THE ARTICLES OF ASSOCIATION OF TÜPRAŞ

INTRODUCTION
ARTICLE 1:
The Articles of Association of the company Türkiye Petrol Rafinerileri A.Ş. dated 10.04.1985 and registration no. 408-14/11515 has been arranged as follows:

TITLE AND TRADE NAME OF THE COMPANY
ARTICLE 2:
The title of the company is **TÜRKİYE PETROL RAFİNERİLERİ ANONİM ŞİRKETİ**. The trade name is **TÜPRAŞ.** The company may use its title and trade names separately or combined as **TÜPRAŞ- TÜRKİYE PETROL RAFİNERİLERİ A.Ş.**

PURPOSE AND FIELDS OF BUSINESS OF THE COMPANY
ARTICLE 3:

On the condition of obtaining the permits, licenses etc. required from the relevant establishments and organization under the applicable legislation, the Company has been established to procure and refine all types of crude oil, petroleum products and chemical products and to engage in storage and transportation of the crude oil, oil and chemical products produced or imported at the production and sales stages, including exportation and associated commercial activities as well as all types of energy production operations. In particular, the company may engage in the following activities:

a. May to establish, purchase, acquire shares in, operate, and expand if and when necessary, oil refineries, appurtenances and all and any supplementary and complementary facilities and units within and outside Turkey; and to expand these as deemed fit
b. May procure, export, import and store all types of crude oil, petroleum and chemical products,
c. May process crude oil and semi-finished oil in the refineries owned and from these produce all types of oil products, intermediary products and by-products,
d. May store, blend and export the products obtained from refining crude oil, and for this purpose and for the purpose of carrying on the activities referred to hereinabove, to build, construct, establish and procure all and any machinery, equipment, materials, substances and facilities required in connection thereinwith
e. May process, and/or have others process on behalf of crude oil in refineries in the country and/or abroad,
f. To supply the fuel requirements of the Turkish Armed Forced by priority in the required quality, time and quantity with the established market prices; maintains the capability of producing such fuels and provides and maintains the transportation-related systems within the refineries or owned by the company,
g. May provide all types of piloting and tug-boat services in the area(s) designated by the laws and regulations; may buy, construct, or lease and sell the marine vehicles (including the environmental pollution and sea cleaning tankers) required for rendering such services and to establish domestic or foreign partnerships for the above as necessary,
h. May establish and operate productions plants and facilities in the petrochemicals industry and other related fields of industry,
i. May procure the raw materials, auxiliary materials, substances and chemicals required for producing petrochemicals and other related materials both locally and from abroad and/or may produce such materials and trade in such materials in the country and abroad,

j. May package the products to be obtained in every stage of the production activities and to establish packaging industry for that purpose; may utilize and/or sell the waste, side and non-standard materials, may establish and operate the facilities required for the disposal of the unusable materials; may sell all types of unusable scrap materials,

k. Within the framework of the current and/or future laws and regulations, may establish and operate all types of facilities related to power production in the energy-related industries, may establish the required industries in all stages of the energy production, purchasing and selling operations, may obtain the permits required for engaging in such business from the relevant authorities,

l. May obtain and use all types of equipments, materials and chemicals required for the establishment of the power production-related facilities and power production, supply and sales, in the country and abroad and engage in trading such materials locally and in the other countries,

m. May engage in the wholesale and retail, importation, exportation, storage, marketing and distribution of all types of oil products, LPG (Liquid Petroleum Gas) and natural gas in the country and abroad, may establish fuel stations and maintenance facilities for retailing such products though distribution company ownership, may operate or cause to be operated, take over, transfer or lease such facilities, may grant dealerships and provide transportation services using the sea, rail and land transportation vehicles owned or to be rented; without prejudice to the provisions of the Capital Market legislation concerning covert revenue transfer, may establish distribution and marketing companies or other similar partnerships with the other real or legal entities for engaging in such lines of business partially or completely or acquire the shares or other instruments of the existing companies that represent shares and sell the same as seen fit on the condition of not engaging in brokerage activities or equity portfolio management business; may buy or transfer the participation shares of such companies,

n. The Company may buy or sell movable and immovable property in order to realize its objectives, may have the same constructed or manufactured or may acquire all types of in-kind or personal rights on the foregoing or rent the same, may operate, lease or sell the items thus acquired or rented, may establish in-kind rights in favor of third parties and sell or delete the same on the condition of complying with the rules set forth by the Capital Market Board,

