

OLD TEXT	NEW TEXT
<p data-bbox="193 259 788 327">PURPOSE AND SUBJECT ARTICLE 3.</p> <p data-bbox="193 360 788 562">The Company's field of activities, provided that it complies with the purpose and subject of the Company, Turkish Commercial Code No. 6102 (Turkish Commercial Code, TCC) and Capital Markets Law No. 6362 (Capital Markets Law, CMB) and related legislation, are as follows:</p> <p data-bbox="193 595 788 763">3.1. Manufacture, export and internal trade of woven, knitwear, textile and apparel products. Establishment and operation of industrial plants and factories necessary for the manufacture of these products.</p> <p data-bbox="193 797 788 965">3.2. To provide consultancy, control and contracting services in the establishment and commissioning of industrial plants and factories required for the manufacture of weaving, knitting, textile and apparel products.</p> <p data-bbox="193 999 788 1570">3.3. To carry out the production, purchase, sale, import, export and marketing of textile, fabric, ready-to-wear clothing, souvenirs, leather clothing and apparel products, to open branches and stores in Turkey and abroad, to give representative offices. To provide all kinds of consultancy, supervision and all kinds of brokerage services, provided that they are not contrary to the regulations of the capital markets legislation regarding the transfer of hidden income and are not in the nature of investment services and activities, by making the necessary material event disclosures within the framework of the capital markets legislation and the necessary transactions required by the legislation in order to ensure public disclosure regarding these issues.</p> <p data-bbox="193 1603 788 2040">3.4. To establish short or long term co-operation or to establish companies or partnerships with domestic and foreign companies or other real or legal persons established in the fields related to the Company's fields of activity or useful for these activities, provided that they do not contradict the regulations of the capital markets legislation regarding the transfer of hidden income and are not in the nature of investment services and activities, by making the necessary material event disclosures within the framework of the capital markets legislation and the necessary transactions required by the</p>	<p data-bbox="788 259 1383 327">PURPOSE AND SUBJECT ARTICLE 3.</p> <p data-bbox="788 360 1383 562">The Company's field of activities, provided that it complies with the purpose and subject of the Company, Turkish Commercial Code No. 6102 (Turkish Commercial Code, TCC) and Capital Markets Law No. 6362 (Capital Markets Law, CMB) and related legislation, are as follows:</p> <p data-bbox="788 595 1383 763">3.1. Manufacture, export and internal trade of <u>knit</u>, woven, knitwear, textile and apparel products. Establishment and operation of industrial plants and factories necessary for the manufacture of these products.</p> <p data-bbox="788 797 1383 965">3.2. To provide consultancy, control and contracting services in the establishment and commissioning of industrial plants and factories required for the manufacture of <u>knit</u>, weaving, knitting, textile and apparel products.</p> <p data-bbox="788 999 1383 1570">3.3. To carry out the production, purchase, sale, import, export and marketing of textile, fabric, ready-to-wear clothing, souvenirs, leather clothing and apparel products, to open branches and stores in Turkey and abroad, to give representative offices. To provide all kinds of consultancy, supervision and all kinds of brokerage services, provided that they are not contrary to the regulations of the capital markets legislation regarding the transfer of hidden income and are not in the nature of investment services and activities, by making the necessary material event disclosures within the framework of the capital markets legislation and the necessary transactions required by the legislation in order to ensure public disclosure regarding these issues.</p> <p data-bbox="788 1603 1383 2040">3.4. To establish short or long term co-operation or to establish companies or partnerships with domestic and foreign companies or other real or legal persons established in the fields related to the Company's fields of activity or useful for these activities, provided that they do not contradict the regulations of the capital markets legislation regarding the transfer of hidden income and are not in the nature of investment services and activities, by making the necessary material event disclosures within the framework of the capital markets legislation and the necessary transactions required by the</p>

legislation in order to ensure public disclosure, To transfer and purchase all kinds of share certificates of these companies established or to be established, provided that it does not act as an intermediary, to undertake participation in their issuance, to sell, transfer or exchange such securities it owns with such securities, to show them as collateral and to make all kinds of dispositions on them, provided that it does not act as an intermediary.

