

AYDEM YENİLENEBİLİR ENERJİ ANONİM ŞİRKETİ

INCORPORATION

ARTICLE 1

A Joint Stock Company was incorporated for the purpose of being administered in line with provisions of the applicable laws and the provisions of these Articles of Association the Company pursuant to the provisions of the Turkish Commercial Law regarding instant incorporation of companies.

FOUNDERS:

1. Tümaş Mermer Sanayi ve Ticaret Anonim Şirketi
2. Elsan Elektrik Gereçleri Sanayi ve Ticaret Anonim Şirketi
3. Orsan Tekstil Sanayi ve Ticaret Anonim Şirketi
4. Ali Yaglı
5. Ceyhan Saldanlı

TITLE OF THE COMPANY

ARTICLE 2

The title of the Company is “Aydem Yenilenebilir Enerji Anonim Şirketi”.

PURPOSE AND SUBJECT

ARTICLE 3

The purpose and subject of the Company are as follows: To establish, operate, put into operation, lease, all types of renewable electrical power generation facilities, to generate electricity, to convert any renewable and recyclable energy source into electrical energy, provided that the Company has obtained a license from the Energy Market Regulatory Authority when necessary, to sell the electrical energy and / or capacity so generated to customers according to the applicable legislation, and to provide engineering services.

In order to realize this purpose, the Company will carry out following activities in accordance with the Turkish Commercial Code, capital market legislation, relevant legislation related to the electricity market and other relevant legislations.

- 1) To establish, commission, take over, lease, operate, rent out all kinds of renewable electrical power plants in order to generate electrical energy, and to provide engineering, consultancy survey, planning, project and feasibility services related to these facilities,
- 2) To sell the electricity and / or capacity so generated within the framework of the relevant legislation,
- 3) To enter into affiliate relations with distribution companies incorporated or to be incorporated without creating any control relationship,
- 4) To enter into an affiliate relationship with any electric power generation companies incorporated or to be incorporated.

On the other hand, in order to realize the matter related to the purpose and subject matter of the company, the Company may carry out on the following acts and actions, provided that they are limited to the purpose and subject of the Company:

- 1) To open agencies, representation offices, branches and to carry out marketing activities in relation to its fields of activity;
- 2) Regarding the fields of activity, to rent, buy and sell machinery and equipment from home and abroad;
- 3) To obtain all kinds of loans from domestic or foreign companies and banks for its own needs and for the purpose of financing, to obtain long, medium and short-term and collateralized or unsecured loans and other loans, to enter into a loan agreement, to execute necessary contracts and bills of exchange; as main debtor, drawer, avaliste, joint debtor, joint guarantor, or in other capacity, and to give, accept, and endorse any kind of checks, bills, and promissory notes;
- 4) To make agreements with domestic and / or foreign companies related to their fields of activity, to participate in domestic and foreign tenders and to make commitments,
- 5) To provide the administrative and technical organizations of existing or future companies to which the Company has participated and to participate as founder;
- 6) To establish domestic and foreign companies, capital companies, ordinary companies and companies with foreign direct investment, ordinary partnerships and business partnerships with any real person related to its fields of activity, and to participate in existing partnerships;
- 7) To purchase and sell, transfer securities and other capital market instruments, such as shares and other securities, such as debt instruments, usufruct securities issued or to be issued by private and public legal entities, to give them as collateral, to exercise usufruct rights over them or to make avail of benefits provided by them or to make other legitimate disposal within the limitations of the legislation and in accordance with the procedures, provided that none of the foregoing transactions should be in the nature of investment services and activities regulated by capital market legislation;
- 8) To make industrial and commercial investments within the scope of its fields of activities;
- 9) To invest, buy, and operate facilities that produce all kinds of cement, ready mixed concrete and mortar and items produced therefrom;
- 10) Regarding its purpose, to acquire, transfer and waive any brand, patent certificate, know-how, patent, utility model, trademark, industrial design, trade name, model, drawing, goodwill and other industrial property rights; to enter into license agreements, and to carry out research and development studies to this end;
- 11) If it is deemed beneficial to carry out other acts and actions other than the ones mentioned above, if the proposal of the Board of Directors is deemed appropriate by the General Assembly, to obtain the necessary permissions from the Turkish Ministry of Commerce, the Capital Markets Board, and other relevant authorities and to carry out such commercial activities with the approval of the Energy Market Regulatory Authority.,
- 12) To realize its purpose and subject, to acquire, rent, lease, sell, transfer and assign all kinds of movable and immovable properties; to register, annotate and withdraw its rights over any movable and immovable properties before concerned authorities, including land registration and title deed offices; to make all kinds of disposal on movable and immovable assets; including the movable pledge to be established on all kinds of movable and immovable assets in accordance

with the Law on Movable Pledge in Commercial Transactions No. 6750 and the Turkish Civil Code numbered 4721, including movable pledge in commercial transactions, mortgage and other collateral; To make any disposal, including establishing all kinds of collateral and all kinds of real and personal rights, allocating or transferring these assets to others; to provide all kinds of in-kind or personal collateral, surety and guarantee on all movable and immovable assets of third parties, including those specified in this paragraph, on the condition of complying with the principles determined within the framework of the Capital Market legislation; to give all kinds of guarantees and sureties; to give all kinds of collaterals for the debts of the real and legal persons of which the Company is a partner;

