

TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ

ARTICLES OF ASSOCIATION

TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ

Registered Address: Cevizli Mahallesi Tugay Yolu Cad. Maltepe Park CarrefourSa Avm Apt. No: 67 B Maltepe/İstanbul

Registration No: 434426

The Joint Stock Company, whose registered office, registration number, and title are written above, was established on 3.3.2000, and its Articles of Association were approved by the Ministry of Industry and Trade on 2.3.2000 and certified by the 5th Notary Public of Beyoğlu on 2.3.2000 with number 11446. Our Registry has been given the specimen signature form certified by the same notary office on the same date with the number 11531 and has been requested to register and announce the Articles of Association. Therefore, it is hereby announced that the Articles of Association have been registered as of 3.3.2000 under the Turkish Commercial Code No. 6762 and based on the documents in our Registry.

ARTICLES OF ASSOCIATION OF TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ

SECTION I

GENERAL PROVISIONS

INCORPORATION AND FOUNDERS

ARTICLE 1- The founders have drawn up this Articles of Association of the Joint Stock Company under the Turkish Commercial Code on immediate incorporation.

TITLE

ARTICLE 2- The title of the Company is "TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ". This Joint Stock Company shall be referred to as the "COMPANY" hereinafter.

FOUNDERS:

ARTICLE 3- The founders of the Company include the following:

NAME AND SURNAME

NATIONALITY

ADDRESS

HACI ÖMER SABANCI HOLDİNG A.Ş.

Turkish

Sabancı Center. Kule:2 4.Levent/İstanbul

EXSA EXPORT SANAYİ MAMULLERİ SATIŞ VE ARAŞTIRMA A.Ş. Turkish

Atatürk Cad. Sabancı İş Mer. No:1 Kat:6-7-8
Dört yolağzı Adana

DİLEK SABANCI Turkish

İstinye Sahilyolu
No:22 Emirgan/ İstanbul

SEVİL SABANCI Turkish

Hamam Sok. No:15 Emirgan/İstanbul

ÖMER SABANCI Turkish

Vaniköy Cad. No:30 Vaniköy/İstanbul

MEHMET SABANCI Turkish

Vaniköy Cad. Andıçen Sabancı Villaları No:33
Kandilli /İstanbul

DEMET ÇETİNDÖĞAN Turkish

Vaniköy Cad. Andıçen Sabancı Villaları
No:33A Kandilli /İstanbul

SADIKA GÜL HEPEROL Turkish

Sümer Korusu Feriha Sok. No:27 Tarabya /
İstanbul

EMİNE KAMIŞLI Turkish

Köybaşı Cad. No:18 Yeniköy/İstanbul

ALİ İSMAİL SABANCI Turkish

Vaniköy Cad. Andıçen Sabancı Villaları No:33
A Kandilli/İstanbul

SUZAN SABANCI DİNÇER Turkish

Vaniköy Cad. Andıçen Sabancı Villaları No:33
A Kandilli/İstanbul

ÇİĞDEM SABANCI BİLEN Turkish

Cevdetpaşa Cad. Eliyeşil Villaları No:158
D:12 Beşiktaş/İstanbul

DEMİR SABANCI Turkish

Yalıboyu Cad. No:48 Beylerbeyi/İstanbul

GÜLER SABANCI Turkish

Kooperatif Evleri Jale sok. No:4
Tarabya/İstanbul

NUR DÜVENÇİ Turkish

Mithatpaşa Mah. Piriçli Köyü Cad. Burgaz
Evleri No:5 Eyüp/İstanbul

YAKUP SABANCI Turkish

Üstay Tarabya Evleri Daire 12/A
Tarabya/İstanbul

PURPOSE AND FIELD OF ACTIVITY

ARTICLE 4- The Company has been established to act as a commercial representative, agent, and distributor of natural and legal persons residing in Turkey and abroad and to engage in the import and export, purchase, sale, and transit trade of all kinds of commodities, provided that it does not breach the Capital Markets legislation and applicable legislation and, where necessary, makes the necessary disclosures required by the Capital Markets Board to inform the investors on material events.

