



**HEKTAŞ TİCARET TÜRİ A.Ş.**

**ARTICLES OF  
ASSOCIATION**

**SECTION I:****Incorporation:**

**Article 1** - A Joint Stock Company with the title of "HEKTAŞ Ticaret Türk Anonim Şirketi" has been incorporated among the founders whose names and places of residence are provided in the article 2, to carry out the activities and transactions specified below, within the framework of the provisions, terms and conditions contained in these Articles of Association.

**Founders:****Article 2 - Founders of the company:**

| NAME                             | PLACE OF RESIDENCE                                                 |
|----------------------------------|--------------------------------------------------------------------|
| 1) Dr. ABAOĞLU CİHAT,            | Teşvikiye Cad Gökşün Apt. No: 105, İstanbul                        |
| 2) Dr. ADEMOĞLU NURİ,            | Sok. 104, Pelitözü Apt. Kat 2, Adana                               |
| 3) Dr. AĞAOĞLU MUSTAFA RAİF,     | Marmaris Cad. N:15, Muğla                                          |
| 4) Dr. AKAD İHSAN,               | Cevatpaşa Mahl. İzzetpaşa Cad. No.62, Diyarbakır                   |
| 5) Dr. AKAY MUZAFFER,            | Ferah Sok. No.43, Samsun                                           |
| 6) Dr. AKBEĞ FARUK,              | Spor Cad. No:84 Beşiktaş - İstanbul                                |
| 7) Dr. AKSEL FUAD SİNASI,        | Cevdetpaşa Sok. No. 162 Arnavutköy - İstanbul                      |
| 8) Dr. AKSAY EMİN,               | Edirnekapi Dispensary, Internal Medicine Specialist Fatih-İstanbul |
| 9) Dr. AKYÜZ HASBİ,              | Çarşı Mahl. No.1 Alanya                                            |
| 10) Dr. AKYÜZ FASİH,             | Hanımeli Sok. No.4 Ankara                                          |
| 11) Dr. ALADAĞ İSMAİL HAKKI,     | Gazialeşah Mahl. Alcay Apt. Kat 2, Konya                           |
| 12) Dr. ALADAĞ HİKMET,           | Birinci Beyler Sok. No.34/2, İzmir                                 |
| 13) Dr. ALGON KENAN,             | Nizam Sok. Güner Apt Kat.2, Zonguldak                              |
| 14) ALGON TÜRKÂN,                | Nizam Sokak Güner Apt. Kat.2, Zonguldak                            |
| 15) Dr. ALPAN MUSTAFA SITKI,     | Çarşı Mahl. Sok. 92 No.23, Erzincan                                |
| 16) Dr. ALPAY EMİNE,             | Tepebağ Mahl. Sok. 1 No.95/1, Adana                                |
| 17) Dr. ALPAY MEKİN TAHA,        | Tepebağ Mahl. Sok. 1 No.95/1, Adana                                |
| 18) Phar. ALTINOK ENİSE,         | Nizam Cad. No.1/A, Zonguldak                                       |
| 19) Dr. ALTUĞ SEDAT,             | İzzetpaşa Cad. Doğru Sok. No.1, Diyarbakır                         |
| 20) Dr. ANDER CAZIM,             | Abidinpaşa Cad. 99 Sok. No.3/B, Adana                              |
| 21) Dr. ANIL KÂMİL,              | Sait Bey Mahl. No.55, Samsun                                       |
| 22) Dr. ARICAN TAHSİN,           | Vali Rahmibey Mahl. 9 Eylül Sok. No.3, İzmir                       |
| 23) Dr. ARI OSMAN,               | Cumhuriyet Cad. No.118, Erzurum                                    |
| 24) Dr. ARI SEMİHA,              | Gazipaşa Cad. No.21/C, Zonguldak                                   |
| 25) Dr. ARKAYIN ALİ SUAVİ,       | Bağdat Cad. No.142, Samsun                                         |
| 26) Dış. ARMAN NAİL,             | Aydinoğlu Sok. No.79, Tire                                         |
| 27) Dr. ARTUNER BAHTİYAR BÜLENT, | Ceylan Sok. No.2, Beyoğlu-İstanbul                                 |
| 28) Dr. ARTUNKAL TAHSİN,         | Lamartin Cad. No.16, İstanbul                                      |
| 29) Dr. ATAGÜN ORHAN,            | State Hospital Assistant, Konya                                    |
| 30) Dr. ATAHAN İSMET,            | Mithatpaşa Mahl. Nizam Sok. No.7, Zonguldak                        |
| 31) Dr. ATALAY ŞÜKRÜ,            | Eski Bağdat Sok. No.25, Küçükalyalı-İstanbul                       |
| 32) Dr. ATAŞ RAHİME,             | Abidinpaşa, Tepebağ Sok. No. 1, Adana                              |
| 33) Dr. AYBERK MUZAFFER HAYRİ,   | Cihangir Güneşli Sok. No.26/1 İstanbul                             |
| 34) Dr. AYBERS FEVZİ             | Yenişehir Olgunlar Sok. No.24/3, Ankara                            |
| 35) AYBERS VECHİYE,              | Yenişehir Olgunlar Sok. No.24/3, Ankara                            |
| 36) AYDINER AYSEL,               | Kültür Mahl. 1385 Sok. No.3, İzmir                                 |
| 37) Dr. AYGÜN HAYRİ,             | Birinci Noter Çıkmazı, Adana                                       |
| 38) Dr. AYKEN YAVUZ,             | Cumhuriyet Cad. No.5, Of - Trabzon                                 |
| 39) Vtr. BAĞCAN SELİM,           | Ordu Cad. No.64, Van                                               |
| 40) Dr. BALCI NECDET,            | Cumhuriyet Mahl. Sağlık Merkezi Lojmanı Çan-Çanakkale              |
| 41) Dr. BAŞAR CAVİT,             | Akbank Arkası, Sok. 107 No. 15, Adana                              |
| 42) Dr. BAYAZIT EKREM,           | Abidinpaşa, Şekerci Duran Apt. No.114, Adana                       |
| 43) Dr. BEYAZIT KEMALİ,          | Mebus Evleri Önder Sok. No:35, Ankara                              |
| 44) Vtr. BAYSOY FEHİMİ,          | Atatürk Mahl. Sok. 120 No.9, Erzincan                              |
| 45) Dr. BAYTUZ AHMET,            | Kurtuluş Mahl. Yıldız Sok. No.5/1, Adapazarı                       |
| 46) Dr. BEŞE ŞEVKET,             | Hâlim Alanyalı Geçidi No.204, İzmir                                |
| 47) BİLGEHAN SEVİM,              | Meşrutiyet Mahl. Banka Sok. No.43/C, Zonguldak                     |
| 48) Dr. BİLGİN LÜTFİ,            | Pınarbaşı Mahl. Cami Sok. No.5, Mut-İçel                           |
| 49) BİLGİN ZEYNEP,               | Pınarbaşı Mahl. Cami Sok. No.5, Mut-İçel                           |
| 50) Dr. BİLGİN MEHMET,           | Karşıyaka 165 Sok. No.53, Adana                                    |
| 51) Dr. BİLGİN İZZET,            | Vali Konağı Cad. No.15, Adana                                      |
| 52) Dr. BİLGİN BASRİ,            | Belediye Evleri Birinci Sok. No.32, İskenderun                     |
| 53) Phar. BİNAY İZZETTİN,        | Karaman Cad. No.42 Çarşı-Konya                                     |
| 54) Dr. BİLGÖL AKGÜN,            | İstasyon Cad. No.194 Ereğli-Konya                                  |