- 13) To establish, cause to be established and operate all kinds of plants in order to generate and sell electricity in these sources by obtaining a license for geothermal resources and natural mineral waters; to carry out, and to cause to be carried out any drilling and generation works to this end; to obtain the operation and / or exploration right of the geothermal fields by obtaining a license,
- 14) To carry out research, development, exploration, extraction activities related to wind energy, hydroelectricity, solar energy, geothermal, methane gas, biomass, landfill gas, tidal gas and all kinds of energy resources to generate electricity; to enter into concession agreements related to such sources; To establish and operate all kinds of plants based on sources, including but not limited to the ones specified above;
- 15) To make formal and private construction commitments and to undertake construction projects at home and abroad; to plan all kinds of structures; to design them; to provide consultancy and supervision services; to prepare tenders and to prepare tender documents and specifications;
- 16) To manufacture, buy and sell, export and import machinery related to its fields of activities and to prepare all kinds of mechanical projects; to provide consultancy and control services,
- 17) To manufacture, buy and sell, export and import all kinds of electrical and non-electric materials and vehicles; to undertake all kinds of electrical commitments; to provide engineering, consultancy and control services of all kinds of projects related to these works.
- 18) On the other hand; To operate all kinds of greenhouse; to build, operate, buy, lease, and rent out all kinds of greenhouses for hydroponics and non- hydroponics farming; To carry out production, wholesale and retail purchase, sale, distribution, export and import of all kinds of foodstuffs; To produce, and to import, export and market all kinds of vegetables and fruits that can be grown in the greenhouse, including tomato, pepper, cucumber, eggplant; to carry out all kinds of seed development, production and improvement studies To produce, process, buy and sell, package, import, and export all kinds of fresh, dry, frozen vegetables, fruits, flowers, legumes, cereals, agricultural products; To produce, wholesale, retail purchase and sale, import and export all kinds of olive oil, sunflower, corn oil, hazelnut oil, and to establish, buy, lease, rent out, and sell olive groves; To import and export all kinds of greenhouse and greenhouse technologies, to provide international and domestic consultancy services in this regard; To buy and sell, import, and export all kinds of organic and chemical fertilizers and pesticides, home pest medicine, veterinary medicine, environmental health medicine, all kinds of chemical and analysis related hormones, plant development regulators, and all kinds of chemical and natural fertilizers; To carry out technology consultancy services on all issues related to agriculture; to carry out landscaping works; to develop agricultural projects; to undertake and control projects and investments;
- 19) To redeem its own shares, provided that the Company should act in accordance with the capital market legislation and other relevant legislation, and make the necessary material disclosures;
- 20) To make any kind of donation and to provide assistance to any person, institution or organization, including universities, educational institutions, foundations, associations seeking

public interests, and individuals with such qualifications, provided that such donations must not contradict with provisions of the capital market legislation related to transfer of implicit earnings and other regulations, that required special case disclosures are made, that the donations made during the year are presented to the shareholders at the general meeting, and that such donations must not hinder the realization of the purpose and subject matter of the Company. The annual upper limit of the donations to be made is determined by the General Assembly, donations in excess of this limit cannot be made within the same year and the donations made in a given year are added to the distributable profit base. Regarding the amount of donation, in any case, mandatory limits determined by the Capital Markets Board are to be abided by.

The principles determined within the framework of the capital market legislation are complied with in the case of creating pledge rights, including guarantees, sureties, securities, or mortgages given on behalf of the Company or on other's behalf.

In case of changes in the purpose and subject matters of the Company, necessary permissions must be obtained from the Turkish Ministry of Commerce and the Capital Markets Board.

In case the matters in this article and the future regulations to be issued by the Capital Markets Board are in conflict, the regulations to be issued by the Capital Markets Board shall be complied with.

In the context of this article, the necessary disclosures will be made in accordance with the regulations of the Capital Markets Board regarding the public disclosure in order to ensure that the investors are informed of transactions that may affect the investment decisions of the investors in terms of the works, transactions and activities carried out by the Company in accordance with the capital market legislation.

