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TURKISH TRADE REGISTRY GAZETTE

JANUARY 31, 2024

ISSUE 1101

FROM T.R. ISTANBUL TRADE REGISTRY OFFICE

Announcement No: 19028
MERSIS No: 0850071279200001
Trade Registration/File Number: 427893-5

Trade Name
T.O.M. KATILIM BANKASI ANONİM ŞİRKETİ

Address: Burhaniye Mah. Nagehan Sk. B Blok No: 2B İç Kapı No: 1 Üsküdar / İstanbul

KNOW ALL PEOPLE BY THESE PRESENTS that it is hereby announced that the following subjects related to the company with the details mentioned above were registered on 26.1.2024 according to the documents in our directorate pursuant to the Turkish Code of Commerce.

Registered Subjects: Board of Directors/Authorized Persons, Election and Term of Office of Board Members, Purpose and Subject, Duration, Management and Representation of the Company, General Assembly, Announcement, Assessment and Distribution of Profit, Reserves, Legal Provisions, Accounting Period, Miscellaneous Articles Added, Capital

Supplementary Documents for Registration: Resolution of General Assembly dated 6.12.2023, which was certified by Beyoğlu 1st Notary Office on 12.12.2023 under document Nr. 13572 (Articles of Association have been registered except for Articles 1, 2, 4, and 10 of the Amended Articles of Association), Resolution of the Board of Directors dated 15.12.2023 and numbered 87, which was certified by Beyoğlu 1st Notary Office on 22.12.2023 under document Nr. 16070, Resolution of the Board of Directors dated 22.11.2023 and numbered 76, which was certified by Beyoğlu 1st Notary Office on 22.12.2023 under document Nr. 16008, Resolution of the Board of Directors dated 20.9.2023 and numbered 58, which was certified by Beyoğlu 1st Notary Office on 22.12.2023 under document Nr. 16006, Resolution of the Board of Directors dated 3.11.2023 and numbered 67, which was certified by Beyoğlu 1st Notary Office on 22.12.2023 under document Nr. 16007,

Board Of Directors / Authorized Persons

AHMET YAŞAR AYDIN, a citizen of the Republic of Türkiye holding the T.R. ID No: 557*****18 and residing at İstanbul/Üsküdar, has been elected as the Member of the Board of Directors until 6.12.2026.
CAN ERSÖZ, a citizen of the Republic of Türkiye holding the T.R. ID No: 182*****70 and residing at İstanbul/Çekmeköy, has been elected as the Member of the Board of Directors until 6.12.2026.
TOLGA AKAR, a citizen of the Republic of Türkiye holding the T.R. ID No: 171*****62 and residing in the United Kingdom of Great Britain and Northern Ireland, has been elected as the Member of Board of Directors until 6.12.2026.
ONUR ÖZKAN, a citizen of the Republic of Türkiye holding the T.R. ID No: 483*****74 and residing at İstanbul/Beşiktaş, has been elected as the Member of the Board of Directors until 6.12.2026.
AYDIN KAYA, a citizen of the Republic of Türkiye holding the T.R. ID No: 569*****86 and residing at Muğla/Datça, has been elected as the Member of the Board of Directors until 6.12.2026.
ERHAN BOSTAN, a citizen of the Republic of Türkiye holding the T.R. ID No: 239*****60 and residing at İstanbul/Kadıköy, has been elected as the Member of the Board of Directors until 6.12.2026.
CENGİZ DOĞRU, a citizen of the Republic of Türkiye holding the T.R. ID No: 176*****18 and residing at İstanbul/Eyüpsultan, has been elected as the Member of the Board of Directors until 6.12.2026.
SARP TÜZÜN, a citizen of the Republic of Türkiye holding the T.R. ID No: 312*****10 and residing at İstanbul/Sarıyer, has been elected as the Member of the Board of Directors until 6.12.2026.
ADNAN ABDUS SHAKOOR CHILWAN, a citizen of India holding ID No: z*****8 and residing in the United Arab Emirates, has been elected as the Member of the Board of Directors until 6.12.2026.
MOHAMED SAEED AHMED ABDULLA ALSHARIF, a citizen of the United Arab Emirates holding ID No: H*****1 and residing in the United Arab Emirates, has been elected as the Member of the Board of Directors until 6.12.2026.
AHMET YAŞAR AYDIN, a citizen of the Republic of Türkiye holding the T.R. ID No: 557*****18 and residing at İstanbul/Üsküdar, has been elected as the Chairman of the Board of Directors for 1 year.

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CAN ERSÖZ, a citizen of the Republic of Türkiye holding the T.R. ID No: 182*****70 and residing at İstanbul/Çekmeköy, has been elected as the Vice-Chairman of the Board of Directors for 1 year.

TOLGA AKAR, a citizen of the Republic of Türkiye holding the T.R. ID No: 171*****62 and residing in the United Kingdom of Great Britain and Northern Ireland, has been elected as the Vice-Chairman of the Board of Directors for 1 year.

Newly Appointed Representatives

AHMET YAŞAR AYDIN, a citizen of the Republic of Türkiye holding the T.R. ID No: 557*****18 and residing at İstanbul/Üsküdar, has been elected as the Representative (Chairman of the Board of Directors - First Degree Signatory) authorized to Represent the Bank until 6.12.2026.

Type of Authorization: He is Authorized to Represent the Bank jointly with any one of: (CAN ERSÖZ, TOLGA AKAR, ONUR ÖZKAN, ERHAN BOSTAN).

CAN ERSÖZ, a citizen of the Republic of Türkiye holding the T.R. ID No: 182*****70 and residing at İstanbul/Çekmeköy, has been elected as the Representative (Vice-Chairman of the Board of Directors - First Degree Signatory) authorized to Represent the Bank until 6.12.2026.

Type of Authorization: He is authorized to represent the Bank jointly with (AHMET YAŞAR AYDIN).

TOLGA AKAR, a citizen of the Republic of Türkiye holding the T.R. ID No: 171*****62 and residing in the United Kingdom of Great Britain and Northern Ireland, has been elected as the Representative (Vice-Chairman of the Board of Directors - First Degree Signatory) authorized to Represent the Bank until 6.12.2026.

Type of Authorization: He is authorized to represent the Bank jointly with (AHMET YAŞAR AYDIN).

ONUR ÖZKAN, a citizen of the Republic of Türkiye holding the T.R. ID No: 483*****74 and residing at İstanbul/Beşiktaş, has been elected as the Representative (Member of the Board of Directors - First Degree Signatory) authorized to Represent the Bank until 6.12.2026.

Type of Authorization: He is authorized to represent the Bank jointly with (AHMET YAŞAR AYDIN).

ERHAN BOSTAN, a citizen of the Republic of Türkiye holding the T.R. ID No: 239*****60 and residing at İstanbul/Kadıköy, has been elected as the Representative (Member of the Board of Directors - First Degree Signatory) authorized to Represent the Bank until 6.12.2026.

Type of Authorization: He is authorized to represent the Bank jointly with (AHMET YAŞAR AYDIN).

CENGİZ DOĞRU, a citizen of the Republic of Türkiye holding the T.R. ID No: 176*****18 and residing at İstanbul/Eyüpsultan, has been elected as the Representative (Member of the Board of Directors - Second Degree Signatory) authorized to Represent the Bank until 6.12.2026.

Type of Authorization: Representative with Limited Power (the person is authorized as specified in the Internal Directive) TTRG Date and Issue of the Internal Directive: 9.1.2023-10743

SARP TÜZÜN, a citizen of the Republic of Türkiye holding the T.R. ID No: 312*****10 and residing at İstanbul/Sarıyer, has been elected as the Representative (Member of the Board of Directors - Second Degree Signatory) authorized to Represent the Bank until 6.12.2026.

Type of Authorization: Representative with Limited Power (the person is authorized as specified in the Internal Directive)

TTRG Date and Issue of the Internal Directive: 9.1.2023-10743

AYDIN KAYA, a citizen of the Republic of Türkiye holding the T.R. ID No: 569*****86 and residing at Muğla/Datça, has been elected as the Representative (Member of the Board of Directors - Fourth Degree Signatory) authorized to Represent the Bank until 6.12.2026.

Type of Authorization: Representative with Limited Power (the person is authorized as specified in the Internal Directive)

TTRG Date and Issue of the Internal Directive: 9.1.2023-10743

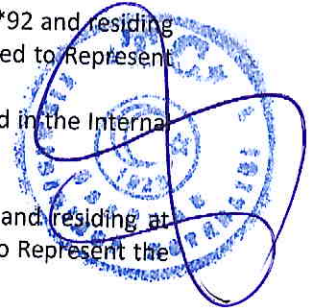
AVNİ GÖKTÜRK BAYRAM, a citizen of the Republic of Türkiye holding the T.R. ID No: 353*****92 and residing at İstanbul/Esenyurt, has been elected as the Representative (Fifth Degree Signatory) authorized to Represent the Bank unless otherwise resolved.

Type of Authorization: Representative with Limited Power (the person is authorized as specified in the Internal Directive)

TTRG Date and Issue of the Internal Directive: 9.1.2023-10743

OZAN GÜNDİNÇ, a citizen of the Republic of Türkiye holding the T.R. ID No: 600*****78 and residing at Mersin/Yenişehir, has been elected as the Representative (Sixth Degree Signatory) authorized to Represent the Bank unless otherwise resolved.

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Type of Authorization: Representative with Limited Power (the person is authorized as specified in the Internal Directive) № 13307

TTRG Date and Issue of the Internal Directive: 9.1.2023-10743

BİROL ÖRER, a citizen of the Republic of Türkiye holding the T.R. ID No: 298*****86 and residing at Istanbul/Maltepe, has been elected as the Representative (Fifth Degree Signatory) authorized to Represent the Bank unless otherwise resolved.

Type of Authorization: Representative with Limited Power (the person is authorized as specified in the Internal Directive)

TTRG Date and Issue of the Internal Directive: 9.1.2023-10743

Change in Task Distribution

ÖZGÜR BİLGİLİ, a citizen of the Republic of Türkiye holding the T.R. ID No: 310*****58 and residing at Istanbul/Gaziosmanpaşa, who previously held the position of Authorized Representative (Financial Affairs, Treasury and Legal Assistant General Manager - Fourth Degree Signatory) has ceased to hold this position.

DİLŞAD SEVER, a citizen of the Republic of Türkiye holding the T.R. ID No: 154*****56 and residing at Istanbul/Kadıköy, who previously held the position of Authorized Representative (Legal Manager - Fifth Degree Signatory) has ceased to hold this position.

Election and Term of Office of Board Members

Article 14- The Bank is managed and administered by the Board of Directors comprising a minimum of five (5) and a maximum of thirteen (13) members, meeting the eligibility criteria for Board membership as stipulated by Law No. 5411, relevant legislation, and the Turkish Code of Commerce.

As long as the Minority Shareholder's stake remains above 10% of the Bank's capital, they have the right to nominate members to the Board of Directors in proportion to their shareholding. However, the number of Board members nominated by the Minority Shareholder shall not fall below 2 (two) under any circumstances. All other members of the Bank's Board of Directors are nominated by the Controlling Shareholder. If the Minority Shareholder's share falls below 10% of the Bank's capital, the General Assembly will freely elect the Bank's Board of Directors, and the Minority Shareholder will lose their right to nominate candidates.

In case a Board member nominated by either the Minority Shareholder or the Controlling Shareholder ceases membership for any reason, the same shareholder who previously nominated the member shall nominate a replacement for the vacant position. The Chairman of the Board of Directors shall be elected annually from among the members of the Board of Directors by a majority of the number of members. The term of the Board of Directors is 1-3 years. They will continue their duties until their replacements are elected by the Board of Directors. Board members may be re-elected at the end of their term.

New Version of the Articles with Changed Content

Purpose And Subject

Article 3- The Bank was established as a digital bank under the Banking Law, the "Regulation on Service Model Banking and Operational Principles of Digital Banks," and applicable legislation, and will operate as a participation bank. Its goal is to encourage savings in accordance with the regulations set forth by the Banking Regulation and Supervision Agency and applicable legislation, allocate these savings to areas required by the economy, and conduct all activities that participation banks can perform within Digital Bank exclusively through digital channels. In order to fulfill these objectives, the Bank may engage in the following activities, provided it adheres to the provisions of the relevant legislation governing participation banks (and interest-free banking), including laws, regulations, and directives ("Applicable Legislation"). Moreover, the Bank shall operate in accordance with the decisions and standards set by the Advisory Board of the Participation Banks Association of Türkiye ("Advisory Board") and the Bank's Advisory Committee ("AC"), as outlined in the Communiqué on Compliance with the Principles and Standards of Interest-Free Banking ("Interest-Free Banking Communiqué"), subject to amendments and changes from time to time.

1. It may conduct commercial, investment, individual, and any type of banking transactions pursuant to the Banking Law, the Regulation on Service Model Banking and Operational Principles of Digital Banks, the laws, regulations, and directives applicable to participation banks (and interest-free banking), and other applicable legislation,
2. It may carry out any banking transactions with the Republic of Türkiye, Central Bank, and domestic and foreign banks,
3. It may offer custodian services,
4. It may offer banking services through its own ATM networks or other ATM networks.

