



HALIÇ FİNANSAL KİRALAMA ANONİM ŞİRKETİ¹

ARTICLES OF ASSOCIATION²

Incorporation and Founders

Article 1 - A joint stock company has been established by the persons and companies, whose names and residence addresses are written below, and shall be active according to judgments of Turkish Trade Code pertaining to immediate incorporation of joint stock companies.

1-	Pro Finans Factoring	Citizen of the Turkish Republic	Kalamış Cd. Oğultürk Apt. A Blok. No: 10/10 Kadıköy/İstanbul / Türkiye
2-	Promed İlaç Sanayi A.Ş.	Citizen of the Turkish Republic	Gebze OSB İhsan Dede Cd. 800 Sok. 41480 Gebze/ Kocaeli/ Türkiye
3-	Bilge Şükran Cuntay	Citizen of the Turkish Republic	Sinanpaşa Sok. No:6/3 Anadoluhisarı Beykoz/ İstanbul/ Türkiye
4-	Erkan Cuntay	Citizen of the Turkish Republic	Pazar Sok. No:5 Anadoluhisarı Beykoz/ İstanbul/ Türkiye
5-	Okan Cuntay	Citizen of the Turkish Republic	Pazar Sok. No:5 Anadoluhisarı Beykoz/ İstanbul/ Türkiye

Commercial Title

Article 2-

The title of the company is "Haliç Finansal Kiralama Anonim Şirketi".

Term of the Company

Article 3-

Company is established unlimitedly upon beginning from definite incorporation.

Head Quarter and Branches

Article 4-

Headquarter of the Company is in city of Istanbul, Şişli district. Address is Büyükdere Caddesi Onur İş Merkezi No:112 Kat:3 Esentepe İstanbul. In case of address alternation, new address is registered to trade registry and announced in Turkish Trade Register Journal and also notified to Ministry of Commerce and Industry and Banking Regulation and Supervision Agency. Notifications performed to registered and announced address is considered to be duly performed before the Company. Although company is moved from its registered and announced address and not have its address registered within due term, this case may be considered the reason of annulment.

Branches may be opened in Turkey or abroad upon obtaining legal permits from Banking Regulation and Supervision Agency and other related official authorities, in case the Board of Directors considers necessary.

Subject and Object of Company

Article 5-

Subject and business occupation of the Company is to perform financial leasing activities in the Country or abroad within the current legislation. The Company may perform below stated activities in order to realize its subject and objects, under condition to be in compliance with its business occupation and financial leasing regulations:

1. To be active in domestic and abroad financial leasing activities under provisions of legislation and perform leasing processes with all kinds,

¹ Registry Number : Istanbul Trade Registry, 426642-374224

Commercial Title : Haliç Finansal Kiralama Anonim Şirketi

Headquarters : İstanbul Esentepe Müselles Sokak No.1 Onur İş merkezi A Blok K.3 D.8

² Articles of Association Haliç Finansal Kiralama Anonim Şirketi is published and announced in Trade Registry Journal on 11.10.1999 issue 4895 and amendments since from the foundation that have been published and announced in Trade Registry Journals dated 05.11.2004 issue 6172, 15.11.2006 issue 6683, 29.01.2008 issue 6987, 30.04.2012 issue 8058, 30.07.2013 issue 8374, 11.10.2016 issue 9173 and 02.03.2017 issue 9275 are duly included in the text.