HEAD OFFICE OF THE COMPANY

ARTICLE 4

The head office of the Company is in Adalet Mahallesi, Hasan Gonullu Blv. No: 15/1 Merkezefendi, Denizli. In case of any changes in the address of the Company, the new address shall be registered by the Trade Registry Office and be published in the Trade Registry Gazette and also be notified to the Turkish Ministry of Commerce and the Capital Markets Board. Any notifications delivered to the registered and published address shall be deemed to have been properly delivered to the Company. Although the Company has left its registered and published address and fails to register its new address within the prescribed period, this situation shall be deemed as a reason for termination. The Company may open branches and representative offices in Turkey and abroad and have this occurrence registered and published in accordance with the decision of the Board of Directors, provided that this decision complies with the provisions of the Turkish Commercial Code and other relevant legislations, and that the Company informs the Turkish Ministry of Commerce and the Energy Market Regulatory Authority

TERM OF THE COMPANY

ARTICLE 5

The Company was set up for an indefinite period of time.

CAPITAL

ARTICLE 6

The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law, and with the permission of the Capital Markets Board dated February 20, 2020 and numbered 11/270, it has started to implement the registered capital system.

The cap of the registered capital of Company is TRL 2,000,000,000 (two billion), as divided into 2,000,000,000 (two billion) registered shares with a nominal value of TRL 1.00 (one) each.

The permit for cap of the registered capital issued by the Capital Markets Board is valid for 2020-2024 (5 years). Even if the permitted cap of the registered capital could not be reached at the end of 2024, in order for the Board of Directors to make a capital increase decision after 2024, it is mandatory to obtain authorization for a new period from the General Assembly for a period not exceeding five years by obtaining permission from the Capital Markets Board for the previously allowed cap or a new cap amount. In case the authorization is not obtained, the capital increase cannot be affected by the decision of the Board of Directors.

The issued capital of the Company is TRL 705.000.000,00 (seven hundred and five million). Whole of this capital was paid in cash and completely, free from collusion. The Company's issued capital of TRL 705,000,000, is divided into 420,000,000 (four hundred and twenty million) Class A registered shares, and 285,000,000 (two hundred and eighty-five million) Class B shares with a nominal value of TRL 1.00 (one) each.

The shares representing the issued capital are monitored within the framework of dematerialization principles.

Between the years 2020-2024 (until the end of 2024), the Board of Directors is authorized, as and when it deems necessary, to increase the issued capital up to the cap of the registered capital, to restrict rights of shareholders of privileged shares and to limit shareholders' right to acquire new shares, and to adopt resolutions with respect to issue privileged shares, or shares with premiums, or shares with a value below their nominal value. The power to restrict right to acquire new shares cannot be used in a way that causes inequality among shareholders.

INCREASE AND DECREASE OF CAPITAL

ARTICLE 7

The capital of the Company can be increased or decreased when necessary within the framework of the provisions of the Turkish Commercial Code and capital market legislation.

Bonus shares issued during bonus capital increases are distributed pro rata to existing shareholders on the date of the increase to their shares.

Unless otherwise agreed during capital increases, Class A shares are issued in relation to Class A shares and Class B shares are issued in relation to Class B shares.

In the initial public offering of the Company's shares, the Board of Directors is authorized to remove all the shares to be issued within the scope of the capital increase by restricting the right of all existing shareholders to acquire new shares from the Class B and to offer all of these shares to the public.

After the initial public offering of the shares of the Company, the Board of Directors is authorized to exclude all shares to be issued from Class B within the scope of the increase, if it is explicitly authorized by the General Assembly.

BOARD OF DIRECTORS

ARTICLE 8

The business affairs and management of the Company shall be conducted by the Board of Directors consisting of 8 (eight) members, who shall have the qualifications as set forth in the Turkish Commercial Code and the capital market legislation, to be selected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Law. It is not required that any board members shall be a shareholder of the Company. Legal entities may be elected to the Board of Directors. In case a legal person is elected as a member of the Board of

Directors, only one real person, who is nominated by such legal entity, is registered and announced together with the legal entity on behalf of such legal entity. In addition, the fact that the registration and announcement has been made shall be announced on the Company's website. Only this registered real person may attend the meetings and vote on behalf of such legal entity.

The half of the members of the Board of Directors of the Company shall be selected among the candidates to be nominated by the shareholders holding the majority of the Class A shares, provided that the capital represented by Class A shares continues to represent at least 30% of the issued capital of the Company. The members of the Board of Directors to be selected among the candidates to be nominated by the shareholders holding the majority of the capital represented by the said Class A shares shall be among the members other than the independent members specified in the corporate governance principles of the Capital Markets Board.