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5. In line with the developments in technology and banking at home and abroad, it may provide modern banking services to its customers through information processing technologies such as Call Centers, Telephone Banking, Electronic Banking, Electronic Commerce, internet, WEB-TV, etc.
6. It may carry out foreign trade and foreign exchange transactions, establish positions, obtain and provide foreign financing, and establish any correspondence, representation, and intermediary relations with foreign banks,
7. It may accept any participation funds in foreign currency and/or Turkish Lira,
8. It may provide short-, medium-, long-term, cash and/or non-cash financing and commodity financing to domestic and foreign banks and institutions or to individuals. In this context, the bank may carry out Cash Against Goods, Cash Against Documents transactions and provide any non-cash financing and other guarantees, including but not limited to letters of credit, acceptance, and endorsement financing, and it may act as a surety,
9. It may finance any industry at home and abroad with national and international banking methods pursuant to the Banking Law dated 19/10/2005 and numbered 5411 and the applicable legislation (including principles on participation banks and interest-free banking), and act as an intermediary in the financing of any development, investment, build-operate-transfer projects, participate, support, and lease the same,
10. It may act as an intermediary in import and export transactions,
11. It may participate in domestic or foreign companies and institutions, banks, financial institutions, and any investment partnerships as a founder or by purchasing their shares, undertake their management and supervision pursuant to the provisions of the Banking Law and the Turkish Code of Commerce and applicable legislation, it may establish companies, engage in joint ventures, participate in existing ones and transfer and waive from its participation.
12. It may establish and manage securities investment funds at home or abroad; act as investment and financial advisor and act as an intermediary in the purchase, sale, merger, or demerger of companies,
13. It may carry out any capital market and stock exchange transactions in the country and abroad within the framework of all domestic and foreign legislation; it may buy and sell domestic or foreign-issued securities on behalf of domestic or foreign individual and/or corporate investors, accept them as collateral or act as an intermediary in these transactions,
14. It may carry out any factoring transactions pursuant to the legislation in force at home and abroad; it may provide financing to these transactions and consultancy services on related financial matters,
15. It may obtain short-, medium- and long-term financing from domestic and foreign banks and financial institutions, carry out advance, rediscount, and subsidiary financing services with the Central Bank of the Republic of Türkiye, and supply chain and trade finance transactions and services in Türkiye and abroad,
16. It may carry out transactions on printed and bullion gold as stipulated by the current legislation. The Bank may carry out domestic and international purchases, sales, and financing transactions related to the gold exchange and open gold accounts for its customers. In addition, it can trade any derivative products within this scope on behalf of itself and its customers,
17. It may buy and sell any money, precious metals, and commodities in the world markets, as stipulated by the applicable legislation, and mediate these transactions. It may also, on behalf of itself and its clients, offer and enter into any derivative products within this scope pursuant to Applicable Legislation,
18. It may carry out any transactions and services related to credit cards, travelers' checks, and other means of transportation and payment pursuant to the relevant and Applicable Legislation,
19. It may hold foreign exchange position when necessary, carry out arbitrage, repo, swap transactions, and use the resources in the best way,
20. It may acquire and dispose of domestic, foreign, and international brands, service marks, titles, and other intangible rights related to its field of activity pursuant to the relevant and applicable regulations.
21. It may acquire immovable property at home and abroad, transfer and assign the same, establish mortgage on them, and limit them with other real rights, lease them partially or completely, and impose any personal or real rights and obligations on them in order to realize its purposes subject to the limits and conditions determined by the Banking Law. It may acquire movable and immovable properties at home and abroad for the purpose of collecting its receivables and carry out transactions that create real and/or personal rights or obligations on them pursuant to the provisions of the Banking Law. The Bank may accept movable and immovable property pledges, commercial pledges, and other transactions for the purpose of collateral in its favor at home and abroad. It may rent real estate,
22. In order to fulfill its objectives, the Bank may engage in all kinds of legal activities both in Türkiye and abroad pursuant to the Applicable Legislation to which participation banks are subject,

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23. It may undertake to sell publicly offered shares and bonds of joint stock companies, establish, operate, and manage any mutual funds, perform transactions related to the same as an intermediary institution, purchase and sell any capital market instrument, and it may perform other works and transactions by using these powers and duties in accordance with the Capital Market Law and the provisions of the applicable legislation,
24. It may carry out any kind of participation-based insurance activities in Türkiye and abroad and may act as an intermediary in any participation-based insurance transaction,
25. It may purchase money market and capital instruments, both spot and forward, issue profit and loss partnership certificates, participation certificates, profit participation certificates or instruments, other securities, and capital market instruments, sell them domestically and internationally, make savings on them, and offer banking services related to these instruments in accordance with the relevant legislation and the principles of interest-free banking,
26. It may issue securities and capital market instruments (the Bank may take over all kinds of assets and rights in order to issue lease certificates and may lease the assets and rights it takes over, and acting as the authorized representative of the lease certificate holders or as a reliable party, it may receive movable or immovable pledges (mortgages) and other in-kind securities as collateral, take over receivables that have arisen and will arise, take guarantees given by third parties, and carry out any and all legal transactions required for this purpose in order to secure any current or future rights and receivables or to mitigate risks associated with such rights and receivables, for the benefit of the lease certificate holders or the Bank itself, in accordance with applicable legislation and regulations),
27. It may make transactions on documents representing commodities, real estate, and rights on the same pursuant to the applicable legislation, provide funds through joint investments, partnerships, or similar methods,
28. It may buy and sell any rental certificate and take any legal action on the same pursuant to the applicable legislation,
29. It may engage in other activities to be determined by the Banking Regulation and Supervision Agency. The Bank may engage in any Participation Banking activity. The Bank is authorized to make necessary infrastructure investments alone or jointly with other organizations to fulfill its objectives and can rent the required infrastructure from another organization. In addition, it may perform the aforementioned services through companies in which it participates and enter into assignment agreements with newly established or existing companies for this purpose. The Bank complies with the prohibitions and restrictions stipulated in the applicable legislation on banks regarding participation, commodity trade, and real estate trade during all of its business activities. The Bank receives regulatory advice and necessary guidance from the AC pursuant to the Applicable Legislation on all matters related to the compliance of the products and services and any of the above-mentioned issues with the principles and standards of participation banks and interest-free banking within the scope of the Applicable Legislation.

Term

Article 5- The term of the company is indefinite from the incorporation date. The term may be extended or shortened by amending the Articles of Association.

Administration and Representation of the Company

Article 17- The Board of Directors is responsible for the management and representation of the Bank. In order for any issued document and conducted agreement to be effective; these must bear the signature, which is affixed below the title of the Bank, of the person who is authorized to represent the Bank. The members of the Board of Directors elect a chairman and, in the absence of the chairman, a vice chairman to act as his/her deputy. The Vice-Chairman of the Board of Directors is also authorized, according to the powers granted to the chairman of the Board of Directors by the Turkish Code of Commerce, to invite members to meetings and respond to their requests for information. The Bank is represented and bound by two joint signatures, except for the matters where it is expressly stipulated that the Bank will be represented with a sole signature in the Board of Directors' Resolution regarding the representation and binding of the Bank. Without prejudice to the provisions of the Banking Law No. 5411 and the applicable legislation, the Board of Directors is empowered to delegate the management of the company, either partially or entirely, to one or more executive directors regardless of whether they are members of the Board, by preparing an internal directive in accordance with

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Articles 367 and 371 of the Turkish Code of Commerce. With the internal directive to be prepared, the Board of Directors determines the powers and responsibilities of the executive directors. The Board may transfer any powers and responsibilities granted to the Board of Directors to relevant persons, subject to the conditions, provisions, and restrictions to be determined by the Board. The Board may also change, amend, or withdraw all or part of these powers as deemed necessary. However, at least one member of the Board of Directors must have authority for representation in this case. Provisions of Article 375 of the Turkish Code of Commerce are reserved. Within the framework of article 370 of the Turkish Code of Commerce, the Board of Directors may delegate the power of representation to one or more persons who are members of the Board of Directors or who are not necessarily shareholders or members of the Board of Directors. However, at least one member of the Board of Directors must have authority for representation in this case. The Board of Directors is authorized to distribute the management and representation duties in the aforementioned manner. The Board of Directors may form advisory, coordination, audit, and similar committees or sub-committees consisting of its own members and/or non-members on matters that it deems appropriate. The meeting organization, working, and reporting principles of the chairman and members of the committees are determined, regulated, and changed by the Board of Directors. The Board of Directors is authorized to take all decisions, except for the matters that require General Assembly resolution as per the law and in this Articles of Association. The provisions of the Banking Law No. 5411 and its sub-regulations are reserved in the implementation of the provisions of this article. The personnel specified as the highest level manager responsible for information systems will be appointed at least at the level of assistant general manager, and at least one of the board members of the bank will have at least 10 years of professional experience in the field of information systems management.

General Assembly

Article 8-

The General Assembly is the decision body convened in cases expressly stipulated in the Law and the Articles of Association. General Assemblies convened pursuant to the Turkish Code of Commerce and the provisions of the Articles of Association represent all shareholders. The decisions made during General Assemblies held in this manner are binding for all shareholders, including those who dissent or are absent. The General Assembly may convene ordinarily or extraordinarily. The Bank will hold an ordinary General Assembly meeting in the form of an annual general meeting in accordance with the Turkish Code of Commerce. Ordinary General Assembly meeting is held three months from the end of the previous accounting period each year; and Extraordinary General Assembly meetings are held when it is required by the business of the Bank. The matters specified in Article 413 of the Turkish Code of Commerce are discussed and resolved in such meeting. The provisions of the internal directive on the working principles and procedures of the Bank's general assembly are applied to the working principles and procedures of the general assembly. At the Bank's General Assembly meetings, the issues in Article 409 of the Turkish Code of Commerce are discussed, and necessary decisions are made accordingly. In order to make amendments to the Articles of Association of a bank, the approval of the Agency must be obtained. Any changes that the Agency deems inappropriate cannot be approved in the general assembly. Additionally, changes made to the Articles of Association without the Agency's approval cannot be registered with the Trade Registry. Annual financial reports to be submitted by the Bank to the General Assembly must be approved by independent audit firms. All announcements regarding the General Assembly shall be published on the Bank's website and in the Turkish Trade Registry Gazette. The Bank announces any other legally mandatory matters in accordance with the applicable provisions of the Turkish Code of Commerce, regulations, communiqués, and other legislation enacted under this law. In both ordinary and extraordinary General Assembly meetings, it is obligatory for a Representative of the Ministry of Commerce to be present and to sign the meeting minutes together with the relevant persons. Decisions to be taken at the General Assembly meetings to be held in the absence of the representative and the General Assembly meeting minutes that do not bear the signature of the representative shall not be valid. Provisions of the Turkish Code of Commerce and relevant legislation shall apply to the participation of representatives appointed by the Ministry of Commerce in ordinary and extraordinary General Assembly meetings.

Announcement

Article 34-

The Bank's announcements, including the announcements regarding the call for the General Assembly meeting, are published in the Turkish Trade Registry Gazette. However, pursuant to Article 414 of the Turkish Code of Commerce, announcements regarding the call for General Assembly meetings shall be published at least two weeks prior to the meeting, excluding the publishing and meeting days.

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Assessment and Distribution of the Profit

Article 32-

The Bank's net profit for the period is the amount remaining after deducting all kinds of expenses from the incomes determined at the end of the activity period. Profit distribution is made as follows unless otherwise ordered by the regulatory supervisory authorities. a) 5% of the net profit for the period is allocated as general legal reserves until it reaches 20% of the paid-in capital. b) 5% of the remaining amount is distributed to the shareholders as dividends. The General Assembly is entitled to decide whether the remaining amount will not be distributed but will be allocated to reserves after deducting the amounts in subparagraphs (a) and (b) from the net profit for the period or be distributed partially or completely. The General Assembly may decide to distribute advance dividends to the shareholders within the framework of the relevant legislation. Provisions of the applicable legislation are complied with the calculation and distribution of the advance dividend amount. To the extent permitted by the Banking legislation and other applicable legislation, the General Assembly may decide to distribute all or any part of the profit for any fiscal year in proportion to the shareholders' shareholding. The provisions of the Banking Law No. 5411 and its sub-regulations are reserved in the implementation of the provisions of this article.

Contingency Reserve

Article 33-

Every year, five percent of the annual profit must be allocated as general legal reserves until it reaches twenty percent of the issued capital. In case the Bank acquires its own shares duly pursuant to the legislation, it allocates reserves for its own shares in an amount that meets the acquisition value. The provisions of articles 519 to 520 of the Turkish Code of Commerce shall apply for the allocation of contingency reserve. These reserves can be dissolved in an amount that meets their acquisition value if the aforementioned shares are transferred or destroyed. The provisions of the Banking Law No. 5411 and its sub-regulations are reserved in the implementation of the provisions of this article.

Legal Provisions

Article 36-

The provisions of the Turkish Code of Commerce and the Banking Law No. 5411 shall apply to the matters that are not written in this Articles of Association.

Accounting Period

Article 31-

The accounting year of the Bank commences on the first day of January and ends on the thirty-first day of December. However, the Bank's first accounting year commences from the day of incorporation and ends on the thirty-first day of December of the same year.

Miscellaneous Articles Added

Transfer of Shares

Article 7-

All the shares are registered and are issued pursuant to the Turkish Code of Commerce, Banking Law, and applicable legislation.

A person's acquisition of shares representing ten percent or more of its capital through direct or indirect shareholding in the Bank or a share acquisition resulting in a shareholder's direct or indirect share exceeding ten, twenty, thirty-three, or fifty percent of the capital, and any share transfers that result in the share of the partner falling below these ratios are subject to the permission of the Banking Regulation and Supervision Agency ("Agency").

The establishment, transfer, or issuance of new privileged shares that confer the right to designate the members of the Board of Directors or Audit Committee require the Agency's permission, regardless of the proportional limits. To obtain permission, the transferee must deposit one percent of the nominal value of the transferred bank shares to the Fund.