1. Carrying out installation, maintenance and repair works and purchasing, selling, importing, exporting, marketing, leasing, renting, letting out, designing, contracting, installation, assembly, and engaging in any kind of trade, engineering, consultancy, representation, training and seminar services for goods used and to be used in industry and other fields, including but not limited to those in the categories listed herein: White Goods (lighting devices, heaters, cash registers, refrigerators, air conditioners, combi boilers, fitness and healthcare products, small household appliances, personal care, toys, batteries, water dispensers, fans, etc.); Digital Imaging devices (digital imaging devices, accessories and consumables, space communication systems, photo printing, etc.); Electronics (home theater systems and accessories, film & music, video systems and accessories, consoles and software and accessories; sound systems and accessories, automation and security and test & measurement equipment); IT devices (PC, PC components, consumables and software, printers and accessories, peripherals, etc.); Telecom devices (Telephones and accessories, Navigation devices, Fax, top-up, lines and contras and devices; telecommunication and energy transmission equipment, laser and infrared equipment, etc.), and Others (books, paper, printed or unprinted products and all kinds of stationery, etc.).
2. Purchasing, selling, providing after-sales services, importing, exporting, marketing, renting, leasing, letting out all kinds of products, including but not limited to electrical and/or electronic and/or optical and/or magnetic products and/or telecommunication and/or computer-IT products, audio and video recording, transmission, reproduction products, GSM Lines and GSM top-up units, recording carrier etc. instruments and devices and equipment, battery-powered products, mechanical products, accessories, white and/or brown goods, toys with and without batteries, stationery products, textile products, small electrical household appliances, wearable products, clothes with and without chips, costumes, accessories, glasses, watches, wristbands, flasks/cups, all kinds of food and/or soft drinks, school supplies, seasonal products, bags, suitcases, shoes.
3. Providing any kind of services, software, design, hardware, training, consultancy, seminars, etc. for the Internet, all kinds of electronic and all other communication channels, and carrying out any kind of online commercial activities.
4. Purchasing, selling, importing, exporting and marketing of any kind of medical and chemical substances, plastic raw materials, natural and synthetic mineral dyes, petroleum products, and cleaning agents.
5. Engaging in the export, import, transit trade, trading, and marketing of all products falling under the scope of the import and export regimes currently in force or to be put into force.

6. Engaging in brokerage activities such as national and international representation, brokerage, agency, distributorship, setting up organizations for these, participating in such organizations or working as a partner in these matters, assigning others for these activities; bringing in experts from abroad.
7. Incorporating or participating in new companies and new entities together with domestic and foreign natural or legal persons in compliance with the legislation, acquiring them through transfer or transferring the existing ones to others, provided that this does not breach **Article 21/1** of the Capital Markets Law and that the necessary disclosures required by the Capital Markets Board for material events are made to inform the investors.
8. Opening, operating, having operated or renting out units in stores and stands such as cafes, cafeterias, fast food, and restaurants that will serve customers.
9. Purchasing, selling, pledging, or collateralizing shares, bonds, and other securities issued by individuals, companies, the state, local administrations, and their affiliated organizations, provided that they are not in the nature of investment services and activities; creating and revoking commercial enterprise pledges to guarantee debts or receivables.
10. Buying or otherwise financing various securities of companies.
11. It may dispose of any kind of securities and carry out necessary transactions for pledging securities to guarantee its receivables.
12. It may acquire, lease, and sell vehicles and perform any legal transaction related thereto.
13. The Company may provide any kind of logistics services and perform all kinds of related transactions.
14. Opening display stands, showrooms, sales stores, and shops to sell the goods falling within the scope of the Company's field of activity, granting dealerships and franchises to sell its products, after-sales services, and other services.
15. Entering into any kind of surety agreements with both its own shareholders and third-party private and public institutions, banks, and financial institutions, in compliance with the Capital Markets regulations, and becoming a surety for natural and legal persons, entering into short, medium and long term loan agreements, obtaining and granting surety and guarantee loans, signing financial leasing and similar agreements and contracts.
16. Carrying out all kinds of financial and commercial businesses, acquiring, transferring, leasing, renting out intangible rights such as technical assistance, projects, licenses, trademarks, industrial designs, patents, utility models, know-how, good-will, royalty, creating, modifying, terminating any kind of real and personal rights including pledges and mortgages in favor and against them in compliance with the Capital Markets Legislation, contributing them as capital to existing or future companies and making any kind of other transactions.
17. Bidding in any kind of tenders in Turkey and abroad, engaging in any kind of trade and service activities and employing foreign staff wherever needed. Training, educating, and employing staff in Turkey and abroad.
18. Entering into extra warranty agreements with customers for the goods, after-sales services, and other services sold to achieve the Company's purpose and operate in the field of activity and selling these services.
19. Creating an after-sales service network and/or making agreements and partnerships with existing after-sales service networks to achieve the Company's purpose and operate in the field of activity and using these networks for the benefit of its customers. Setting up a mobile or fixed after-sales service organization within the existing sales channels and/or at a separate location and/or partnering and/or cooperating with existing organizations, providing installation, assembly, and similar services through these organizations.
20. The Company may initiate any kind of legal proceedings and participate as an intervener in any lawsuit for achieving its purpose and operating in its field of activity.

