

DÜNYA KATILIM BANKASI ANONİM ŞİRKETİ
ARTICLES OF ASSOCIATION



Dünya Katılım

FIRST PART

ESTABLISHMENT – FOUNDERS – TRADE NAME – PURPOSE AND SUBJECT – HEADQUARTERS – DURATION

Article 1 – ESTABLISHMENT

DÜNYA KATILIM BANKASI ANONİM ŞİRKETİ has been established by the founders whose names, surnames and addresses are written in the second article of this Articles of Association and all of whom are citizens of the Republic of Türkiye.

Article 2 – FOUNDERS

The founders of the company; it consists of 113 real and legal persons, all of whom are citizens of the Republic of Turkey. (Turkish Trade Registry Gazette dated 02.11.1984 and numbered 1128)

Article 3 – TRADE NAME

The name of the Company is DÜNYA KATILIM BANKASI ANONİM ŞİRKETİ. (hereinafter to be briefly referred to as "Bank")

Article 4 – PURPOSE AND SUBJECT

The purpose of the Bank is to carry out all kinds of transactions that participation banks can carry out within the framework of interest-free banking principles.

Within the framework of this purpose, the Bank carries out activities in the following subjects and in all other matters permitted by the Banking Law and other relevant legislation.

- a) Acceptance of participation funds,
- b) Cash and non-cash lending transactions of all kinds and forms,
- c) Collecting funds from home and abroad, opening accounts, borrowing, accepting advances,
- d) Entering into partnerships or profit and loss partnerships with banks, financial institutions and companies in Turkey and abroad, or in any other way cooperating or participating in such partnerships and establishing or obtaining funds for this purpose,
- e) Within the framework of the activities carried out; sale, barter, donation, exchange, construction, operation and similar transactions related to raw or finished materials, machinery, equipment, plant, aircraft, ships and all kinds of goods that may be subject to movable property and all kinds of goods that may be subject to land, property, land, building and immovable property at home or abroad, and related registration, declaration, annotation, cancellation, annulment, amendment, c01Tectlon and all other transactions,
- f) Transactions for the issuance of lease certificates, profit and loss Sharing certificates, participatory redeemed Shares, profit participation bonds, debt Instruments, other securities and capital market Instruments,
- g) All kinds of payment and collection transactions, including cash and deposit payment and fund transfer transactions, use of correspondent banking or checking accounts,
- h) Negotiation of checks and other bills of exchange,
- i) Custody services,

- j) Issuance of all kinds of payment Instruments such as credit cards, debit cards and carrying out activities related to them,
- k) Foreign exchange transactions, including foreign exchange; purchase and sale of money market Instruments; purchase and sale of precious metals and stones or taking them into custody.
- l) Trading and brokerage transactions of futures contracts, Option contracts, financial Instruments with Simple or complex structure including more than one derivative instrument, based on economic and financial indicators, capital market instruments, commodities, precious metals and foreign exchange,
- m) Purchase and sale of capital market instruments and repurchase or resale commitment transactions,
- n) Execution of trading of previously issued capital market instruments for the purpose of intermediation,
- o) Guarantee transactions, such as the undertaking of collateral, guarantees and other obligations in favor of others,
- p) Market making for trading transactions within the framework of obligations undertaken under a contract established with the Undersecretariat of Treasury and/or the Central Bank and associations of Institutions,
- r) Intermediation of money trading transactions in the Interbank market,
- s) Financial leases,
- t) Insurance agency and private pension brokerage services,
- u) Purchasing, leasing, selling, renting, managing, establishing all kinds of real or personal rights on all kinds of tangible and intangible movable and immovable properties and real estate properties and rights, ownership and privileges on these properties by any means.

Article 5 – HEADQUARTERS OF THE COMPANY

The headquarters of the company is in Istanbul.

Its address is Büyükdere Caddesi, Rumeli Han, No:40 Mecidiyeköy, Şişli/İstanbul.

The Bank may open and close branches, agencies, representative offices, permanent and mobile offices, liaison offices and correspondent offices at home and abroad, provided that the Bank complies with the principles to be determined by the Banking Regulation and Supervision Board (hereinafter referred to as the “Board”) and notifies the Banking Regulation and Supervision Agency (hereinafter referred to as the “Agency”).

Article 6 – DURATION

The legal existence of the bank is not limited to a period of time.

SECOND PART

CAPITAL – SHARE CERTIFICATES

Article 7 – CAPITAL

The capital of the bank is 6,000,000,000. -TL (Six Billion Turkish Liras) and is divided into 60,000,000,000 (Sixty Billion) registered shares, each with a nominal value of 10 KR (Ten

Kurus). 5,999,337,170. -TL (Five billion, nine hundred and ninety-nine million, three hundred and thirty-seven thousand one hundred and seventy Turkish Liras) of the capital has been paid in full and in cash.

The Board of Directors is authorized to deprive the defaulting shareholder, who has become delinquent due to outstanding debts, of his/her rights arising from the participation commitment and the partial payments he/she has made, to replace him with another partner, and to cancel any share certificates given to him. In cases where the committed capital is not paid by the shareholders in accordance with their obligations, the Board of Directors is authorized to act in accordance with the provisions of Articles 482 and 483 of the Turkish Commercial Code.