o. In order to realize its objectives, the Company may obtain loans from the domestic or foreign individuals, companies and banks, may engage in all types of financial, commercial and economical undertakings with any third parties, may issue all types of equities and other capital market instruments on the condition of complying with the rules set forth by the Capital Market Board, may invest in equities, derivative products and all types of capital market instruments, may provide collateral and guarantees in favor of third parties or accept the establishment of right of mortgage on the real estate and movable property of the others in its favor on the condition of complying with the rules set forth by the Capital Market Board, may cancel any mortgage established in its favor, may abandon its rights of pledge and may accept the establishment of collateral and guarantees by third parties in its favor.

p. May engage in the activities written above either personally or through any domestic or foreign real or legal entities without prejudice to the other provisions of the Articles of Association. If deemed beneficial for the above purpose, the Company may establish ordinary partnerships, commercial companies or any other legal entities in the country and abroad; or acquire such existing ordinary partnerships, commercial companies or any other legal entities in part or in whole for the same purpose and may buy or transfer the shares of the established companies without engaging in brokerage or equity portfolio operations and join any ordinary partnerships without prejudice to the provisions of the Capital Market legislation concerning covert revenue transfer.

r. Provided that the provisions of the Capital Market legislation concerning covert revenue transfer are not violated, the explanations required on the special conditions are made and the shareholders are informed about the donations made within the year, may make donations to the existing charitable foundations, societies, universities and other similar organizations within the framework of the relevant rules.

s. Provided that the provisions of the Capital Market legislation concerning covert revenue transfer are respected, may perform all types of transactions and operations related to the registration, annotation, type allocation, division, merger, parceling as well as deletion and donation in connection with all types of real estate at the title deed offices, may give conveyance or abandon or donate such real estate free of charge.

t. The company may buy or lease land, sea and air transportation vehicles, may sell or rent the vehicles owned. May establish all types of in-kind and personal rights, including mortgage and pledge, on such vehicles in its favor or in favor of any 3rd parties on the condition of complying with the Capital Market Board regulations.

u. May register or acquire all types of licenses, patents, know-how, trademarks, trade names, company names and all types of intellectual property rights related to its purpose to its name, transfer the same or offer them as collateral and execute agreements in relation thereof on the condition of complying with the Capital Market Board regulations.

v. The company may make all types of industrial and commercial investments related to its purpose in the country and abroad in order to realize its objectives; may provide architectural, engineering, design, software, accounting book-keeping, call center, data storage services in line with the foregoing in the country and abroad.

y. May enter the tenders opened in the country and abroad either alone or by establishing partnerships with third parties Provided that the provisions of the Capital Market legislation concerning covert revenue transfer are respected.

z. For the purpose to generate electricity based on any and all energy and renewable energy sources; the company may, within in the scope of the relevant regulations, sell, purchase, process, store, transport, export, import, trade all kind of energy sources such as mines and gases, natural gas and its derivatives, geothermal, water sources, natural sources and all raw materials and utility products needed for electricity generation, and it may participate in all tenders, whether public or private, and conclude agreements. The company may sell, store and recover the utility products such as steam, hot water, gas, wastes and other side products during electricity generation.

aa. The company may, in relation to the field of business activity, set up, have set up, operate, transfer, take over a training and personnel certification system singly or in partnership with the domestic or foreign, public or private, natural persons or legal entities, and may render services of conformity assessment and professional qualification system in the joint actions to be taken with the third parties and entities, fairly, objectively and impartially.

ARTICLE 4:
HEAD OFFICE AND BRANCH OFFICES OF THE COMPANY

The head office of the Company is located in Şişli/İSTANBUL. The address of the Company is Gülbahar Mahallesi Büyükdere Caddesi No 101A 34394 Şişli, İSTANBUL. In case of an address change, the new address is registered at the Trade Registry and announced in the Turkish Trade Registry Journal. The notices served to the registered and announced address are considered as delivered to the company. If a company does not register its new address after vacating its registered and announced address within the prescribed period, it may constitute a reason for the termination of the company. If the company opens any branch offices, the said branch offices shall be registered at the trade registry and announced in the Turkish Trade Registry Journal.