21. The Company may work with, establish, partner with, or participate in existing and/or future financing companies for achieving its purpose and operating in its field of activity.
22. The Company may undertake unauthorized insurance agency without the authority to collect premiums and may engage in unauthorized insurance agency activities for achieving its purpose and operating in its field of activity.
23. The Company may create and join foundations for social purposes or related to its field of activity under Article **522** of the Turkish Commercial Code provided that they do not hinder the achievement of the Company's main purpose, and with the decision of the General Meeting of Shareholders it may set aside funds from the net profit to these foundations, provided that this does not breach the rules on profit shifting of the Capital Markets Law, the necessary material disclosures are made and the donations made during the year are presented to the information of the shareholders at the General Meeting of Shareholders.
24. The Company may make donations and sponsor any person, institution and organization, universities, educational institutions, foundations, associations for public benefit or any such persons and institutions in accordance with the Capital Markets Legislation, provided that such donations do not breach the rules on profit shifting of the Capital Markets Law, the necessary material disclosures are made and the donations made during the year are presented to the information of the shareholders at the General Meeting of Shareholders.
- 25. In order to achieve its purpose and operate in its field of activity and subject to the Capital Markets legislation, the Company may grant, receive, modify, and release mortgages, pledges on its immovable property for its debts and receivables and the debts and receivables of third parties, as well as for surety or guarantee. **The requirements of the Capital Markets legislation shall be complied with concerning guarantees, sureties, securities, or lien including mortgages issued by the Company in favor of third parties.****

Should the Company engage in any business, transaction, and activities not specified in this article, the Company shall also be bound and responsible for such activities and transactions.

ACQUISITION OF IMMOVABLE PROPERTY:

ARTICLE 5 - The Company may acquire, transfer, and disclaim immovable property, create and revoke mortgages and other real and personal rights on such immovable property or the immovable property of others, and lease such immovable property in whole or in part, and may grant mortgages even in favor of third parties, to achieve its purpose and to operate in its field of activity, provided that the necessary disclosures required by the Capital Markets Board are made to the public for material events to inform the investors.

The Company may take cash and non-cash loans against or without mortgages and any other kind of collateral to achieve its purpose and to operate in its field of activity.

The Company may collect or give all kinds of real and personal guarantees for collecting and securing its rights and receivables.

The principles specified under the Capital Markets legislation shall be complied with in such cases.

HEAD OFFICE AND BRANCHES:

ARTICLE 6 - The head office of the Company is located at Barbaros Mahallesi, Mor Sümbül Sokak, Nidakule Ataşehir Güney Sitesi, Podyum Kapısı, No: 7 / 3F / 1-18 Ataşehir / İstanbul.

In case of an address change, the new address shall be registered with the Trade Registry and announced in the Turkish Trade Registry Gazette and also notified to the Ministry of Customs and Trade and the Capital Markets Board. Any notification made to the registered and announced address shall be deemed to have been made to the Company. Should the Company move out of its registered address and fail to register its new address in due time, this shall constitute a reason of termination for the company.

The Company may open branches and establish agencies and representative offices in Turkey and abroad, provided that the competent authorities are informed.

TERM:

ARTICLE 7- The Company is incorporated for an indefinite term.

COMPANY ANNOUNCEMENTS:

ARTICLE 8 - The announcements related to the Company **and** required by law **shall be made in the Turkish Trade Registry Gazette, the Public Disclosure Platform, and on the Company's website under Article 1524 of the Turkish Commercial Code, provided that the deadlines specified in the Turkish Commercial Code and Capital Markets Legislation are complied with.**

Announcements convening the General Meeting of Shareholders shall be made on the Company's website and in the Trade Registry Gazette at least three (3) weeks in advance, excluding the announcement and meeting days, in compliance with the Corporate Governance Principles of the Capital Markets Board.

All announcements and disclosures of the Company shall be subject to Capital Markets legislation. Material event disclosures to be made as required by the Capital Markets Board regulations and other disclosures to be made upon the request of the Capital Markets Board shall be duly made in accordance with the applicable legislation.