- 55) Dr. BİYAL NİMET, Taksim, Deniz Palas Kat.2, İstanbul
- 56) Dr. BÖREKÇİ SÜHEYLA, Ulugazi Mahl. Selimiye Sok. No.7, Samsun
- 57) Dr. BULUT BASRİ, Kurtuluş Mahl. Hamitbey Çıkmazı NO.123/A, Adapazarı
- 58) Dışt. BURAT NERİMAN, Kurtuluş Mahl. 1375 Sok. No.8/2, İzmir
- 59) Dr. BUTUR ZEKİ, Abidinpaşa 102 Sok. No.10, Adana
- 60) Dr. BÜKEY AVNİ, Mithatpaşa Cad. No.1068, İzmir
- 61) Dr. CANSUNAR LUTFİ, Büyük Cami Okul Sok. No.2/3, Bolu
- 62) Dr. CANSUNAR FERİHA, Büyük Cami Okul Sok. No.2/3, Bolu
- 63) Dr. CELAYİR CAVİD, Gazi Cad. Şafak Sok. No.8, Samsun
- 64) Dr. CELASUN NEJAT, Sarıyer Türbe Sokak (Çeşme) No.6, İstanbul
- 65) CEYLÂN NADİDE, Cumhuriyet Alanı Bulca Apt. Konya
- 66) Dr. ÇAĞIŞ NAZMI, Alidede Mahallesi 59 Sok. No.22, Adana
- 67) Dr. ÇAM CİHAT, Şeyh Matar Mahallesi Dökmeci Sok. No. 12, Diyarbakır
- 68) Dışt. ÇATALOĞLU CEMİL, Galatasaray Suterazisi Sok. No.29, Beyoğlu-İstanbul
- 69) Dr. ÇETİNEL FEHMİ, Kürkcü Mahl. Bulca Apt. No.9, Konya
- 70) ÇETİNEL NAHİDE, Kürkcü Mahl. Bulca Apt. No.9, Konya
- 71) Dr. ÇUBUKÇU İSMET TEVFİK, Tepe Mahl. Bingöl Cad. Karakocan Elazığ
- 72) Dr. DEĞER CÜNEYT, Atatürk Cad. No:412 Alsancak-İzmir
- 73) Dr. DEMİRALP NİMET, Cumhuriyet Mahl. Göçyolu Sok. No.13, Kozan
- 74) Phar. DENİZ HAYRİ, Çarşıiçi Mahl. Hamam Sok. No.11, Elmalı-Antalya
- 75) Dr. DERİN CAHİT, Camii Şerif Mahl. Kuvayyı Milliye Cad. No.82, Mersin
- 76) DERİN NERİMAN, Camii Şerif Mahl. Kuvayyı Milliye Cad. No.43/A, Adana
- 77) Dr. DERMAN HİKMET, Kuruköprü Karacaoğlan Cad. No.43/A, Adana
- 78) Dr. DERSTAVAR NİYAZİ, Kunduracılar Cad. No.112/A, Trabzon
- 79) Dr. DOĞULUGİL BAHATTİN, Sırçalı Mescit Mahl. No.35, Konya
- 80) DOĞULUGİL LİMAN, Sırçalı Mescit Mahl. No.35, Konya
- 81) Dr. DRAMALI HÜSNÜ, Cuma Mahl. Soma-Manisa
- 82) Dr. DURA HÜSEYİN ZİYA, Asfalt Cad. Atatürk Parkı Karşısı No.266, Adana
- 83) Dr. DURUSAN REBİL, Veteriner ve Seroloji Enstitüsü Lojman 77 Etlik-Ankara
- 84) Dr. DURUSOY RAŞİT, Çınarlı Mahl. Sok.2 No.277, Adana
- 85) Dr. DÜNDAR MUHSİN FAİK, Turgutoğlu Sok. No.28, Konya
- 86) Dr. ELTAN BURHAN, Eskihamam, Burhaniye Mahl. Ceyhan
- 87) Dr. ERBİL SAİT, Cumhuriyet Meydanı Şems Sok. No.8, Samsun
- 88) Dr. EREN ALİ, 14 Mayıs Cad. No.9, Ödemiş
- 89) EREN HÜMEY, 14 Mayıs Cad. No.9, Ödemiş
- 90) Dr. ERER REFİK, Memur Apt. Arkası, Gökap Apt. Yenişehir-Ankara
- 91) ERGELEN ZİŞAN, Abidinpaşa Muzaffer Lokman Apt. Adana
- 92) Dr. ERGEZER YILDIRIM, Camiikebir Mahl. İzzetpaşa Cad. no.44, Diyarbakır
- 93) Dr. ERGÖNENÇ ALAATTİN, Kurt Mahl. Park Geçidi No.5, Bayındır
- 94) Dr. ERGUN RÜŞTÜ, Yeniçeriler Cad. No.110/1, Bayazıt-İstanbul
- 95) Dr. ERKAN CEMALETTİN, Dağkapısı Yalova Sok. Çelenk Apt. Diyarbakır
- 96) Dr. ERKAN ALİ, Şükran Mahl. Başarol Sok. No.137, Konya
- 97) ERKAN MACİDE HAVVA, Şükran Mahl. Maşarol Sok. No.137, Konya
- 98) Dr. ERNAS MEHMET, Saitbey Mahl. Hastane Sok. No.1, Samsun
- 99) Vtr. ERSER MUSTAFA, Hacıhüseyin Mahl. Dar Sok. No.6, Giresun
- 100) Dr. ERSİN MAHMUT, Anafartalar Cad. No.326/1, Ankara
- 101) Dr. ERTAN HİFZİ, Şems Mahl. Alaattin Cad. Hayat Apt. Konya
- 102) Dr. ERTUG M. MUZAFFER, Dağkapısı, Yalova Sok. Çelenk Apt. Diyarbakır
- 103) ERTUNGA NUSRET, Çarşı Mahl. 58 Sok. No.4, Erzincan
- 104) Dr. ERTÜZÜN SABRİ, Durakfakih Mahl. No.2, Konya
- 105) Dr. ERTÜZÜN SÜLEYMAN, Numune Hospital X-Ray Assistant, Ankara
- 106) Dr. EŞTÜRK ZEYYAD, Karşıyaka 1070 Sok. No.9, İzmir
- 107) Dr. ETİZ FEYYAZ, eski Postane Cad. No.19, Adana
- 108) ETİZ SAADET, Eski Postane Cad. No.19, Adana
- 109) Phar. GABAY İSRAEL, İcadiye Cad. Tenekeci Musa Sok. No.2 Kuzguncuk- İstanbul
- 110) Dr. GENÇ MUHLİS, Şems Mahl. Şerafettin Sok. No.28, Konya
- 111) GENÇ PERİHAN, Şems Mahl. Şerafettin Sok. No.28, Konya
- 112) Dr. GÖKBUDAK RAUF, Şems Mahl. Alaattin Cad. No.5, Konya
- 113) Dr. GÖKÇE TEVFİK İSMAIL, Maçka, Arda Apt. No.5, İstanbul
- 114) Dr. GÖKSEL EŞREF, Küçüksaat, Ömer Sapanıcı Apt. Kat.2, Adana
- 115) Dr. GÖKSEL HÜSNÜ, Şekerhane Mahl. No.1, Alanya
- 116) Dr. GÖKSU BURHAN, Şems Mahl. Uzun Sok. No.23, Konya
- 117) GÖKSU LEMAN, Şems Mahallesi Uzun Sok. No.23, Konya
- 118) Dr. GÖKTEPE REŞAT, Kocamustafa Ef. Sok. Tekinalp Apt. Muğla
- 119) Dr. GÖRKER LÂMİ, Gazipaşa Birinci Geçit No.2, Tokat
- 120) Dr. GÜLÖZ ZEKİ, Behzat Cad. No.51, Tokat
- 121) Dr. GÜLTEKİN SELAHATTİN, Küçüksaat, Ömer Sapanıcı Apt. Kat.1, Adana