The share register does not record transactions that result in the number of shareholders dropping below five, as well as share transfers executed without prior approval. Any registrations in the share register that contravene this provision are deemed invalid. This provision also applies to obtaining voting rights and creating a usufruct right over the shares.

Shareholders with qualified shares must possess the qualifications required for founders. If they no longer meet these qualifications, they cannot benefit from partnership rights other than dividends. In this case, any other partnership rights will be exercised by the Fund upon notification from the Agency. These shareholders will not be able to exercise their pre-emption rights until their direct and indirect shares in the capital fall below ten percent. The transfer of shares of legal entities that hold ten percent or more of the Bank's capital, directly or indirectly, in accordance with the principles specified in the first paragraph, is subject to the Agency's permission, provided that the transferee partner meets the qualifications required for founders.

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Share transfers that require the approval of the Agency in accordance with the Banking Law shall be deemed effective and completed if duly approved by the Bank. Any shares transferred without the necessary approval shall not be registered in the Bank's share register.

The transfer of shares and the exercise of the rights arising from the shares are subject to the provisions of the Turkish Code of Commerce, Banking Law, and applicable legislation.

The Bank may reject the request for approval of share transfer by asserting an important reason stipulated in the Articles of Association. In particular, the transfer of shares in violation of Article 20 ("Pre-emption Right") and Article 21 ("Tag-along Right") of the Articles of Association shall be deemed to be a material reason for rejection. In addition, share transfers that are contrary to the agreements to which the Bank is a party, the subject matter of the Bank's business, or other circumstances that would justify the refusal of approval in terms of the economic independence of the business and the preservation of the shareholders' circle shall constitute material reasons for the refusal of share transfer within the scope of Article 493 of the Turkish Code of Commerce.

Participation in the General Assembly Meeting

Article 9-

All the Bank's shareholders or their representatives on the list of participating shareholders participate in the General Assembly meeting.

Shareholders who are entitled to participate in the General Assembly Meeting of the Bank may participate in those meetings via electronic means pursuant to article 1527 of the Turkish Code of Commerce as well. As per the provisions of "Regulation for Joint Stock Companies' General Assembly Meetings Conducted Electronically," the Bank might establish an Electronic Meeting System, which enables the members to participate in these meetings, express their opinions, make recommendations, and cast votes on electronic media, and might also purchase services from the systems created for this purpose. In all the General Assembly meetings to be held, it is ensured that the right holders and their proxies may exercise their rights under the applicable legislation as specified in the provisions of the Regulation through the system established or purchased support system pursuant to this clause of the Articles of Association. Pursuant to Article 407/2 of the Turkish Code of Commerce, the Executive Directors and at least one member of the Board of Directors must be present at the General Assembly meeting. Pursuant to Article 370/2 of the Turkish Code of Commerce, the executive member of the Board of Directors is appointed by the Board to represent the Bank before third parties and is exclusively authorized to sign on behalf of the Bank. Pursuant to Article 407/3 of the Turkish Code of Commerce, the representative of the Ministry of Commerce of the Republic of Türkiye is also present at the general assembly meetings.

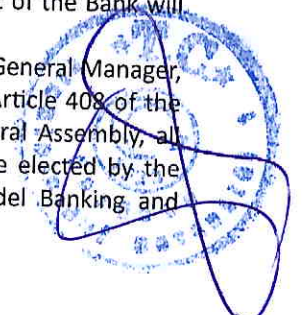
Board of Directors

Article 13-

The Bank is managed and represented by the Board of Directors. The Board of Directors will fulfill its duties in accordance with the laws and regulations valid in Türkiye and this Articles of Association. Subject to Article 367 of the Turkish Code of Commerce, and in accordance with the relevant laws and regulations in Türkiye and the Bank's Articles of Association, except for the powers exclusively vested in the General Assembly, the Board of Directors may delegate the management partially or completely to one or more members of the Board of Directors or to third parties in accordance with an internal directive to be issued. This delegation of management is without prejudice to the relevant provisions of the Turkish Code of Commerce and the Banking Law No. 5411 and its sub-regulations. The Board of Directors delegates the daily management of the Bank to the General Manager and the Management Committee pursuant to the provisions of this Articles of Association. However, to the extent that it cannot be delegated in practice, the management of the Bank will be exercised by the Board of Directors.

The General Manager is the natural member of the Board of Directors. In the absence of the General Manager, the Assistant General Manager is a natural member of the Board of Directors. Pursuant to Article 408 of the Turkish Code of Commerce, without prejudice to the non-transferable powers of the General Assembly, all business and administration of the Bank shall be managed by the Board of Directors to be elected by the General Assembly subject to the Turkish Code of Commerce, Regulation on Service Model Banking and Operational Principles of Digital Banks, and this Articles of Association.

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Members of the Board of Directors must be elected from among those who meet the conditions set forth in Article 8 of Law No. 5411.

In cases where the membership of the Board of Directors becomes vacant for any reason, subject to Article 363 of the Turkish Code of Commerce, the Board of Directors temporarily elects a person who meets the legal requirements and submits it to the approval of the next General Assembly to convene. The member appointed in this manner, when approved by the first General Assembly to convene, completes the term of office of the member to which he is appointed. The term of office of the member selected in this manner is equal to the term of office of the other members.

Resolutions of the Board of Directors and Resolution Quorums in the Meetings of the Board Of Directors

Article 15-

Board of Directors meetings are held as often as required by the Bank's business activities. Meetings of the Board of Directors shall be duly convened by the Chairman of the Board of Directors upon invitation of the members of the Board of Directors, which shall include an agenda setting out in reasonable detail the matters to be discussed at the meeting and copies of relevant documents to be discussed at the meeting, and in any event not less than four times a year. Any member of the Board of Directors may request the Chairman of the Board of Directors in writing to call the Board of Directors for a meeting. Without prejudice to the provisions of the Banking and applicable legislation and the decisions to be taken pursuant to Article 390/4 of the Turkish Code of Commerce, unless a Board Member nominated by at least one Minority Shareholder and a Board Member not nominated by a Minority Shareholder consents to a meeting being convened sooner, a meeting invitation for the Board meetings shall be issued at least fifteen business days prior to the date of the meeting. However, the provisions of banking and applicable legislation and the Bank's Emergency Board of Directors Meetings (a meeting invitation must be made at least 48 hours in advance) are reserved. Emergency Board Meeting means a meeting of the Board of Directors convened to discuss business which, if not dealt with urgently, is likely to have a material adverse effect on the interests or operations of the Bank ("Emergency Board Meeting"). The meetings of the Board of Directors are held either at the head office of the Bank or at any other location deemed appropriate by the Board of Directors.

In the meetings, the members of the Board of Directors cannot vote on behalf of each other, and they cannot attend the meetings by proxy. Minutes showing the discussions that took place at the meeting and the names of the participating members are written in the Board of Directors resolution book and signed by the members attending the meeting.

Each member of the Board of Directors may add an item to the agenda by notifying the other members of the Board of Directors at least three business days in advance of the meeting date.

Unless any member of the Board of Directors requests a meeting pursuant to Article 390/4 of the Turkish Commercial Code, the resolutions of the Board of Directors may also be taken by obtaining the written approval of at least the majority of the total number of members, except for Important Board Resolutions, upon the written proposal of a member of the Board of Directors in the form of a resolution on a specific subject.

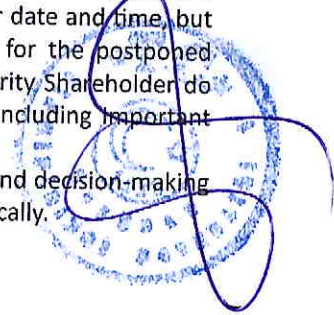
The Board of Directors convenes with the majority of the members present at the meeting and takes its resolutions with the majority of the members present at the meeting, except for the important resolutions of the Board of Directors ("Important Board Resolutions") set out below.

Important Board Resolutions may be taken by the majority of the Board of Directors members, provided that at least one (1) member of the Board of Directors nominated by the Minority Shareholder casts an affirmative vote unless the Minority Shareholder's shareholding falls below 10% of the Company's capital. However, if the Minority Shareholder's shareholding falls below 10% of the Company's share capital, Important Board Resolutions may be taken by an absolute majority of the members of the Board of Directors, regardless of whether the members of the Board of Directors nominated by the Minority Shareholder attend the meeting or cast an affirmative vote.

If at any meeting of the Board of Directors a quorum is not present within forty-five minutes or if a quorum is lost during the meeting, the meeting of the Board of Directors shall be adjourned to a later date and time, but not earlier than five business days. The same meeting and decision quorum are valid for the postponed meeting. Provided that, if the members of the Board of Directors nominated by the Minority Shareholder do not attend the duly invited and postponed meeting, all Board of Directors' resolutions, including Important Board Resolutions, may be adopted by a majority of the members.

Each Member of the Board of Directors has one (1) vote. The rules regarding the meeting and decision-making quorums of the Board of Directors are also applied if the Board of Directors is held electronically.

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The resolutions regarding the following matters are considered as Important Board Resolutions:

- a. Amending the Bank's Articles of Association in a manner that would adversely affect the rights or privileges provided to the Minority Shareholders or re-adopting the Bank's Articles of Association in a manner that would lead to this;
- b. Initiation, settlement, or compromise of any legal, regulatory, or arbitration proceedings, the value of which exceeds 20% of the Bank's consolidated total assets;
- c. Any corporate financing by the Bank in any form other than (i) Sukuk (Islamic bonds and Certificates), (ii) Murabaha, (iii) bank financing, (iv) syndicated financing, (v) term financing, or (vi) deposits, in each case in excess of 250,000,000.00 USD;
- d. Entering into a new line of business that cannot be carried out with the licenses granted to the Bank and that is not customary for a company operating in the same field of activity as the Bank;
- e. Loss, significant modification, or application for the cancellation of any material permit or license held by the Bank that could materially and adversely affect the Bank's operations;
- f. Acquiring any shares or other interest in, or making any investment in, any company or business outside the group companies where the proposed purchase price or investment cost is more than 20% of the Bank's consolidated total assets;
- g. Disposal of any asset of the Bank with a value exceeding 20% of the Bank's consolidated total assets;
- h. Resolutions regarding the preparation and/or acceptance of any proposal for a merger or spin-off of the Bank in which the rights of the Minority Shareholders would be adversely affected;
- i. Resolutions to transfer and/or sell any material intellectual property rights or licenses for less than fair market value;
- j. Without prejudice to the provisions of the applicable legislation, resolutions regarding the filing of applications for the Bank's bankruptcy, declaration of composition, declaration of insolvency or similar proceedings, or the appointment of a trustee or administrator over the Bank's assets or management;
- k. Giving any guarantee, assurance, or other collateral that is material to the Bank, other than in the ordinary course of business;
- l. Other matters that are expressly agreed in writing by the shareholders to be Important Board Resolutions;
- m. Entering into any agreement or arrangement to do any of these things;
- n. Entering into any agreement or arrangement to do any of the matters specified as an Important Board Resolution.

However, resolutions to be taken in compliance with any legislative provision or upon the decision, instruction, or request of a competent authority, whether or not they are Important Board Resolutions, may be taken by a majority of the total number of members of the Board of Directors, regardless of whether the members of the Board of Directors nominated by the Minority Shareholder attend the meeting or cast an affirmative vote. The provisions of the Banking Law No. 5411 and its sub-regulations are reserved in the implementation of the provisions of this article.

Virtual Participation in the General Assembly Meeting

Article 16-

Those who have the right to attend the meeting of the Bank's Board of Directors may also attend these meetings by electronic means pursuant to Article 1527 of the Turkish Code of Commerce. The Bank may establish an Electronic Meeting System that will allow right holders to attend and vote in these meetings in an electronic environment pursuant to the provisions of the "Communiqué on Board Meetings to be Held in Electronic Environment in Commercial Companies Other Than General Assembly Meetings of Joint Stock Companies," or receive such services from systems established for this purpose. In the meetings to be held, it is ensured that the participants may exercise their rights under the applicable legislation, as specified in the provisions of the Communiqué, through the established system or purchased support system pursuant to this clause of the Articles of Association.

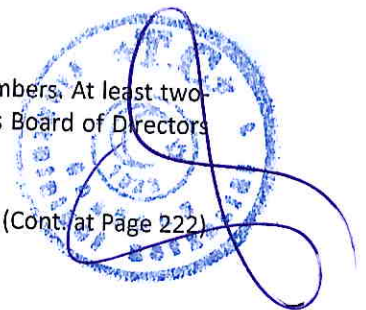
Bank's Advisory Committee (Advisory Committee)

Article 18-

The Bank shall establish an AC with a minimum of three (3) and a maximum of five (5) members. At least two-thirds of the members must be residents of Türkiye. Members are appointed by the Bank's Board of Directors and submitted to the approval of the first General Assembly meeting.

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The appointment, reappointment, removal, or dismissal of the AC or any of its members shall be made pursuant to the Applicable Legislation.

In the event that the membership of the AC becomes vacant at any time and this causes the Board of Directors to be unable to obtain a quorum, the Board of Directors shall appoint new member(s) and submit the new member(s) to the approval of the General Assembly. However, if the membership of the AC becomes vacant at any time and such vacancy does not result in a lack of quorum, the Board shall appoint a new member and submit it to the approval of the General Assembly at the next meeting.