ARTICLE 5:
DURATION OF THE COMPANY

The company has been established for an indefinite period and shall be terminated upon the resolution to be adopted by the General Assembly based on legal reasons or the relevant provisions of the Turkish Trade Code.

ARTICLE 6:
CAPITAL

The company has adopted the registered capital system according to the Law No. 6362 and implemented this system upon the approval of the Capital Market Board dated 22.11.1990 and no. 886

a) Registered Capital:

The registered capital of the company is TL 10,000,000,000 (ten billion Turkish Lira), which is divided in to 1,000,000,000,000 (one trillion) shares each with a nominal value of 1 Kuruş (one Turkish Cent).

The registered capital ceiling permit issued by the Capital Market Board is valid for the years 2025-2029 (5 years). Even if the registered capital ceiling limit allowed may not be reached by the end of 2029, the Board of Directors has to obtain the permission of the General Assembly after obtaining the approval of the Capital Market Board for obtaining a new period not exceeding 5 years regarding the previous ceiling or a new ceiling value in order to adopt a resolution for a capital increase. In the absence of such authorization the Company will not be able to make a capital increase by a Board resolution.

b) Issued Capital and Shares:

The issued capital of the Company is TL 1,926,795,598.00 (one billion nine hundred twenty-six million seven hundred ninety-five thousand five hundred ninety-eight Turkish Liras), divided into 192.679.559.799 Group “A” and 1 Group “C” registered shares each with a nominal value of 1 (One) Kuruş.The issued capital has been fully paid and covered and free from collusion. Finally, the Company's capital of 275,256,514-TL was increased by 1,651,539,084-TL to 1,926,795,598 TL, fully covered by internal resources.

The issued capital is divided in to two groups as (A) and (C) as shown below and all of the shares are registered shares. The company cannot issue bearer share certificates, except for those to be issued to be traded on the stock exchange.

GROUP	**CAPITAL (TL)**	**TYPE**	**NUMBER OF SHARES**
A	1,926,795,597.99	Registered	192,679,559,799
C	0.01	Registered	1
Total	**1,926,795,598.00**		**192,679,559,800**

The Group C share shall remain in existence until terminated by a decision of the Privatization Supreme Board (or a decision of the relevant authority at that time). In the event a decision might be made for terminating the rights vested in the Group C share, this share shall be converted in to a Group A share.

The shares making up the capital are monitored on the records within the framework of the recording rules.

The capital of the company may be increased or decreased as necessary within the framework of the provisions of the Turkish Commercial Code and Capital Market legislation.

The Board of Directors is authorized to increase the issued capital by issuing new shares up to the ceiling value of the registered capital as deemed necessary in compliance with the provisions of the Capital Market Law as well as restricting the rights of the owners of the privileged shares and limiting the right of the shareholders to buy new shares. The power of restricting the right of buying new shares may not be used in a manner that might create inequality between the shareholders.

In all cases, the Board of Directors shall issue new group A shares in proportion with the shares owned by the Group A shareholders in the Company in case of a capital increase. In case of a capital increase, the shareholders partake by buying the shares to be issued in the same group as they belong. However, the Group C share shall not partake in the capital increase and remain to be a single share.

The Capital Market Board regulations and the provisions of these Articles of Association shall apply for the used or un-used pre-emptive rights.

The share representing the company's capital is monitored within the framework of the dematerialization basis.

ARTICLE 7:
ASSIGNMENT OF SHARES AND ESTABLISHMENT OF USUFRUCT ON SHARES

In the relations with the company, only the persons registered in the shares log shall be accepted as shareholders or holders of beneficial interest on the shares taking the records kept by the Central Records Body.

The Group C share may be transferred to another Turkish public body having the same powers as the powers granted by the law no. 4046 to the T.C. Prime Ministry Privatization Administration Chairmanship. In such a case, the transfer is recorded in the shares log immediately without requiring a resolution from the board of Directors.

The Capital Market Board regulations shall be applied in connection with the transfer of the registered shares of the Company transacted in the stock exchange.

In the scope of licenses of operation in the electricity generation and natural gas market The Company;

After the generation license is obtained, the Company is obliged to notify the direct and/or indirect changes made in the shareholding structure to Energy Market Regulatory Authority of within six months from the date of the change.