- 122) Dr. GÜNAY MÜMİN, Hamamyolu Cad. No.61, Eskişehir
- 123) Dr. GÜNDOĞ FAİK, Saitbey Mahl. Kaptanağa Sok. No.32, Samsun
- 124) Dr. GÜNEL ORHAN, Cumhuriyet Mahl. Fethiye-Muğla
- 125) Dr. GÜNER ŞUCAATTİN, İstasyon Caddesi No.64/2, Eskişehir
- 126) Dr. GÜNER SELAHATTİN, Karşıyaka Mahl. Şöfer Ali Sok. No.31, Gaziantep
- 127) Dr. GÜR NECDET, Karyağdı Mahl. Yenimahalle Sok. No.21 Elmalı-Antalya
- 128) Dr. GÜRCAN MEHMET, Hükümet Arkası Cad. No.4, Alanya
- 129) Dr. GÜRÇİNAR KEMAL, Saydam Cad. No.120, Adana
- 130) Dr. GÜVEN ZİYA, Mansurdede Mahl. Rahmi Ef. Sok. Karaman
- 131) Dr. HALLAÇOĞLU M.FETHİ, Arslanpaşa Cad. Andıl Sok. No.22, Kozan
- 132) Dr. HAZAR MUZZEZ, Koşuyolu, Banka Evleri No.33 Haydarpaşa-İstanbul
- 133) Dr. HAZAR REŞAT, Koşuyolu Banka Evleri No.33 Haydarpaşa-İstanbul
- 134) Ec. HELVACIOĞLU HÜSEYİN, Uzunçarşı No.29 Afyon
- 135) Dr. İÇGÖREN ALİ, Asimbey Sok. No.11 Aksaray-İstanbul
- 136) Dr. İÇGÖREN ADİL, Cerrahpaşa Hospital X-Ray Specialist Aksaray-İstanbul
- 137) Dr. İÇLİ CEMAL, Fenk Mahl. Berk Sok. No.5 Terme-Samsun
- 138) Dr. İÇSEZEN ŞÜKRÜ NURİ, Donanmacı Mahl. 1700 Sok. Karşıyaka-İzmit
- 139) Dr. İLHAN FARUK, Alemdar Mahl. Hasan Gümüş Apt. Kocaeli-İzmit
- 140) Dr. İLKER NİHAT, İstiklâlimilli Cad. Küçük Kâzimbey Sok. No.10, Kars
- 141) Dr. İLKER FARUK, Alsaray Sineması Karşısı No.27, Adana
- 142) İLKER RAGİBE, Alsaray Sineması Karşısı No.27, Adana
- 143) Dr.İLTER HAYDAR, İplik Pazarı Mahl. Elmalı-Antalya
- 144) Dr. İNANÇ MİTHAT KEMAL, Mesudiye Mahl. Fabrikalar Cad. No.7, Mersin
- 145) Dr.İNANKUR GALİP, Orta Mahl. Pirancılar Sok. No.19/A, Bartın
- 146) İNANKUR NAZAN, Orta Mahl. Pirancılar Sokak No.19/A, Bartın
- 147) Dr. İNCEKARA NACİ, Pabuççular Mahl. Uzunçarşı Sok. No.7 Adapazarı
- 148) Dr. İSTANBULLUOĞLU SÜREYYA, Çıtlanbik Köyü Ceyhan
- 149) Dr. KABALAK A.TURGUT, Kale Mahl. Gazi Cad. No.40, Samsun
- 150) Dr. KADIOĞLU NECDET, Cumhuriyet Mahl. Fethiye-Muğla
- 151) Dr. KALAYCIOĞLU AHMET, Erler Cad. No.19 Antakya
- 152) Dr. KARABACAK RIFAT, Kastamonu Cad. No.26, Çankırı
- 153) KARAFAKIOĞLU FAHRİYE, Sırçalımescit Mahl. No:35, Konya
- 154) Dr. KARAMIZRAK MUCİP, Kızılırmak Cad. No. 14, Ankara
- 155) Dşt. KAVUKÇU ALİ FUAT, Yücebağ Mahl. Enverpaşa Cad. No. 154, Denizli
- 156) Dr. KAYAALP ÖMER, Karagöz Mahl. Gümrük Sok. No.26, Gaziantep
- 157) Dr. KAYNAK BEHİÇ, Cuma Mahl. Soma-Manisa
- 158) Dr. KAYMAKÇALAN ŞÜKRÜ, Ziya Gökalp Cad. No.28/11, Ankara
- 159) Dr. EKÇECİ MİTHAT, Paryalar Caddesi No.19, Isparta
- 160) Dşt. KINAY NECDET, İslâmbey Mahl. Argaç Sok. No.4 Eyüp-Bayburt
- 161) Dr. KIRÇAK REFİK, Altıntaş Mahl. 362 Sok. No.10, İzmir
- 162) Dr. KIRELLİ SAHİP, İstasyon Cad. Kurtbaş Apt. Afyon
- 163) Dşt. KIVANÇ CEVAT, Cumhuriyet Cad. No. 140, Erzurum
- 164) Dr. KOCADİMİR BEKİR, Doktor Mustafa Bey Cad. No.13/3, İzmir
- 165) Dr. KOÇER FEVZİ, Kurşunlu Cad. No.48, Muğla
- 166) KOÇER AFET Kurşunlu Cad. No.48,Muğla
- 167) KOLUKIRIKGİL EMİNE, Kızılırmak Mahl. 40 Sok. No. 1, Tarsus
- 168) Dr. KOLUKIRIKGİL LÜTFİ, Kızılırmak Mahl. 40 Sok. No.1, Tarsus
- 169) Phar. KORA CİHAT, 1606 Sok. No. 18 Kat.3 Bayraklı-İzmir
- 170) Dr. KORYAK ASAF, Operatör Raifbey Sok. Kardeşler Apt. Şişli-İstanbul
- 171) Dr. KÖYMEN NİYAZİ, Havuzlu Park Karşısı No.2, Ödemiş
- 172) Dr. KÖYMEN REFİK, Tevfik Fikret Sok. No.4 Buca-İzmir
- 173) Dr. KURTPINAR HASİP, Bakterioloji ve Seroloji Ens. Loj. 77 Etlik-Ankara
- 174) Dr KUTAY AHMET, Hamamyolu Cad. No. 125 Eskişehir
- 175) Dr. KUTUCU AYTEN, Irmak Cad. No.193, Samsun
- 176) Dşt. KÜÇÜKKELEŞ İSMAİL, Mücellit Mahl. Eşrefoğlu Sok. 21, Konya
- 177) Dr. KÜRŞAT AHMET, Abidinpaşa Cad. Çekmeçil Apt. No.29 Adana
- 178) Dr. MALİKER MÜNEVVER, Maternity Nursing Assistant, Konya
- 179) Dr. MAMÇU MUHAMMET, Tevfikiye Mahl. No. 18, Kat.2, Konya
- 180) Dr. MANAVOĞLU ASIM, Abidinpaşa Muzaffer Lokman Apt. Kat.2, Adana
- 181) Dr. MASLAK HAKKI, Halâşkârgazi Cad. No.214/6 Şişli- İstanbul
- 182) Dşt. MECİTOĞLU HÜSEYİN, Kurtuluş Cad. No.193, Antakya
- 183) Dr. MENTEŞOĞLU ALİ, Alidede Mahl. Sok. 59 No.22, Adana
- 184) Dr. MUSLUOĞLU EYÜP, Cumhuriyet Meydanı No. 12, Nazilli
- 185) Dr. ODABAŞI NEDRET, Hükümet Cad. No.32 Fethiye-Muğla
- 186) Dr. OKÇUOĞLU ADNAN, Hamamyolu Cad. No.77 Eskişehir
- 187) Dr. OKKAN SADIK, Gazipaşa Mahl. No.200 Trabzon
- 188) Dr. OKMAN OSMAN KÂZİM, Yalıboyu Deniz Apt. No. 188/2, Arnavutköy-İstanbul

