinds of control.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Part Four**

### **Head Office** **Organisation** **Article 47**

1. The Bank will be managed by the Head Office according to Turkish Commercial Code, Banking Law and other related provisions and provisions of these Articles of Association and within the principles to be determined by the Board of Directors.
2. Head Office organisation consists of the offices of General Manager Assistants and unit managers at the head office and district and branch managers to be appointed by the Board of Directors according to necessity and needs.
3. Board of Directors is always authorised to establish new organisations and to impose different principles on the establishment of the Bank organisation.
4. Term of office of the General Manager and other personnel possessing signing authority is not dependent upon the term of office of the Board of Directors Members.

5. The Bank personnel cannot take active position in political parties, cannot engage in trade and unless they have the permission of the Board of Directors, cannot take position in anywhere else except the Bank. Bank members cannot disclose the secrets they have learned due to their title and position about the Bank or the Bank's customers to anyone except the authorities that are clearly authorised and charged legally in this matter. Related article provisions of the Banking Law will be applied on those acting otherwise.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **General Manager**

### **Article 48**

General Manager who is the head of the Head Office organisation can be appointed by the Bank Board of Directors among the shareholders or from outside. Duties and authorities of the General Manager are as follows.

1. To manage the Bank in line with the Law, Legislation and Regulation provisions and Resolutions of the Board of Directors,
2. To ensure the use of the Bank capital and other financial resources in a manner consistent with the efficiency and profitability principles,
3. To represent the bank before the management and judicial authorities and in front of the third parties and to assign the authority to represent when necessary,
4. To propose the appointments of the Assistant General Managers, managers and other personnel to the Board of Directors,
5. To execute the appointments at their own discretion personally,
6. To prepare and present the regulations related to Bank management to the Board of Directors,
7. To execute all duties assigned to him by the Law and the Resolutions of the Board of Directors. The General Manager is responsible for the operation of the organisation established to ensure the Bank to reach its objective, for qualification, discipline, work and efficiency of the staff, for the execution of the works as required, for the presentation of the related files to the Board of Directors in full and accuracy of its contents, retention of the ledger records and documents in order. The General Manger may assign some of their authorities to their subordinates and to lower units, except the ones given to them by the Board of Directors under the condition of not being transferred to the sub-units. However, this assignment of the authority does not eliminate the General Manager's responsibility.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Assistant General Managers**

### **Article 49**

With the General Manager's proposal and the Board of Directors' approval, sufficient number of Assistant General Managers will be appointed to assist the General Manager in management of the Bank and in ensuring the coordination among the managers in the head office organisation. Assistant General Managers will serve under the General Manager under their command and direction. Distribution of duties among the Assistant General Managers will be determined by the General Manager.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Managers**

### **Article 50**

In the headquarters organisation of the Bank, offices of managers constituting the expertise departments of the Bank and when necessary, required amount of district directorates outside of the head office and branch administrations will be established. Qualifications of the managers who will head these directorships will be determined by the Board of Directors and their appointments will be made by the Board upon the General Manager's proposal. Except for the units within the scope of the Internal Systems, managers will report to the General Manager and will act according to their commands and directives. Appointments and duties of the advisors are also subject to same principles.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Internal Audit Department**

### **Article 51**

In order to audit the compliance of the Bank transactions to banking principles, Articles of Association, internal regulations and banking legislation, an Internal Audit Department consisting of one Head of Department and sufficient number of auditors will be established. The organisation and duties of the Internal Audit Department as well as the auditors' qualifications, appointment, training and working principles will be determined by the Board of Directors taking into consideration the principles prescribed by the Banking Law and the standards set out by the Banking Regulation and Supervision Agency.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Officers**

### **Article 52**



The Bank, in order to carry out its activities, will employ sufficient number of officers and employees permanently or temporarily. Appointment of officers with signing authority of the first degree will be made by the Board of Directors upon the General Manager's proposal while the appointment of other officers and employees will be made by the General Manager. The Board of Directors is authorised to impose different principles on the appointments of officers.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

**Part Five  
Auditor  
Appointment and Dismissals  
Article 53**

The General Assembly will appoint an Auditor with the criteria and periods indicated in the related articles of the Banking Law and Turkish Commercial Code.