Articles **474** and **532** of the Turkish Commercial Code shall apply to announcements regarding the reduction of the capital and liquidation.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION:

ARTICLE 9- Any amendment to this Articles of Association shall be valid and enforceable subject to the authorization of the Ministry of Customs and Trade and the favorable opinion of the Capital Markets Board.

Upon obtaining the authorization of the Ministry of Customs and Trade and the favorable opinion of the Capital Markets Board for amending the articles of association, the general meeting of shareholders shall be convened in compliance with the Turkish Commercial Code, Capital Markets legislation, other applicable legislation and the articles of association for such amendment, and a decision shall be made under the Turkish Commercial Code, Capital Markets legislation, other applicable legislation and the articles of association.

Amendments shall be valid after being duly certified and registered in the trade registry.

SECTION II

CAPITAL

CAPITAL:

ARTICLE 10 - The Company has accepted the registered capital system under the Capital Markets Law and has switched to the registered capital system with the authorization of the Capital Markets Board dated 16.03.2012 and numbered 9/302.

The authorized capital of the Company is TL 2,000,000,000 (two billion) and it is divided into 200,000,000,000 (two hundred billion) shares, each with a nominal value of 1 (one) Kurush.

The authorization issued by the Capital Markets Board for the capital shall be valid for five (5) years between 2026-2030. Even if by the end of 2030 the authorized capital has not been reached, for the Board of Directors to decide on a capital increase after 2030, it is mandatory to obtain authorization from the General Meeting of Shareholders for a new period by obtaining authorization from the Capital Markets Board for the amount of the previously authorized capital ceiling or a new amount. Unless the said authorization is obtained, no capital increase can be made by a decision of the Board of Directors.

The issued capital of the Company is TL 201,000,000,000 (two hundred and one million) Turkish Liras and is divided into 20,100,000,000,000 (twenty billion and one hundred million) bearer shares with a nominal value of 1 (One) Kurush each.

The issued capital of the Company has been fully paid without any collusion.

Shares representing the capital shall be monitored in dematerialized form in accordance with the dematerialization principles.

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

The Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the authorized capital threshold whenever it deems necessary under the Turkish Commercial Code and Capital Markets legislation, and to take decisions on restricting the rights of shareholders to acquire new shares and issuing shares at a premium. The power to restrict the right to acquire new shares cannot be used in any manner creating inequalities among the shareholders.

ISSUANCE OF CAPITAL MARKET INSTRUMENTS:

ARTICLE 11 - The Company may issue any kind of Capital Market instruments including bonds, commercial bills, profit and loss sharing certificates and other debt instruments to be sold to natural persons and legal entities in Turkey and abroad under the Turkish Commercial Code, Capital Markets Law, and other applicable legislation.

The Board of Directors of the Company shall be authorized to issue capital market instruments in the nature of debt instruments pursuant to Article 31 of the Capital Markets Law.

SECTION III

BOARD OF DIRECTORS

COMPOSITION:

ARTICLE 12 - The Company shall be managed and represented by a Board of Directors consisting of at least six (6) members (Directors) elected by the General Meeting of Shareholders in compliance with the Turkish Commercial Code and Capital Markets Legislation.

The majority of the Directors shall be non-executive Directors as defined in the Corporate Governance Principles.

Two (2) of the Directors shall be independent and the Directors shall be elected by the General Meeting of Shareholders in accordance with the Corporate Governance Principles.

The term of office of the Directors shall be a maximum of three (3) years, **which shall also apply to the independent directors**. Any director, whose term of office has expired, may be reelected. **In case of a vacancy in the membership of the Board of Directors for any reason whatsoever, the Board of Directors shall temporarily elect an individual meeting the qualifications required by law. In case of a vacancy regarding independent directors, elections shall be held in accordance with the Corporate Governance Principles set by the Capital Markets Board. The director elected as such shall serve until the first general meeting of shareholders to be held and if his/her election is approved by the general meeting of shareholders, he/she shall complete the remaining term of the director he/she was elected to replace.**

MEETINGS:

ARTICLE 13 - The Directors shall elect a chairperson and a deputy chairperson from among themselves every year to preside over the meetings as well as a deputy chairperson to act as deputy in the absence of the chairperson. The chairperson of the Board of Directors determines the agenda of the Board meetings in consultation with the other Directors and the general manager. At the Board of Directors meetings, the issues on the agenda shall be discussed

openly and thoroughly. The chairperson of the Board of Directors shall exercise his/her best efforts to ensure the effective participation of the non-executive directors in the meeting.