The members of the AC shall meet the requirements specified in the Applicable Legislation and the Interest-Free Banking Communiqué. In order to fulfill its duties in accordance with its powers under the Interest-Free Banking Communiqué and Applicable Legislation, AC (a) evaluates all activities of the Bank pursuant to the Applicable Legislation, (b) may make decisions regarding the applicable interest-free banking principles and standards, as well as resolutions regarding their implementation, (c) reviews the Bank's internal policies from the perspective of compliance with interest-free finance principles and standards, (d) evaluates and approves the product and service documents and other agreements and their annexes, which include issues that will concern the basis of participation by the Bank, in terms of interest-free banking principles and standards, or (e) fulfills other requirements set from time to time by the Applicable Legislation or the Interest-Free Banking Communiqué.

In the performance of its duties, the AC shall adhere to and comply with the standards issued by the Advisory Board on banking and financial transactions. The AC prepares an annual report stating the extent to which the Bank complies with the principles applicable to participation banks and/or interest-free banking.

The members of the AC have the right of access to all information and documents that they may need while fulfilling their duties determined within the scope of the Interest-Free Banking Communiqué, Applicable Legislation, and these Articles of Association. The members of the AC report to the Board of Directors pursuant to the Applicable Legislation and/or Interest-Free Banking Communiqué.

The AC will be supported for its activities by an adequate team pursuant to the Interest-Free Banking Communiqué.

The Board of Directors determines the attendance fees and remuneration of the Chairman and members of the AC (including the executive director or executive committee, if any).

Pre-emption Right

Article 20-

(a) If at any time following the fifth anniversary of the registration of this Article, the Minority Shareholder wishes to transfer some or all of its shares (the "Pre-emption Right Shares") to a third party transferee that is a Strategically Important International Organization, the Minority Shareholder shall first give written notice (the "First Pre-emption Right Notice") to the Controlling Shareholder stating:

- (i) the Minority Shareholder's intention to transfer the Shares subject to the Pre-emption Right; and
- (ii) the number of Pre-emptive Rights Shares being offered.

If a Minority Shareholder wishes to transfer a portion of its Shares to a Strategically Important International Organization, it may do so only with the prior written consent of the Controlling Shareholder (such consent shall not be unreasonably delayed or unreasonably withheld, and such consent shall be given within 15 business days from the date on which it is requested pursuant to paragraph (f) of this Article or such request for consent shall be denied within the same period).

The "Strategically Important International Organization" as defined in these Articles of Association means a third party approved by the Banking Regulation and Supervision Agency in Türkiye; provided, however, that a Person Connected with Türkiye shall not be deemed to be a Strategically Important International Organization unless the Minority Shareholder has given prior written notice to the Controlling Shareholder that the Minority Shareholder wishes to transfer its shares in accordance with this article and the Controlling Shareholder has given its written consent to this effect. If the Controlling Shareholder fails to respond to the said notification within 7 days, the Person Connected with Türkiye shall be deemed to be a Strategically Important International Organization. For the purposes of these Association, the "Person Connected with Türkiye" means:

- (a) a natural person who is a citizen of the Republic of Türkiye or a legal entity in which a majority of the ultimate shareholding is held by one or more citizens of the Republic of Türkiye;

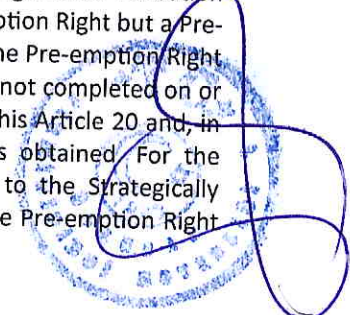
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- (b) a legal entity controlled by one or more Turkish nationals or legal entities established in the Republic of Türkiye;
 - (c) a legal entity established in the Republic of Türkiye; or
 - (d) a person who has a subsidiary in the Republic of Türkiye or otherwise controls a legal entity established in the Republic of Türkiye.
- (b) Upon delivery of the first Pre-emption Right Notice, the Minority Shareholder shall have the right to offer the Shares subject to the Pre-emption Right to such Strategically Important International Organization for a period of sixty (60) business days from the date of the first Pre-emption Right Notice.
- (c) sixty (60) business days after the date of the first Pre-emption Right Notice, the Minority Shareholder shall give a second written notice to the Controlling Shareholder (the Second Pre-emption Right Notice). This Second Pre-emption Right Notice shall contain the price and other material details (including the material terms and conditions and the identity of the Strategically Important International Organization offering to acquire the Pre-emption Right Shares) of the best bona fide offer (the "Best Offer Terms") actually received by the Minority Shareholder for the Pre-emption Right Shares which has not been withdrawn or modified as at the date of the Second Pre-emption Right Notice. This notice shall contain an irrevocable offer to transfer the Shares Subject to the Pre-emption Right to the Controlling Shareholder if the Controlling Shareholder accepts this offer in accordance with paragraph (d).
- (d) If the Controlling Shareholder wishes to acquire the Shares subject to the Pre-emption Right, it shall, within fifteen (15) business days following the issuance of the Second Pre-emption Right Notice (the "Pre-emption Right Offer Date"), send a written notice (the "Pre-emption Right Exercise Notice") to the Minority Shareholder and the relevant company, which shall also contain the following:
- (i) an irrevocable confirmation by the Controlling Shareholder that it will purchase the Shares Subject to the Pre-emption Right on the Best Offer Terms;
 - (ii) a proposed date (a date that is at least one (1) month after the Pre-emption Right Offer Date) for the signing of the share purchase agreement (the "Pre-emption Right SPA") (the "Pre-emption Right Offer Execution Date"); and
 - (iii) details of any mandatory approvals and consents, or details of any existing mandatory approvals and consents that need to be amended, that will be a condition precedent to the completion of the transfer of the Pre-emptive Rights Shares (provided that such conditions shall be subject to a final transfer date (the "Pre-emption Right Deadline") that is (x) necessary to complete the transfer of the Pre-emption Right Shares and (y) no later than the date falling two (2) months after the Pre-emption Right Offer Execution Date).
- (e) Upon the filing of the Pre-emption Right Exercise Notice, the transfer of the relevant Pre-emption Right Shares to the Controlling Shareholder shall be completed within a period of not more than two (2) months in accordance with the terms and conditions of the Pre-emption Right Exercise Notice and the transfer shall be effected by delivery of the duly issued transfer documents in respect of the relevant shares together with the share certificates (or, if applicable, all other relevant documents evidencing ownership of the relevant shares) in exchange for the receipt in cash by electronic fund transfer at the same day value to the account to be designated by the Minority Shareholder. In the event of any conflict between the provisions of this Article 20(e) and the terms and conditions of the relevant Pre-emption Exercise Notice, Article 20(e) shall prevail.
- (f) If the Controlling Shareholder does not wish to purchase the Shares subject to the Pre-emption Right, it shall notify the Minority Shareholder of such decision in writing prior to the Pre-emption Right Offer Date. Failure of the Controlling Shareholder to respond to the Second Pre-emption Right Notice before the Pre-emption Right Offer Date shall also be deemed as a decision not to purchase the Shares subject to the Pre-emption Right. In order to complete the sale of the Shares Subject to the Pre-emption Right to a Strategically Important International Organization on the Best Offer Terms set forth in the second Pre-emption Right Notice and thereafter to complete the sale in accordance with the terms of such share Purchase agreement within six (6) months from the Pre-emption Right Offer Date, the Pre-emption Right Signature Date or the Pre-emption Right Deadline, as applicable, The Minority Shareholder shall be free to enter into a share purchase agreement within three (3) months from (x) the Pre-emption Right Offer Date (if the Controlling Shareholder decides not to purchase the Pre-emption Right Shares pursuant to this article), (y) the Pre-emption Right Offer Execution Date (if the Controlling Shareholder decides to purchase the Shares subject to the Pre-emption Right but a Pre-emption Right SPA is not signed within the period specified in this Article 20(d)(ii)), or (z) the Pre-emption Right Deadline (if a Pre-emption Right SPA is signed within the period specified in 20(d)(ii) but is not completed on or before the Pre-emption Right Deadline), provided that it complies with the provisions of this Article 20 and, in the case of a partial sale, the written authorization of the Controlling Shareholder is obtained. For the avoidance of doubt, if for any reason the transfer of the Pre-emption Rights Shares to the Strategically Important International Organization is not completed within twelve (12) months from the Pre-emption Right

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Offer Date, the Pre-emption Right Signature Date or the Pre-emption Right Deadline, whichever is applicable, the process will be terminated without the transfer of the Pre-emption Rights Shares to the Strategically Important International Organization.

If the Minority Shareholder subsequently wishes to transfer its Pre-emptive Right Shares or other shares to a third-party transferee that is a Strategically Important International Organization, such proposed transfer shall be made in full compliance with the procedure set forth in this Article.

Tag-Along Right

Article 21-

(a) If any Other Shareholder wishes to sell its Shares in the Bank to a person who is not another Shareholder or the Shareholder's spouse or a family member, including the third degree, or an affiliate of the Shareholder and such Other Shareholder has obtained the prior written consent of the Controlling Shareholder, the Controlling Shareholder shall ensure that such Other Shareholder offers to acquire at the same time and at the same cash price per Share and on terms no less favorable than those contained in the relevant transferee's offer, reflecting as far as possible the number of Shares in such Bank that the proposed transferee will acquire from the Minority Shareholder and shall provide that the product of (i) the total number of Shares in such Bank to be acquired by the Transferee and (ii) a fraction, the numerator of which is the number of Shares in such Bank held by the Minority Shareholder and the denominator of which is the total number of Shares in such Bank held by the Minority Shareholder and the Shareholders. However, where the relevant Shareholder proposes to transfer control of a Bank, the Controlling Shareholder is obliged to ensure that the proposed transferee offers to purchase from the Minority Shareholder all of the Shares held by the Minority Shareholder in that Bank ("Tag-Along Right").

(b) the Controlling Shareholder shall ensure that the offer made by the proposed transferee pursuant to this article (the "Tag-Along Notice"):

(i) is irrevocable;

(ii) fully describes all material terms and conditions agreed between the Other Transferor Shareholder and the proposed transferee. These conditions shall apply between the proposed transferee and the Minority Shareholder who has accepted the Tag-Along Notice (provided that (i) the terms shall expressly state that no representations or warranties shall be given by the Minority Shareholder to the proposed transferee, except in relation to the Minority Shareholder's title to and ownership of the shares; and (ii) the aggregate liability of the Minority Shareholder to the extent of any warranties relating to the Minority Shareholder's title to and ownership of the shares shall not exceed, in the aggregate, the Minority Shareholder's share of the relevant sale price).

(iii) is open for acceptance in whole or in part by the Minority Shareholder by serving a notice of acceptance to the proposed transferee by the Minority Shareholder for a period of not less than twenty (20) business days after receipt of the Tag-Along Notice; and

(iv) the completion of the Offer is effected by delivery of the duly executed transfer documents in respect of the relevant Shares together with the share certificates in respect of the relevant Shares (or, if applicable, any other relevant documents evidencing ownership of the relevant Shares) against receipt of the relevant consideration and such terms shall be the Tag-Along Right Terms.

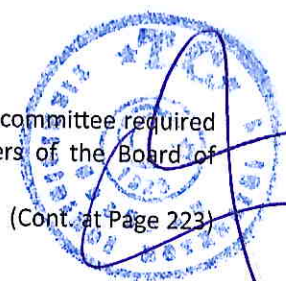
(c) If a Tag-Along Notice is accepted, the proposed transfer of the relevant Shares will be conditional upon and will be completed at the same time as the completion of the sale of the transferor Other Shareholder to the proposed transferee. Accordingly, the Minority Shareholder shall be obliged to sell, and the proposed transferee shall be obliged to purchase the relevant Shares on the terms of the Tag-Along Right in accordance with the Tag-Along Notice.

(d) Subject to paragraph (e) below, no transfer of Shares giving rise to a Tag-Along Right (if applicable) shall take place unless the proposed transferee has made an offer pursuant to paragraph (b) above and has duly acquired the Shares of the Minority Shareholder who has duly accepted the relevant Tag-Along Notice. The Controlling Shareholders shall ensure that the relevant Bank does not register or accept any transfer of shares made in contravention of this clause.

Committees

Article 22-

The Board of Directors may form one or more committees from among its members. Any committee required to be established pursuant to applicable laws shall consist of at least two (2) members of the Board of Directors, but not less than the minimum number stipulated in the legislation.



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As long as the Minority Shareholder's share does not fall below 10% of the Bank's capital, the Minority Shareholder may nominate one (1) member of the Board of Directors nominated by him/her to serve on the relevant Committee. For the avoidance of doubt, this right granted to the Minority Shareholders for the committees is a right to nominate a candidate and does not constitute an obligation. Minority Shareholders reserve the right not to nominate candidates for any committee.

If the Board of Directors wishes to create new terms of reference for any of its committees, all members of the Board of Directors shall be consulted and given a period of not less than fifteen (15) business days to comment on the draft and all such comments made by members of the Board of Directors shall be reasonably considered before the final draft of the terms of reference is forwarded to the Board of Directors for approval.

Duties and Powers of the Credit Committee

Article 23-

The Credit Committee decides on granting financing to natural and legal persons in accordance with the regulations issued by the Agency and within limits specified in this Articles of Association. The Credit Committee is composed of at least two (2) members elected by and among the members of the Board of Directors, provided that the number is not less than the minimum number stipulated in the legislation. The members are elected at the first session held after the Ordinary General Assembly meeting and consist of the Bank's General Manager, his deputy, and one member.