3.5. To purchase, construct, lease or sell all kinds of movable and immovable properties in relation to the Company's business and rights, including transactions within the scope of the provisions of the financial leasing law, including transactions within the scope of the provisions of the financial leasing law, to lease them partially or completely, to transfer and assign them, to manage these properties and to establish pledges, easements or mortgages on them and to modify, abandon, reduce or increase these obligations, provided that the principles determined within the framework of the capital markets legislation are complied with and the necessary disclosures stipulated by the capital markets legislation are made within the scope of material events in order to enlighten the investors.

3.6. In order to carry out its activities, the Company may conclude long, medium and short-term loans from domestic and foreign markets, obtain commodity, letter of credit and investment loans, open loans, advance loans on promissory notes and similar loans, provided that the necessary disclosures stipulated by the capital markets legislation are made within the scope of material events in order to enlighten investors. In this context, the Company may be a joint debtor and joint surety or only a surety.

3.7. To give and receive mortgages, pledges, sureties, commercial enterprise pledges and other guarantees in order to ensure the debts and receivables of the company, to establish and release mortgages, to carry out all kinds of financial, commercial and administrative savings and activities for the realization of the company's purpose. The principles determined within the framework of the Capital Markets legislation shall be complied with regarding providing guarantees, sureties, and collaterals or establishing pledge rights including mortgages on its own behalf and in favor of third parties.

legislation in order to ensure public disclosure, To transfer and purchase all kinds of share certificates of these companies established or to be established, provided that it does not act as an intermediary, to undertake participation in their issuance, to sell, transfer or exchange such securities it owns with such securities, to show them as collateral and to make all kinds of dispositions on them, provided that it does not act as an intermediary.

3.5. To purchase, construct, lease or sell all kinds of movable and immovable properties in relation to the Company's business and rights, including transactions within the scope of the provisions of the financial leasing law, including transactions within the scope of the provisions of the financial leasing law, to lease them partially or completely, to transfer and assign them, to manage these properties and to establish pledges, easements or mortgages on them and to modify, abandon, reduce or increase these obligations, provided that the principles determined within the framework of the capital markets legislation are complied with and the necessary disclosures stipulated by the capital markets legislation are made within the scope of material events in order to enlighten the investors.

3.6. In order to carry out its activities, the Company may conclude long, medium and short-term loans from domestic and foreign markets, obtain commodity, letter of credit and investment loans, open loans, advance loans on promissory notes and similar loans, provided that the necessary disclosures stipulated by the capital markets legislation are made within the scope of material events in order to enlighten investors. In this context, the Company may be a joint debtor and joint surety or only a surety.

3.7. To give and receive mortgages, pledges, sureties, commercial enterprise pledges and other guarantees in order to ensure the debts and receivables of the company, to establish and release mortgages, to carry out all kinds of financial, commercial and administrative savings and activities for the realization of the company's purpose. The principles determined within the framework of the Capital Markets legislation shall be complied with regarding providing guarantees, sureties, and collaterals or establishing pledge rights including mortgages on its own behalf and in favor of third parties.

3.8. To obtain and acquire all necessary licenses and permits for the activities of the Company. To acquire all kinds of trademarks, patents, intellectual property rights and certificates, licenses and concessions, craftsmanship, know-how, models, paintings, drawings, banners and trade names, technical assistance and intellectual rights, consultancy, representation and engineering services and other similar rights, to register them in the name of the company, to export and import, to transfer and assign them and to make all kinds of license agreements on them.

3.9. Within the scope of the provisions of the legislation in force; to establish partnerships, to enter into joint ventures, to participate in joint ventures, to participate in existing commercial enterprises with local and foreign real and legal entities those operate in the field of activity of the company, provided that it is not contrary to the regulations of the Capital Markets legislation regarding the transfer of hidden income.

3.10. The Company may acquire and sell share certificates, bonds, financial bonds, dividend shares and profit sharing certificates issued by private or public legal entities which are related to its fields of activity and which assist and facilitate the activities of the Company, provided that they are not contrary to the regulations of the capital markets legislation regarding the transfer of hidden profits and are not in the nature of investment services and activities, by making the necessary material event disclosures within the framework of the capital markets legislation in order to ensure public disclosure and to take the necessary actions required by the legislation.

3.11. To carry out market researches, economic organization, consultancy and feasibility studies related to the Company's objectives and subjects.

3.12. To carry out all kinds of special education, research, development and project activities related to the purpose and subjects of the company.