Reappointment of the Auditor after they has been released from liabilities by the General Assembly is permissible.

Appointment of the Auditor or appointment of an auditor for the position which has become vacant for any reason will be made according to article 399 of Turkish Commercial Code. The same article of the Turkish Commercial Code will be applied to the dismissal of the Auditor as well.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

**Working Principle**

**Article 54**

Working principle of the Auditor will be determined according to Turkish Commercial Code, Banking Law and sub-regulations within the scope of these laws and as per a contract prepared and signed by parties according to these regulations.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

**Duties and Responsibilities**

**Article 55**

The Article has been abolished.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

**Fees**

## **Article 56**

Method, period and amount of the fee to be paid to the Auditor will be determined in the contract to be signed between the Board of Directors and the Auditor deemed appropriate by the General Assembly to enter into a contract with for the specified period of time.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Part Six**

### **Common Provisions**

#### **General Qualifications to be Sought in the Executives and the Auditors**

## **Article 57**

It is compulsory for the Bank's Board of Directors Chairman and members and executives, General Manager, Assistant General Managers and those officers with signing authority of the first degree to;

1. Possess the qualifications determined in the Banking Law,
2. Be not bankrupt or interdicted,
3. Be not sentenced to prison or fines more than once due to any actions against Banking Law provisions,
4. Be not convicted due to disgraceful offences such as forgery, breach of trust, robbery or fraud,
5. Be not sentenced to penal servitude for any reason,
6. Be not a responsible partner or Board of Directors chairman and member or manager of natural and legal entities who are a member of stock exchanges except for banks.

Article 58 is reserved for the Board of Directors Chairman and members, general manager and the assistant general managers and auditors. Duties of ones who have lost these qualifications while they continue their duties will be automatically terminated.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

#### **Special Qualifications to be Sought in Members of Board of Directors and Executives**

## **Article 58**

Besides the above mentioned general qualifications it is required for;

1. One more than half of the Bank Board of Directors Chairman and Members to have education of at least undergraduate level in Law, Economy, Business, Finance, Banking and Public Administration and in equal level branches, the ones who have undergraduate education of engineering field, on the other hand, must have graduate degree in the fields indicated in the Banking Law, and possess sufficient professional experience and qualifications set out in the Banking Law,
2. Bank's General Manager, minimum two thirds of total number of the Assistant General Managers to have higher education in the above mentioned fields and have obtained experience in banking or business administration for at least 10 years for the General Manager and at least 7 years for the Assistant General Managers.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Swearing**

#### **Article 59**

The Bank's Board of Directors Chairman and members and the General Manager are required to swear an oath according to the related article of the Banking Law and other legislation after their appointment. They cannot begin their duties unless they swear their oaths.

In cases they are reappointed to the same positions at the end of the period during which they have been under oath, they do not have to swear an oath again.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Declaration of Property**

#### **Article 60**

The Bank's Board of Directors Chairman and Members and the General Manager, Assistant General Managers are obliged to make a declaration of property, including their spouses and children under their custody, on the dates they start and end their position and also every 5 years while they hold the position. The Bank employees owning signing authority indicated in the Banking Law who are in other positions are also subject to the same obligation. Declarations of property will be made within the principles set out in the article of the Banking Law related to these matters.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

### **Resolution Book**

#### **Article 61**

Resolutions adopted by the Bank's Board of Directors, Audit and Credit Committees will be kept on a day-to-day basis and in an orderly manner in a resolution book, and members will affix their signatures under each resolution.