2. To take over, purchase, import, lease and to turn over, alienate, sell and perform any transaction, in case of necessity, over every type of movable and immovable, vehicle, machine and equipment and other licit rights and goods that can be subjected to leasing contract within the framework of legislation; to make the mentioned movable and immovable goods, vehicle, machine and equipment subject to domestic and abroad leasing contracts, performing every type of leasing activity,
3. In order to perform its subject and object, to enter all kinds of in debts, to ensure source from market of capital provided to issue debenture bond, bond and similar securities within framework of Securities Exchange Act and other related laws,
4. To receive duly valuable documents and securities, to save them up as required by a good financial administration provided not to constitute exchange banker and agency activities and not to be processed particularly to the members of Security Exchange,
5. In order to perform its subject and object or provided to include in subject and object, to attempt all kinds of enterprise and contracts, to cooperate with local and foreign people, establish corporation of people and capital companies (joint venture) and consortium or participate to the established ones, when necessary, to sell, transfer or liquidate these,
6. To be active in national or international agency facilities such as agency, attorneyship, and representatives within the framework of financial leasing business, to make commissioning, to establish representative or agencies, to perform insurance agency, to become agency of the leasing transactions which are executed abroad,
7. To attend in financial, technical and legal consultancies or to perform these with other persons provided to be for the subjects included in business occupation,
8. In case all or a part of investments which are subject to incitement certificate performed via financial leasing, to benefit from incitements which are specified in incitement certificate of the lessee and in case of purchasing, incitements which the lessee is deserved under fundamental principles which are established by relevant authority and legislation,
9. To perform agreements, under prevailing legislation, for the provision of the funds or similar process via domestic and abroad institutions,
10. To register and to establish any type of pledge and mortgage in favor of company on the movable and immovable goods belonging to others,
11. To get every type of loans in favor of the Company, to pledge and or put mortgage on Company's movable and immovable goods in case of necessity, to deliver mortgages or take in pledge on Company's immovable even for third parties' debts, to release these pledge and mortgages,
12. To acquire, purchase, lease, rent, alienate and sell and to establish easement, usufructs, right of habitation, property contribution, common hold, mortgage on its immovable, and acquire, purchase and sell immaterial values such as all kinds of brands, titles, know-how in order to cover the requirements of company or for its own needs or in order to collect its credits,
13. To lease goods, via financial leasing which are old and renewed and subject to permission in accordance of the existing provisions of legislation,
14. To export goods via leasing, which are subject subjected to Financial Leasing,
15. To make contracts of license, patent, patent rights, brands, intellectual rights, technical cooperation and commissioning, provided to be within the scope of Company activities and provided not to perform Financial Leasing,
16. To do any other type of business activity or actions allowed by Financial Leasing Law.

In case of having demand to attempt to any work in future deemed to be beneficial and necessary on a subject which is not being written above, the issue will be submitted to confirmation of the General Assembly of the Company upon receiving permission from Banking Supervision and Regulation Authority upon Board of Directors recommendation, Ministry of Custom and Trade if necessary, Capital Markets Board and other establishments envisaged by the related laws and following adopting such decision the Company may be able to perform such activities.

Capital

Article 6-

The capital of the Company is 20.000.000,00 (twenty million) Turkish Lira. The capital is divided to 800.000 shares each having a nominal value of 25,00 (twenty five) TL.

The former capital amount of 16.134.325,00 TL. is fully paid. However, according to the report of DENET Yeminli Mali Müşavirlik A.S. dated 24.05.2016 and "Certified Financial Accountant Report of the Equity Determination" with reference HALIC-YMM-2420-375-83-ÖAR-2016 and our Company's Balance Sheet dated 31.12.2015, notwithstanding the capital amount of 16.134.325,00 TL has been paid completely, it is determined that the Company's equity is 6.567.209,84 TL and 9.567.115,16 TL. part of the capital is lost. Therefore; the Ordinary General Assembly dated 13/06/2016 adopted decision to decrease the capital by 9.567.125,00 TL., by

taking the lost part of the capital and nominal values of the each share into consideration, to 6.567.200,00 TL, and simultaneously decided to raise 13.432.800,00 TL in order to increase the capital to 20.000.000,00 TL.

432.800,00 TL., which corresponds 17.312 shares of the increased part 13.432.800,00 (thirteenmillionfourhundredthirtytwothousandeighthundred) TL. of the main capital is committed by the current shareholder IMC İjara Management Company, while 6.600.000,00 TL. corresponding 264.000 shares is committed by ICD Islamic Corporation for the Development of the Private Sector and 6.400.000,00 TL. corresponding 256.000 shares is committed by Aktif Yatırım Bankası Anonim Şirketi and paid before the registration of the capital increase decision.

As a result, the shareholding structure of the Company together with share amounts and rates of the partners are as follows:

	Name Surname of the Shareholder	Sahres owned	Nominal value of the shares owned	Share rate [%]
1	İjara Management Company ("IMC")	278.682	6.967.050,00 TL	34,8353
2	The Islamic Corporation for the Development of the Private Sector ("ICD")	264.000	6.600.000,00 TL	33,0000
3	Aktif Yatırım Bankası A.Ş.	256.000	6.400.000,00 TL	32,0000
4	Elaf Services Corp. Ltd	1.314	32.850,00 TL	0,1643
5	Gökçen Şahin	1	25,00 TL	0,0001
6	Banu Emiralioğlu	1	25,00 TL	0,0001
7	Seyfullah Önder Demir	1	25,00 TL	0,0001
8	Ahmet Okyay	1	25,00 TL	0,0001
	TOTAL	800.000	20.000.000,00 TL	100,00000

The shares are certified. The Board of Directors may publish certificates representing more than one share of temporary certificates.