The meeting days and agenda shall be arranged by the chairperson or the vice-chairperson.

The Board of Directors shall convene upon the call of the chairperson, or the deputies as required by the affairs of the Company. The date of the meeting may also be determined by a decision of the Board of Directors. If the chairperson or his/her deputy fails to convene the Board of Directors upon the request of one of the directors, the directors shall be authorized to convene the meeting ex officio.

The Board of Directors shall convene at least four (4) times a year. Meetings of the Board of Directors may be held at the Company head office or any other place within or outside the borders of the country as the Board of Directors may decide.

Unless one of the directors requests a physical meeting, the Board of Directors may also take its decisions by obtaining the written consent of the other directors to a proposal made by one of them for a particular matter.

The Turkish Commercial Code applies to the meeting and decision quorum of the Board of Directors.

Individuals holding the right to participate in the Board of Directors meetings of the Company may participate in such meetings electronically pursuant to Article 1527 of the Turkish Commercial Code. Under the Communiqué on Electronic Board Meetings of Corporations Other Than General Meetings of Shareholders, the Company may install an electronic meeting system or purchase service from service providers to allow right-holders to participate in such meetings and vote electronically. In such meetings, right-holders will be allowed to exercise their rights outlined in the applicable legislation according to the Communiqué, using the system established by the Company under this provision of the articles of association or the system that a service provider will provide.

EXECUTIVE DIRECTOR AND DELEGATION OF MANAGEMENT:

ARTICLE 14- Under Article 367 of the Turkish Commercial Code, any or all of the management tasks may be partially or wholly delegated to the executive directors and/or to the management by an internal directive. Management is the team of people holding various titles, including the general manager, his/her assistants, managers, their assistants, etc., excluding the board of directors as a whole. In such case, the board of directors shall issue a directive in compliance with Article 367 of the Turkish Commercial Code.

The inalienable duties and powers outlined in Article 375 and other articles of the Turkish Commercial Code shall be reserved.

LIMITS ON THE MANAGEMENT AND REPRESENTATION POWERS:

ARTICLE 15 - The Board of Directors shall be authorized to carry out any ordinary and extraordinary transaction and action on behalf of the Company in the context of business and may appoint and when necessary dismiss commercial representatives and agents to achieve the purpose of the Company and to operate in its field of activity, provided that it complies with the Capital Markets legislation and makes necessary public disclosures. It may open branches, agencies, representative offices, bureaus, and liaison offices and may acquire and construct immovable property in the name of the Company and may acquire, transfer and disclaim the acquired immovable and movable property and negotiable instruments and other rights subject to ownership, or may encumber the same with real rights or may otherwise dispose of the same, or may receive and give all kinds of real and personal guarantees.

The Board of Directors shall also be authorized to borrow, lend, settle, arbitrate, waive, accept and release secured or unsecured debts on behalf of the Company. The Board of Directors may perform these tasks itself or may delegate some or all of them to a committee or commission whose members it will elect.

Material transactions as defined in the Capital Markets Board's Corporate Governance Principles ("Material Transactions") shall be carried out with the decision of the Board of Directors (unless a decision of the General Meeting of Shareholders is required under the applicable legislation). The majority of the independent directors must vote in favor so that the Board of Directors can decide on Material Transactions.

However, if the majority of the Independent Directors do not vote in favor of the Material Transactions and if these transactions are intended to be executed, then such transactions shall be submitted to the approval of the General Meeting of Shareholders. In such case, the grounds for dissent of the dissenting Independent Directors shall be immediately disclosed to the public, notified to the CMB, and read at the General Meeting of Shareholders to be held.

When the Board of Directors is to decide on any related party transactions of the Company and on granting guarantees, pledges, and mortgages in favor of third parties, the approval of the majority of the Independent Directors shall be sought, and if such approval cannot be obtained, the transaction shall be disclosed to the public in accordance with the regulations on public disclosure and submitted to the approval of the General Meeting of Shareholders.

Any decision of the Board of Directors not taken in accordance with the principles outlined in this article shall not be deemed valid.

ATTENDANCE FEE AND REMUNERATION:

ARTICLE 16 - The General Meeting of Shareholders shall determine the amount of attendance fee and remuneration to be paid to the Directors in accordance with the Capital Markets legislation.