Resolution book will be notarised and kept within the principles indicated in the article of the Banking Law related to this matter.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Staff and Regulations**

### **Article 62**

Staff will be determined through indicating names, number and salary according to job descriptions for all the positions required by the services provided by the Bank and will take effect with the approval of the Board of Directors. Method of employment and the procedures of appointment, placement, promotion, dismissal and working conditions as well as salary, premium, bonus, fringe benefits and travel allowances of the entire Bank personnel will be determined by the Board of Directors based on regulations.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Part Four**

### **Bank's Accounts**

#### **Accounting Period**

### **Article 63**

Accounting period of the Bank is the calendar year. Trading profit of the Bank will be determined in accordance with the Turkish Commercial Code and Banking Law and related other legislation provisions as of such periods.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Ledgers and Documents**

### **Article 64**

Ledgers and documents of the Bank will be prepared and kept according to Turkish Commercial Code and Banking Law and related other legislation provisions by not leaving any transaction off the record and recording each transaction in the form suitable to its content.

Without ensuring the reconciliation of accounts between the legal and auxiliary ledgers and the branches and correspondents in and outside the country, balance sheet cannot be settled.

It is compulsory for the documents related to Bank's activities and originals and copies of the letters obtained in compliance with the legislation to be kept in their related departments.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Financial Statements**

### **Article 65**

Bank accounts, annual and interim financial reports and other statements, reports and financial statements required to be prepared according to existing legislation will be kept, submitted to related authorities and will be announced to the Public according to method, manner and periods which will be determined by the Turkish Commercial Code, Banking Law and related other legislations and Banking Regulation and Supervision Agency.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Determination and Distribution of the Profit, Reserves and Provisions**

### **Article 66**

Bank's profit will be calculated and determined according to Turkish Commercial Code, Banking Law and related other legislation provisions, accounting and business economics rules;

After all kinds of Bank's expenses, paid and required to be accrued and depreciations and provisions that need to be set aside are deducted from the Bank's income for the accounting period and all the financial obligations of to the Bank's legal entity are deducted, the remaining amount will constitute the actual profit of distribution of the Bank. From the amount obtained by deducting the previous year losses from the profit in question;

a) According to article 519 of Turkish Commercial Code, 5% of General Legal Reserves will be set aside.

b) Profit distribution from the balance at the rate and amount determined according to the applicable regulations and related legislation provisions to the shareholders depends on the resolution to be adopted by the General Assembly.

c) The General Assembly is authorised to decide on whether the balance will be partially or fully set aside as Free Reserves or distributed to the Shareholders as dividend.

The provisions of the Turkish Commercial Code's related to Reserves are reserved. As required by the legal provision, unless the reserves required to be set aside are actually set aside, it cannot be decided to set aside other reserves or to transfer profit to upcoming years by the General Assembly.

In case the Legal Reserves and Provision for Contingencies set aside by the Bank decrease for any reason, these will continue to be set aside until the required legal amounts are satisfied.

Allocation of the Legal Reserves and Provision for Contingencies and method of their use will be set out by the Turkish Commercial Code and Banking Law and other legislation provisions.

Date and method of profit distribution will be decided on by the General Assembly upon the proposal of Board of Directors. Profits distributed according to these Articles of Association cannot be reclaimed.

Turkish Commercial Code and the Turkish Accounting Standards and Banking Law will be applicable in setting aside reserves and provisions.

**(This is the current version published in the Trade Registry Gazette No.9308 of 18 April 2017.)**

## **Issue of Securities**

### **Article 67**

The Bank can issue all kinds of capital market instruments, and bonds, commercial bills and asset-backed securities within the scope of its activities and legislation provisions.

The Board of Directors is for an indefinite period of time authorised to issue all kinds of bonds, commercial bills, asset-backed securities or other debt instruments that can be accepted in the legislation within the frame of the Turkish Commercial Code, Banking Law, Capital Market Law and other legislation provisions up to the highest limit allowed by the law and other legislations at home and abroad and to decide on maturation of the issuing operations.

The provisions of Capital Market Law and the related legislations will be applicable to the limit of the bonds to be issued.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Part Five Miscellaneous Provisions Banking Association Membership**

### **Article 68**

As a member of the Turkish Banking Association, the Bank will attend the Association's meetings and expenses.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Announcements**

### **Article 69**

Registrations and announcements except for the General Assembly announcement of the Bank will be made at times and in accordance with the procedures set out in the Turkish Commercial Code, Banking Law and regulations issued with respect to such laws.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Amendments to Articles of Association**

### **Article 70**

For any kind of amendments to be made in the Articles of Association, it is compulsory for the Board of Directors to resolve on the amendment by preparing a text of amendment including old and new forms of the articles to be amended, and also to obtain the necessary permission from the Ministry of Customs and Trade based on approval of the Banking Regulation and Supervision Agency.