Merger and Division Provisions

The company holding the production license;

a) itself or within the body of another legal entity having license, with all assets and liabilities or
b) If intends to be demerged fully or partially

Prior to the merging or demerging transaction, it is obliged to obtain the approval of Energy Market Regulatory Authority in relation to these transactions.

If the merging or demerging transaction is not completed in six month as from the date of approval given duly, the approval will be ineffective. In this case, the merging or demerging transactions cannot be continued unless a new approval is obtained by the Resolution of the Energy Market Regulatory Authority. The provisions of the Capital Market Regulation in relation to the merging and demerging procedures are reserved.

ARTICLE 8:
ISSUANCE OF SECURITIES AND OTHER EQUITIES

Upon the resolution of the Management Board, the company may issue all types of securities, commercial papers, participation redeemable shares, convertible bonds, gold, silver and platinum bonds, funding equities, promissory notes, profit-loss sharing instruments and any other capital market instruments acceptable for the Capital Market Board as indebting instruments for selling to the real and legal entities in the country and abroad in conformity with the Turkish Commercial Code, Capital Market Law and the other relevant legislation currently in force.

The Board of Directors is authorized to determine the issuance and the maximum amounts, types, terms, interest and other conditions related to issuance as per the Capital Market Law. The Capital Market Law and the regulations provided under the relevant legislation shall be observed for any issuance of shares.

ARTICLE 9:
THE ACCEPTANCE OR ACQUISITION OF THE COMPANY'S OWN SHARES AS PLEDGE

The Company may accept and/or acquire its own shares as pledge for a consideration in conformity with the relevant clauses of the Turkish Commercial Code, Capital Market Board regulations and the other relevant legislation.

ARTICLE 10:
BOARD OF DIRECTORS, ELECTION OF THE MEMBERS and the RESOLUTIONS OF THE BOARD OF DIRECTORS

Without prejudice to the non-transferable power of the Board of Directors under the provisions of the Turkish Commercial Code, the business and management of the Company are executed by a minimum five (5)-member Board of Directors to be elected by the General Assembly according to the provisions of the Turkish Commercial Code and Capital Market Board regulations. The number and qualifications of the independent members to be admitted to the Board of Directors are determined according to the regulations of the Capital Market Board concerning the Institutional Management Principles.

While electing the Board of Directors, 1 of the members has to be elected out of the nominees nominated by the Group C share. The other members are elected out of the nominees nominated by the Group A Shareholders that receive the highest number of votes as a result of the election held in the General Assembly. A number of the nominees are made sure to have the independence qualities described in the Capital Market Board regulations.

The Board of Directors is authorized in determining the number of its members and election of the members. Without prejudice to the stipulations provided under the regulations of the Capital Market Board concerning the Corporate Governance Principles, the members of the Board of Directors may always be replaced by the General Assembly if deemed necessary under the article 364 of the Turkish Commercial Codetaking the provisions of this Articles of Association in to account.

The Board of Directors Members may be elected for a duty period of maximum 1 year. The Board Members, whose duty periods expire, may be re-elected.

In case of any vacancy in the Board of Directors for any reason or if the Independent Board Member loses its independency, or resigns or becomes incapable of executing its duties, the Board of Directors elects the nominee nominated by the group of shareholders, which had nominated the previous member of the Board temporarily in conformity with the procedures set out in the provisions of the Turkish Commercial Code and Capital Market Board regulations and submits to the approval of the General Assembly in the next meeting.

The meeting and resolution quorum in the Board of Directors meetings is the absolute majority of the full number of members. The stipulations provided under the regulations of the Capital Market Board concerning the Corporate Governance Principles remain reserved

Unless any one member of the Board of Directors requires a discussion, the Board of Directors may adopt its resolutions on any issue proposed by any member by obtaining the written approval of the remaining members. Resolutions may only be adopted in this manner by obtaining the written approvals of the majority of the full number of members.

The approvals do not need to be on the same paper; however, all the papers bearing the approval signatures have to be glued in to the resolutions book and converted in to a resolution bearing the signatures of the approving parties in order to render the resolution valid.