APPOINTMENT OF MANAGERS:

ARTICLE 17 - The Board of Directors may appoint manager(s) for the execution phase of the Company's business for periods exceeding their term of office if deemed appropriate.

The remuneration policy to be applied to managers and other employees shall be determined by the Board of Directors.

SIGNATURE FORM OF THOSE AUTHORIZED TO REPRESENT:

ARTICLE 18- The Board of Directors shall be responsible for the management and representation of the Company.

Any document issued and any agreement made by the Company shall be valid if only signed by two authorized signatories under the title of the Company.

The authorized signatories and the level of signing authority shall be determined, registered, and announced by a decision of the Board of Directors.

OBLIGATIONS OF THE BOARD OF DIRECTORS:

ARTICLE 19 - In cases not covered by these Articles of Association, the Turkish Commercial Code and the Capital Markets legislation shall apply to the rights, debts and obligations, withdrawal, death or incapacity, remuneration of Directors and other matters relating to the chairperson and members of the Board of Directors.

SECTION IV

AUDIT

ELECTION OF AUDITORS:

ARTICLE 20 - The General Meeting of Shareholders shall annually elect an independent auditing firm as an auditor under the Turkish Commercial Code and other applicable legislation. After the election, the board of directors shall register the auditor with the trade registry and announce the appointment in the Turkish Trade Registry Gazette and on its website. The auditor shall be dismissed under the Turkish Commercial Code. Provision 399 (2) of the Turkish Commercial Code is reserved.

The applicable articles of the Turkish Commercial Code and Capital Markets Legislation shall apply to the audit of the Company and other matters stipulated in the legislation.

AUDITOR'S REMUNERATION:

ARTICLE 21 - The remuneration to be paid to the auditor **shall be determined each year by the contract to be signed with the auditor.**

DUTIES AND POWERS OF THE AUDITOR AND APPLICABLE PROVISIONS:

ARTICLE 22 - Turkish Commercial **Code and Capital Markets Law shall apply** to the duties, powers, and responsibilities of the auditor and other related matters.

MANAGEMENT COMMITTEES

ARTICLE 23 - The Board of Directors shall establish an Audit Committee, a Corporate Governance Committee and, if necessary, a sufficient number of other committees, taking into account the requirements of the Company, to ensure that its duties and responsibilities are fulfilled appropriately.

a) Audit Committee

The Audit Committee shall have two (2) members. The Audit Committee shall be composed entirely of independent members of the Board of Directors.

b) Corporate Governance Committee

The Corporate Governance Committee shall have a minimum of two (2) members. In the event, the Corporate Governance Committee consists of two members, both of them and if there are more than two members, the majority of the members shall not have executive duties. Company employees may also be elected to the Corporate Governance Committee. The chairperson of the Corporate Governance Committee shall be elected among the Independent Directors.

The duties of the Committee on Early Identification of Risks, the Nomination Committee, and the Remuneration Committee, which are specified under the Capital Markets legislation, are fulfilled by the Corporate Governance Committee.

COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Article 24 - The Company shall comply with the Corporate Governance Principles required by the Capital Markets Board. Transactions made and decisions taken by the board of directors without complying with the compulsory principles shall be null and void and considered contrary to the articles of association.

The CMB regulations on corporate governance shall be complied with in transactions deemed important in terms of the implementation of the Corporate Governance Principles in related party transactions of the Company and transactions involving securities, lien, and mortgages given in favor of third parties.

The number and qualifications of the independent Directors shall be determined under the corporate governance regulations of the Capital Markets Board.

SECTION V

GENERAL MEETING OF SHAREHOLDERS

VENUE:

ARTICLE 25 - The General Meeting of Shareholders of the Company shall convene ordinarily and extraordinarily. The Ordinary General Meeting of Shareholders shall be held at least once a year within three (3) months from the end of each **operating period**. General Meetings of Shareholders shall be held at the Company's head office or at any other location deemed appropriate by the Board of Directors within the borders of the province where the head office is located.

The General Meeting of Shareholders shall be announced at least three (3) weeks before the date of the General Meeting of Shareholders through an announcement published on the Company's website and in the Turkish Trade

Registry Gazette following the procedures and content stipulated by the Turkish Commercial Code and Capital Markets legislation. The Capital Market Legislation shall be complied with on this matter.

QUORUM FOR THE MEETINGS:

ARTICLE 26 - General Meetings of Shareholders and related quorums shall be subject to the **Capital Markets Law** and the Turkish Commercial Code.