Two alternate members are elected to replace a Credit Committee member who is excused and unable to attend any meeting. This committee is responsible for carrying out the duties outlined in the Banking Law and related legislation. Decisions made unanimously by the committee are carried out directly, while decisions made by a majority require the approval of the Board of Directors before they can be implemented.

The agenda of the Credit Committee is determined by the General Manager, or in his absence, by his deputy and is communicated to the other members in advance. A written proposal for opening a credit is requested from the general management by the Credit Committee.

The Board of Directors is responsible for auditing the decisions and activities of the Credit Committee. Each member of the board of directors is authorized to request all kinds of information about the activities of the committee from the credit committee and to perform any control it deems necessary.

The credit committee has to keep a committee resolution book in accordance with the provisions of the banking law. The Credit Committee may decide to extend credit within the limits and authorizations assigned to it by the Board of Directors within the framework of the rules to be determined by the Banking Regulation and Supervision Agency.

Audit Committee

Article 24-

An Audit Committee is formed by the Board of Directors to assist the Board of Directors in carrying out its audit and surveillance activities. The Audit Committee consists of at least two (2) members, provided that it is not less than the minimum number stipulated in the legislation, and is elected among the non-executive members of the Board of Directors. Members of the Audit Committee are elected from among the members of the Board of Directors stipulated by the relevant legislation. Audit Committee members must have the qualifications determined by the Agency.

The Audit Committee, on behalf of the Board of Directors, is responsible to ensure the efficiency and adequacy of the Bank's internal control, risk management, and internal audit systems, monitor the functioning of these systems and accounting and reporting systems within the framework of the Banking Law and related regulations, oversee the integrity of the information produced, make the necessary preliminary assessments, regularly monitor the activities of the independent audit firms selected by the Board of Directors, and to ensure the continuation and coordination of the internal audit functions of the companies subject to consolidated audit in the parent companies within the scope of this Law.

In order to ensure the necessary supervision of the Bank as a participation bank in accordance with the Interest-Free Banking Communiqué and Applicable Legislation, the Audit Committee establishes and performs the functions and audit activities specified under Article 10 of the Interest-Free Banking Communiqué, as well as its evaluations through its independent units consisting of internal audit and participation compliance.

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Corporate Governance Principles**Article 25-**

The regulations of the Agency on this matter shall apply. Any member of the Board of Directors elected to serve on any committee of the Bank must at all times be eligible to serve on such committee pursuant to applicable legislation. Any committee established by the Board of Directors to exercise any authority or perform any duty assigned to it by the Board of Directors shall comply with the rules to be established by the Board of Directors and the provisions of the applicable legislation.

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Prohibited Transactions**Article 26-**

The Turkish Code of Commerce, Banking Law, and other relevant legislation shall apply to works and transactions that the Board of Directors, Credit Committee, Audit Committee, Chairman and Members of the Corporate Governance Committee, General Manager, Deputy General Manager, and Assistant General Managers are not authorized to perform.

Remuneration of Board and Committee Members**Article 27-**

Subject to applicable laws, the members of the Board of Directors and Committees will be paid wages, bonuses, and other compensations. Any attendance fee, wage, bonus, or annual dividend to be paid to the chairman and members of the Board of Directors is determined by the General Assembly.

Appointment of the General Manager and Other Managers**Article 28-**

The General Manager manages the daily affairs of the Bank in accordance with the powers, duties and responsibilities given to him by the Board of Directors in accordance with the Turkish Code of Commerce and other applicable legislation. The Board of Directors elects the General Manager, Assistant General Managers, and Executive Members with the qualifications stipulated in Law No. 5411 and the relevant legislation to carry out the technical and administrative affairs of the Bank. The appointment, duties, powers, and responsibilities of these persons are subject to the provisions of Law No. 5411 and the applicable legislation.

Auditor**Article 29-**

An Auditor is elected by the General Assembly of the Bank in accordance with the Turkish Code of Commerce and Law No. 5411 and other secondary regulations in order to audit the financial statements of the Bank and other reports required to be audited under the legislation, including the annual activity report of the Board of Directors. The auditor must be elected before the end of each activity period and, in any case, the activity period in which s/he will perform his duty.

The subject and scope of the audit, the selection of the auditor, his/her dismissal and termination of the contract, those who can be the auditor, the audit report, and the responsibility of the auditors arising from secrecy are subject to the provisions of the Turkish Commercial Code No. 6102.

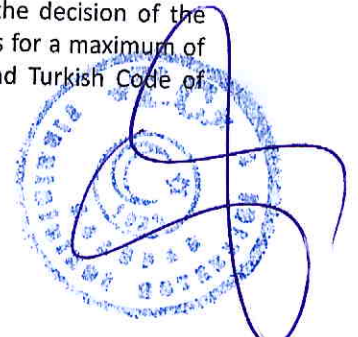
Pursuant to Article 366 of the Turkish Code of Commerce, in addition to the independent auditor, the Board of Directors may establish its own audit system with committees and commissions, which may include members of the board of directors, for internal audit purposes.

Annual financial reports to be submitted by the Bank to the General Assembly must be approved by independent audit firms. The relevant articles of the Turkish Code of Commerce and Banking legislation are applied in the audit of the Bank.

Issuance of Debt Instruments and Other Securities**Article 30-**

The Bank may issue capital market instruments in the nature of debt instruments with the decision of the General Assembly. The General Assembly may delegate this power to the Board of Directors for a maximum of fifteen months. The provisions of the Capital Markets Legislation, Banking Legislation and Turkish Code of Commerce are complied with in issuing all kinds of debt instruments.

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Termination and Dissolution**Article 35-**

The Bank is dissolved for reasons listed in the Turkish Code of Commerce or by court decision. The provisions of the Turkish Code of Commerce, Law No. 5411, and relevant legislation shall apply in the termination or dissolution of the Bank.

System of General Meetings**Article 12-**

The meeting will be held by the Chairman elected by the shareholders attending the General Assembly meeting pursuant to Article 419 of the Turkish Code of Commerce. A table showing the signatures, names and surnames, residences, and share amounts of the shareholders or their proxies or representatives present during the meeting is prepared, and it is made available at the meeting place before the first votes are collected.

General meetings are chaired by the Chairman of the Board of Directors or the Vice-Chairman or, in their absence, a person to be elected among the members of the Board of Directors by the General Assembly. The Chairman of the Meeting forms the Presidency by appointing the minutes clerk and, if necessary, the vote collector. The Chairman of the Meeting may decide on the continuation of the meetings by holding consecutive sessions until the general assembly decides on the items included in the agenda.

In order for the decisions made in General Assemblies to be valid, minutes of the meeting must be prepared in accordance with the relevant article of the Turkish Code of Commerce and must be signed by both the chairman of the meeting and a representative of the Ministry of Commerce, who must be present at the session. General Assembly meetings will be held in accordance with the Bank's internal directives, where the system is explained in detail. These internal directives of the Bank will be registered and duly announced in the Turkish Trade Registry Gazette pursuant to the Turkish Code of Commerce and other applicable laws and regulations in Türkiye.

General Assembly Meeting and Resolution Quorum:**Article 11-**

The General Assembly convenes with the presence of shareholders (including duly authorized proxies and representatives) representing more than 80% of the Bank's capital.

If at any General Assembly meeting a quorum is not obtained within forty-five minutes or if a quorum is lost during the meeting, unless all shareholders agree to hold the General Assembly meeting earlier or unless otherwise required by law, such General Assembly meeting shall be adjourned to a later date and time to be determined by the Board of Directors not earlier than five business days (excluding the first meeting date and the days of the adjourned meeting date). In this case, the quorum for the adjourned General Assembly meeting shall be the presence of shareholders (including duly authorized proxies and representatives) representing more than fifty percent (50%) of the Bank's capital.

If the Minority Shareholder (including his/her duly authorized proxies and representatives) does not attend any adjourned General Assembly meeting, and if the agenda includes an Important Shareholder Resolution, such Important Shareholder Resolution may also be voted and resolved by the other shareholders in the absence of the Minority Shareholder.

Except in cases where a higher quorum is stipulated in the legislation related to Important Shareholder Resolutions, all General Assembly resolutions, including those of the postponed General Assembly meetings, shall be adopted by the affirmative vote of the shareholders representing more than half of the Bank's capital present at the meeting.

Without prejudice to the provisions of these Articles of Association, the following General Assembly resolutions ("Important Shareholder Resolutions") shall be adopted by the affirmative vote of shareholders (including duly authorized proxies and representatives) representing more than 80% of the Bank's share capital (more than 50% in case of adjourned General Assembly meetings), unless the Minority Shareholder's shareholding in the Bank's share capital falls below 10%.

a. Amending the Bank's Articles of Association (or other corporate documents) or adopting new Articles of Association (or other corporate documents) in a manner that adversely affects the rights or privileges granted to the Minority Shareholders;

b. capital increase for the Bank or capital injection into the Bank, including (but not limited to) Tier 1, Tier 2, and equity subordinated funding, except for those: (a) required by Applicable Law, (b) required by the decision or request of any Competent Authority, (c) capital increases at fair market value (provided that the fair market value is the average of two (2) valuations by any two (2) of Deloitte, Ernst & Young, KPMG or PricewaterhouseCoopers (i.e., each company will provide one valuation)), or (d) except for those necessary for the realization of public offerings and not constituting a Material Shareholder Resolution;

(Cont. at Page 224)

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(Cont'd from Page 223)

- c. Selection of an independent auditor other than Deloitte, Ernst & Young, KPMG or PricewaterhouseCoopers;
- d. Resolutions regarding the merger or demerger of the Bank in such a manner that the rights of the Minority Shareholders will be adversely affected;
- e. Without prejudice to the provisions of the applicable legislation, resolutions regarding the filing of applications for the Bank's bankruptcy, declaration of composition, declaration of insolvency or similar proceedings, or the appointment of a trustee or administrator over the Bank's assets or management;
- f. Resolutions on Important Board Resolutions;
- g. Other matters expressly agreed in writing among the shareholders to be included in these Articles of Association as Important Shareholder Resolution;
- h. Any written agreement or arrangement to do any of the matters specified as an Important Shareholder Resolution.

If the shares of the Minority Shareholder fall below 10% (ten percent) of the Bank's capital, the Important Shareholder Resolutions will be taken with the affirmative vote of the shareholders representing more than half of its capital.

In cases not expressly regulated in these Articles of Association, the provisions of the Turkish Code of Commerce and Banking legislation shall apply to the General Assembly meetings and the decision quorums in these meetings. The provisions of the Turkish Code of Commerce and banking legislation also apply to the participation and voting of shareholders in General Assembly meetings.

Resolutions, whether or not they are Important Shareholder Resolutions, to be taken in compliance with any provision of the legislation or upon the decision, instruction, or request of a competent authority, shall be taken by the affirmative vote of the simple majority of the shares representing the Bank's capital and the Minority Shareholder shall cast an affirmative vote in the adoption of such resolutions.

The provisions of Article 421 of the Turkish Code of Commerce and Article 16 of the Banking Law are reserved.

Capital

Article 6- The capital of the Bank amounts to 1,500,000,000.00 TRY and is divided into 1,500,000,000 shares, each valued as 1.00 TRY. All of the shares are registered. From such capital;

- 1,147,499,999.00 TRY, corresponding to 1,147,499,999 shares, each valued as 1.00 TRY, belongs to Ahmet Yaşar Aydın;
- 300,000,001.00 TRY, corresponding to 300,000,001 shares, each valued as 1.00 TRY, belongs to Star Digital Investments SPV Limited;
- 15,000,000.00 TRY, corresponding to 15,000,000 shares, each valued as 1.00 TRY, belongs to Ali Taha Aydın;
- 15,000,000.00 TRY, corresponding to 15,000,000 shares, each valued as 1.00 TRY, belongs to Can Ersöz;
- 15,000,000.00 TRY, corresponding to 15,000,000 shares, each valued as 1.00 TRY, belongs to Erhan Bostan;
- 7,500,000.00 TRY, corresponding to 7,500,000 shares, each valued as 1.00 TRY, belongs to Tolga Akar.

The Bank's capital is fully paid in cash. For the purposes of these Articles of Association, Star Digital Investments SPV Limited is referred to as the "Minority Shareholder," Ahmet Yaşar Aydın is referred to as the "Controlling Shareholder," and each of the other shareholders is referred to as "Other Shareholders."

The Bank's share certificates are registered. The Share certificates can be printed as various clippings. Unless the transfer of registered shares is registered in the share ledger, the transfer shall not be valid for the Bank. The Bank's capital may be increased or decreased by obtaining permission from the Banking Regulation and Supervision Agency and the Ministry of Commerce pursuant to the Turkish Code of Commerce, the Banking Law No. 5411, applicable sub-regulations, and legislation. In case of an increase in the capital, the current shareholders of the Bank shall have the right to buy new shares in proportion to their shares in the current capital unless otherwise resolved. The provisions of the Turkish Code of Commerce and Banking Legislation shall apply for the transactions regarding the increase of the capital and the exercise of the pre-emption right and the remaining shares in the case of the pre-emption rights are not exercised within the period stipulated in the legislation.