However, save for the derogations at law 5015, article 5 paragraph 2 adopting resolutions on the issues specified below depends on the affirmative vote of the Group C shareholder:

a) Any changes to be made in the Company's Articles of Association that could affect the Board of Directors meetings and quorum and the rights related to the "Privileged Share" as well as the obligation of meeting the fuel requirements of the Turkish Armed Forces and the rights granted to the Privileged Share in connection with this obligation directly or indirectly.

b) Since meeting the fuel requirements of the Turkish Armed Forces in the required quality, time and quantity with the established market prices and maintaining the capability of producing such fuels and providing and maintaining the transportation-related systems are of the essence; not meeting the fuel requirements of the Turkish Armed Forced in the required quality, time and quantity and above the established market prices.

c) Any actions specified below that could restrict or obstruct the ability of meeting the fuel requirements of the Turkish Armed Forces:

    I. Closing or selling any of the refineries owned by the Company or restricting under any encumbrance or reducing its capacity by more than 10%, or

    II. Division of the company or merger with another company.

d) Resolutions related to the liquidation of the company

ARTICLE 11:
DISTRIBUTION OF DUTIES IN THE BOARD OF DIRECTORS, REPRESENTATION and TRANSFER OF MANAGEMENT

If not elected by the General Assembly of Shareholders, president of the Board of Directors and a vice president to deputize the president in case of absence will be elected by the Board of Directors. Powers vested by the Turkish Commercial Code in president of the Board of Directors with respect to call for meetings, and information requests of members of the Board of Directors, are valid for and vested in vice president of the Board of Directors as well.

The Board of Directors may particularly bring forward lawsuits, arbitration cases and all kinds of administrative and juridical proceedings, and enter into settlements and give releases, and propose suspension of bankruptcy and concordat proceedings, and make donations, subject to compliance with the regulations of the Capital Markets Board, and give foreign exchange commitments, and give guarantees, and transfer real properties and establish mortgages on real properties, and if and when required, may delegate such powers to third parties, all in the name of the Company.

The Board of Directors may delegate some or all of its management and representation powers to one or more of its members or other parties who do not have to be shareholders (Delegated parties) with an internal guideline to be prepared as per the article 367 of the Turkish Commercia Codel. However, such a power transfer may not be made regarding the issues related to the Privileged Share mentioned in the Article 10 of the Articles of Association and such resolutions have to be discussed by the Board of Directors.

The Board of Directors determines the powers and responsibilities of Delegated parties with an internal guideline to be prepared and may transfer all types of powers and responsibilities granted to the Board of Directors to the relevant entities under the terms and conditions determined by the Board of Directors within the conditions, provisions and restrictions imposed by the Board of Directors and may modify, amend or revoke some or all of such powers as seen fit. The article 375 of the Turkish Commercial Code remains reserved.

The Board of Directors may delegate some or all of its management and representation powers to one or more of its members or other parties who do not have to be shareholders or Board members within the framework of article 370 of the Turkish Commercila Code. However in such a case, at least one member of the Board of Directors has to hold the power of representation. Unless a special resolution is adopted by the Board of Directors, the Board of Directors may represent the Company in all issues with the joint signatures of two Board members, who are not independent in the context of the Capital Market Board regulations, placed in the Company's name. The Board of Directors is authorized for the distribution of the management and representation duties in the said manner.

The Board of Directors may form consulting, coordination and other similar committees and sub-committees on the issues deemed appropriate that may be comprised of its members and/or non-members on the condition of complying with the provisions of the relevant legislation. The meeting organization, working and reporting rules of the committee chairman and members are determined, regulated and modified by the Board of Directors.

ARTICLE 12:
REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND COMMITTEES

Pursuant to the relevant provisions of the Turkish Commercial Code and regulations of the Capital Markets Board, members of the Board of Directors and members of committees mentioned in

Article 11 may be paid remunerations, fees, premiums or bonus premiums in consideration of their services offered to the Company as Directors or committee members as the case may be. Method and amount of payments to be made to members of the Board of Directors, including executive directors, will be determined by the General Assembly of Shareholders, and method and amount of payments to be made to committee members will be determined by the Board of Directors, in compliance with the applicable laws and regulations. Share options or payment plans based on performance of the Company are not used in payment of fees of members of the Board of Directors.

ARTICLE 13:
AUDIT

The provisions of the Turkish Commercial Code, the law governing the Company and the other relevant legislation as well as the provisions of the Capital Market legislation are applicable for auditing the company and the other issues set forth in the legislation.

The Board of Directors may establish an internal audit system attached to it for internal audits as per the article 366 of the Turkish Commercial Code.