A quorum is not required for the General Meetings of Shareholders regarding Material Related Party Transactions and the granting of guarantees, pledges, and mortgages in favor of third parties. Decisions shall be taken by an ordinary majority of those entitled to vote. At such General Meetings of Shareholders, a decision shall be made to exclude the parties to the transaction and persons related to them from voting, so that other shareholders can participate in such decisions at the General Meeting of Shareholders.

Article 29/6 of the Capital Markets Law shall apply to the decisions of the General Meeting of Shareholders on material transactions.

Any decision of the General Meetings of Shareholders not taken following the principles outlined in this article shall not be deemed valid.

NOTIFICATION OF MEETINGS TO THE MINISTRY OF CUSTOMS AND TRADE AND ATTENDANCE OF A MINISTRY REPRESENTATIVE

ARTICLE 27 - Both ordinary and extraordinary General Meetings of Shareholders shall be notified to the competent authorities. A copy of the agenda and related information must be sent to the competent authorities.

A representative of the Ministry must be present at all meetings. Decisions to be taken at the meetings to be held in the absence of a **ministry representative** shall not be valid.

VOTING RIGHTS:

ARTICLE 28 - **Shareholders shall exercise their voting rights pro rata to the total nominal value of their shares under Article 434 of the Turkish Commercial Code.**

Shareholders may attend the General Meetings of Shareholders in person or may be represented by **persons who may or may not be shareholders**. Voting rights shall be exercised by the shareholders or their proxies under the regulations of the Capital Markets Board.

Pursuant to the second paragraph of Article **434** of the Turkish Commercial Code, if a **share** has more than one owner, such shareholders may exercise their voting rights only through a proxy. **In the event, one share is jointly owned by more than one person, such persons may appoint one of them or a third party as a proxy to exercise their rights arising from such share in the general meetings of shareholders.**

SUBMISSION OF THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS AND FINANCIAL STATEMENTS TO THE COMPETENT AUTHORITIES:

ARTICLE 29 - **A sufficient number of copies of the financial statements, reports, independent audit report, minutes of the general meeting of shareholders and the list of attendees drawn up in accordance with the regulations set forth by the Capital Markets Board within the framework of Turkish Accounting Standards shall be sent to the authorities and disclosed to the public within the periods specified in the applicable legislation.**

The financial statements and reports and the independent audit report required by the Capital Markets Board shall be disclosed to the public through the Public Disclosure Platform and posted on the Company's website under the procedures and principles determined by the Capital Markets Board.

MEETING PRESIDENCY:

ARTICLE 30 - The Chairperson or Deputy Chairperson of the Board of Directors shall preside at the General Meetings of Shareholders. In the absence of both of them, the person to chair the General Meetings of Shareholders shall be elected by the Board of Directors.

The chairperson shall appoint a secretary and, if deemed necessary, a vote collector and constitute the presidium.

VOTING METHODS:

ARTICLE 31- Provided that it complies with the regulations of the Capital Markets Board, at the General Meetings of Shareholders, votes shall be cast openly and by raising hands **and/or by electronic participation**. However, if the shareholders holding **one tenth** of the **issued capital** so request, written or secret voting shall be mandatory.

Individuals holding the right to participate in general meetings of shareholders of the Company may participate in such meetings electronically under Article 1527 of the Turkish Commercial Code. The Company may install an electronic system for General Meetings of Shareholders which will allow right-holders to participate in such meetings, explain their opinions, make proposals, and vote electronically in compliance with the Regulation on General Meetings of Shareholders of Joint Stock Companies to be held Electronically, or may purchase services from systems created for this purpose. In all general meetings of shareholders, right-holders and their proxies will be allowed to exercise their rights outlined in said Regulation, using the system established under this provision of the articles of association.

SECTION V

ANNUAL ACCOUNTS

OPERATING PERIOD:

ARTICLE 32 - The **operating** period of the Company shall start on the first day of January and end on the last day of December.