Article 8 – SHARE CERTIFICATES

Share certificates are registered.

THIRD PART

ORGANIZATION AND ORGANS

GENERAL ASSEMBLY – BOARD OF DIRECTORS – BOARD COMMITTEES

Section One

GENERAL ASSEMBLY

Article 9 – MEETINGS

General Assemblies are convened as ordinary or extraordinary. The ordinary meeting is held within three months from the end of each operating period. The General Assembly shall be called to an extraordinary meeting if necessary.

Article 10 – INVITATION PROCEDURE

As a rule, the call for the General Assembly meeting is made by the Board of Directors. The provisions of the Turkish Commercial Code shall apply to the calls to be made by the shareholders, minority, trustees and liquidators.

The call for the General Assembly meeting is announced in the Turkish Trade Registry Gazette.

This invitation shall be made at least two weeks prior to the meeting date, excluding the announcement and meeting days. Agenda is announced in the announcement. Holders of registered shares shall be notified of the meeting date, the agenda and the newspapers in which the announcement will be made or to be published, by registered mail.

Financial statements consolidated financial statements, annual report of the Board of Directors, audit reports and dividend distribution proposal of the Board of Directors shall be made available for the examination of the shareholders at the headquarters and branches of the Bank at least fifteen days prior to the General Assembly meeting.

Article 11 – MEETING PLACE

The General Assembly convenes at the Bank's headquarters or at another place in the province where the Bank's headquarters is located.

Article 12 – MEETING AND DECISION QUORUMS - POSTPONEMENT OF THE MEETING

Meeting and decision quorums are calculated in accordance with the Turkish Commercial Code. In case of postponement of the General Assembly meeting, the relevant provisions of the Turkish Commercial Code shall apply.

Article 13 – VOTING RIGHTS AND METHOD OF EXERCISE

Each share entitles to one vote.

The shareholder may attend the General Assembly meetings himself/herself or may send a person who is or is not a shareholder to the General Assembly as his/her representative. The provisions of the Turkish Commercial Code and other relevant legislation shall apply to the representation of the shareholder.

Attending the General Assembly Meeting via electronic means: Right holders who have the right to attend the Bank's General Assembly meetings may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the “Regulation on General Assemblies to be Held Electronically in Joint Stock Companies”, the Bank may allow the right holders to attend the general assembly meetings electronically, to express their opinions, make suggestions, and vote or may set up the electronic general assembly system or purchase services from systems established for this purpose. In all General Assembly meetings to be held, it is ensured that the right holders and their representatives can exercise their rights specified in the provisions of the aforementioned Regulation through the system established in accordance with this provision of the Articles of Association.

Article 14 – FUNCTIONING OF MEETINGS

The General Assembly meeting shall be chaired by the Chairman of the Board of Directors, or in his/her absence, by the Vice Chairman, or in his/her absence, by a person to be elected by the General Assembly from among the shareholders,

The principles and procedures regarding the functioning of the General Assembly shall be determined by an internal directive to be prepared by the Board of Directors, the internal directive shall enter into force upon approval by the General Assembly, and the internal directive shall be registered and announced.

Section Two

BOARD OF DIRECTORS

Article 15 – BOARD OF DIRECTORS AND ITS TERM OF OFFICE

The affairs and administration of the Bank shall be carried out by the Board of Directors to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and the Banking Law. The board of directors consists of at least 5 members, including the general manager.

The term of the members of the Board of Directors is maximum 3 years.

Article 16 – DISTRIBUTION OF DUTIES, MEETINGS AND RESOLUTIONS OF THE BOARD OF DIRECTORS

The distribution of duties of the members of the board of directors is determined by the board of directors, and the matters stipulated by the legislation are registered and announced.

Meetings of the Board of Directors are convened not less than once a month. However, if there is no item to be discussed on the agenda, the meeting may be postponed for one time only with the approval of the Chairman of the Board of Directors.

Meetings are held at the Bank's head office. Meetings may be held at home or at any other place abroad upon prior notice to all of its members.

Persons, who are entitled to attend the Bank's board of directors meeting, may also attend these meetings using electronic means in accordance with Article 1527 of the TCC. The Bank may install an Electronic Meeting System, to allow right-holders to attend meetings using electronic means and cast votes in accordance with the provisions of Communiqué on Attendance at Meetings of Commercial Companies by Electronic Means besides the Shareholders' Meetings of Joint-stock Companies. The Company may also acquire the services from outside providers offering systems established for this purpose. During the meetings to be held, it is ensured that the rights holders can use the rights specified in the relevant within the framework specified in the Provisions of the Communiqué through the system.

The authority to represent the Bank rests with the Board of Directors to be exercised with two signatures. The Board of Directors shall be entitled to delegate its representation powers to one or more managing directors or to third party managers. At least one member of the Board of Directors must be authorized to represent the Company. The Board of Directors may appoint members of the Board of Directors who are not authorized to represent the Bank or persons who are bound to the Bank by a service contract, other than the persons authorized to represent and bind the Bank, as having limited authority.