A share may not be issued under its nominal value. The opportunity to issue the share more than its nominal value is dependant to General Assembly resolution.

Terms and Register in which Share Certificates are subjected

Article 7-

All shares are written to name. Unless all of the shares which are written to name are paid, it may not extracted a share which is written to name. Share may not be issued with a charge under the nominal values, but they may be extracted with any charge upper the nominal value. Even if difference between nominal value and export value reached the maximum limit in the last case, legal reserves are added. Shares may not divided against the company and if one share is possessed by more than one people, they select one of them as representative in order to use and they are collectively responsible as share owners for debts.

Kind of Share Certificates

Article - 8

It is obliged that share certificates of company include title, main capital quantity and registry date and nominal value of share, its owners' name and surname and residence, amount which is paid from share certificate charge and it is signed by at least two people who are authorized to sign on behalf of company. Signature may be in the shape of stamp and seal or also printed. Property right, usufruct and pledge rights, which are established on share certificates and company with h owners of these rights are recorded to share book.

Board of Directors is authorized to issue coupons, which represent more than one shares without affecting the nominal value of each share.

Prohibition of Transfer of the Share Certificates

Article 9-

Subject to mandatory approval requirements imposed by Turkish laws, the Shares shall be transferred between the shareholders in full ownership and free of any pledge, encumbrance or other charge, and the transfer shall be valid and enforceable once the relevant legal requirements are satisfied.

No shareholder shall, whether directly or indirectly, transfer its shares or charge any encumbrance thereof without having complied with the transfer mechanism set out under this Article 9. Any transfer circumventing the right of first refusal of the shareholders under this Article 9 shall not be registered with the share ledger of the Company.

In the event that a Shareholder (the "Selling Shareholder") receives an offer from a bona fide third party (the "Offer") to purchase all or a part of its Shares (the "Offered Shares") which such Shareholder wishes to accept, the Selling Shareholder shall notify the other Shareholders and offer to transfer the Offered Shares to them on the same terms and conditions contained in the Offer ("Notice").

Each non-selling Shareholder shall have [thirty (30)] days following receipt of such Notice, to accept or reject the Selling Shareholder's offer set out in the Notice to acquire the Offered Shares.

If all non-selling Shareholders fail to respond in [thirty (30)] days or reject to purchase the Offered Shares within the respective 30-day period, the Selling Shareholder shall have the right to transfer the Offered Shares to the third party offeror on the terms and conditions no more favourable than those contained in the Offer.

If any non-selling Shareholder wishes to purchase the Offered Shares, then the Seller shall be obliged to sell such Offered Shares to such non-selling Shareholder. In case there are multiple non-selling Shareholders interested in purchasing the Offered Shares, then the Offered Shares shall be sold to such Shareholders pro rata to their shareholding in the Company at that time.

The mandatory conditions required by the Financial Leasing, Factoring and Financing Companies Law No. 6361 and other relevant legislation shall be complied with, in any case, in transfer of shares in the Company.

Issuance of debenture bond and Valuable Certificate

Article 10-

Company can issue valuable papers such as bond, profit-sharing securities, financial bond, bond with bank guarantee, participation usufruct certificates, profit and damage partnership certificate, etc. via resolution of General Assembly in accordance with provisions of Turkish Trade Code and other provisions.