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(18970203)

19 Mart 2024

№ 13307

SAYFA : 218

TÜRKİYE TİCARET SİCİLİ GAZETESİ

31 Ocak 2024 - Sayı: 1012

T.C. Giresun 3. Asliye Hukuk Mahkemesi (Asliye Ticaret Mahkemesi Sifatıyla)
İlan Sıra No:
Esas No: 2023-372 Esas

Davacı
HAKAN ÖZYILMAZ

3. İLAN

Davacı HAKAN ÖZYILMAZ tarafından husussuz olarak mahkememizde açılan çek iptali davasında, davacı aşağıda dokümanı yapılan çeki/çeklerin-bonoyu/bonoların iptalini istemisi olup,

Zinat Bankası Yağlıdere Şubesine ait 22/07/2023 ödeme tarihli 0119841 nolu Metin Özdemir tarafından keşide edilmiş bulunan 15.000,00 TL bedelli çek,
Bahse konu çeki elinde bulundurulamayan ilk ilan tarihinden itibaren 3 ay içinde mahkememize ibraz etmeleri aksi halde çekin iptaline karar verileceği ilan olunur.

Katip 141457 e-imzalıdır
Hakim 215286 e-imzalıdır

(18927899-18927900-18927901)

Merkez Nakli

İski merkezli Uğur Mumcu Mah. Eski Edirne Asfaltı Cad. No: 556 Sultangazi/İstanbul adresinde bulunan şirketin merkezi Camiicedit Mah. Kıbrıs Cad. No: 145 Bayramiç / Çanakkale olarak değiştirildiğinden müdürlüğümüzdeki kayıtları resen silmiştir.

(18970818)

T.C. NİĞDE TİCARET SİCİLİ MÜDÜRLÜĞÜNDEN

İlan Sıra No: 91
Mersis No: 0456000468513473
Ticaret Sicil/Dosya No: 52

Ticaret Ünvanı
TÜRKİYE HALK BANKASI ANONİM ŞİRKETİ NİĞDE ŞUBESİ

Adres: Kale Mah. Aylan Şahenk Bul. Halk Bankası Sitesi No: 6 Merkez/Niğde
Yukarıda bilgileri verilen şube ile ilgili olarak aşağıda belirtilen hususlar müdürlüğümüze ibraz edilen belgelere istinaden ve Türk Ticaret Kanununa uygun olarak 30.1.2024 tarihinde resen tescil edildiği ilan olunur.

Tescil Edilen Hususlar: Adres

Tescile Delil Olan Belgeler: 30.1.2024 tarihli Diğer Kararı (Niğde Belediye Başkanlığı marifet ve Şehircilik Müdürlüğünün 26/01/2024 tarih ve 77592 sayılı adres tespiti hakkındaki yazısına istinaden)

Adres

Yukarıda bilgileri bulunan şubenin adresi Sıralı Mah. Aylan Şahenk Bul. Halk Bankası Sitesi No: 6 Merkez / Niğde olan adresi Kale Mah. Aylan Şahenk Bul. Halk Bankası Sitesi No: 6 Merkez / Niğde olarak güncellenmiştir.

(18971205)

T.C. İSTANBUL TİCARET SİCİLİ MÜDÜRLÜĞÜNDEN

İlan Sıra No: 19028
Mersis No: 0850071279200001
Ticaret Sicil/Dosya No: 427893-5

Ticaret Ünvanı
T.O.M. KATILIM BANKASI ANONİM ŞİRKETİ

Adres: Buharıye Mah. Nagehan Sk. B Blok No: 2B İç Kapı No: 1 Üsküdar/İstanbul
Yukarıda bilgileri verilen şirket ile ilgili olarak aşağıda belirtilen hususlar müdürlüğümüze ibraz edilen belgelere istinaden ve Türk Ticaret Kanununa uygun olarak 26.1.2024 tarihinde tescil edildiği ilan olunur.

Tescil Edilen Hususlar: Yönetim Kurulu/Yetkililer, Yönetim Kurulu Üyelerinin Seçimi ve Görev Süreleri, Amaç ve Konu, Şirketin İdaresi ve Temsil, Genel Kurul, İlan, Karar Tespiti ve Dağıtım, Yedek Akçe, Kanunî Hükümler, Hesap Dönemi, İklenen Diğer Maddeler, Sermaye

Tescile Delil Olan Belgeler: Beyoğlu 1. Noterliği'nin 12.12.2023 tarihli 13572 sayılı tasdikli, 6.12.2023 tarihli Genel Kurul Kararı, 01. Sıra Sözleşmesi Değişen Maddelerde 1,2,4 ve 10'ncü maddeler hariç tescil edilmiştir. Beyoğlu 1. Noterliği'nin 22.12.2023 tarihli 16070 sayılı tasdikli, 15.12.2023 tarihli 87 sayılı Yönetim Kurulu Kararı, Beyoğlu 1. Noterliği'nin 22.12.2023 tarihli 16008 sayılı tasdikli, 22.11.2023 tarihli 76 sayılı Yönetim Kurulu Kararı, Beyoğlu 1. Noterliği'nin 22.12.2023 tarihli 16006 sayılı tasdikli, 20.9.2023 tarihli 58 sayılı Yönetim Kurulu Kararı, Beyoğlu 1. Noterliği'nin 22.12.2023 tarihli 16007 sayılı tasdikli, 3.11.2023 tarihli 67 sayılı Yönetim Kurulu Kararı

Yönetim Kurulu/Yetkililer

Türkiye Cumhuriyeti Uyruklu 5579999918 Kimlik No'lu, İstanbul/Üsküdar adresinde ikamet eden, AHMET YAŞAR AYDIN 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Türkiye Cumhuriyeti Uyruklu 1829999970 Kimlik No'lu, İstanbul/Çekirgeköy adresinde ikamet eden, CAN ERSOZ 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Türkiye Cumhuriyeti Uyruklu 1719999962 Kimlik No'lu, Büyük Britanya ve Kuzey İrlanda Birleşik Krallığı adresinde ikamet eden, TOI GA AKAR 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Türkiye Cumhuriyeti Uyruklu 4839999974 Kimlik No'lu, İstanbul/Beşiktaş adresinde ikamet eden, ÖNÜR ÖZKAN 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Türkiye Cumhuriyeti Uyruklu 5699999986 Kimlik No'lu, Muğla/Dağcıbaşı adresinde ikamet eden, AYDIN KAYA 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Türkiye Cumhuriyeti Uyruklu 2399999960 Kimlik No'lu, İstanbul/Kadıköy adresinde ikamet eden, ERHAN HOŞİAN 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Türkiye Cumhuriyeti Uyruklu 1769999918 Kimlik No'lu, İstanbul/Eyüpsultan adresinde ikamet eden, CENGİZ DOĞRU 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Türkiye Cumhuriyeti Uyruklu 3129999910 Kimlik No'lu, İstanbul/Sarıyer adresinde ikamet eden, SARI HUZUN 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Hindistan Uyruklu 799999998 Kimlik No'lu, Birleşik Arap Emirlikleri adresinde ikamet eden, ADNAN ABDUS SHAKOOR CHIH WAN 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Birleşik Arap Emirlikleri Uyruklu 1199999991 Kimlik No'lu, Birleşik Arap Emirlikleri adresinde ikamet eden, MOHAMMED SAİD AHMED ABDUL HAYYI SHAHJER 6.12.2026 tarihine kadar Yönetim Kurulu Üyesi olarak seçilmiştir.

Türkiye Cumhuriyeti Uyruklu 5579999918 Kimlik No'lu, İstanbul/Üsküdar adresinde ikamet eden, AHMET YAŞAR AYDIN, 1 Yıl için Yönetim Kurulu Başkanı olarak seçilmiştir.

(18971985) kadri

T.C. İSTANBUL TİCARET SİCİLİ MÜDÜRLÜĞÜNDEN

İlan Sıra No : 19225
Mersis No : 0205095603100001
Ticaret Sicil/Dosya No: 207644-5

Ticaret Ünvanı
CEMAL TUR TAŞIMACILIK TURİZM TİCARET LİMİTED ŞİRKETİ

Adres: Orhangazi Mahallesi Cem Sultan Cad. No: 60/3 Sultanbeyli/İstanbul
Yeni Ticaret Sicili Müdürlüğü: Gebze Ticaret Sicili Müdürlüğü
Yeni Sicil No: 41849

Yeni Adres: Cumhuriyet Mah. Çetin Sk. No: 4 Çayırova/ Kocaeli
Yukarıda bilgileri verilen şirket ile ilgili olarak aşağıda belirtilen hususlar müdürlüğümüze ibraz edilen belgelere istinaden ve Türk Ticaret Kanununa uygun olarak 26.1.2024 tarihinde resen tescil edildiği ilan olunur.

Tescil Edilen Hususlar: Merkez Nakli Sonucu Silinme
Tescile Delil Olan Belgeler: T.C. Gebze 7. Noterliği'nin 24.1.2024 tarih 330 sayılı tasdikli, 23.1.2024 tarihli Genel Kurul Kararı

Merkez Nakli

İski merkezli Orhangazi Mahallesi Cem Sultan Cad. No: 60/3 Sultanbeyli/İstanbul adresinde bulunan şirketin merkezi Cumhuriyet Mah. Çetin Sk. No: 4 Çayırova / Kocaeli olarak değiştirildiğinden müdürlüğümüzdeki kayıtları resen silmiştir.

(18970820)

T.C. İSTANBUL TİCARET SİCİLİ MÜDÜRLÜĞÜNDEN

İlan Sıra No: 19222
Mersis No: 0023031479200012
Ticaret Sicil/Dosya No: 916048-0

Ticaret Ünvanı
YENİ NESİL FİLO HİZMETLERİ LİMİTED ŞİRKETİ

Adres: Uğur Mumcu Mah. Eski Edirne Asfaltı Cad. No: 556 Sultangazi/İstanbul
Yeni Ticaret Sicili Müdürlüğü: Çanakkale Ticaret Sicili Müdürlüğü
Yeni Sicil No: Bayramiç/1067

Yeni Adres: Camiicedit Mah. Kıbrıs Cad. No: 145 Bayramiç / Çanakkale
Yukarıda bilgileri verilen şirket ile ilgili olarak aşağıda belirtilen hususlar müdürlüğümüze ibraz edilen belgelere istinaden ve Türk Ticaret Kanununa uygun olarak 26.1.2024 tarihinde resen tescil edildiği ilan olunur.

Tescil Edilen Hususlar: Merkez Nakli Sonucu Silinme
Tescile Delil Olan Belgeler: Çanakkale 6. Noterliği'nin 26.1.2024 tarih 1020 sayılı tasdikli, 17.1.2024 tarihli 2024/03 sayılı Genel Kurul Kararı

(Başarı 219.Sayıda)

23.Sermaye Piyasası Kanunu ve ilgili mevzuat hükümleri uyarınca anonim şirketlerin halka arz edilen hisse senetleri ve tahvillerinin satılmasını taahhüt edebilir, her türlü yatırım fonu kurabilir, işletebilir, yönetebilir, aracı kuruluş olarak bunlarla ilgili işlemler yapabilir, her türlü sermaye piyasası aracının alım ve satımını gerçekleştirebilir, varlıktaki kanunların tanıdığı bu yetki ve görevleri kullanmak diğer iş ve işlemleri yapabilir.

24.Yurt içinde ve yurt dışında her türlü katılım esası sigortacılık faaliyetini yürütebilir ve her türlü katılım esası sigortacılık işlemlerine aracılık edebilir.

25.Mevzuat ve fairsız bankacılık prensiplerine göre; para piyasası ve sermaye araçlarının spot veya vadeli alabilir, kar zarar ortaklığı belgesi, katılım intifa senetleri, kara işliktirli sertifikalar veya araçları, diğer menkul kıymetler ve sermaye piyasası araçları çıkarabilir ve bunları yurt içinde ve yurt dışında satabilir, bunların üzerinde her türlü tasarrufla bulunabilir ve bunlara ilişkin bankacılık hizmetlerini sunabilir.

26.Menkul değer ve sermaye piyasası araçları ihraç edebilir (kına sertifikası ihraç etmek üzere her türlü varlık ve hakkı devralmak, devralmak varlık ve hakları korumak, kira sertifikası sahiplerinin temsilcisi veya güvenilir kişi olarak tayin edilme suretiyle kira sertifikası sahipleri varınma kendi lehine, doğmuş veya doğabilecek her türlü hukuk ve alacaklarını güvence altına alma veya maruz kalacağı risklerden korunma adına teminat olarak her türlü menkul veya gayrimenkul rehni (ipotek) ve sair aynı ve şahsi teminatları almak, doğmuş ve doğacak alacakları temlik almak, (teşviki kısıtlara verilen garantileri almak, bu amaçla gereken her türlü hukuki muamelelerde bulunmak.)

27.İlgili mevzuata uygun olarak emtia, gayrimenkul ve bunlar üzerindeki hakları temsil eden evrak üzerine işlemler yapmak, ortak yatırımlar, ortaklıklar veya benzer yöntemlerle fon kullanılmak.

28.İlgili mevzuata uygun olarak, her türlü kira sertifikasını satın alabilir, satabilir ve üzerlerinde her türlü hukuki tasarrufla bulunabilir.

29.Bankacılık Düzenleme ve Denetleme Kurulunca belirlenecek diğer faaliyetlerde bulunabilir. Her türlü Katılım Bankacılığı faaliyetinde bulunabilir. Bunları gerçekleştirebilmek için gerekli alıyapı yatırımlarını kendisi veya bir başka kuruluşla müşterek yapabilir, bir başka kuruluşun gerekli alıyapıyı kiralayabilir. Ayrıca söz konusu hizmetleri kuruluşuna katılacağı veya işliktir edeceği şirketler aracılığıyla yapabilir ve bu amaçla kurulmuş veya kurulacak şirketlerle görevlendirme sözleşmeleri ikaddelebilir. Bankanın bütün bu iş faaliyetleri sırasında bankalar hakkındaki varlıktaki mevzuata ongorülen istisnalara, emtia, ticaretine ve gayrimenkul ticaretine ilişkin yasaklama ve kısıtlamalara uyular.Banka, ürün ve hizmetlerini ve yukarıda belirtilen hususlardan herhangi birinin Uygulanabilir Mevzuat kapsamında katılım bankaları ve fairsız bankacılık ilke ve standartlarına uygunluğuna ilişkin tüm konularda DK'den Uygulanabilir Mevzuat uyarınca düzenleyici tavsiyeler ve gerekli yönlendirmeleri alır.