In the event that the capital represented by Class A shares does not continue to represent at least 30% of the issued capital of the Company, the privilege to nominate candidates for the above-mentioned Board of Directors from the moment the legal transaction leading to this situation occurs shall be automatically cease to exist. In addition, at the next General Assembly meeting to be held upon the occurrence of this situation, these Articles of Association shall be amended and the share classes and any reference to the share classes shall be removed.

A sufficient number of independent members of the Board of Directors shall be elected by the General Assembly to the Board of Directors within the framework of the principles regarding the independence of the members of the Board of Directors specified in the Corporate Governance Principles of the Capital Markets Board. The independent members must meet the conditions stipulated in the regulations of the Capital Markets Board regarding corporate governance.

The Board of Directors of AYDEM HOLDING ANONIM SIRKETI constitutes the following persons:

Address: ESENTEPE MAHALLESİ BUYUKDERE CAD. NO: 175/101 SISLI/ISTANBUL

IDRIS KUPELİ, a Turkish citizen with Turkish Citizen Identification Number 234*****02, residing at ISTANBUL / EYUPSULTAN shall act on behalf of the legal entity.

GALİP AYKOSE, a Turkish citizen with Turkish Citizen Identification Number 143*****42, residing at ISTANBUL / ATAŞEHİR has been elected as a member of the Board of Directors.

ERSİN AKYUZ, a Turkish citizen with Turkish Citizen Identification Number 641*****90, residing at ISTANBUL / SISLI has been elected as a member of the Board of Directors

HAYATI ÖZTÜRK, a Turkish citizen with Turkish Citizen Identification Number 359*****00, residing at ISTANBUL / ATAŞEHİR has been elected as a member of the Board of Directors.

ÖMER FATİH KEHA, a Turkish citizen with Turkish Citizen Identification Number 349*****48, residing at DENİZLİ / MERKEZEFENDİ has been elected as a member of the Board of Directors.

SERDAR MARANGOZ, a Turkish citizen with Turkish Citizen Identification Number 155*****26, residing at DENİZLİ / MERKEZEFENDİ has been elected as a member of the Board of Directors.

FATMA DİLEK BİL, a Turkish citizen with Turkish Citizen Identification Number 286*****54, residing at ÜSKÜDAR / ISTANBUL has been elected as a member of the Board of Directors.

SERPİL DEMİREL, a Turkish citizen with Turkish Citizen Identification Number 112*****28, residing at KADIKÖY / ISTANBUL has been elected as a member of the Board of Directors.

TERM AND REMOVAL OF THE BOARD OF DIRECTORS

ARTICLE 9

The board members can be elected for a maximum of three years. A board member whose term of office has expired may be re-elected.

Regarding the terms of office of independent board members, the regulations of the Capital Markets Board regarding corporate governance and the provisions of this Articles of Association shall be abided by.

If the General Assembly deems necessary, it can always remove a member of the Board of Directors.

In the event that there is a vacancy in the Board of Directors for any reason whatsoever or the independent board member loses his/her independence, the appointment shall be made in accordance with the provisions of the Turkish Commercial Code and the capital market legislation and the decision of appointment shall be submitted to the next General Assembly for approval. The member whose election is approved by the General Assembly completes the remaining term of office of the member replaced by him/her. In the case of a vacancy in the board of directors, the candidate, who is jointly proposed by the members of Board of Directors, who are elected upon nomination by the shareholders holding majority of the capital represented by the Class A shares and who are still in duty, shall replace a member of the Board of Directors, who was elected upon nomination by the shareholders holding majority of the capital represented by the Class A shares.

The Board of Directors may enter into contracts and other transactions with a term that exceeds its term of office.

MEETINGS OF BOARD OF DIRECTORS AND QUORUM FOR MEETING AND RESOLUTION

ARTICLE 10

For any meetings of the Board of Directors, the provisions of the Turkish Commercial Code and capital market legislation shall apply regarding the quorum of meeting and resolution.

Pursuant to the provisions of the Turkish Commercial Code, the Board of Directors may adopt a resolution if none of the members of the Board of Directors requests that a meeting be held, provided that the written approval of members of the board in the number as specified in the Turkish Commercial Code, the capital market legislation, and these Articles of Association is obtained for any written proposal of resolution on a specific matter of any member of the Board of Directors.

Those who have the right to attend the Company's board meeting may also attend these meetings through electronic means of communication in accordance with Article 1527 of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that will allow the right holders to attend and vote electronically in accordance with the provisions of the Communiqué on Electronic Meeting of Board of Directors which will be held Outside the General Assembly of the Joint Stock Companies, and may purchase services from systems created for this purpose. At the meetings to be held, it is ensured that the right holders can exercise their rights specified in the relevant legislation through the system established in accordance with this provision of the Articles of Association of the Company, or through the system to be provided with support within the framework of the Communiqué on Electronic Meeting of Board of Directors which will be held Outside the General Assembly of the Joint Stock Companies.