- 189) Dr. OLCAŞ YAŞAR, Dönertaş, Osmanzade Mahl. 945 Sok. No.26, İzmir
- 190) Dr. OLGUN ADİL, Saitbey Mahl. Kaptanoğlu Sok. No.30 Samsun
- 191) Dr. ONAT NEZİHE, Mithatpaşa Cad. No.963, Güzelyalı-İzmir
- 192) Dr. ONAY CAHİT, Akıncı Mahl. 1295 Sok. No.5 Basmane-İzmir
- 193) Dr. ONGÜL BAHRİ, Kasapkebir Mahl. 21 Sok. No. 108, Adana
- 194) Dr. ORAL SADİ, Hoşnudiye Mahl. İstasyon Cad. No.32, İzmir
- 195) Dr. OZAN FİKRET, Mithatpaşa Cad. No.482, İzmir
- 196) ÖGAT VECİHE, Cumhuriyet Mahl. Sok. 27 No.2/A, Kırıkkhan-Hatay
- 197) Dr. ÖGAT AHMET, Cumhuriyet Mahl. Sok. 27 No.2/A, Kırıkkhan-Hatay
- 198) Dr. ÖNCEL MEHMET, Mektubcu Sok. No.22, İzmir
- 199) Dr. ÖNÜT İBRAHİM, Kurtuluş Cad. No. 1, Antakya
- 200) Dr. ÖNÜT YILMAZ, Kale Mahl. Malaria Physicial, Derik-Mardin
- 201) Ecz. ÖRGEV VEDİA, Şekerhane Mahl. Alanya
- 202) Dr. ÖRSTAN BAHATTİN, Cumhuriyet Cad. Sok. 18, No.1 Aydın
- 203) Dr. ÖZ ABDULLAH, Karayıldırım İkinci Aralık No.2, Gelibolu
- 204) Dışt. ÖZAYDIN MUSTAFA FEVZİ, Abdülaziz Mahl. Dursun Fakılı Sok.No.43, Konya
- 205) Dr. ÖZDAL İHSAN, İnönü Cad. No.433, Adana
- 206) Phar. ÖZDÜNDAR FARUK, Çiftemerdiven Mahl. Konya
- 207) Phar. ÖDERDEMLİ NEVZAT, Mithatpaşa Cad. No.961, Konak-İzmir
- 208) Dr. ÖZEŞ AHMET, Fabrika içi Apt. No.85, Nazilli
- 209) Dr. ÖZGEDİK HASAN, Seyitgazi Cad. No.85, Eskişehir
- 210) Dr. ÖZGEN TEVFIK, Donanması Mahl. 1724 Sok. No.2 İzmir
- 211) ÖZGÖKMEN MUALLA, Çarşı Mahl. İstasyon Cad. No. 17, Elazığ
- 212) Dr. ÖZGÜÇ LÜTFÜ, Güzelyalı Sok. 55 No.5, İzmir
- 213) ÖZGÜR EMİN, İstasyon Cad. Arslanlı Konak, Adana
- 214) Dışt. ÖZKAN H.NERMİN GÜLEN, Tepebağ Sok. 22 No.290, Adana
- 215) ÖZMEN ALİYE, Gazi Cad. No.333, Giresun
- 216) Dışt. ÖZMUCUR NECATİ, İnönü Cad. No.104, Adana
- 217) ÖZŞAHİN FATMA SEVİM, Reşatbey Mahl. Setüzeri No. 13, Adana
- 218) Dr. ÖZTEKİN CEMİL, Abidinpaşa Cad. Nazım Pelitözü Apt. Adana
- 219) Dr. ÖZVEREN ZEKERİYA, Çınarlı Mahl. Sok. 122 No.31, Adana
- 220) Dr. ÖZYEGİN CAVİT, Atatürk Cad. No.258 Kat.2, İzmir
- 221) Dr. PAYKOÇ ZAFER, Mebus Evleri Ayten Sok. No.21, Ankara
- 222) PAYKOÇ RUKİYE, Mebus Evleri Ayten Sok. No.21, Ankara
- 223) Dışt. PEKCAN MUSTAFA MAHİR, Küçükminare Mahl. Sok. 217, No.28, Tarsus
- 224) Dr. RAVAK MEHMET FERİDUN, Baştarla Mahl. Asma Sok. No.4505 Üzülmmez-Zonguldak
- 225) Dr. Vtr. RODOPLU İSMET, Kocahıdır Mahl. Paşaceşme Arasokak No.7 Kırklareli
- 226) Dr. SAĞOL A.FAHİR, Tasarruf Evleri Sok. No.10/1, Bahçelievler-Ankara
- 227) Dr. SAKAROĞLU MİTHAT, Karagöz Mahl. Fethiye-Muğla
- 228) Dr. SATIR KEMAL, Abidinpaşa Cad. No.116, Adana
- 229) Dr. SAVDET HAYRİ, Hacımehmet Mahl. Muvazi Sok. No.7, Karamürsel
- 230) Dr. SAYMAN İSMAİL HAKKI, Alacami Sok. No.23, Kadirli
- 231) Dr. SERBEST KAZIM, Sarıyakup Mahl. No.76, Adana
- 232) Phar. SERİN ETEM, Kozyer Sok. No.15, Muğla
- 233) Dr. SERİN EMİN, Sugediği Mahl. 226 Sok. No.11, Adana
- 234) Dr. SOMAY SUPHİ, Abidinpaşa Muzaffer Lokman Apt. Adana
- 235) Dr. SOMER ZİYA, Kale Mahl. Ferah Sok. No.44, Samsun
- 236) Dr. SOYLU MÜRTEZA, Kurtuluş Cad. No.30, Antakya
- 237) Dr. SUNAY ZEKİ, İstasyon Cad. No.32, Osmaniye
- 238) Dr. SUKAN FARUK, Camii Kebir Mahl. Ereğli-Konya
- 239) Phar. SÜMER OSMAN, Uzun Çarşı No.31 Ereğli-Konya
- 240) Dr. ŞAR ALİ, Kurtuluş Cad. No.183, Antakya
- 241) Dr. TANRIVERDİ MUSTAFA, Kurtuluş Mahl. Helvacı Ossa Sok. No.38, Birecik-Urfa
- 242) Dr. TARHAN ERTUĞRUL, Uzun Çarşı Saraflar Sok. No.25, Adapazarı
- 243) Dr. TARIM MEHMET KEMALETTİN, 1.ci Beyler Sok. No.26, İzmir
- 244) Dr. TAŞBAĞ HAŞİM, Muradiye Mahl. Kağıthane Sok. Beşiktaş-İstanbul
- 245) Dr. TARIM MEHMET KEMALETTİN, 1 .ci Beyler Sok. No.26, İzmir
- 246) Phar. TEKİNALP MACİT, Belediye Cad. No.4, Sinop
- 247) Dr. TEMEL FİKRET, E.K.İ. Evi No.3494 Asma Üzülmmez, Zonguldak
- 248) Dr. TEMÜROĞLU HİKMET, Kirmastı Mahl. Hafızpaşa Sok. no.3/1, İstanbul
- 249) TİPİ NERİMAN, Numune Evler No.29, Adana
- 250) Dr. TOK İSMAİL, Alibey Mahl. Cenup Yolları Sok. No.7, Osmaniye
- 251) Dr. TOPÇUOĞLU MEHMET, Cumhuriyet Cad. No.284, Of
- 252) Dr. TUNA İRFAN AKİF, Kurtuluş Mahl. Ülkü Sok. No.2, Antakya
- 253) Dr. TURAL A.KEMAL, Boğaz Mahl. No.17, Bozkır-Konya
- 254) Dr. TÜRENÇ NİYAZİ, Hal Karşısı 6/A, Afyon
- 255) Dr. TÜZ HALDUN, Mithatpaşa Cad. No.852, İzmir