Süre

Maddde 5- Şirket süresi, kuruluşundan itibaren sınırsızdır. Bu süre Şirket sözleşmesini değiştirmek suretiyle uzatılıp kısaltılabilir.

Şirketin İdaresi ve Temsili

Maddde 17- Bankanın Yönetimi ve dışarıya karşı temsili Yönetim Kuruluna aittir. Banka tarafından verilecek bütün belgelerin ve yapılacak sözleşmelerin geçerli olabilmesi için, bunların şirket imzaya alınma komisyon ve Bankanın temsil yetkili kişi veya kişileri imzaması gerekmektedir.Yönetim Kurulu üyeleri kendi kendi aralarında yaptıkları seçimde bir başkan ve başkanın bulunmadığı durumlarda ona vekalet etmek üzere bir başkan vekili seçerler. Türk Ticaret Kanununun yönetimi kurulu başkanına toplantıya davet ve yönetim kurulu üyelerinin bilgi alma taleplerine ilişkin getirmiş olduğu yetkiler bakımından Yönetim Kurulu başkan vekili de yetkilidir.Bankanın temsil ve ilzamına ilişkin Yönetim Kurulu Kuramında, Bankanın tek imza ile temsil edileceğini açıkça ongorüldüğü hususlar hariçinde Banka çift imza ile temsil ve ilzam edilir.5411 sayılı Bankacılık Kanunu ve ilgili mevzuat hükümleri saklı kalmak kaydıyla, Yönetim Kurulu, Türk Ticaret Kanununun 367. ve 371. maddeleri uyarınca hazırlayacağı bir iş yonerge ile yönetimi kısmen veya tamamen yönetim kurulu üyesi olan veya olmayan bir veya birkaç kişiye (muhafızlara) devretmeye yetkilidir. Yönetim Kurulu, hazırlayacağı bu iş yonerge ile muhafızlarını yetki ve sorumluluklarını tayin eder ve Yönetim Kuruluna tamimmiş olan her türlü yetki ve sorumluluğu, yine Yönetim Kurulunun tespit edeceği şartlar, hükümler ve kısıtlamalara dahilinde ilgili kişilere devredebilir ve gerekli görüldüğünde bu yetkilerin tamamını veya bir kısmını değiştirip tahvil edebilir veya geri alabilir. Ancak böyle bir durumda, en az bir Yönetim Kurulu üyesinin temsil yetkisinin olması şarttır. Türk Ticaret Kanununun 375. maddesi saklıdır.Türk Ticaret Kanununun 370. maddesi çerçevesinde Yönetim Kurulu temsil yetkisini Yönetim Kurulu üyesi olan veya pay sahibi ya da Yönetim Kurulu üyesi olmayan zaruri bulunmayan bir veya birkaç kişiye bırakabilir. Ancak böyle bir durumda, en az bir Yönetim Kurulu üyesinin temsil yetkisinin olması şarttır.Yönetim ve temsil görevlerinin anılan şekilde paylaşılmasında Yönetim Kurulu yetkilidir.Yönetim Kurulu, uygun göreceği konularda kendi üyeleri ve/veya üyesi olmayan kişilerden oluşan danışma, koordinasyon, denetim ve benzeri nitelikte komiteler veya alt komiteler oluşturabilir.Komitelerin başkan ve üyelerinin, toplantı düzenleme çalışına ve raporlama esasları Yönetim Kurulu tarafından tayin edilir, düzenlem ve değiştirilir.Kanunda ve İşbu Esas Sözleşme'de Genel Kurul Kararı alınması gerektiği görülen bütün kararlar Bankaya Yönetim Kurulu yetkilidir. Bu maddde hükümlerinin uygulanmasında, 5411 sayılı Bankacılık Kanunu ve alt düzenlemeleri hükümleri saklıdır.Bilgi sistemlerini sorumlu en üst düzey yönetici olarak belirtilen personel en az genel müdür yardımcısı seviyesinde atanmış olmalıdır ve Bankanın yönetim kurulu üyelerinden en az birinin bilgi sistemleri yönetimi alanında en az on yıl mesleki tecrübe ve sahip olması şarttır.

Genel Kurul

Maddde 8-

Kanunda ve Esas Sözleşme'de açıkça ongorülmüş bulunan hallerde toplanan karar organıdır. Türk Ticaret Kanununa ve Esas Sözleşme hükümlerine uygun olarak toplanan Genel Kurullar bütün pay sahiplerini temsil ederler. Bu suretle toplanan Genel Kurullarda alınan kararlar gerek muhalif katanlar gerek toplantıda hazır bulunmayanlar hakkında dahi hüküm ifade eder.Genel Kurul, olağan ve olağanüstü şekilde toplanabilir. Banka, Türk Ticaret Kanunu uyarınca yıllık genel toplantısı şeklinde bir olağan Genel Kurul toplantısı yapacaktır. Olağan toplantı her hesap döneminin sonunda itibarıncı ay içinde yapılır; olağanüstü toplantı ise, Banka işlemleri gerektirdiği hallerde ve zamanında toplanır. Bu toplantıda Türk Ticaret Kanununun 413'üncü maddesinde yazılı hususlar meclisler gerek kararı bağlanır; Genel Kurul'un çalışma esas ve usullerine ilgili olarak, Bankanın genel

kurul çalışma esas ve usulleri hakkında iş yonerge hükümleri uygulanır.Banka Genel Kurul toplantılarında, Türk Ticaret Kanununun 409. maddesinde yazılı usuller müstesna olarak edilerek gerekli kararlar alınır. Bankaların ana sözleşmelerinde yazılı usuller müstesna olarak görüşü aranı Kurum'ca uygun görülmeyen değişiklikler Genel Kurul'da kararla bağlanamaz. Kurum'un uygun görüşü alınmaksızın ana sözleşme değişiklikleri, Ticaret Sicilme tescil edilemez. Banka tarafından Genel Kurulda sunulacak yıllık finansal raporların bağımsız denetim kuruluşlarınca onaylanması şarttır. Genel Kurul'da işlemler yapılabilecek olan tüm ilahtar Bankanın internet sitesinde ve Türkiye Ticaret Sicili Gazetesinde yayımlanır. Kanunen Banka tarafından ilan edilmesi zorunlu olan diğer hususlar, Türk Ticaret Kanununun ilgili hükümleri ve bu kanun çerçevesinde çıkarılan yönetmelik, tebliğler ile tabii olunacak diğer mevzuatları uygun olarak ilan edilir.Gerek olağan ve gerekse olağanüstü Genel Kurul toplantılarında T.C. Ticaret Bakanlığı tarafından tayin edilmiş bir temsilcinin bulunması ve toplantı tutanaklarını ilgililerle birlikte imza etmesi şarttır. Temsilcinin yokluğunda yapılacak Genel Kurul toplantılarında alınacak kararlar ve temsilemin imzasını taşımayan Genel Kurul toplantı tutanakları geçerli değildir. Olağan ve olağanüstü Genel Kurul toplantılarında T.C. Ticaret Bakanlığı tarafından tayin edilmiş temsilcilerin katılım hususunda Türk Ticaret Kanunu ve ilgili mevzuat hükümleri tatbik olunur.

İlan

Maddde 34-

Genel Kurul'un toplantıya çağırılmasına ilişkin ilahtarında dahil olmak üzere Banka'ya ait ilahtar Türkiye Ticaret Sicili Gazetesinde yapılır. Genel Kurul'un toplantıya çağırılmasına ait ilahtar Türk Ticaret Kanununun 41-Funcet maddesi hükmü çerçevesinde ilan ve toplantı günleri ilanç olmak üzere en az iki hafta önce yapılması zorunludur.

Karar Tespiti ve Dağıtım

Maddde 32-

Bankanın net dönem karı, faaliyet dönemi sonunda tespit edilen gelirlerden, yapılmış her çeşit masrafları çıkarılmasından sonra kalan miktardır. Kar dağıtım düzenleyici denetleyici otoritelerinin aksi bir emri olmadıkça durumdaki aşağıdaki şekilde yapılır) Net dönem karının "%5'i, ödenmiş sermayenin "%20'sine ulaşmıyca kadar genel kanuni vadek akçe ve avrıl (b) Kalan miktarın "%5'i pay sahiplerine kar payı olarak dağıtılır Genel Kurul, net dönem karından (a) ve (b) bentlerindeki tutarlar düşüldükten sonra kalan tutarı dağıtılmıyarak vadek akçe ve avrılmasına, kısmen veya tamamen dağıtılmasına karar vermeye yetkilidir. Genel Kurul, ilgili mevzuat çerçevesinde pay sahiplerine kar payı avansı dağıtılmasına karar verebilir. Kar payı avansı tutarının hesaplanmasında ve dağıtımındaki ilgili mevzuat hükümlerine uyular. Genel Kurul, Bankacılık mevzuatı ve ilgili diğer mevzuat izim verdiği ölçüde, herhangi bir mali vıla ilişkin karı tutu veya herhangi bir kısmının pay sahiplerinin pay oranına göre dağıtılmasına karar verebilir. Bu maddde hükümlerinin uygulanmasında, 5411 sayılı Bankacılık Kanunu ve alt düzenlemeleri hükümleri saklıdır.

Yedek Akçe

Maddde 33-

Her yıl, yıllık karın yüzde beşinin çıkarılmış sermayenin yüzde yirmisine ulaşmıyca kadar genel kanuni vadek akçe olarak avrılması zorunludur. Banka, usulüne ve mevzuata uygun şekilde kendi paylarını iktisap etmesi durumunda, iktisap ettiği kendi payları için iktisap değerlerini karşılaman tutarında vadek akçe ayırır. Yedek akçelerin avrılması hususunda Türk Ticaret Kanununun 519 ila 523. maddeleri hükümleri uygulanır. Bu vadek akçeler, anılan paylar devredildikleri veya yok edildikleri takdirde iktisap değerlerini karşılaman tutarında çözümlenirler. Türk Ticaret Kanunu, 5411 sayılı Bankacılık Kanunu ve alt düzenlemeleri hükümleri saklıdır.

Kanuni Hükümler

Maddde 36-

Bu Esas Sözleşme'de yazılı bulunmayan hususlar hakkında Türk Ticaret Kanunu ve 5411 sayılı Bankacılık Kanunu ile ilgili mevzuat hükümleri uygulanır.

Hesap Dönemi

Maddde 31-

Bankanın hesap yılı, Ocak ayının birinci gününden başlar ve Atalık ayının otuz birinci günü sona erer. Takat birinci hesap yılı, Bankanın kesin olarak kurulduğu tarihten itibaren başlar ve o senenin atalık ayının otuz birinci günü sona erer.

Eklene Diğer Maddeler

Payların Devri

Maddde 7-

Payların tamamı nama yazılı olup paylar Türk Ticaret Kanunu, Bankacılık Kanunu ve diğer ilgili mevzuat çerçevesinde çıkarılmaktadır.

Bu kısım, Banka'da doğrudan veya dolaylı pay sahipliği yoluyla sermayesinin yüzde onunu veya daha fazlasını temsil eden payları edimesi veya bir ortağı ait doğrudan veya dolaylı paylarını sermayenin yüzde on, yüzde yirmi, yüzde otuz üç veya yüzde ellisini aşmıyca sermaye veren pay edimlerini ile bir ortağı ait paylarını, bu oranların altına düşmesi sonucunu veren pay devirleri Bankacılık Düzenleme ve Denetleme Kurulunun ("Kurul") iznine tabidir.

Yönetim Kuruluna veya Denetim Komitesine üye beherleme imtiyazı veren payların testi devri veya yeni imtiyazlı pay ilnaç yokarıdaki oransal sınırlara bakılmaksızın Kurul'un iznine tabidir. Bu izinlerin verilmesinde bankanın devralınan hisselerinin nominal değerinin yüzde biri oranında devir payının devralan tarafından fona yatırılması zorunludur.

Ortak sayısını beşten aşığı düşmesine yol açan işlemler ile izin alınmış olan payları devirleri pay defterine kaydolunmaz. Bu hükme aykırı olarak pay devirleri yapılan kayıtlar hükümsüzdür. Öy, hukuki edilimesi ve hisseler üzerinde intifa hakkı tesisinde de bu hüküm uygulanır.

Nitelikli paya sahip olan ortakların kurullarda alınan kararları tasviri, sınırlı süren Kurucularda atanmış nitelikli kaybeden nitelikli paya sahip ortaklar temin itibarıncı ortaklık haklarından yararlanamaz. Bu hakke, diğer ortaklık hakları Kurum'un bilgilerini üzerine bu tarafından kullanılır. Bu ortaklar sermayedeki doğrudan ve dolaylı payların yüzde onum altına düşene kadar açılan haklarını kullanamazlar. Bankanın sermayesinin yüzde on veya daha fazlasına sahip olan tüzel kişilerin paylarını devirleri veya dolaylı

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DK'nın veya üyelerinden herhangi birinin atanması, veyden alınması, görevden alınması veya görevden çıkarılması, Uygulanabilir Mevzuat'a uygun olarak yapılacaktır.