3.13. To make use of all kinds of incentive measures, technology and rationalization measures for the realization of the Company's objectives. To participate in national and international fairs and exhibitions and to

3.8. To obtain and acquire all necessary licenses and permits for the activities of the Company. To acquire all kinds of trademarks, patents, intellectual property rights and certificates, licenses and concessions, craftsmanship, know-how, models, paintings, drawings, banners and trade names, technical assistance and intellectual rights, consultancy, representation and engineering services and other similar rights, to register them in the name of the company, to export and import, to transfer and assign them and to make all kinds of license agreements on them.

3.9. Within the scope of the provisions of the legislation in force; to establish partnerships, to enter into joint ventures, to participate in joint ventures, to participate in existing commercial enterprises with local and foreign real and legal entities those operate in the field of activity of the company, provided that it is not contrary to the regulations of the Capital Markets legislation regarding the transfer of hidden income.

3.10. The Company may acquire and sell share certificates, bonds, financial bonds, dividend shares and profit sharing certificates issued by private or public legal entities which are related to its fields of activity and which assist and facilitate the activities of the Company, provided that they are not contrary to the regulations of the capital markets legislation regarding the transfer of hidden profits and are not in the nature of investment services and activities, by making the necessary material event disclosures within the framework of the capital markets legislation in order to ensure public disclosure and to take the necessary actions required by the legislation.

3.11. To carry out market researches, economic organization, consultancy and feasibility studies related to the Company's objectives and subjects.

3.12. To carry out all kinds of special education, research, development and project activities related to the purpose and subjects of the company.

3.13. To make use of all kinds of incentive measures, technology and rationalization measures for the realization of the Company's objectives. To participate in national and international fairs and exhibitions and to

organize such meetings in order to cooperate in this regard.

3.14. To engage in advertising activities, provided that it is limited to its fields of activity.

3.15. To act, to carry out as representative, franchisee and agent of Turkish and foreign companies related to its own fields of activity, and to grant franchise, agency and representation, if necessary.

3.16. To establish partnerships and companies with real or legal persons in relation to its own fields of activity and to participate in those already established.

3.17. The Company may acquire, operate, lease, rent out, lease out, and purchase all kinds of movable and immovable rights related to its purpose and subject matter, establish and register mortgages on movable and immovable properties belonging to others in favor of the Company or acquire all kinds of rights on them, provided that the necessary disclosures stipulated by the capital markets legislation are made within the scope of material events in order to comply with the principles determined within the framework of the capital markets legislation and to enlighten the investors.

3.18. The Company may establish a Research and Development (R&D) Centre in accordance with legal regulations. The R&D Centre established within this scope may also carry out activities and projects concerning its subsidiary companies, provided that they share/share out the personnel and raw materials used in these projects, in accordance with legal regulations. It may provide these services to its affiliates or other persons and companies on the same basis. It may complete all kinds of initiatives regarding Patent Right, Utility model, Industrial Design, Industrial Property and Intellectual Property on behalf of itself or its affiliates or other companies on the same basis. It may sell the products and all kinds of rights arising as a result of these studies to affiliates and other companies and may make profit from all these activities.

3.19. In accordance with the capital markets legislation, the Company may issue capital market instruments in the nature of debt instruments in Turkey and abroad with the decision of the Board of Directors, may take all kinds of actions necessary in this context, may

organize such meetings in order to cooperate in this regard.

3.14. To engage in advertising activities, provided that it is limited to its fields of activity.

3.15. To act, to carry out as representative, franchisee and agent of Turkish and foreign companies related to its own fields of activity, and to grant franchise, agency and representation, if necessary.

3.16. To establish partnerships and companies with real or legal persons in relation to its own fields of activity and to participate in those already established.

3.17. The Company may acquire, operate, lease, rent out, lease out, and purchase all kinds of movable and immovable rights related to its purpose and subject matter, establish and register mortgages on movable and immovable properties belonging to others in favor of the Company or acquire all kinds of rights on them, provided that the necessary disclosures stipulated by the capital markets legislation are made within the scope of material events in order to comply with the principles determined within the framework of the capital markets legislation and to enlighten the investors.