REPRESENTATION AND BINDING OF THE COMPANY

ARTICLE 11

The Board of Directors of the Company is responsible for the management and representation of the Company.

The Board of Directors carries out the duties assigned to it in accordance with the Turkish Commercial Code, Capital Markets Law, other relevant legislation, and these Articles of Association.

In order for any documents to be issued and contracts to be made on behalf of the Company creating any commitment on behalf of the Company to be valid, they must bear the signature of the persons who have been given the authority to represent the Company and assume any liabilities on behalf of the Company by signing under the trade name of the Company in accordance with the Article 373 of the Turkish Commercial Code. The Board of Directors is authorized to determine the persons who have the authority to sign on behalf of the Company and the limits of their signatory powers. Only registered and announced signatory authorities will represent and assume liabilities on behalf of the Company. The notarized copy of the resolution, showing the persons authorized to represent the Company and how they are going to exercise such power, shall be registered before and announced by the trade registration office.

The Board of Directors is authorized to delegate its management powers and responsibilities to one or more members of the Board of Directors or third parties in accordance with an internal directive to be issued within the framework of article 367 of the Turkish Commercial Code. The powers of third parties to whom management authority has been delegated to this way are valid until the new Board of Directors delegates power on the same matters after the expiry of term of office of the member of the Board of Directors. It is required that at least one member of the Board of Directors must retain representation power.

HONORARIUM AND REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

ARTICLE 12

Pursuant to Article 394 of the Turkish Commercial Code, members of the Board of Directors are entitled to receive honorarium, wages, bonuses, premiums and annual profits, provided that such payments are determined by a resolution of the General Assembly.

The Capital Market Law and relevant legislation provisions regarding the remuneration of independent members of the Board of Directors are reserved.

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

ARTICLE 13

The Board of Directors is authorized to adopt resolutions regarding all kinds of acts and actions required within the scope of the Company's objectives and fields of activity, except those left to the authority of the General Assembly pursuant to the Turkish Commercial Code and these Articles of Association.

The provisions of relevant laws and regulations shall apply in connection with the formation, duties, and code of conduct of the committees that the Board of Directors is required to establish in accordance with the Capital Market Law, regulations on corporate governance issued by the Capital Market Board, the Turkish Commercial Code, and relevant laws and regulations. In order to ensure that the duties and responsibilities of the Board of Directors are fulfilled, other committees, including the Early Detection of Risk Committee, the Audit Committee, the Corporate Governance Committee, the Nomination Committee and the Remuneration Committee, or other committees which are required to be established, or which or are deemed appropriate to be established by the Board of Directors,

shall be established. However, if it is impossible to establish a standalone. Nomination Committee and a Remuneration Committee due to the structure of the board of directors, the Corporate Governance Committee fulfills the duties of these committees. The duties, code of conduct, and members of the committees shall be determined by the Board of Directors and be disclosed to the public. All members of the Audit Committee and the chairmen of the other committees should be selected from among the independent board members.

GENERAL ASSEMBLY AND MEETINGS

ARTICLE 14

The General Assembly of the Company convenes ordinarily and extraordinarily.

The following principles are followed in these General Assembly meetings:

- a.** Form of Invitation: Notifications regarding General Assembly meetings are made in accordance with the provisions of the Turkish Commercial Code and capital market legislation. In addition to the procedures stipulated in the legislation, the notice for General Assembly meeting is given at least three weeks before the date of the General Assembly meeting, excluding the notice and meeting days by using any means of communication, including electronic communication. The notice shall be published at the Company's website, on the Public Disclosure Platform, and in Turkey Trade Registry Gazette. In addition to the notice for General Assembly meeting, the Company's notices and disclosures to be made in accordance with the legislation, as well as the issues determined by the Capital Markets Board's corporate governance regulations, shall be announced to the shareholders.
- b.** Time of Meeting: Ordinary General Assembly meetings convene in three months from the end of the related accounting period of the Company and at least once a year. Extraordinary General Assembly meetings, on the other hand, convene whenever required for the Company's business.
- c.** Venue: General Assembly meetings may be held at the principal place of business of the Company or at a convenient place in the city where the principal place of business is located, or in any of the provinces of Denizli, Istanbul or Izmir only in line with the resolution of the Company's Board of Directors.)
- d.** Voting and Appointment of a Proxy: Each share is entitled to one vote. Voting should comply with the provisions of the Turkish Commercial Code, Capital Markets Law and other relevant legislation.

At the General Assembly meetings, shareholders may have themselves represented by other shareholders or a proxy appointed from outside. The proxies who are shareholders in the Company are also authorized to use the votes of the shareholders they represent, in addition to their own votes.

The regulations of the Capital Markets Board on voting by proxy are abided by.