Board of Directors

Article 11-

- (1) The Company is managed by Board of Directors which is selected by the General Assembly and which corresponds the qualifications required by the relevant legislation.
- (2) The Board of Directors consists of seven members including the General Manager. General Manager, or acting General Manager in case the former is not present, is the natural member of the Board of Directors.
- (3) The remaining six members of the Board of Directors shall be elected among the nominees designated by the Shareholders. Each Shareholder shall be entitled to nominate a member to the Board for each 15% shares it holds in the Company.
- (4) In case the relevant shareholder fails to nominate a member as replacement of the removed or resigned member, the relevant General Assembly of the Company is adjourned for a maximum term of one month; if in that second meeting the related shareholder fails to nominate a member to the Board of Directors, the General Assembly then will be able to elect a member in accordance with the general decision quorum set forth under the Turkish Commercial Code.
- (5) Each member shall serve for a maximum term of three (3) years following his/her appointment to the Board of Directors, or such shorter term to be determined by the General Assembly as per the request of the nominating shareholder may decide, until (i) a successor is designated by the nominating shareholder to replace such member or (ii) the resignation or removal of such member.
- (6) The General Assembly, may change Board of Directors members at any time in case it finds necessary notwithstanding the term of office of the members; however, in case of removal of any member by the General Assembly, the replacing members shall be elected and appointed amongst the persons nominated by the relevant shareholder who has initially nominated the removed member.
- (7) The Board of Directors will take necessary actions upon request of a shareholder holding %15 or more shares in the Company to call for an extraordinary General Assembly meeting with the agenda of removal of the nominated member and election of a new member.
- (8) In the event of resignation of a member of the Board of Directors, the new Board member will be elected among the nominees designated by the relevant shareholder who had also designated the resigning member.
- (9) The Board of Directors elects a chairman and vice chairman among its members at the first meeting to be held after the General Assembly in which the members of the Board of Directors are appointed. The Chairman of the Board of Directors shall be designated by Aktif Yatırım Bankası A.S. or its affiliates or its shareholders or their affiliates remain the second majority shareholder after ICD and its subsidiaries in the Company. Otherwise the Chairman of the Board of Directors shall be elected upon majority votes of the Board members.
- (10) The Board shall convene at the presence of simple majority of its members and adopts its resolutions with the affirmative votes of those that are present at the Board meeting.
However for the cases listed below attendance and affirmative votes of all members except for the General Manager is required:

- a) any change in the nature of the Company's business;
 - b) approval of sale, transfer (with or without consideration), assignment and purchase of any shares and/or creation of any encumbrance on the shares of the Company;
 - c) the creation of a security interest or guarantee for securing the obligations of any third party;
 - d) the entry into any Sharia compliant commercial paper facility, bank financing facilities or any other financing in cases where such financing is not provided for in the business plan or the annual budget;
 - e) any item of capital expenditure not provided for in the business plan or the annual budget;
 - f) material changes to the Company's accounting policies other than changes required because a continuation of existing accounting policies will constitute a breach of law;
 - g) the entry into any joint venture, partnership, consortium or other similar arrangement;
 - h) the entry into, waiver from, modification of or compromise of Related Party Contracts;
 - i) issuance of or any amendment or modification to the internal directive or signature circular of the Company.
 - j) The creation of Board Committees and determination of the tasks, duties, powers and responsibilities of the set Board Committees.
 - k) Obtaining any services from shareholders and entering into agreements for these services.
- (11) The Board of Directors shall convene at least four times in a year; the necessary notification shall be sent to the members minimum 15 days prior to the meeting in writing.
- (12) The meetings of the Board of Directors can also be made by phone, teleconference or video conference provided that each member who participates is able (i) to hear each of the other participating members addressing the meeting, and (ii) if s/he so wishes, to address all the other participating members simultaneously. Resolutions adopted by the Board of Directors at such meeting shall have effect from the date on which the written resolution signed by the members is affixed to the board resolution book of the company provided that all members have been provided with the proposed written resolution.
- (13) A resolution of the Board of Directors circulated by the chairman to all members and signed by the members shall be valid and effective for all purposes as a resolution adopted at a meeting of the board duly convened and held in accordance with the Articles of Association. The signatures of the members may be in counterparts as per Article 390/4 of the Turkish Commercial Code.
- (14) The Board of Directors shall appoint a “general manager”, who possesses the qualifications set out under Article 13 of the Financial Leasing, Factoring And Financing Companies Law No. 6361. The general manager may be removed from office at any time by the board of directors upon a proposal of the chairman. The general manager, as a member of the Board of Directors, shall not have any vote on or regarding the resolutions with respect to his/her appointment or removal and/or any other decision related to the general manager.
- (15) The Board of Directors is authorized to adopt and implement all resolutions regarding the Company except subjects which are confined to the competence of the General Assembly as per Turkish Commercial Code, Financial Leasing, Factoring and Financing Companies Law No. 6361 and the provisions of this Articles of Association.
- (16) The Board of Directors may delegate its representation and binding powers to certain members, committee members and other personnel of the Company in accordance with the Company’s signature circular and an internal directive to be issued pursuant to Article 367 of the Turkish Commercial Code.

Representation of the Company

Article 12-

It is Board of Directors responsibility to manage and represent the Company before the third parties.

It is obligatory to have signatures of the signature authorities, whose degree, place and formation are determined by the Board of Directors and registered in the Trade Registry and announced by the Trade Registry Journal, under the Company name in order to make the documents, papers, bonds and agreements effective and to bind the Company.

Board of Directors is authorized to delegate its representation power and administrative responsibilities completely or partially to one or more board of directors members or to persons who are not board member under an internal directive to be arranged as per article 367 of Turkish Commercial Law; however at least on board member must remain to have representation power. Orders of Code 6361 are reserved through the exercise of this article.