3.18. The Company may establish a Research and Development (R&D) Centre in accordance with legal regulations. The R&D Centre established within this scope may also carry out activities and projects concerning its subsidiary companies, provided that they share/share out the personnel and raw materials used in these projects, in accordance with legal regulations. It may provide these services to its affiliates or other persons and companies on the same basis. It may complete all kinds of initiatives regarding Patent Right, Utility model, Industrial Design, Industrial Property and Intellectual Property on behalf of itself or its affiliates or other companies on the same basis. It may sell the products and all kinds of rights arising as a result of these studies to affiliates and other companies and may make profit from all these activities.

3.19. In accordance with the capital markets legislation, the Company may issue capital market instruments in the nature of debt instruments in Turkey and abroad with the decision of the Board of Directors, may take all kinds of actions necessary in this context, may

sign agreements with the Asset Leasing Company to ensure the issuance of lease certificates within the framework of capital markets legislation in order to ensure the financing of the works within the scope of the Company's field of activity, within this framework, when necessary, the Company may transfer the movable and immovable properties owned by the Company to the asset leasing company, lease them and carry out other transactions deemed necessary for the issuance of the said lease certificate, take part in lease certificate issuances as an originator and/or fund user, conclude agreements regarding the lease and repurchase of the transferred properties.

3.20. The Company may make donations and provide help in a manner that does not hinder its purpose and subject matter, provided that it does not contravene the provisions of the capital markets legislation on hidden income transfer and other relevant legislation, makes the necessary material event disclosures and presents the donations made during the year to the shareholders at the General Assembly. The upper limit of the donations to be made will be determined by the General Assembly, and donations exceeding this limit shall not be made. Donations made shall be added to the distributable profit base. The Capital Markets Board is authorized to set an upper limit on the amount of donations to be made.

3.21. The Company may buy and sell its shares and bonds without acting as an intermediary, provided that it complies with the principles and limitations set forth in the capital markets legislation and provided that they are not in the nature of investment services and activities. The Company may acquire its own shares in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, provided that the necessary disclosures stipulated by the capital markets legislation are made within the scope of material events in order to enlighten investors.

Within the scope of this article, as per the capital markets legislation and the relevant legislation, the required disclosures regarding the business, transactions and activities carried out by the Company shall be made to ensure to enlighten the investors when necessary.

sign agreements with the Asset Leasing Company to ensure the issuance of lease certificates within the framework of capital markets legislation in order to ensure the financing of the works within the scope of the Company's field of activity, within this framework, when necessary, the Company may transfer the movable and immovable properties owned by the Company to the asset leasing company, lease them and carry out other transactions deemed necessary for the issuance of the said lease certificate, take part in lease certificate issuances as an originator and/or fund user, conclude agreements regarding the lease and repurchase of the transferred properties.

3.20. The Company may make donations and provide help in a manner that does not hinder its purpose and subject matter, provided that it does not contravene the provisions of the capital markets legislation on hidden income transfer and other relevant legislation, makes the necessary material event disclosures and presents the donations made during the year to the shareholders at the General Assembly. The upper limit of the donations to be made will be determined by the General Assembly, and donations exceeding this limit shall not be made. Donations made shall be added to the distributable profit base. The Capital Markets Board is authorized to set an upper limit on the amount of donations to be made.

3.21. The Company may buy and sell its shares and bonds without acting as an intermediary, provided that it complies with the principles and limitations set forth in the capital markets legislation and provided that they are not in the nature of investment services and activities. The Company may acquire its own shares in accordance with the provisions of the Turkish Commercial Code and capital markets legislation, provided that the necessary disclosures stipulated by the capital markets legislation are made within the scope of material events in order to enlighten investors.

Within the scope of this article, as per the capital markets legislation and the relevant legislation, the required disclosures regarding the business, transactions and activities carried out by the Company shall be made to ensure to enlighten the investors when necessary.

The Company's material related party transactions, issues related to hidden income transfer, material transactions and disclosure of material events to the public are subject to the regulations set forth in the Capital Markets legislation.

In the event that it is desired to engage in any business other than the above-mentioned matters, which may be deemed beneficial and necessary for the Company in the future, the Company may, upon the proposal of the Board of Directors and the resolution of the General Assembly, and upon the permission to be obtained from the Ministry of Commerce and the Capital Markets Board, amend the Articles of Association and make changes in its purpose and subject matter, and such amendments shall be registered and announced at the Trade Registry Office.

The Company's material related party transactions, issues related to hidden income transfer, material transactions and disclosure of material events to the public are subject to the regulations set forth in the Capital Markets legislation.