Shares are an indivisible whole vis-à-vis the Company. If a share has more than one owner, they can exercise their rights to the Company only through a proxy to whom they jointly appoint. If they do not appoint a joint proxy, the notices made by the Company to one of them shall be enforceable to all of them.

- e.** Discussions and Resolution Quorum: The agenda determined within the framework of the Turkish Commercial Code and the capital market legislation shall be discussed at the General Assembly meetings of the Company and necessary resolutions shall be taken. Subject to the article 438 of the Turkish Commercial Code and the article 29 of the Capital Market Law, the issues that are not on the agenda may not be discussed and resolved.

the General Assembly meetings, the provisions of the capital market legislation and the corporate governance principles of the Capital Markets Board and the provisions of the Turkish Commercial Code are complied with respect to the quorums for meetings and resolutions.

The shareholders holding the majority of the capital represented by the Class A shares must also use a positive vote in order for the General Assembly of the Company to resolve on the following matters, and any amendments of the Articles of Association related to these matters, provided that the quorums in the Capital Market Law and the Turkish Commercial Code are maintained:

- Release of the members of the Board of Directors from their liabilities upon approval of the annual report, budget and financial statements.
- Amendment of the Articles of Association, except for capital increases to be made according to the registered capital system.
- Changing the Company's business subject, entering new main fields of activities, or ceasing to conduct existing ones.
- Capital increase, liquidation, termination, capital reduction, change of type, except for capital increases to be made according to the registered capital system of the Company.
- Application for bankruptcy, or arrangement with creditors of the Company, or financial restructuring under the article 309(m) of the Execution and Bankruptcy Law No. 2004
- Transfer of all or part of the commercial enterprise of the Company.

In case the capital represented by class A shares does not continue to represent at least 30% of the issued capital of the Company, the requirement that the shareholders holding majority of the capital represented by class A shares must vote in favor of an agenda item shall cease to exist in relation to the above-mentioned matters upon occurrence of the transaction which resulted in such situation. In addition, this article of the Articles of Association shall be amended accordingly at the next General Assembly meeting to be held upon occurrence of such situation.

- f. Functioning of the Meetings and Internal Directive: The conduct of General Assembly meetings is governed by an internal directive. At any General Assembly meetings, the provisions of the Turkish Commercial Code, capital market legislation and this Articles of Association and the Internal Directive on the Company's General Assembly Working Principles and Procedures shall apply.
- g. Electronic General Assembly: Those who have the right to attend the General Assembly meetings of the Company may attend these meetings electronically in accordance with article 1527 of the Turkish Commercial Code. The Company may establish an electronic General Assembly system that will allow the right holders to attend the General Assembly meetings electronically, to express their opinions, to make suggestions and to vote in accordance with the provisions of the Regulation on General Assemblies of Joint Stock Corporations to be Held in the Electronic Environment, as well may procure services for the systems created for this purpose. It is ensured that the right holders and their representatives can exercise their rights specified in the Regulation on Regulation on General Assemblies of Joint Stock Corporations to be Held in the Electronic Environment in all General Assembly meetings to be held in accordance with this provision of the Articles of Association.

ANNOUNCEMENT

ARTICLE 15

Matters that are required to be announced by the Company under law are announced in accordance with the relevant provisions of the Turkish Commercial Code and the Capital Markets Law, the provisions specified in accordance with the regulations, communiqués and other relevant legislation provisions issued within the framework of these laws. Matters not mentioned in the regulations are announced on the Company website.

Any material disclosures to be made in accordance with the regulations of the Capital Markets Board and all kinds of disclosures to be foreseen by the Board are made on time in accordance with the relevant legislation.

FISCAL PERIOD

ARTICLE 16

The fiscal period of the Company begins on the first day of January and ends on the last day of December. However, the first fiscal period begins on the exact date of the incorporation of the Company and ends on the last day of December in that year.

The annual balance sheets, and the profit and loss statements will be arranged in accordance with the regulations determined by the Turkish Public Oversight Board and the Capital Markets Board pursuant to the provisions of the Turkish Commercial Code.