Once permission is obtained from the Ministry of Customs and Trade, Articles of Association amendments resolved by the General Assembly will be registered at the Trade Registry of the place where the Bank's Head Office is located and will be announced on the matters subject to announcement. The Articles of Association amendments will only be valid after registration and announcement. Amendment drafts not deemed appropriate by the Banking Regulation and Supervision Agency cannot be included in the General Assembly agenda, cannot be discussed, and cannot be registered at the Trade Registry.

In order to amend article 66 regarding the donation to be made to Anadolu Foundation, it is compulsory for the shareholders owning at least 95% of the Bank's authorised capital or their representatives to vote in favour at the General Assembly they are present at in the same quorum.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Section Six Termination and Dissolution and Liquidation Termination**

### **Article 71**

The General Assembly, with at least three fourths meeting and two thirds decision quorum, can decide on termination and liquidation of the Bank. In the succeeding meeting to be held due to a lack of quorum on decision of termination, the same quorum will be sought.

With the reasons indicated in articles 210, 510 and 529 of the Turkish Commercial Code, the Bank's termination can be claimed and litigated.

The provisions of the Banking Law regarding the matter are reserved.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Dissolution**

### **Article 72**

In case of existence of reasons mentioned in the related article of Turkish Commercial Code on this subject, the Bank will be by itself and as required by the law dissolved. In case the Bank merges with another bank, the dissolution will be realised without liquidation. In such cases, the related articles of the Turkish Commercial Code and the related provisions of the Banking Law on this subject will be applicable.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Liquidation**

### **Article 73**

The Bank will get into liquidation after having been terminated or annulled, and will therefore sustain its presence and activities in a restricted manner.

The related articles of the Banking Law and Turkish Commercial Code on this matter and other legislative provisions will be complied with during the liquidation of the Bank.

**(This is the current version published in the Trade Registry Gazette No. 8387 of 20 August 2013.)**

## **Legal Provisions**

### **Article 74**

As regards the matters not specified in these Articles of Association, other related legislations of Turkish Commercial Code and the related provisions of the Banking Law will be applicable.

Provisions violating the Turkish Commercial Code, Banking Law and regulations issued within the scope of such laws will not be applicable in these Articles of Association.

**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

## **Compliance to Corporate Governance Principles**

### **Article 75**

THE ARTICLE HAS BEEN ABOLISHED.



**(This is the current version published in the Trade Registry Gazette No. 9218 of 13 December 2016.)**

**Part Seven  
Provisional Clauses  
First Members of the Board of Directors  
Provisional Clause 1**

THE ARTICLE HAS BEEN ABOLISHED.

**(This is the current version published in the Trade Registry Gazette No. 5275 of 16 April 2001.)**

**First Auditors  
Provisional Clause 2**

THE ARTICLE HAS BEEN ABOLISHED.

**(This is the current version published in the Trade Registry Gazette No. 5275 of 16 April 2001.)**

**Fees  
Provisional Clause 3**

THE ARTICLE HAS BEEN ABOLISHED.

**(This is the current version published in the Trade Registry Gazette No. 5275 of 16 April 2001.)**

**Organisational Expenses  
Provisional Clause 4**

THE ARTICLE HAS BEEN ABOLISHED.

**(This is the current version published in the Trade Registry Gazette No. 5275 of 16 April 2001.)**

**Stamp Duty  
Provisional Clause 5**

THE ARTICLE HAS BEEN ABOLISHED.

**(This is the current version published in the Trade Registry Gazette No. 5275 of 16 April 2001.)**

**Issue and Distribution of the Articles of Association  
Provisional Clause 6**

THE ARTICLE HAS BEEN ABOLISHED.

**(This is the current version published in the Trade Registry Gazette No. 5275 of 16 April 2001.)**