In the event that it is desired to engage in any business other than the above-mentioned matters, which may be deemed beneficial and necessary for the Company in the future, the Company may, upon the proposal of the Board of Directors and the resolution of the General Assembly, and upon the permission to be obtained from the Ministry of Commerce and the Capital Markets Board, amend the Articles of Association and make changes in its purpose and subject matter, and such amendments shall be registered and announced at the Trade Registry Office.

OLD TEXT	NEW TEXT
<p>CAPITAL ARTICLE 6.</p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law No. 6362 and has entered to the registered capital system with the permission of the Capital Markets Board dated 10/02/2022 and numbered 7/181.</p> <p>The registered capital ceiling of the Company is 600,000,000 (Six Hundred Million) Turkish Liras and is divided into 600,000,000 shares each with a nominal value of 1 (one) Turkish Lira.</p> <p>The authorization for the registered capital ceiling granted by the Capital Markets Board is valid for the years 2022-2026 (5 years). Even though the ceiling of the registered capital has not been reached by the end of 2026, in order for the Board of Directors to adopt capital increase decisions, the Board of Directors must be authorized by the General Assembly for a new term, which shall not exceed five (5) years, upon receipt of the Capital Markets Board's approval for the previously approved registered capital ceiling, or, a new registered capital ceiling amount. If such authorization is not granted, share capital increase cannot be made through a Board of Directors' decision. The issued capital of the Company is 474.600,000.00 Turkish Liras and the said issued capital has been fully paid in free of collusion.</p> <p>This capital is divided into a total of 474.600,000 shares, each with a nominal value of 1 (one) Turkish Lira, of which 52.500,000 are registered Group (A) shares and 422.100,000 are bearer Group (B) shares. Group (A) shares have the privilege to be nominated, to nominate candidates for the Board of Directors, and to vote at the General Assembly. Group (B) shares do not have any privileges. The privileges of the privileged shares are specified in Articles 8 and 12 of the Articles of Association.</p> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p> <p>The capital of the Company may be increased or decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and</p>	<p>CAPITAL ARTICLE 6.</p> <p>The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law No. 6362 and has entered to the registered capital system with the permission of the Capital Markets Board dated 10/02/2022 and numbered 7/181.</p> <p>The registered capital ceiling of the Company is <u>2,373,000,000 (Two Billion Three Hundred Seventy-Three Million)</u> Turkish Liras and is divided into <u>2,373,000,000</u> shares each with a nominal value of 1 (one) Turkish Lira.</p> <p>The authorization for the registered capital ceiling granted by the Capital Markets Board is valid for the years <u>2026-2030</u> (5 years). Even though the ceiling of the registered capital has not been reached by the end of <u>2030</u>, in order for the Board of Directors to adopt capital increase decisions, the Board of Directors must be authorized by the General Assembly for a new term, which shall not exceed five (5) years, upon receipt of the Capital Markets Board's approval for the previously approved registered capital ceiling, or, a new registered capital ceiling amount. If such authorization is not granted, share capital increase cannot be made through a Board of Directors' decision. The issued capital of the Company is 474.600,000.00 Turkish Liras and the said issued capital has been fully paid in free of collusion.</p> <p>This capital is divided into a total of 474.600,000 shares, each with a nominal value of 1 (one) Turkish Lira, of which 52.500,000 are registered Group (A) shares and 422.100,000 are bearer Group (B) shares. Group (A) shares have the privilege to be nominated, to nominate candidates for the Board of Directors, and to vote at the General Assembly. Group (B) shares do not have any privileges. The privileges of the privileged shares are specified in Articles 8 and 12 of the Articles of Association.</p> <p>Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p> <p>The capital of the Company may be increased or decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and</p>

capital markets legislation. The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling whenever it deems necessary in accordance with the provisions of the Capital Markets Law, to restrict the rights of privileged shareholders, to limit the right of shareholders to purchase new shares and to issue shares at a premium or below their nominal value. The authorization to restrict the right to purchase new shares may not be used in a way to cause inequality among shareholders.

In capital increases, unless otherwise decided by the Board of Directors, each group shall use preemptive rights for its own group. When issuing new shares, unless otherwise decided by the Board of Directors, the ratio of Group (A) registered shares in the issued capital shall be maintained and 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 in capital increases to be made. In the capital increases to be made, Group (B) shares will be issued in the event that the rights of all existing shareholders to purchase new shares are restricted.

