

AMENDMENTS IN VAKIFBANK ARTICLE OF INCORPORATION

PREVIOUS TEXT	CURRENT TEXT
<p>PART II</p> <p>CAPITAL AND BOND INSTRUMENTS</p> <p>Capital:</p> <p>Article:6-) (1)The Bank adopted registered capital system according to the provisions of Capital Markets Law and adapted the registered capital system with the permission of Capital Markets Board dated 15/09/2005 with No. 37/1122.</p> <p>(2) The registered capital ceiling of the Bank is TL 10.000.000.000 (Ten billion Turkish Lira), and it is divided into 1.000.000.000.000 (One trillion) registered shares, each of which amounts 1 (One) Kuruş nominal.</p> <p>(3) The ceiling of the authorized capital as given by Capital Markets Board is valid for 2019-2023 (5 years). From 2023 onwards, even if the capital does not reach the permitted ceiling level at the end of 2023, following the permission of Capital Markets Board for a new ceiling amount or the current ceiling amount, the authorization of General Assembly for a new period, not more than 5 years, is obligatory in order to take a capital increase decision. In case of a failure to obtain aforesaid authorization, capital increase can not be made with Board of Directors decision.</p> <p>(4) Capital in paid of the Bank is TL 3,905,622,489.96- (threebillionninehundredfivemillionsixhundredtwentytwothousandfourhundredeightynine Turkish Liras and ninetysix Kuruş) and capital in paid is totally paid off free of collusion. This capital consists of 390,562,248,996 (threehundredninetyninebillionfivehundredsixtytwomilliontwohundredfourtyeightthousandninehundredninetysix) shares each of which amounts to 1 (one) Kuruş nominal. All the shares are registered and divided into A, B, C and D groups.</p> <p>(5) Capital in paid is composed of completely registered shares and its TL 1,075,058,639.56- (onebillionseventyfivemillionfiftyeightthousandsixhundredthirtynine TurkishLiras and fiftysix Kuruş) part is divided to TL 107,505,863,956- (onehundredsevenbillionfivehundredfivemillioneighthundredsixtythreethousand ninehundredfiftysix) pieces Group (A); and its TL 390,264,578.72- (threehundredninetymilliontwohundredsixtyfourthousandfivehundredseventyeight Turkish Liras and seventytwo Kuruş) part is divided to TL 39,026,457,872- (thirtyninebilliontwentysixmillionfourhundredfiftyseventhousandandeighthundre</p>	<p>PART II</p> <p>CAPITAL AND BOND INSTRUMENTS</p> <p>Capital:</p> <p>Article:6-) (1)The Bank adopted registered capital system according to the provisions of Capital Markets Law and adapted the registered capital system with the permission of Capital Markets Board dated 15/09/2005 with No. 37/1122.</p> <p>(2) The registered capital ceiling of the Bank is TL 10.000.000.000 (Ten billion Turkish Lira), and it is divided into 1.000.000.000.000 (One trillion) registered shares, each of which amounts 1 (One) Kuruş nominal.</p> <p>(3) The ceiling of the authorized capital as given by Capital Markets Board is valid for 2019-2023 (5 years). From 2023 onwards, even if the capital does not reach the permitted ceiling level at the end of 2023, following the permission of Capital Markets Board for a new ceiling amount or the current ceiling amount, the authorization of General Assembly for a new period, not more than 5 years, is obligatory in order to take a capital increase decision. In case of a failure to obtain aforesaid authorization, capital increase can not be made with Board of Directors decision.</p> <p>(4) Capital in paid of the Bank is TL 7,111,364,116.75- (sevenbilliononehundredelevenmillionthreehundredsixtyfourthousandonehundredsixteen Turkish Liras and seventyfive Kuruş) and capital in paid is totally paid off free of collusion. This capital consists of 711,136,411,675 (sevenhundredelevenbilliononehundredthirtysixmillionfourhundredeleventhousand sixhundredseventyfive) shares each of which amounts to 1 (one) Kuruş nominal. All the shares are registered and divided into A, B, C and D groups.</p> <p>(5) Capital in paid is composed of completely registered shares and its TL 1,075,058,639.56- (onebillionseventyfivemillionfiftyeightthousandsixhundredthirtynine TurkishLiras and fiftysix Kuruş) part is divided to TL 107,505,863,956- (onehundredsevenbillionfivehundredfivemillioneighthundredsixtythreethousan dninehundredfiftysix) pieces Group (A); and its TL 390,264,578.72- (threehundredninetymilliontwohundredsixtyfourthousandfivehundredseventye ight Turkish Liras and seventytwo Kuruş) part is divided to TL 39,026,457,872-</p>

<p>dseventytwo) pieces Group (B); its TL 404,080,059.09- (fourhundredfourmillioneightyfourthousandfiftynine Turkish Liras and nine Kuruş) part is divided to TL 40,408,005,909- (fourtybillionfourhundredeightmillionfivethousandninehundrednine) pieces Group (C) and its TL 2,036,219,212.59- (twobillionthirtysixmilliontwohundrednineteenthousandtwohundredtwelve Turkish Liras and fiftynine Kuruş) part is divided to TL 203,621,921,259- (twohundredthreebillionsixhundredtwentyonemillionninehundredtwentyonethousandandtwohundredfiftynine) pieces Group (D) shares.</p> <p>(6) Shares representing the capital are monitored in line with dematerialization rules.</p> <p>(7) In accordance with the provisions of Capital Markets Law, the Board of Directors is authorized to increase the capital in-paid by issuing shares up to the registered capital ceiling, to limit the rights of preferred shareholders and to restrict buying new shares, to issue shares above or below their nominal values. Authorization to restrict buying new shares can not be used causing inequality among the shareholders.</p> <p>(8) Board of Directors is authorized to offer to the public in the scope of the legislation provisions by only issuing Group D shares by limiting completely or partially the preferential rights of the partners and to make transitions from current groups to Group D in case where demand comes from other groups.</p>	<p>(thirtyninebilliontwentysixmillionfourhundredfiftyseventhousandandeighthundredseventytwo) pieces Group (B); its TL 404,080,059.09- (fourhundredfourmillioneightyfourthousandfiftynine Turkish Liras and nine Kuruş) part is divided to TL 40,408,005,909- (fourtybillionfourhundredeightmillionfivethousandninehundrednine) pieces Group (C) and its TL 5,241,960,839.38- (fivebilliontwohundredfourtyonemillionninehundredsixtythousandandeighthundredthirtynine Turkish Liras and thirtyeight Kuruş) part is divided to TL 524,196,083,938- (fivehundredtwentyfourbilliononehundredninety-sixmillioneightythreeousand ninehundredthirtyeight) pieces Group (D) shares.</p> <p>(6) Shares representing the capital are monitored in line with dematerialization rules.</p> <p>(7) In accordance with the provisions of Capital Markets Law, the Board of Directors is authorized to increase the capital in-paid by issuing shares up to the registered capital ceiling, to limit the rights of preferred shareholders and to restrict buying new shares, to issue shares above or below their nominal values. Authorization to restrict buying new shares can not be used causing inequality among the shareholders.</p> <p>(8) Board of Directors is authorized to offer to the public in the scope of the legislation provisions by only issuing Group D shares by limiting completely or partially the preferential rights of the partners and to make transitions from current groups to Group D in case where demand comes from other groups.</p>
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