- 256) TÜZ NEFİSE, Mithatpaşa Cad. No.852, İzmir  
 257) Dr. UĞUR FETHİ FERİT, İstanbul Cad. No.78, Konya  
 258) Dr. URAN TURGUT, Hastahane Cad. No.5, Bolu  
 259) Dr. USTABAŞIOĞLU ZAHİT, Teceddüt Sok. Demir Apt. No.65/2, Aksaray- İstanbul  
 260) Dr. UTKU SEYFİ, Alidede Mahl. Sok. 60 No.98, Adana  
 261) Dr. UYAR HAKKI, Namazgah Mahl. Serbest Tabib Soma, Manisa  
 262) Dr. UYGUR ALİ, İstasyon Cad. Ağabeyli Apt. D.2, Konya  
 263) Dr. ÜNAL ALİ RIZA, Turan Mahl. Sok. 41 No.62, Nazilli  
 264) Dr. ÜNSLA SİRET, Mesudiye Mahl. Fabrikalar Cad. No.69, Mersin  
 265) Dış. ÜNVER CAHİT, Cumhuriyet Mahl. Fethiye - Muğla  
 266) Dr. VERAL LATİF, Sıhhiye Cebeci Cad. Çelik Apt. No.2/11, Ankara  
 267) Dr. YAHYAOĞLU AVNİ, Kurtuluş Cad. Örnek Sok. No. 195, Antakya  
 268) Dr. YALAZKAN SEKİP, Eski Ziraat Bankası Sok. No.4/A, Diyarbakır  
 269) Dr. YALVAÇ GALİP, İstasyon Cad. Kibrit Apt. D. 2 Konya  
 270) Dr. YALDAŞ ADİL, İrmak Cad. No.102, Kozan  
 271) Dr. YAŞATAN ŞEMSETTİN, Konak Mahl. 864; Sok. 21, İzmir  
 272) Phar. YERGUZ İSKENDER, Karagözler Mahl. Cumhuriyet Cad. No.3 Fethiye-Muğla  
 273) Dr. YETMEN TAHİR ERTUĞRUL, Sıraselviler Güneş Apt. Taksim-istanbul  
 274) Dr. YILDIRIM AHMET, Hükümet Bulvarı Sok 16, No.5 Aydın  
 275) Dr. YILMAZ MAHMUT, Konak Mahl. Hükümet Cad. No.32, Ceyhan  
 276) Dr. YİĞİTBAŞI ÖMER, Anafartalar Cad. Çatalca Sok. No.2, Ankara  
 277) Dr. YUND İHSAN, İstanbul Cad. İstanbul Eczanesi üstü Konya  
 278) Dr. YURTSEVER FERHUNDE, Halim Alanyalı Geçidi No. 504 Kat: 5, İzmir  
 279) Dr. YÜCE MAHMUT, İnönü Cad. No.55, Diyarbakır  
 280) Dr. YÜZAK HALİL, Arif iye Mahl. Porsuk Bulvarı No. 19, Eskişehir  
 281) Dr. ZALOĞLU REŞAT, Hacınabi Mahl. Hacıbaşı Sok. No.7 Bafra-Samsun  
 282) Dr. ZİNCİRCİOĞLU HAŞİM, Çarşı Cad. Vali evi karşısı No.17/B, Denizli

**Title:**

**Article 3** - The title of the company is "HEKTAŞ Ticaret Türk Anonim Şirketi. It will be briefly referred to as the "Company" in these Articles of Association.

**Purpose and Subject:**

**Article 4** - The purpose and main business areas of the company are as follows:

A- Engaging in the production, import, export and distribution of all kinds of medical, veterinary,

pharmaceutical, bacteriological food and chemical preparations and their raw materials,

B- Preparations and raw materials of all kinds of chemicals and pesticides used in agriculture,

C- All kinds of hygienic and cosmetic materials and raw materials,

D- Dentistry preparations and raw materials,

E- All machinery, tools and installations related to the subjects listed in the articles above; on its own, or through local or foreign companies which it will establish or in whose capital it will participate, as well as acting as representatives of domestic or foreign companies in these branches and performing storage activities of the substances and tools in these branches,

F- Assuming and performing all kinds of commercial and industrial works both in its own name and account and on behalf of domestic and foreign real or legal persons,

G- **Without prejudice to the article 21/1 of the Capital Market Law**, establishing or participating in companies in Turkey and abroad regarding the matters mentioned above or purchasing and selling their shares and bonds, on the condition that **these transactions do not constitute investment services**,

H- **Provided that the principles specified within the framework of the capital market legislation are complied with**, purchasing, selling and performing all kinds of legal disposal on all kinds of movable and immovable goods of commercial and industrial nature, concluding lease agreements, acting as surety, accepting surety, establishing pledges and mortgages, releasing the pledges and mortgages established, concluding pledge agreements for fulfilling the Company's purpose of establishment.