New shares cannot be issued unless the issued shares are fully sold and paid for or the unsold shares are cancelled. In capital increases, bonus shares are distributed to the existing shares at the date of the increase

capital markets legislation. The Board of Directors is authorized to increase the issued capital by issuing new shares up to the registered capital ceiling whenever it deems necessary in accordance with the provisions of the Capital Markets Law, to restrict the rights of privileged shareholders, to limit the right of shareholders to purchase new shares and to issue shares at a premium or below their nominal value. The authorization to restrict the right to purchase new shares may not be used in a way to cause inequality among shareholders.

In capital increases, unless otherwise decided by the Board of Directors, each group shall use preemptive rights for its own group. When issuing new shares, unless otherwise decided by the Board of Directors, the ratio of Group (A) registered shares in the issued capital shall be maintained and 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 in capital increases to be made. In the capital increases to be made, Group (B) shares will be issued in the event that the rights of all existing shareholders to purchase new shares are restricted.

New shares cannot be issued unless the issued shares are fully sold and paid for or the unsold shares are cancelled. In capital increases, bonus shares are distributed to the existing shares at the date of the increase

OLD TEXT	NEW TEXT
<p data-bbox="204 264 523 327">GENERAL ASSEMBLY ARTICLE 12.</p> <p data-bbox="204 371 770 544">The General Assembly has the powers granted by the Turkish Commercial Code and Capital Market Legislation. The following principles shall be applied in the general assembly meetings.</p> <p data-bbox="204 589 770 976">12.1. Time and place of the meeting: The General Assembly of the Company convenes in ordinary or extraordinary meetings. Ordinary General Assembly meetings shall be held at least once a year within 3 (three) months following each fiscal year of the Company, and extraordinary General Assembly meetings shall be held when and where required by the Company's activities and the relevant provisions of the Turkish Commercial Code and capital markets legislation.</p> <p data-bbox="204 1021 770 1155">General Assembly meetings shall be held at the Company's head office address or at a convenient place in the city where the Company's head office is located.</p> <p data-bbox="204 1200 770 2009">12.2. Invitation to Meeting: The provisions of the Turkish Commercial Code, the Capital Markets Law and the relevant legislation shall apply to the invitation of the General Assembly to the meeting. Notifications regarding the General Assembly meetings shall be made in accordance with the provisions of the Turkish Commercial Code and capital markets legislation. In addition to the procedures stipulated in the legislation, the announcement of the General Assembly meeting shall be made at least three weeks prior to the date of the General Assembly meeting, excluding the announcement and meeting days, by using all means of communication including electronic communication. The said announcement shall be published on the Company's website, Public Disclosure Platform and other places determined by the Capital Markets Board and in the Turkish Trade Registry Gazette. Along with the announcement of the General Assembly meeting, the issues determined by the corporate governance regulations of the Capital Markets</p>	<p data-bbox="798 264 1117 327">GENERAL ASSEMBLY ARTICLE 12.</p> <p data-bbox="798 371 1364 544">The General Assembly has the powers granted by the Turkish Commercial Code and Capital Market Legislation. The following principles shall be applied in the general assembly meetings.</p> <p data-bbox="798 589 1364 976">12.1. Time and place of the meeting: The General Assembly of the Company convenes in ordinary or extraordinary meetings. Ordinary General Assembly meetings shall be held at least once a year within 3 (three) months following each fiscal year of the Company, and extraordinary General Assembly meetings shall be held when and where required by the Company's activities and the relevant provisions of the Turkish Commercial Code and capital markets legislation.</p> <p data-bbox="798 1021 1364 1155">General Assembly meetings shall be held at the Company's head office address or at a convenient place in the city where the Company's head office is located.</p> <p data-bbox="798 1200 1364 2009">12.2. Invitation to Meeting: The provisions of the Turkish Commercial Code, the Capital Markets Law and the relevant legislation shall apply to the invitation of the General Assembly to the meeting. Notifications regarding the General Assembly meetings shall be made in accordance with the provisions of the Turkish Commercial Code and capital markets legislation. In addition to the procedures stipulated in the legislation, the announcement of the General Assembly meeting shall be made at least three weeks prior to the date of the General Assembly meeting, excluding the announcement and meeting days, by using all means of communication including electronic communication. The said announcement shall be published on the Company's website, Public Disclosure Platform and other places determined by the Capital Markets Board and in the Turkish Trade Registry Gazette. Along with the announcement of the General Assembly meeting, the issues determined by the corporate governance regulations of the Capital Markets</p>

Board are announced to the shareholders on the Company's website in a way to attract attention, in addition to the notifications and disclosures that the Company is required to make pursuant to the legislation.