DETERMINATION AND DISTRIBUTION OF PROFIT

ARTICLE 17

The net term profit of the Company, which is the reminder of total revenues of the Company as determined at the end of the operating period less overheads and the amounts that must be paid and separated by the Company, such as miscellaneous depreciation, and the taxes that must be paid by the Company's legal entity, and which is recognized in the annual balance sheet, less losses from previous periods, if any, shall be distributed subject to the following order and principles:

- a. Until the issued capital reaches twenty percent, 5% of it shall be set aside for legal reserves.
- b. The first dividend is set aside from the balance thereof plus amount to be calculated by adding the amount of donations made during the year, if any, in accordance with the Turkish Commercial Code and capital market legislation and within the framework of the Company's dividend distribution policy.
- c. After the above deductions are made, the General Assembly has the right to decide to distribute the dividend to the members of the Board of Directors, the employees of the Company and to the persons and institutions other than the shareholders.
- d. The General Assembly is authorized to distribute whole or part of the balance of the net profit for the period upon deductions specified in above sub-paragraphs (a), (b), and (c) therefrom, as the second dividend or to include it to the reserve that the General Assembly, at its discretion, sets aside in accordance with Article 521 of the Turkish Commercial Code.
- e. 10% of sum, which is decided to be distributed to the shareholders and other persons participating in the profit in accordance with paragraph two of Article 519 of the Turkish Commercial Code, less dividend in the amount of 5% of the capital shall be added into the general legal reserve.
- f. Unless the reserves determined for the shareholders in the Articles of Association or the profit distribution policy are set aside in accordance with the Turkish Commercial Code; it is not possible to resolve to set aside other reserves, to carry over profits to the next period, to distribute dividends to members of the Board of Directors, employees of the Company, and non-shareholders, and to distribute dividends to those persons, or to make any distribution to such persons out of the profit unless the dividend determined for shareholders is paid in cash.

Dividend is distributed equally to all existing shares as of the date of distribution, regardless of their issuance and acquisition dates.

How much of this profit is to be distributed and how will be resolved by the General Assembly, taking into account the financial situation of the Company, ventures and investments, and the regulations of the Capital Markets Board and the proposal of the Board of Directors. The method and time of distribution of profit decided to be distributed are determined by the General Assembly upon the proposal of the Board of Directors.

The resolution on the distribution of profit made by the General Assembly in accordance with the provisions of these Articles of Association, cannot be taken back unless permitted by law.

DIVIDEND ADVANCE

ARTICLE 18

The General Assembly may decide to distribute dividend advances to shareholders within the framework of the Capital Markets Law and other relevant legislative provisions. In the calculation and distribution of the dividend advances the relevant legislation provisions are abided by. The Board of Directors may be authorized with the resolution of the General Assembly to this end, provided that this authorization shall be limited to the relevant accounting period.

LEGAL PROVISIONS

ARTICLE 19

All and any matter which is not included in these Articles of Association shall be governed by the relevant provisions of the Turkish Commercial Code, the Capital Markets Law, capital market legislation and other relevant legislation provisions.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

ARTICLE 20

The prior permission of the Ministry of Commerce is required to be obtained upon approval of the Capital Markets Board for all amendments to be made in the Articles of Association,

It is mandatory to obtain the approval of the Energy Market Regulatory Authority for amendments to the to be made in the articles of association of the Company regarding the reduction of amount of the Company capital and change of type of Company shares and shareholding structure of the Company at any time during the preliminary license period and until the generation license is obtained.

After the generation license is obtained, the approval of the Energy Market Regulatory Authority is required for the amendments to the Articles of Association regarding change of type of shares and share transfers of the Company, the merger and spin-off, and the provisions regarding the reduction of the capital amount of the Company.

The General Assembly, which is convened upon invitation made in accordance with the Turkish Commercial Code, the Capital Market Law, provisions of relevant laws and regulations, and of these Articles of Association, may resolve on amending these Articles of Association in accordance with the Turkish Commercial Code, the Capital Market Law, provisions of relevant laws and regulations, and of these Articles of Association upon favorable opinion of the Capital Market Board and permission of the Turkish Ministry of Commerce, and approval of the Energy Market Regulatory Authority if necessary Any amendments to the Articles of Association are effected by registration thereof vis-à-vis third parties.

In case the amendment of the Articles of Association violates the rights of the privileged shareholders, the resolution of the General Assembly shall be approved by the privileged shareholder.

INDEPENDENT AUDIT OF THE COMPANY

ARTICLE 21

The Turkish Commercial Code, Capital Markets Law and relevant legislation provisions shall apply regarding the audit of the Company and other matters stipulated in the legislation.

PARTICIPATION OF MINISTRY REPRESENTATIVE IN THE MEETINGS

ARTICLE 22

The provisions of the Turkish Commercial Code, and the Regulation on the Principles and Procedures of the General Assembly Meetings of Joint Stock Companies and on the Representatives of the

Ministry of Customs Trade in Such Meetings shall apply in the appointment of the representative of the Ministry of Commerce at any ordinary and extraordinary General Assembly meetings of the Company.

SEPARATION OF ACCOUNTS AND CROSS SUBVENTION PROHIBITION

ARTICLE 23

If the Company carries out more than one business in the market and / or conducts the same business at more than one plant or in more than one region, the Company is required to keep separate accounts and records for each business, which is subject to license, or each plant or regions where the company operates as well as for any operation of which market activity has been completed and/or which is required for market activity, and activities related to by-products resulted from market activity. The Company may carry out activities related to by-products if it is included in the license.