Article 17 – MANAGEMENT AND REPRESENTATION OF THE COMPANY

The Bank is managed, represented and bound by the board of directors in all matters that do not require a general assembly decision in accordance with this article of association and the relevant legislation. Those authorized to represent, and the form of representation are determined by the board of directors; The matters stipulated by the legislation are registered and announced.

The board of directors, in accordance with an internal directive to be issued in accordance with Article 367 of the Turkish Commercial Code, provided that it is not contrary to the Banking Law and relevant legislation, shall entrust the management to the executive director, one or more board members, managers or directors for the period, form and conditions determined in advance. is authorized to delegate it to committees. Unless the management authority is delegated, it belongs to all members of the Board of Directors.

The authority to represent the bank belongs to the Board of Directors, which can be used with double signature. The board of directors may delegate its representation authority to one or more executive members or to third parties as managers. At least one member of the Board of Directors must have representation authority.

The Board of Directors may appoint, with limited authority, members of the board of directors who are not authorized to represent or those who are bound to the bank by a service contract, other than those authorized to represent and bind the bank.

Article 18 – RIGHTS AND OBLIGATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS

Members of the Board of Directors may request information about all business and transactions of the Bank, ask questions and conduct investigations.

The amounts and payment periods of remuneration, attendance fees, bonuses and premiums that may be paid to the members of the Board of Directors shall be designated and determined by the General Assembly.

The members of the Board of Directors may not participate in the negotiations regarding the matters in which the Bank's interest conflicts with their personal interests outside the Bank or with the personal and non-Bank interests of one of their descendants or one of their spouses or one of their relatives by blood or by marriage up to and including the third degree.

Members of the Board of Directors may not enter into any transaction with the Bank on behalf of themselves or anyone else without obtaining permission from the General Assembly,

The members of the Board of Directors, their relatives listed in the third paragraph, and the private companies in which they and the aforementioned relatives are shareholders may not borrow money in cash or in kind from the Bank. For these persons, the Bank cannot give bail, guarantee, and pledge, cannot take responsibility, cannot take over their debts. Provisions of the Banking Law No. 5411 are reserved.

Without obtaining the pension of the General Assembly, the members of the Board of Directors may not engage in any commercial business that falls within the Bank's field of activity for themselves or on behalf of others, nor may they enter into a company engaged in the same type of commercial business as an unlimited partner with unlimited liability.

Section Three

BOARD OF DIRECTORS COMMITTEES

Article 19 – BOARD OF DIRECTORS COMMITTEES

In order for the Board of Directors to fulfill its duties and responsibilities effectively, a Credit Committee, Audit Committee, Corporate Governance Committee, Remuneration Committee and an Advisory Committee are established to ensure that the Bank's activities comply with interest free banking principles and standards.

Committees are established and operate in accordance with the principles and procedures set out in the Turkish Commercial Code, Banking Law, relevant regulations, communiqués and resolutions. The Board of Directors may establish boards and committees with or without executive duties directly reporting to it and may dissolve any of the boards and committees it establishes, provided that such dissolution is not contrary to the legislation.

FOURTH PART

FINANCIAL STATEMENTS, AUDIT AND FINANCIAL PROVISIONS

Article 20 – FINANCIAL STATEMENTS AND AUDITING

The Board of Directors prepares the Bank's financial statements, annexes and annual report for the previous accounting period as stipulated in Turkish Accounting Standards. The General Assembly elects an auditor, who meets the requirements set forth in the relevant legislation, to audit the Bank's financial statements, accounts, inventory and accounting, including the financial information contained in the annual report of the Board of Directors, in accordance with the

Turkish Auditing Standards in compliance with international auditing standards, for each operating period, The selected auditor is registered and announced in the Turkish Trade Registry Gazette and on the Bank's website.

Article 21 – ACCOUNT PERIOD

The Bank's accounting period is the calendar year.

Article 22 – DETERMINATION AND DISTRIBUTION OF PROFIT

Without prejudice to the Banking Legislation, the distribution of the profit is determined by a resolution of the General Assembly, provided that the relevant legal regulations are complied with, the reserves required to be appropriated and other amounts stipulated to be appropriated by law are duly appropriated and deducted.

The General Assembly may resolve to distribute the profit remaining after the appropriation of the required reserves and other amounts as dividends to the shareholders, members of the Board of Directors and employees of the Bank in accordance with Article 519 of the Turkish Commercial Code.

The Bank may distribute profit advances to shareholders in accordance with the Turkish Commercial Code and the communiqués issued by the Ministry of Trade.

FIFTH PART

MISCELLANEOUS PROVISIONS

Article 23 – ANNOUNCEMENTS

Announcements shall be made in the Turkish Trade Registry Gazette pursuant to Article 35 of the Turkish Commercial Code.

The mandatory provisions of the Turkish Commercial Code regarding the form and duration of the announcements are reserved.

Article 24 – LEGAL PROVISIONS

The provisions of the Banking Law, Capital Markets Law, Turkish Commercial Code and other relevant legislation shall apply to the matters not included in this Articles of Association.



DÜNYA KATILIM BANKASI AŞ

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