12.3. Rules Applicable to General Assembly Meetings:

12.3.1 Attendance at the meeting: The board of directors shall prepare the list of attendees in accordance with the "shareholders' schedule" to be provided by the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş.) in accordance with the CML in relation to the holders of dematerialised shares.

12.3.2 Voting Rights: Each Group (A) share entitles its holder to 5 (five) votes at the general assembly meetings. Each (B) group share entitles its owner to 1 (one) vote. Pursuant to subparagraph 3/a of Article 479 of the TCC, voting privileges cannot be used in amendments to the articles of association. The right to attend and vote at the General Assembly shall not be conditional upon the shareholder depositing the documents proving that he/she is a shareholder or share certificates with the Company, a credit institution or any other place.

12.3.3 Representation: Shareholders may be represented at the General Assembly meetings by proxies who are not required to be shareholders, provided that the representation by proxy regulations of the Turkish Commercial Code and capital markets legislation are complied with. In addition, proxies who are themselves shareholders will have the right to vote for the shares they represent separately from their own shares. Proxies will be issued in accordance with the provisions of the TCC and capital markets legislation. The regulations of the capital markets legislation regarding voting by proxy and negotiation of material transactions shall be complied with.

12.3.4 Conduct of Negotiations and Quorum: In the General Assembly meetings of the Company, the matters specified in the Turkish Commercial Code, capital markets legislation

Board are announced to the shareholders on the Company's website in a way to attract attention, in addition to the notifications and disclosures that the Company is required to make pursuant to the legislation.

12.3. Rules Applicable to General Assembly Meetings:

12.3.1 Attendance at the meeting: The board of directors shall prepare the list of attendees in accordance with the "shareholders' schedule" to be provided by the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş.) in accordance with the CML in relation to the holders of dematerialised shares.

12.3.2 Voting Rights: Each Group (A) share entitles its holder to 5 (five) votes at the general assembly meetings. Each (B) group share entitles its owner to 1 (one) vote. Pursuant to subparagraph 3/a of Article 479 of the TCC, voting privileges cannot be used in amendments to the articles of association. The right to attend and vote at the General Assembly shall not be conditional upon the shareholder depositing the documents proving that he/she is a shareholder or share certificates with the Company, a credit institution or any other place.

12.3.3 Representation: Shareholders may be represented at the General Assembly meetings by proxies who are not required to be shareholders, provided that the representation by proxy regulations of the Turkish Commercial Code and capital markets legislation are complied with. In addition, proxies who are themselves shareholders will have the right to vote for the shares they represent separately from their own shares. Proxies will be issued in accordance with the provisions of the TCC and capital markets legislation. The regulations of the capital markets legislation regarding voting by proxy and negotiation of material transactions shall be complied with.

12.3.4 Conduct of Negotiations and Quorum: In the General Assembly meetings of the Company, the matters specified in the Turkish Commercial Code, capital markets legislation

and CMB regulations are discussed and resolved. It is obligatory to include in the agenda of the General Assembly meeting the matters that the CMB requires to be discussed or announced to the shareholders without complying with the principle of adherence to the agenda. The meeting and decision quorums for the General Assembly meetings are subject to the provisions of the Turkish Commercial Code, capital markets legislation, CMB's corporate governance principles and other regulations.

12.3.5 Chairpersonship of the Meeting: General Assembly meetings shall be chaired by the chairperson ~~or deputy chairperson of the board of directors. In the absence of the chairperson or deputy chairperson of the board of directors, the meeting shall be chaired by a chairperson elected by the Board of Directors~~ who is not necessarily a member of the Board of Directors or a shareholder. If deemed necessary, the chairperson shall appoint a secretary and vote collector, who does not need to be a shareholder, and constitute the chairpersonship.