The Company may not implement any cross subvention between following accounts if it operates in more than one region under the trade name of the same legal entity:

- a) Accounts of its establishment and those of its affiliate, or subsidiary or of the partner;
- b) Accounts of another company under the same holding or group of companies;
- c) Among the market activities; or
- d) Between market activities and non-market activities
- e) Between the accounts related to the regions.

MERGER AND SPIN-OFF PROVISIONS

ARTICLE 24

If the generation license holder legal entity desires to merge internally or externally with another legal entity along with all its assets and liabilities or desires to partially or completely demerge, the approval of the Energy Market Regulatory Authority is required for such merger or spin-off, prior to the merger and spin-off. If the merger or spin-off is not completed within six months following granting the approval, such approval shall be deemed as invalid. In this case, it is impossible to continue merger or spin-off without obtaining re-approval based on the decision of the Board.

Mergers or spin-off are carried out in accordance with the Electricity Market Licensing Regulation, the Turkish Commercial Code, the capital market legislation, and other relevant legislation.

SHARES AND TRANSFER OF SHARE CERTIFICATES

ARTICLE 25

Any direct or indirect changes in the shareholding structure of the Company and transfer shares or share certificates or conduct any transactions that result in the transfer of them cannot be realized within pre-license period until the generation license is obtained, without prejudice to the exceptions prescribed in the Electricity Market License Regulation.

Upon obtaining generation license, it is mandatory each time to obtain the Energy Market Regulatory Authority prior to realization of the transaction in relation with the direct or indirect acquisition of the shares representing ten percent or more of the capital of the Company (five percent in publicly traded companies) by a natural person or legal entity and for any transfer of shares or share certificates that result in the change of control in the shareholding structure of the Company or for any other transactions that lead to such results, apart from the above-mentioned transfer of capital shares. If the transfer of shares is not completed within six months following granting the approval, such approval will be deemed as invalid. This Article does not apply to changes in partnership structure arising from shares that are open to the public, limited to shares that are open to the public.

In order for the Class A shares to be traded on the stock exchange, the shareholders holding the majority of the capital represented by the Class A shares must approve the sale and the shares to be sold must be converted into Class B shares. Upon the shareholder holding A group shares applied to the Central Registry Agency Joint Stock Company or the alternate institution to convert such shares to a marketable securities for any reason, including selling them on the stock exchange or subjecting them to collateral, the shares under the application automatically become B group shares. The Articles of Association will be amended at the next general meeting to be held upon occurrence of this situation, and the Articles of Association will be amended in accordance with the current situation regarding the share groups.

TYPE OF SHARES

ARTICLE 26

All shares of the Company are in the form of registered shares. The Company may not issue bearer shares, except for those to be issued for trading on the stock exchange.

DISSOLUTION AND LIQUIDATION OF THE COMPANY

ARTICLE 27

The Turkish Commercial Code, capital market legislation, and other relevant legislative provisions shall apply regarding the dissolution and liquidation of the Company and related transactions.

ISSUANCE OF CAPITAL MARKET INSTRUMENTS

ARTICLE 28

The Company may issue all kinds of capital market instruments to be sold to real and legal persons in country and abroad in accordance with the Turkish Commercial Code, the Capital Markets Law, and other applicable legislation.

The Board of Directors of the Company has the authority to issue bonds, financing bills and capital market instruments which are deemed as debt instruments and other capital market instruments, which are deemed to be as the debt instruments by the Capital Markets Board within the framework of the relevant article of the Capital Market Law and the relevant capital market legislation.

PUBLIC DISCLOSURE

ARTICLE 29

The Company fulfills its obligations to inform the Capital Markets Board pursuant to the procedures and principles contained in the capital market legislation and to disclose its financial statements and reports and independent audit reports stipulated in the legislation to the public in accordance with the regulations stipulated by the Capital Markets Board.

The disclosures, special case explanations and all kinds of statements foreseen by the Capital Markets Board are made on the condition that they comply with the requirements of the Turkish Commercial Code and the capital market legislation and with the prescribed time limits.

COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

ARTICLE 30

The Company shall comply with the corporate governance principles, which are required by the Capital Markets Board. The transactions made and the resolutions of the Board of Directors adopted in breach of the required corporate governance principles are invalid and deemed to be contrary to this Articles of Association.

The Company shall comply with the regulations of the Capital Markets Board regarding corporate governance in relation to transactions, which are deemed important in terms of the implementation of corporate governance principles, to transactions of the Company with significant related parties, and to the transactions related to establishing collateral, pledge and mortgage rights in favor of third parties.