

**OLD****TÜRKİYE HALK BANKASI ANONİM  
ŞİRKETİ ARTICLES OF ASSOCIATION*****Capital:***

**Article 6** (1) The Bank has adopted the registered share capital system in accordance with the provisions of the Capital Markets Law, and started to apply the registered share capital system pursuant to authorization No. 8/346 dated 19.03.2015 of the Capital Markets Board.

(2) The Bank's registered share capital ceiling is 7,500,000,000 (Seven Billion Five Million) Turkish Lira represented by 750,000,000,000 (Seven Hundred Fifty Billion) shares, each with a 1 (One) Turkish Kuruş (Kr) (0.01 Turkish Lira) nominal value.

(3) The authorization granted by the Capital Markets Board of Turkey for the registered share capital ceiling is valid for 5 years, from 2015 to 2019. Even if at the end of 2019 the registered share capital ceiling is not reached, in order for the Board of Directors to approve a capital increase after 2019, the General Assembly would be required to give authorization for a new period (not exceeding 5 years) by obtaining an permission from the Capital Markets Board of Turkey for the previously authorized ceiling, or a new ceiling amount. If the said authorization is not obtained, then the capital increase can not be made with the Board of Directors' decision.

(4) The Bank's issued capital is 1,250,000,000 (One Billion Two Hundred Fifty Million) Turkish Lira, is free of collusion and has been fully paid-up. This share capital is represented by 125,000,000,000 (One Hundred Twenty Five Billion) shares, each with a 1 (One) Turkish Kuruş (0.01 Turkish Lira) nominal value.

(5) The Board of Directors is authorized to pass

**NEW****TÜRKİYE HALK BANKASI ANONİM  
ŞİRKETİ ARTICLES OF ASSOCIATION*****Capital:***

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(2) The Bank's registered share capital ceiling is 7,500,000,000 (Seven Billion Five Million) Turkish Lira represented by 750,000,000,000 (Seven Hundred Fifty Billion) shares, each with a 1 (One) Turkish Kuruş (Kr) (0.01 Turkish Lira) nominal value.

(3) The authorization granted by the Capital Markets Board of Turkey for the registered share capital ceiling is valid for 5 years, from 2015 to 2019. Even if at the end of 2019 the registered share capital ceiling is not reached, in order for the Board of Directors to approve a capital increase after 2019, the General Assembly would be required to give authorization for a new period (not exceeding 5 years) by obtaining an permission from the Capital Markets Board of Turkey for the previously authorized ceiling, or a new ceiling amount. If the said authorization is not obtained, then the capital increase can not be made with the Board of Directors' decision.

(4) The Bank's issued capital is 2,473,776,223.78 (Two Billion Four Hundred Seventy Three Million Seven Hundred Seventy Six Thousand Two Hundred Twenty Three Turkish Lira Seventy Eighth Kuruş) Turkish Lira, is free of collusion and has been fully paid-up. This share capital is represented by 247,377,622,378 (Two Hundred Forty Seven Billion Three Hundred Seventy Seven Million Six Hundred Twenty Two Thousand Three Hundred Seventy Eight) shares, each with a 1 (One) Turkish Kuruş (0.01 Turkish Lira) nominal value.

(5) The Board of Directors is authorized to pass

<p>resolutions regarding share issues at a premium over the par value, and to restrict preemptive rights of shareholders avoiding unequal treatment.</p> <p>(6) The shares representing the Bank's share capital are traced through book-entry registration pursuant to applicable principles of dematerialization.</p>	<p>resolutions regarding share issues at a premium over the par value, and to restrict preemptive rights of shareholders avoiding unequal treatment.</p> <p>(6) The shares representing the Bank's share capital are traced through book-entry registration pursuant to applicable principles of dematerialization.</p>
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