Auditor

Article 13-

General Assembly elects the Auditor within the framework of orders of Turkish Commercial Law. After the election the board of Directors registers the Auditor to trade registry and announces in Trade Registry Journal and on the internet site.

Auditor supervises the Company activities within the framework of Turkish Commercial Law and other related legislation and presents the results of his supervision with his proposals in a report format to the General Assembly. The auditor report is sent to Banking Supervision and Regulation Agency together with the General Assembly meeting minutes.

Orders of Code 6102 Turkish Commercial Law and Code 6361 Law of Financial Leasing, Factoring and Financing Companies are executed through the audit of the Company.

General Assembly

Article 14-

- (1) General Assembly meetings of the Company may be held either ordinary or extraordinary. Ordinary General Assembly is performed at least once in a year within the statutory time period set by the Turkish Commercial Code; extraordinary General Assembly shall be convened whenever is required by conduct of the business.
- (2) Unless a higher quorum is foreseen under the Turkish Commercial Code, the General Assembly convenes and adopts resolutions with the attendance and affirmative votes of the shareholders or their proxies, holding at least fifty-one percent (51%) of the shares in the Company.
However for the cases listed below, the Company attendance and affirmative votes of the shareholders or their proxies, holding ninety-nine percent (99%) of the shares in the Company shall be required at a duly convened meeting of the General Assembly:
 - i) increase, decrease, consolidation or subdivision of the authorised capital of the Company;
 - ii) liquidation, cessation of the business or dissolution of the Company;
 - iii) merger, acquisitions de-merger, reconstruction or amalgamation of the Company with another company or firm;
 - iv) amendments, alterations or deletions to the Articles of the Association;
 - v) entering into or conducting a line of business significantly different from the business of the Company contemplated in this Agreement;
 - vi) offering of Shares or stock of the Company to the public in any stock exchange or the issuance of equity or equity-related securities by the Company in any manner;
 - vii) obtaining any borrowing or entering into any financial arrangements or loans at an amount seventy five percent (75%) of the authorised capital of the Company and the creation of any security or collateral over the shares, assets or properties of the Company associated with securing such financial arrangements;
 - viii) issuance of new shares to new shareholders;
 - ix) distribution of the dividends,
 - x) remuneration of the Directors.
- (3) The General Assembly shall be convened at the headquarters of the Company or at another location in the city in which the headquarters is located.
- (4) For the matters that are not regulated under this Articles of Association, the provisions of the Turkish Commercial Code shall apply.

Announcements

Article 15-

Announcements related with the Company are to be issued prior to minimum 15 days via a journal which is published in the location of company headquarter, provided provisions of Turkish Commercial Law 35th Article are reserved.

Announcements subjecting invitation to General Assembly are to be performed prior to minimum two weeks except promulgation and meeting days in accordance with Article 414 of Turkish Commercial Law.

Account Period and Accounting System

Article 16-

Account year of company starts from 1st day of January and ends in 31st day of December. First account year starts from certain foundation date of company and ends in 31st day of December in that year.

Company complies with procedures and principles which are established by Code 6361 Law of Financial Leasing Factoring and Financing Companies, Ministry of Finance and Law of Capital Market.

Documents to be sent

Article 17-

Balance sheet, income sheet and reports which are arranged according to the articles of Turkish Commercial Law, Code 6361 and related legislation are sent to the relevant authorities in due time.

Financial tables, reports and other required information and documents which are arranged as per basics envisaged by Banking Supervision and Regulation Agency are sent to the Agency in due time.

Establishment and Distribution of Profit

Article 18–

Net profit of the period of the Company is the amount which is founded by subtracting any type of expenses. A 5% is reserved from the net profit of the period every year as legal reserve; 5% of the balance is given to the partners as dividend. The dividend is to be calculated proportional to the payments performed by the share owner to the Company for the main capital share.

Balance of the net income of the period is distributed in the form and method as per the decision of the General Assembly. 10% of the total amount to be distributed to the persons, who will receive share profit after the payment of 5% dividend, is to be added to the general legal reserve.

Reserves

Article 19–

Provisions of Turkish Commercial Law, 519th and 521th Articles are applied for reserves by the Company.

Legal Provisions

Article 20–

Provisions of Code 6102 Turkish Commercial Law, Code 6361 Law of Financial Leasing, Factoring and Financing Companies and related legislation are applied to the subjects which are not constituted herein.