DISTRIBUTION OF NET PROFIT:

ARTICLE 33 - The **net profit for the period**, which remains after deducting the Company's general expenses and the amounts required to be paid or set aside by the Company such as miscellaneous depreciation and the mandatory taxes to be paid by the Company's legal entity from the revenues determined at the end of the operating period of the Company and shown in the annual balance sheet, shall be distributed in the order described below after previous year losses (if any) are deducted:

General Legal Reserve Fund:

a) **5% general** legal reserve fund **shall be set aside until it reaches twenty percent of the issued capital under Article 519 of the Turkish Commercial Code.**

First **Dividend**:

b) from the remaining amount (the amount to be calculated by adding the amount of donations made within the year, if any), the first dividend shall be distributed in compliance with the **Turkish Commercial Code and the Capital Markets legislation.**

Second **Dividend**:

c) after deducting the amounts specified in subparagraphs (a), and (b) from the **net profit for the period**, the meeting of shareholders **will be authorized to distribute it partially or completely as a second dividend or set aside as a voluntary reserve fund under Article 521 of the TCC.**

General Legal Reserve Fund:

d) **Under the second paragraph of Article 519 of the Turkish Commercial Code, after deducting the 5% dividend** from the part decided to be distributed to shareholders and other persons participating in the profit, **one-tenth of the balance shall be added to the general legal reserve.**

Unless the reserves required to be set aside by law are set aside, and unless the dividends determined for the shareholders in the articles of association are distributed in cash and/or in the form of shares, no decision can be made to set aside other reserves or to transfer profit to the following year.

Dividends shall be distributed equally to all existing shares as of the date of distribution, regardless of the issue and acquisition dates of the shares.

The distribution method and time for the distributable profit shall be decided at the general meeting of shareholders upon the proposal of the board of directors on this matter.

The profit distribution decision made by the general meeting of shareholders under these Articles of Association shall not be revoked.

The Company may distribute advance dividends in compliance with the Turkish Commercial Code and Capital Markets Law.

TIMING OF THE DISTRIBUTION OF THE ANNUAL PROFIT:

ARTICLE 34 - The timing of the distribution of the profit decided to be distributed under Article **33** of these Articles of Association shall be decided by the General Meeting of Shareholders upon the proposal of the Board of Directors, under the Turkish Commercial Code and Capital Market Legislation. In any case, dividend distribution must be completed by the end of the 5th month following the accounting period. The date of distribution must not exceed the year in which that General Meeting of Shareholders is held.

SECTION VII

TERMINATION AND LIQUIDATION

TERMINATION:

ARTICLE 35 - The Company shall cease to exist for the reasons specified in the Turkish Commercial Code and other applicable legislation.

LIQUIDATION:

ARTICLE 36 - In case of termination or dissolution for any reason other than bankruptcy, the liquidation shall be carried out by the liquidators to be elected by the General Meeting of Shareholders. Liquidation procedures shall be performed in compliance with the Turkish Commercial Code, Capital Markets Legislation, and other applicable legislation.

SECTION VIII

MISCELLANEOUS

SETTLEMENT OF DISPUTES

ARTICLE 37 - In case of any disputes that may arise between the Company and the shareholders both during the operation of the Company and in its liquidation, the courts and execution offices where the head office of the Company

is located shall have jurisdiction. In case such disputes arise, the shareholders who apply to the court shall demonstrate that they have a residence in the area where the Company is located and where legal notices can be served.

GOVERNING LAWS:

ARTICLE 38 - The Turkish Commercial Code and Capital Market legislation shall apply to the matters not covered by these Articles of Association.

TEKNOSA İÇ VE DIŞ TİCARET ANONİM ŞİRKETİ

TRADE REGISTRY GAZETTES WHERE AMENDMENTS TO THE ARTICLES OF ASSOCIATION ARE ANNOUNCED

1. INCORPORATION	DATE: 09 MARCH 2000	No: 5000
2. CAPITAL INCREASE	DATE: 20 KASIM 2000	No: 5178
3. CAPITAL INCREASE	DATE: 16 JANUARY 2002	No: 5466
4. CAPITAL INCREASE	DATE: 19 DECEMBER 2007	No: 6961
5. CURRENT ARTICLES OF ASSOCIATION	DATE: 05 APRIL 2013	No: 8294
6. PURPOSE AND FIELD OF ACTIVITY	DATE: 06 APRIL 2016	No: 9048
7. ADDRESS AND TERM OF THE AUTHORIZED CAPITAL	DATE: 06 APRIL 2017	No: 9300
8. TERM OF THE AUTHORIZED CAPITAL BOARD OF DIRECTORS MEETINGS	DATE: 14 APRIL 2021	No: 10309
9. CAPITAL INCREASE	DATE: 21 JUNE 2021	No.:10353
10. TERM OF THE AUTHORIZED CAPITAL BOARD OF DIRECTORS MEETINGS	DATE: 13 APRIL 2026	No: 11562