I- Acquiring, transferring, pledging, and performing all kinds of legal disposal on patents, trademarks, industrial designs, geographical indications, utility models and all kinds of industrial and / or intellectual property rights, licenses, privileges, models, pictures, trade names, know-how and other similar intangible rights for the transactions concerning the company.

J- Conducting research on agriculture and animal husbandry; establishing and operating facilities such as improvement, testing, breeding, product processing, stations, institutions, laboratories and similar facilities required by these researches.

K- Establishing agricultural irrigation systems, manufacturing and building the necessary pipes and all kinds of installations and structures related to water distribution and transmission lines,

L- Operating in the application fields regarding the matters specified above (such as agricultural control, opening and operating animal hospitals, establishing and operating clinics, etc.), providing consultancy.

M- Carrying out agricultural activities for the production of agricultural, animal and aquatic products or to do all kinds of trade in addition to agricultural activities, such as purchase, sale, marketing, storage, packaging, processing and related imports and exports, as well as cooperating with companies operating in these fields.

N- Cooperating with organizations that operate for increasing the value of the country's crops and performing the imports and exports of these crops,

O- Engaging in all kinds of activities directly or indirectly related with the company's purpose and field of activity specified above.

P- Carrying out transactions regarding its own shares within the framework of the articles 379 and 382 of the Turkish Commercial Law and other relevant legislation, provided that the capital market legislation is complied with and the necessary material disclosures are made.

R-Making all kinds of grants and donations without disrupting its own purpose and subject, provided that they do not conflict with the regulations of the Capital Market Law concerning disguised profit distribution and other related legislation, the necessary material disclosures are made and the shareholders are informed about the donations made within the year in the general assembly.

The company may also engage in activities other than those listed here, which are relevant or beneficial for its subject, provided that it fulfills the requirements stipulated in the legislation and does not contradict the legislation.

**Headquarters of the Company:**

**Article 5** - The Company's headquarters is located in Gebze / KOCAELİ. The headquarters address is Gebze Organize Sanayi Bölgesi 700. Sokak 41480 Gebze/KOCAELİ.

In address changes, the new address is registered in the Trade Registry and declared in the Turkish Trade Registry Gazette and furthermore, it is declared to the Ministry of Customs and Trade and the Capital Market Board.

Notifications made to the address which is declared and registered are deemed to be made to the company. If the Company moves from the address which is declared and registered, but has not registered the new address within the statutory time frame, this situation shall be deemed as reason for termination for the Company.

The Company may set up branches or offices in other locations that it will consider appropriate based on a Board of Directors decision, on the condition that the Capital Market Board and the Ministry of Customs and Trade are informed as well.

**Duration:**

**Article 6** - The Company is established for an indefinite period.

**SECTION II:****Capital:**

**Article 7**- The Company adopted the authorized capital system as per the provisions of the Capital Market Law (CML) and started to implement this system based on the permission dated 13.10.1988 no. 547 of the Capital Market Board.

The authorized capital cap of the Company is TL 8.500.000.000 and is divided into 850.000.000.000 shares, each with a nominal value of 1 (one) Kurus. The authorized capital cap permission granted by the Capital Market Board is valid for the years 2023-2027 (5 years). Even if the authorized capital cap which is permitted cannot be reached at the end of 2027, in order for the board of directors to take a capital increase decision after 2027, authorization must be obtained for a new period not exceeding 5 years from the general assembly, by obtaining permission from the Capital Market Board for the cap previously permitted or a new cap amount. If the aforementioned authorization cannot be obtained, capital increase cannot be applied with a board of directors decision.

The company's issued capital is in the amount of 2.530.000.000 (two billion five hundred thirty million) Turkish Liras which is wholly paid, comprised of 253.000.000.000 (two hundred fifty three billion) shares, each with a nominal value of 1 (one) Kurus.

The Board of Directors is authorized to increase the issued capital by issuing registered or bearer shares up to the authorized capital cap and to take decisions on the restriction of shareholders' right to acquire new shares and issuance of premium shares or shares lower than their nominal value at times when deemed necessary in accordance with the provisions of the Capital Market Law, between 2023-2027. The authority to restrict new share acquisition cannot be exercised by creating inequality among shareholders.

The shares representing the capital are recognized in dematerialized form, within the framework of the principles on dematerialization.

Each share grants 1 voting right

**Founders' Shares:**

**Article 8** - Three hundred registered and unpaid founding shares will be issued by the Board of Directors. These certificates will be distributed among the founders who paid the initial capital and the persons who replace them partially or wholly, in proportion to the amount of shares. However, if the amount to be obtained with this ratio corresponds to only half of the value of a share, it will not be taken into account; but if it exceeds the half, it will be completed to the value of a share, no more than fifty shareholders will be given founders' shares exceeding this amount.

The founders' shares which will increase as a result of this distribution to be made in proportion to the amount of shares will be distributed to the persons who have visible efforts in founding, developing and sustaining the Company, at the discretion of the Board of Directors.

**Increase or Reduction of Capital:**

**Article 9** - The Company's capital can be increased or reduced within the framework of the provisions of the Turkish Commercial Law and Capital Market Legislation when necessary.

**Issue of Capital Market Instruments:**

**Article 10** - The Company may issue all kinds of capital instruments in accordance with the provisions of the Capital Market Law and other effective legislation, for sale to natural and legal persons in Turkey and abroad. The Board of Directors is authorized indefinitely to issue the Company's bonds, financing bills and other capital market instruments in the nature of debt instruments in accordance with the provisions of the relevant legislation.

**SECTION III:**

**Board of Directors:**

**Article 11** - The affairs and administration of the Company shall be carried out by the Board of Directors.

The Board of Directors shall be comprised of at least 5 and maximum 9 members, who will be elected in accordance with the provisions of TCL and CMB by the General Assembly. The number and qualifications of the independent members who will be assigned to the board of directors shall be determined according to the regulations of the Capital Market Board regarding corporate governance.



The General Assembly shall determine the number of Board of Directors members so that it will be possible for them to carry out efficient and constructive works, take quick and rational decisions and effectively organize the establishment and works of committees.

**Duration of the Board of Directors:**

**Article 12 - Independent members of the board of directors shall be elected for one year, while the other members shall be elected for three years.** Board of Directors members whose election term has expired can be elected again. If a membership becomes vacant for any reason, the Board of Directors shall temporarily appoint an individual who fulfills the conditions specified in the capital market legislation and this Articles of Association to this membership and submit this appointment to the first General Assembly for approval. The member selected in this way shall complete the term of office of the former member.

If deemed necessary, the General Assembly may always replace Board of Directors members.

**Meetings:**

**Article 13 -** The Board of Directors shall convene at the headquarters of the Company or at another location pursuant to a Board of Directors decision, at least six times in a year or whenever required by the Company's business. The Board of Directors shall appoint a chairman among the members and at least one deputy chairman as deputy in the chairman's absence during the first meeting every year. The manner of convention, meetings and decision quorum, voting, duties, rights and authorities of the Board of Directors are subject to the provisions of TCL and related legislation.