ARTICLE 14:
GENERAL ASSEMBLY

The following principles shall be applied in meetings of the General Assembly of Shareholders:

a) Type of Calls; The General Assembly of Shareholders meets for ordinary or extraordinary meetings. Calls for these meetings shall be governed by the provisions of the Turkish Commercial Code and the regulations of the Capital Markets Board. Meetings of the General Assembly of Shareholders are open to public, including stakeholders and media, who will have no right to speak therein.

b) Meeting Time; Ordinary meetings of the General Assembly of Shareholders are to be held at least once a year within three months following the end of each accounting period of the Company. The agenda topics are discussed and decided in these meetings. Extraordinary meetings of the General Assembly of Shareholders are held to take necessary decisions in any case and at any time required in the course of business of the Company in accordance with the provisions of the Turkish Commercial Code, the regulations of the Capital Markets Board, and this Articles of Association.

c) Right to Vote; The shareholders attending the ordinary and extraordinary General Assembly meetings use their votes pro rata with the nominal value of their shares. The votes are cast open in the General Assembly meetings. However, secret voting may also be used upon the request of the shareholders that own at least one twentieth of the shares represented in the meeting.

d) Representation; Subject to compliance with the regulations of the Capital Markets Board pertaining to representation by proxy, in the meetings of the General Assembly of Shareholders, the shareholders may be represented by a proxy to be appointed from among other shareholders or from outside. A proxy who himself is a shareholder of the Company is entitled to use not only his own votes, but also votes of shareholders he represents in the meeting. Without prejudice to appointment of proxy via Electronic General Assembly System, the power of attorney to be granted thereinfor is required to be in writing.

e) Place of meeting; The General Assembly convenes at the company's head office essentially, but may also convene at any convenient place in the vicinity of the head office upon the

resolution of the Board of Directors or at any convenient place in Kocaeli, Ankara or Izmir as seen fit by the Board of Directors,

f) Attendees to the meeting; Executive directors and at least one member of the Board of Directors, internal auditor, at least one of the officers in charge of preparation of financial statements, and at least one officer knowledgeable on the specific issues included in the meeting agenda are required to be present in meetings of the General Assembly of Shareholders. If any person, other than those who are legally required to attend the General Assembly meetings, is not present in the meeting, the reasons of his non-participation are presented by the meeting chairman to the General Assembly of Shareholders for information purposes.

g) Meeting Chairmanship; Meeting Chairman entitled to manage the discussions in the General Assembly of Shareholders is appointed from among shareholders, and at least 1 (one) vote-collector and Meeting Secretary are appointed from among shareholders or from outside.

h) Meeting and Resolution Quorum; Without prejudice to the quorum provisions of the Capital Market Board regulations, the Meeting and Resolution Quorum for all the General Assembly meetings of the company is the absolute majority of the capital.

However, adopting resolutions on the issues that are subject to the approval of the Board of Directors Member representing the Group C share mentioned in the article 10 of the Articles of Association depends on the affirmative vote of the Group C Shareholder.

ı) Internal Guideline; The Board of Directors prepares the "General Assembly Internal Guidelines" containing the rules for the operating rules and procedure for the General Assembly in conformity with the provisions of the Turkish Commercial Code and the regulations and communiqués issued under this Law and submits the same to the approval of the General Assembly. The Internal Regulation approved by the General Assembly is Registered and announced with the Trade Registry.

i) Attending the General Assembly Meeting in the electronic medium;

The shareholders entitled to attend the General Assembly Meetings of the company may participate in the electronic medium as well as per the article 1527 of the Turkish Commercial Code. The company may establish an electronic general assembly system that allows the stakeholders to attend the meetings in the electronic medium as per the provisions of the Regulation on the General Assembly Meetings to be Held in the Electronic Medium in the Common Stock Companies or may purchase the services of existing systems established for such purposes. In all the General Assembly Meetings to be convened, the stakeholders and their representatives are enabled to exercise their rights set out in the provisions of the said Regulation over the system established under the this provision of the Articles of Association.

ARTICLE 15:
CORPORATE GOVERNANCE PRINCIPLES

The mandatory Corporate Governance Principles of the Capital Markets Board shall be complied with.

