

SAY YENİLENEBİLİR ENERJİ EKİPMANLARI SANAYİ VE TİCARET A.Ş.
Amendment Draft

Old Text	New Text
<p style="text-align:center"><u>SHARE CAPITAL AND SHARES</u></p> <p>ARTICLE 6</p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has transitioned to this system with the permission of the Capital Markets Board.</p> <p>The registered capital of the Company is TRY 500.000.000 (five hundred million), divided into 500.000.000 shares, each with a nominal value of TRY 1 (one).</p> <p>The registered capital ceiling granted by the Capital Markets Board is valid for a period of five years, covering 2023–2027. Even if the permitted registered capital ceiling has not been reached, in order for the Board of Directors to resolve on a capital increase after the end of 2027, it is mandatory to obtain authorization from the General Assembly for a new period by securing permission from the Capital Markets Board for the previously approved ceiling or a new ceiling. If such authorization is not obtained, a capital increase cannot be resolved by the Board of Directors.</p> <p>The issued capital of the Company is TRY 77,250,000. Said issued capital has been fully and duly paid in cash, free of collusion. The issued capital is divided into 77,250,000 shares, each with a nominal value of TRY 1 (one), of which 34.719.101,07 shares are registered shares of Group (A), and 42.530.898,93 shares are bearer shares of Group (B).</p> <p>The entire amount of the previous capital of TRY 25.750.000 has been fully paid, free of collusion. The recently increased capital of TRY 51.500.000 has been entirely covered by partially</p>	<p style="text-align:center"><u>SHARE CAPITAL AND SHARES</u></p> <p>ARTICLE 6</p> <p>The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has transitioned to this system with the permission of the Capital Markets Board.</p> <p>The registered capital of the Company is TRY 500.000.000 (five hundred million), divided into 500,000,000 shares, each with a nominal value of TRY 1 (one).</p> <p>The registered capital ceiling granted by the Capital Markets Board is valid for a period of five years, covering 2023–2027. Even if the permitted registered capital ceiling has not been reached, in order for the Board of Directors to resolve on a capital increase after the end of 2027, it is mandatory to obtain authorization from the General Assembly for a new period by securing permission from the Capital Markets Board for the previously approved ceiling or a new ceiling. If such authorization is not obtained, a capital increase cannot be resolved by the Board of Directors.</p> <p>The issued capital of the Company is TRY 77.250.000. Said issued capital has been fully and duly paid in cash, free of collusion. The issued capital is divided into 77.250.000 shares, each with a nominal value of TRY 1 (one), of which 12.151.685,34 shares are registered shares of Group (A), and 65,098,314.66 shares are bearer shares of Group (B).</p> <p>The entire amount of the current capital of TRY 77.250.000 has been fully paid, free of collusion</p>

~~capitalizing the profit for the fiscal year 2021.~~

Group (A) shares have privileges regarding the nomination of candidates for the Board of Directors and voting rights within the framework of this Articles of Association.

The Board of Directors is authorized, between 2023–2027, in accordance with the provisions of the Capital Markets Law and relevant legislation, to increase the issued capital by issuing registered or bearer shares up to the registered capital ceiling, as deemed necessary, in compliance with the Capital Markets legislation.

In addition, the Board of Directors is authorized to issue shares with privileges and at a premium over nominal value, and to restrict, partially or entirely, the pre-emptive rights of shareholders or to adopt resolutions limiting the rights of privileged shareholders. Decisions taken by the Board of Directors within the scope of this authority shall be announced in accordance with the Capital Markets legislation.

New shares cannot be issued unless the issued shares are fully sold and their consideration is paid.

Shares representing the capital are monitored in book-entry form within the framework of dematerialization principles.

In capital increases, Group (A) shares shall be issued in return for Group (A) shares, and Group (B) shares shall be issued in return for Group (B) shares. However, if the Board of Directors restricts the pre-emptive rights of shareholders, all newly issued shares shall be issued as Group (B) bearer shares.

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