Decisions of the Board of Directors shall be entered in the decision book. They shall be signed by the chairman and members.

The Corporate Governance Principles required by the Capital Market Board shall be complied with. Transactions conducted and board of directors decisions taken without complying with the mandatory principles shall be invalid and shall be deemed to conflict with the articles of association.

In terms of application of Corporate Governance Principles, regulations of the Capital Market Law concerning corporate governance shall be complied with in the transactions deemed material, **material** related party transactions of the company and transactions concerning the issuance of guarantee, bail and mortgage in favor of third parties.

The Board of Directors may delegate all or some of the representation and management authorities of the Company to one or more executive members among the Board members other than independent board members. **The provisions of the article 367 of TCL shall be reserved in this regard.**

If none of the members requests a meeting, the board of directors decisions can also be taken by obtaining written approval of at least the majority of the total number of members for the proposal made by one of the board members in a certain matter and written in the form of a decision. The decision to be taken in this way shall be valid on the condition that the same proposal is made to all members of the board of directors. Approvals do not have to be on the same paper; however, in order for the decision to be valid, all papers containing the approval signatures must be affixed to the board of directors decision book or must be entered in the decision book after being transformed to a decision containing the signatures of the members who accept it.

Decisions shall be valid on the condition that they are written and signed.

Board of directors members may not vote in representation of each other; nor may they attend meetings through proxies.

If the votes are equal, that issue shall be addressed in the next meeting. If they are equal in the second meeting as well, the proposal in question shall be deemed to be rejected.

**Authorities of the Board of Directors:**

**Article 14 -** The Board of Directors is in charge of managing the Company and representing it externally.

Except for the administrative and representation powers determined pursuant to Board of Directors Decisions regarding the appointment of executive directors or members pursuant to **paragraph 5** of Article 13 of the Articles of Association, in order for all documents and contracts to be made by the company to be valid, they must bear the Company's title and signatures of at least two individuals authorized to represent the Company.

The terms of office and authority of the general manager, deputy general managers, managers and other signatories of the Company are not limited with the terms of office of the Board of Directors members.

The persons who will be authorized to sign on behalf of the company and how they will sign on behalf of the Company shall be determined, registered and announced by the Board of Directors.

Except the inalienable duties and powers defined in the article 375 of the Turkish Commercial Law, the Board of Directors is authorized to transfer the management partially or wholly to one or more than one board of directors members or to a third person as per an internal directive that it will draw up under the article 367 of the Turkish Commercial Law. Furthermore, the board of directors may assign the representation authority to one or more executive directors or a third person as manager. At least one member of the board of directors must be authorized to represent the company.

Acquisition, pledge, etc. transactions concerning the own shares of the Company shall be carried out by the Board of Directors. Provisions of TCL and the related legislation shall be complied with in this regard.

#### **Duties of the Board of Directors:**

**Article 15** - The primary duties of the Board of Directors are fulfilling the General Assembly decisions, inviting the General Assembly to meeting within the framework of the provisions of the law and the Articles of Association, executing all kinds of savings deemed necessary and beneficial on behalf of the Company, buying and acquiring immovables and other real rights on behalf of the Company; restricting the immovables of the company with a real right or performing a sale transaction, renting and leasing all kinds of movable and immovable property to be deemed necessary for the Company, borrowing and lending money in the name and on account of the Company, establishing mortgage on the Company's immovable property in cases where necessary, accepting and approving mortgages from real or legal persons on behalf of the company, releasing these mortgages and all kinds of restrictions and installments, and making the necessary release statements.

The principles determined within the framework of the capital market legislation shall be complied with in the provision of guarantee, surety, security or pledge including mortgage on behalf of the Company and in favor of third parties.

The Board of Directors is authorized to take decisions regarding all transactions other than those that must be exclusively decided by the General Assembly as per Laws and the Articles of Association.

#### **Fees of Members of the Board of Directors:**

**Article 16** - Fees of the members of the Board of Directors are decided by the General Assembly.

#### **Appointment and Duties of the General Manager:**

**Article 17** - The Company's General Manager is appointed by the Board of Directors.

The General Manager conducts the affairs of the Company within the framework of the decisions of the Board of Directors and in accordance with the principles set in the legislation.

#### **Transfer of the Authorities to the General Manager**

**Article 18** - The general manager is liable for managing the Company in accordance with the decisions of the Board of Directors and TCL, CML, Capital Market Board Communiqués and provisions of other relevant legislation.

The authorities to represent the Company before public offices, private institutions and persons, assemblies, courts, all judicial and administrative authorities and authorities relating to settlement, release and arbitration in disputes belong to the Board of Directors, which may **duly** assign some of these authorities to the General Manager, as required and obligated by the work.

### **SECTION**

#### **IV AUDIT**

**Article 19** - The relevant articles of the Turkish Commercial Law and the Capital Market Legislation are applicable to the auditing of the Company.

#### **Committees:**

**Article 20** - The provisions of the relevant legislation shall be applied regarding the formation, duties and working principles of the committees that the Board of Directors is obliged to establish within the scope of the relevant legislation, including the early determination of risk committee within the scope of the Capital Market legislation and article 378 of the Turkish Commercial Code, and their relations with the Board of Directors.

### **SECTION V:**

**GENERAL ASSEMBLY****General Assembly Meetings:**

**Article 21** - The Ordinary General Assembly convenes within three months from the end of the Company's **operating period** and at least once a year, discussing and taking decisions on the issues on the agenda. The Extraordinary General Assembly meets in accordance with the provisions in the law and this Articles of Association and takes the necessary decisions when required by the Company's business.

**Voting Rights and Representation:**

**Article 22** - **Stakeholders or their proxies** present at the Ordinary and Extraordinary General Assembly meetings **exercise their voting rights in proportion to the total nominal value of the shares. Each share has one voting right.** In the General Assembly meetings, **stakeholders** may be represented by other **stakeholders** or an external proxy to be appointed. Proxies who are **stakeholders** of the company are authorized to cast the votes of the **stakeholders** they represent, in addition to their own votes.

**The method of running general assembly meetings is regulated by an internal directive. General assembly meetings are carried in accordance with the provisions of TCL, the capital market legislation and the internal directive.**

Participation in the general assembly meeting in electronically;

Shareholders who are entitled to attend the company's general assembly meetings may also attend these meetings electronically, pursuant to Article 1527 of the Turkish Commercial Law. Under the provisions of the Regulation on General Assemblies to be Held Electronically in Joint Stock Companies, the Company may establish an electronic general assembly system that will allow the right holders to attend the general assembly meetings, express their opinions, make suggestions and vote electronically, or may also purchase services from the systems established for this purpose.

In all general assembly meetings to be held, it is ensured that the right holders and their representatives can exercise their rights specified in the provisions of the aforementioned Regulation, through the established system, in accordance with this provision of the articles of association.

The regulations of the Capital Markets Board on voting by proxy shall be reserved.

**Quorum:**

**Article 23** - The provisions of the Turkish Commercial Code, the provisions of the capital market legislation and the regulations on corporate governance principles of the Capital Markets Board are complied with in the general assembly meetings and the decision quorum in these meetings.