In material transactions for the purposes of implementation of the Corporate Governance Principles, and in all kinds of related party transactions of the Company, and in establishment of

mortgages, pledges and other security interests in favor of third parties, the corporate governance guidelines of the Capital Markets Board shall be complied with.

Transactions effected and Board decisions taken in non-compliance with the mandatory principles and guidelines are invalid, and are deemed to be in conflict with this Articles of Association.

ARTICLE 16:
ANNOUNCEMENTS

The announcements of the Company required under the Law are made in conformity with the relevant provisions of the Turkish Commercial Code as well as the provisions of the Capital Market Law, the provisions of the said law and the relevant Communiqué. The issues, for which an announcement place is not indicated in the regulations, are published in the Company's web site.

ARTICLE 17:
ACCOUNTING PERIOD

The accounting period of the Company commences on the first day of January and ends on the last day of December.

ARTICLE 18:
DETERMINATION AND DISTRIBUTION OF THE PROFIT

Net profit of the period of the Company equal to total income of the Company determined as of the end of its accounting period, minus all and any moneys required to be paid or set aside by the Company, such as general expenses, overheads and various depreciation items, and all and any taxes payable by the Company, after deduction of losses, if any, of past years, as shown in the yearly balance sheet of the Company, will be allocated and distributed as shown below:

The General Legal Reserve Funds:

a) Until the total amount of general legal reserves reaches 20% of the paid-in capital, 5% is set aside as general legal reserve.

First Dividend:

b) Over the remainder plus the amount of donations, if any, made during the year, first dividend is reserved and set aside in accordance with the Turkish Commercial Code and the Capital Markets laws and regulations.

Second Dividend:

c) The General Assembly is authorized to distribute the amount remaining out of the net profit after deducting the amounts specified in paragraphs (a) and (b) as the second dividend of set aside as voluntary reserve funds as per the article 521 of the Turkish Commercial Code.

The General Legal Reserve Funds:

d) Ten percent of the amount calculated after deducting a profit share of 5% out of the portion decided to be distributed to the shareholders, stakeholders and others is added to the general legal reserves as per the article 519 of the Turkish Commercial Code.

Until the legal reserves mandated by the law are set aside and the first dividend prescribed in the Articles of Association for the shareholders is distributed in cash and/or in shares, a resolution may not be adopted to set aside any other reserve funds, transferring any profit to the next year

or to distribute any profit share to the owners of the privileged shares, members of the Board of Directors, clerks, employees and workers or any charitable foundations and other similar entities.

The dividend is distributed equally to all the shares existing as of the relevant accounting period regardless of the issuance and acquisition dates of the shares.

The distribution date and form of profit distribution, are determined by the General Assembly upon the recommendation of the Board of Directors.

The resolution of the general assembly for distributing the profit under these Articles of Association cannot be revoked.

ARTICLE 19:
PROFIT SHARE ADVANCES

The General Assembly of Shareholders may decide to distribute profit share advances to shareholders in accordance with the regulations of the Capital Markets Board and other relevant laws and regulations.

ARTICLE 20:
FOUNDATION FOR THE COMPANY'S PERSONNEL

The company may establish a fund for its personnel, employees and functionaries under the provisions of the article 522 of the Turkish Commercial Code or may join any other similar foundations as well.

ARTICLE 21:
LEGAL PROVISIONS

The provisions of the Turkish Commercial Code, Capital Market Law and the relevant legislation are applicable for the issues that were not provided for in this Articles of Association.

Article 22:
ASSOCIATE LICENSE PROVISIONS

In the period of preliminary licensing time, the type of share certificates cannot be amended until the production license is obtained .

In the period of preliminary licensing time and until the production license is obtained, it is not allowed to take actions and make transactions that may lead to change in the corporate shareholding structure directly or indirectly, to transfer the shares/share certificates or cause to transfer them, except for the exceptional cases as stipulated in the Electricity Market License Regulation for reasons of inheritance and bankruptcy.

It is obligatory to obtain the approval of the Energy Market Regulatory Authority and other approvals in accordance with the provisions of the Turkish Commercial Code for the amendments to the articles of association regarding the reduction of the Company's capital amount, with this article stating that no change can be made in the type of share certificates and shareholding structure of the company during the period of preliminary licensing time and until the production license is obtained.

Changes in this matter shall be valid from the date of announcement after duly approved and registered in the Trade Registry.