12.4. Electronic General Assembly: Right holders who have the right to attend the General Assembly Meetings of the Company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the Regulation on General Assembly Meetings of Joint Stock Companies to be held in Electronic Environment, the Company may establish an electronic general assembly system that will enable the right holders to participate in the general assembly meetings electronically, to express their opinions, to make suggestions and to vote, or may purchase services from systems established for this purpose. In all general assembly meetings to be held, in accordance with this provision of the articles of association, it is ensured that the right holders and their representatives can exercise their rights specified in the provisions of the said Regulation through the established system.

12.5. Presence of the Ministry Representative at the Meetings: Ministry Representative must be

and CMB regulations are discussed and resolved. It is obligatory to include in the agenda of the General Assembly meeting the matters that the CMB requires to be discussed or announced to the shareholders without complying with the principle of adherence to the agenda. The meeting and decision quorums for the General Assembly meetings are subject to the provisions of the Turkish Commercial Code, capital markets legislation, CMB's corporate governance principles and other regulations.

12.3.5 Chairpersonship of the Meeting: General Assembly meetings shall be chaired by the chairperson who is not necessarily a member of the Board of Directors or a shareholder. If deemed necessary, the chairperson shall appoint a secretary and vote collector, who does not need to be a shareholder, and constitute the chairpersonship.

12.4. Electronic General Assembly: Right holders who have the right to attend the General Assembly Meetings of the Company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the Regulation on General Assembly Meetings of Joint Stock Companies to be held in Electronic Environment, the Company may establish an electronic general assembly system that will enable the right holders to participate in the general assembly meetings electronically, to express their opinions, to make suggestions and to vote, or may purchase services from systems established for this purpose. In all general assembly meetings to be held, in accordance with this provision of the articles of association, it is ensured that the right holders and their representatives can exercise their rights specified in the provisions of the said Regulation through the established system.

12.5. Presence of the Ministry Representative at the Meetings: Ministry Representative must be

present at the ordinary and extraordinary general assembly meetings and the provisions of the Turkish Commercial Code, capital markets legislation and related legislation shall be complied with regarding their duties.

12.6. General Assembly Internal Directive: The working procedures and principles of the General Assembly shall be determined by the internal directive approved by the General Assembly and registered and announced.

Provided that the quorums stipulated in the Capital Markets Law and the Turkish Commercial Code are maintained, in order for the general assembly of the Company to adopt resolutions on the following matters and amendments to the articles of association falling within the scope of these matters ("Matters Requiring Specific Aggravated General Assembly Resolution Quorum"), the affirmative vote of Group (A) shareholders holding at least 75% (seventy five) majority of the capital represented by Group (A) shares is also required:

- Except for capital increases to be made according to the registered capital system, amendments to the articles of association to be done,
- Changing the company's field of activity, entering into new business lines or abandoning existing business lines,
- Except for capital increases to be made according to the registered capital system; capital increase, liquidation, termination, dissolution, winding up, capital reduction, change of type of the company,
- Bankruptcy, concordat, application for financial restructuring within the scope of Article 309/m. of the Execution and Bankruptcy Law No. 2004,
- Transfer of all or part of the company's commercial enterprise,
- Changing the privilege of Group (A) shareholders to nominate board members or the structure of the Company's board of directors.

present at the ordinary and extraordinary general assembly meetings and the provisions of the Turkish Commercial Code, capital markets legislation and related legislation shall be complied with regarding their duties.

12.6. General Assembly Internal Directive: The working procedures and principles of the General Assembly shall be determined by the internal directive approved by the General Assembly and registered and announced.

Provided that the quorums stipulated in the Capital Markets Law and the Turkish Commercial Code are maintained, in order for the general assembly of the Company to adopt resolutions on the following matters and amendments to the articles of association falling within the scope of these matters ("Matters Requiring Specific Aggravated General Assembly Resolution Quorum"), the affirmative vote of Group (A) shareholders holding at least 75% (seventy five) majority of the capital represented by Group (A) shares is also required:

- Except for capital increases to be made according to the registered capital system, amendments to the articles of association to be done,
- Changing the company's field of activity, entering into new business lines or abandoning existing business lines,
- Except for capital increases to be made according to the registered capital system; capital increase, liquidation, termination, dissolution, winding up, capital reduction, change of type of the company,
- Bankruptcy, concordat, application for financial restructuring within the scope of Article 309/m. of the Execution and Bankruptcy Law No. 2004,
- Transfer of all or part of the company's commercial enterprise,
- Changing the privilege of Group (A) shareholders to nominate board members or the structure of the Company's board of directors.