**Meeting Location:**

**Article 24** - General Assemblies convene in the province where the headquarters of the company is located or at a place deemed appropriate by the Board of Directors in Gebze. If the meeting is to be held at a location other than the headquarters of the company, the meeting place shall be clearly stated in the announcement regarding the general assembly meetings.

**Meeting Chairman:**

**Article 25** - General Assembly meetings are chaired by the Chairman of the Board of Directors. In the absence of the chairman, this task shall be performed by the deputy chairman. If the deputy chairman is also absent, the person to chair the meeting shall be elected by the General Assembly.

**Authorities of the General Assembly:**

**Article 26** - Authorities of the General Assembly,

- a) Discussing and resolving matters that are not within the authorities of the Board of Directors,
- b) Giving special permissions to the Board of Directors and setting their conditions, determining the method of managing the company's business
- c) Deciding on the acceptance or rejection of the balance sheet profit and loss accounts, based on the reports to be drawn up regarding the company's business by the Board of Directors and auditors, or deciding on their rearrangement through discussions; deciding on the release from liability and responsibility of the Board of Directors, determining the method of distributing the profits to be designated, electing the Board of Directors members and auditors, **except the exceptions stipulated in the law**, to remove them if necessary and to appoint others to replace them, to determine the amount of remuneration to be paid to the members of the Board of Directors.

**Other Authorities:**

**Article 27** - The authorities listed in the article above are not limited. Taking decisions in all matters which directly and

indirectly concern the Company, such as management of the Company's business and amendment of the Articles of Association are within the authorities of the General Assembly under the provisions of TCL and CML.

**Release:**

**Article 28** - The decision of the general assembly regarding the approval of the balance sheet results in the release of the members of the board of directors, managers and auditors, unless otherwise stated in the decision. However, if some issues are not specified in the balance sheet at all or as required, or if the balance sheet contains some issues that will conceal the actual situation of the company and deliberate action was taken in this regard, approval shall not result in release.

**Ministry's Representative:**

**Article 29** - The principles and procedures for assignment of representatives for general assembly meetings and the situations in which the Ministry representative shall attend the general assembly, as well as the provisions of the related regulations about their duties and authorities shall be complied with.

**Declarations:**

**Article 30** - Declarations of the Company shall be made in accordance with the regulations of the Turkish Commercial Law and Capital Market Board and the related provisions of the legislation.

Provisions of the article 1524 of the TCL shall be reserved.

**Amendment of the Articles of Association:**

**Article 31** - Amendments to the articles of association shall be decided within the framework of the provisions stated in the legislation and the articles of association, at the general assembly to be summoned in accordance with the provisions of the legislation and the articles of association, after obtaining the approval of the Capital Market Board and the permission of the Ministry of Customs and Trade.

**Document to be Submitted to the Ministry of Customs and Trade and the Capital Market Board:**

**Article 32** - A copy of the Board of Directors Activity report and independent audit report, annual balance sheet and profit-loss statement, general assembly minutes and the list of attendees shall be submitted to the Ministry of Customs and Trade within one month from the date of the general assembly meeting at the latest.

The financial statements and reports required to be issued by the Capital Market Board and the independent audit report, if the Company is subject to independent audit, shall be disclosed to the public within the framework of the principles and procedures determined by the Capital Market Board and the relevant provisions of the TCL.

**SECTION VI:**

**Operating Period:**

**Article 33** - The company's **operating period** starts from the first day of January and ends on the last day of December.

**Determination and Distribution of the Profit:**

**Article 34** - The General Assembly is authorized to take decisions on not distributing or partially or wholly distributing the profits, within the framework of profit distribution policies.

Applications concerning general reserves and dividend calculation are carried out in accordance with the provisions of TCL, CMB and related legislation.

The profit of the period which remains after deducting the amounts that must be paid or set aside by the company such as the Company's overheads and miscellaneous depreciation as well as the taxes payable by the company's legal personality from the Company's incomes determined at the end of the operating period and which is shown in the annual balance sheet shall be allocated as follows and in the following order, after deducting previous years' losses, if any:

- a) 5% shall be set aside as reserves.
- b) Primary dividends shall be set aside in accordance with the Turkish Commercial Law and the Capital Market Legislation, over the amount to be calculated by adding the donation amount made within the year, if any, to the remaining amount.
- c) 5% dividend shall be set aside for founding shareholders from the amount remaining after the amounts specified in the clause a and b are deducted from the Annual Profit.
- d) The part remaining after deduction of the amounts specified in the clause (a), (b) and (c) from the net profit of the period may be distributed partially or wholly as secondary dividends or set aside as reserves set aside voluntarily

under the article 521 of the Turkish Commercial Law by the General Assembly.

e) One tenth of the amount calculated by deducting 5% dividends from the part decided to be distributed to the shareholders and other individuals participating in the profit shall be added to the general reserves as per the 2nd paragraph of the article 519 of TCL.

Unless the dividends determined for the shareholders and the reserves which must be set aside according to the laws are set aside, it cannot be decided to set aside other reserves, transfer profits to the following year and distribute shares from the profit to the members of the board of directors and employees of the partnership; nor shall it be possible to distribute shares from the profit to these individuals, unless the dividends determined are paid.

Furthermore, within the framework of the provisions of TCL, CMB Law and the relevant legislation, the General Assembly is authorized to distribute Advance Dividends.

The profits distributed in accordance with the provisions of the Articles of Association cannot be withdrawn. Recalling the profits in case of advance dividend distribution is an exception.

Dividends shall be equally distributed to all shares existing as of the date of the distribution, without taking the dates of issue and acquisition of these shares into account.

The manner and timing of distributing the profits decided to be distributed shall be decided by the general assembly upon the proposal of the board of directors regarding the issue.

## **SECTION VII:**

### **Miscellaneous Provisions:**

#### **Competent Court:**

**Article 35** - All kinds of disputes that may arise between the company and its shareholders and all kinds of disputes that may arise during its operation and liquidation shall be handled and concluded by the competent court of the location of the Company's headquarters.

#### **Termination and Liquidation of the Company**

**Article 36** - The Board of Directors may summon the General Assembly to meeting to discuss the Company's termination and liquidation or continuation of the Company for any reason. The Company shall be terminated due to the reasons listed in TCL or pursuant to a court decision. Additionally, the Company may also be terminated pursuant to a General Assembly decision. The relevant provisions of TCL shall be applied with respect to the termination and liquidation of the Company and the conduct of the transactions relating thereto.

**Article 37-** Provisions of TCL, CML and related legislation shall be applied regarding issues not stipulated in these Articles of Association.

**Provisional Article 1-** The nominal value of the shares, which was previously TL 1.000, was changed as 1 New Kurus as per the Law no. 5274 on Amendment of the Turkish Commercial Law, and then as 1 Kurus due to the abolishment of the word "New" in New Turkish Lira and New Kurus on 1 January 2009 as per the Council of Ministers Decision dated 4 April 2007 no. 2007/11963. Due to this change, the total number of shares were reduced and a share with nominal value of 1 (New) Kurus was granted in return for 10 shares in the amount of TL 1.000. The shareholders' rights arising from their shares with respect to this change shall be reserved.

The terms "Turkish Lira" used in these Articles of Association are the terms changed as per the Council of Ministers Decision mentioned above.