DK üyelerinin herhangi bir zamanda boşlanması ve bu durumun yeterli çoğunluğu sağlanamamasına sebep olması halinde, Yönetim Kurulu yeni üyeleri alır ve yeni üyeleri) Genel Kurulum toplantısı yeter sayısını yeterliliğine yol açmaması halinde, Kurul yeni üyeli alacaktır ve bir sonraki toplantıda Genel Kurulum onayına sunacaktır.

DK üyeleri, Uygulanabilir Mevzuat ve Faizsiz Bankacılık Tebliği kapsamında belirtilen gerekliliklerini taşıyacaklardır. DK, Faizsiz Bankacılık Tebliği ve Uygulanabilir Mevzuat altında belirlenen yetkileri uyarınca görevlerini yerine getirmek amacıyla (a) Uygulanabilir Mevzuat'a uygun olarak Bankanın tüm faaliyetlerini değerlendirebilir, (b) uygulanabilir faizsiz bankacılık ilke ve standartlarına ilişkin karar sunabilir bunları aynı sıra uygulamalarına ilişkin kararlar alır, (c) Bankanın iç politikalarını faizsiz finans ilke ve standartlarına uygunluğu perspektifinden inceler, (d) ürün ve hizmet dokümanlarını ve Banka tarafından katılm esasını ilgilendirecek hususları içerir diğer sözleşmeleri ve bunlara ilişkin ekleri faizsiz bankacılık ilkelere ve standartları açısından değerlendirir ve onaylar, veya (e) Uygulanabilir Mevzuat veya Faizsiz Bankacılık Tebliği tarafından zaman zaman belirlenen diğer gereklilikleri yerine getirir.

DK, görevini yerine getirmek, Damga Kurulu tarafından bankacılık ve finans işlemlerine ilişkin yayımlanan standartlara bağlı kalır ve bunlara uyar DK, Bankanın katılm bankalarına ve/veya faizsiz bankacılığa uygulanabilen ilkelere ne ölçüde uyum sağladığını belirlen yıllık bir rapor düzenler.

DK üyeleri Faizsiz Bankacılık Tebliği, Uygulanabilir Mevzuat ve İşbu Ana Sözleşme kapsamında belirlenen görevlerini yerine getirmek için ihtiyaç duyabilecekleri tüm bilgi ve belgelere erişim hakkına sahiptir. DK üyeleri, Uygulanabilir Mevzuat ve/veya Faizsiz Bankacılık Tebliği uyarınca Yönetim Kuruluna raporlama yapar.

DK, Faizsiz Bankacılık Tebliği'ne uygun olarak yeterli bir ekip tarafından faaliyetleri için desteklenecektir.

Yönetim Kurulu, DK'nın Başkan ve üyelerinin (varsa), muhalhas üye veya İcra Komitesi dahil) huzur haklarını ve ücretlerini belirler.

Ön Alım Hakkı**Madde 20-**

(a) Azınlık Pay Sahibi, İşbu maddenin tesminden itibaren beşinci yıldönümünü takip eden herhangi bir zamanda Hisselerini bir kısmını veya tamamını ("Ön Alım Hakkına Konu Hisseler") Stratejik Açıldan Önemli Uluslararası Kuruluş olan bir üçüncü taraf devralana devretmek isterse, Azınlık Pay Sahibi öncelikle Hakım Pay Sahibi'ne aşağıdaki hususları içeren yazılı bir bildirim ("İlk Ön Alım Hakkı Bildirimi") yapacaktır:

(i) Azınlık Pay Sahibi'nin Ön Alım Hakkına Konu Hisselerini devretme niyeti; ve

(ii) Teklif edilen Ön Alım Hakkına Konu Hisselerinin sayısı.

Su kadar ki, Azınlık Pay Sahibi, Payların bir kısmını Stratejik Açıldan Önemli Uluslararası Kuruluş devretmek isterse yalnızca Hakım Pay Sahibi'ne önceden yazılı bildirimini alarak devredilebilecektir (bu izin makul olmayan bir şekilde geciktirilmeyecek ya da izin makul olmayan bir şekilde verilmesinden imtina edilmecektir olup, izin İşbu maddenin (f) paragrafına göre talep edildiği tarihten itibaren 15 iş günü içerisinde verilecek ya da izin istemi bu süre içerisinde reddedilecektir).

İşbu Esas Sözleşme'de belirtilen "Stratejik Açıldan Önemli Uluslararası Kuruluş", Türkiye'deki Bankacılık Düzenleme ve Denetleme Kurumu tarafından uygun görülen bir üçüncü taraf anlamına gelir, ancak, Azınlık Pay Sahibi, Hakım Pay Sahibi'ne Azınlık Pay Sahibi'nin Hisselerini İşbu madde uyarınca devretmek istediğine dair önceden yazılı bildirimde bulunmadıkça ve Hakım Pay Sahibi'nin bu hususta yazılı onayı alınmadıkça, Türkiye Bağlantılı Bir Kişi Stratejik Açıldan Önemli Uluslararası Kuruluş olarak kabul edilmeyecektir. Hakım Pay Sahibi'nin söz konusu bildirim 7 gün içerisinde yanıt vermemesi halinde söz konusu Türkiye Bağlantılı Kişi, Stratejik Açıldan Önemli Uluslararası Kuruluş olarak kabul edilir. İşbu Esas Sözleşme'de belirtilen "Türkiye Bağlantılı Kişi".

(a) Türkiye Cumhuriyeti vatandaşları olan veya nitelik pay sahipliğinin çoğunluğu bir veya daha fazla Türkiye Cumhuriyeti vatandaşına ait olan bir tüzel kişilik,

(b) Bir veya daha fazla Türkiye Cumhuriyeti vatandaşları veya Türkiye Cumhuriyeti'nde kurulmuş tüzel kişiler tarafından kontrol edilen;

(c) Türkiye Cumhuriyeti'nde kurulmuş bir tüzel kişilik olan veya

(d) Türkiye Cumhuriyeti'nde bir bağlı ortaklığı olan veya başka bir şekilde Türkiye Cumhuriyeti'nde kurulmuş bir tüzel kişiliği kontrol eden bir kişi olarak kabul edilecektir.

(b) İlk Ön Alım Hakkı Bildirimi'nin iletilmesi üzerine, Azınlık Pay Sahibi, İlk Ön Alım Hakkı Bildiriminin tarihinden itibaren altı (6) iş günü boyunca Ön Alım Hakkına Konu Hisseleri Bir Stratejik Açıldan Önemli Uluslararası Kuruluşu teklif etme hakkına sahip olacaktır.

(c) İlk Ön Alım Hakkı Bildirimi tarihinden itibaren altı (6) iş günü sonra, Azınlık Pay Sahibi Hakım Pay Sahibi'ne Azınlık Pay Sahibi tarafından Ön Alım Hakkına Konu Hisseler için ilen alın ve İkinci Ön Alım Hakkı Bildirimi tarihinde geri çekilmemiş veya değiştirilmemiş olan bir (i) niyetli teklifi ("İkinci Teklif Şartları") fiyat ve diğer esastı detaylarını önemli hükümler ve koşullar ve Ön Alım Hakkına Konu Hisseleri satın almayı teklif eden Stratejik Açıldan Önemli Uluslararası Kuruluşun kimliği dahil) içeren yazılı bir bildirim ("İkinci Ön Alım Hakkı Bildirimi") yapacaktır. Bu bildirim Hakım Pay Sahibi'nin bu teklifi

(d) Bendine uygun olarak kabul etmesi durumunda Ön Alım Hakkına Konu Hisseleri Hakım Pay Sahibi'ne devretmek için geri alınmaz bir teklif içerecektir.

(e) Hakım Pay Sahibi, Ön Alım Hakkına Konu Hisseleri devralmak isterse, İkinci Ön Alım Hakkı Bildiriminin ("Ön Alım Hakkı Teklif Tarihi") düzenlenmesinden itibaren on beş (15) iş günü içinde, Azınlık Pay Sahibi'ne ve ilgili şirketin de ifilecek ve aşağıdakileri içeren yazılı bir bildirim ("Ön Alım Hakkı Kullanım Bildirimi") gönderecektir:

(i) Hakım Pay Sahibi'nin Ön Alım Hakkına Konu Hisseleri En (ii) Teklif Şartlarıyla satın alacağına dair geri alınmaz bir teklif;

(ii) Hisseli alm sözleşmesinin ("Ön Alım Hakkı HASS") imzalanması için önerilen bir tarih ("Ön Alım Hakkı Teklif Tarihi"nden itibaren en az bir (1) ay sonra olan bir tarih) ("Ön Alım Hakkı Teklif İmza Tarihi"); ve

(iii) Ön Alım Hakkına Konu Hisselerinin devrinin tamamlanması için ön koşul olacak, zorunlu onay ve izimlerin veya değiştirilmesi gereken mevcut zorunlu onay ve izimlerin detaylarını (bu koşulların (i) Ön Alım Hakkı Hisselerinin devrinin tamamlanabilmesi için gerekli ve (ii) Ön Alım Hakkı Teklif İmza Tarihi'nden iki (2) ay sonrasında denk gelen tarihten daha geç olmayan son devir tarihine ("Ön Alım Hakkı Son Tarihi") tabi olması şartıyla).

(c) Ön Alım Hakkı Kullanım Bildiriminin yapılması üzerine ilgili Ön Alım Hakkına Konu Hisselerin Hakım Pay Sahibi'ne devri, Ön Alım Hakkı Kullanım Bildiriminin kabulü ve koşullarına uygun olarak iki (2) aydan fazla olmayan bir süre içinde tamamlanacak ve devir, Azınlık Pay Sahibi tarafından belirlenecek besdar ayın gün değeri üzerinden elektronik fon transferi yoluyla nakit olarak alınması karşılığında hisse senetleri (veya, varsa, ilgili hisselerle ilişkin mülkiyeti kanıtlayan diğer tüm ilgili belgeler) ile birlikte ilgili hisselerle ilişkin usulüne uygun olarak çıkarılmış devir belgelerinin teslimi ile gerçekleştirilecektir. Bu madde 20'e'nin hükümleri ile ilgili Ön Alım Hakkı Kullanım Bildiriminin hukum ve koşulları arasında herhangi bir çelişki olması halinde, ilki öncelikli olacaktır.

(f) Hakım Pay Sahibi, Ön Alım Hakkına Konu Hisseleri satın almak istemezse, Ön Alım Hakkı Teklif Tarihi'nden önce Azınlık Pay Sahibi'ne bu kararı yazılı olarak bildirecektir. Ön Alım Hakkı Teklif Tarihi'nden önce Hakım Pay Sahibi'nin İkinci Ön Alım Hakkı Bildirimine yanıt vermemesi de Ön Alım Hakkına Konu Hisseleri satın alınması kararı vemesi olarak kabul edilecektir. Azınlık Pay Sahibi, Ön Alım Hakkına Konu Hisseleri Bir Stratejik Açıldan Önemli Uluslararası Kuruluşu satın alması için Ön Alım Hakkı Bildiriminde belirtilen En (ii) Teklif Şartlarıyla ve daha sonra satışta Ön Alım Hakkı Teklif Tarihi, Ön Alım Hakkı İmza Tarihi veya Ön Alım Hakkı Son Tarihi'nden (hangisi geçerliyse) itibaren altı (6) ay içinde söz konusu hisse alm sözleşmesinin şartlarına uygun olarak tamamlamak için (i) Ön Alım Hakkı Teklif Tarihi'nden (Hakım Pay Sahibi'nin bu madde uyarınca Ön Alım Hakkına Konu Hisseleri satın alması kararı vemesi durumunda) (ii) Ön Alım Hakkı Teklif İmza Tarihi'nden (Hakım Pay Sahibi'nin Ön Alım Hakkına Konu Hisseleri satın alması kararı vemesi ancak bu madde 20 (d) (ii) de belirtilen süre içinde Ön Alım Hakkı HASS'in imzalanmaması durumunda) veya (iii) Ön Alım Hakkı Son Tarihi'nden (bir Ön Alım Hakkı HASS'in 20 (d) (ii) de belirtilen süre içinde imzalanması ancak Ön Alım Hakkı Son Tarihi veya öncesinde tamamlanmaması durumunda) itibaren en geç (i) ay içinde işbu 20. madde hükümlerine uyumak ve kısmi satışın söz konusu olması halinde Hakım Pay Sahibi'nin yazılı iznine alınması şartıyla bir hisse alm sözleşmesi imzalamakta özgür olacaktır. Süpüyle malul vermemek adına, Ön Alım Hakkına Konu Hisselerin Stratejik Açıldan Önemli Uluslararası Kuruluşu devri, Ön Alım Hakkı Teklif Tarihi, Ön Alım Hakkı İmza Tarihi veya Ön Alım Hakkı Son Tarihi'nden (hangisi geçerliyse) itibaren en az iki (2) ay içinde herhangi bir nedenle tamamlanmazsa, Ön Alım Hakkına Konu Hisselerin Stratejik Açıldan Önemli Uluslararası Kuruluşu devri yapılmaksızın süreç sonlandırılacaktır.

Azınlık Pay Sahibi daha sonra Ön Alım Hakkına Konu Hisselerini veya diğer hisseleri Stratejik Açıldan Önemli Uluslararası Kuruluş olan üçüncü taraf devralana devretmek isterse, önerilen bir devir işlemi bu maddede belirtilen prosedüre bütünüyle uygun şekilde yapılacaktır.

Birlikte Satma Hakkı**Madde 21-**

(a) Her bir Diğer Pay Sahibi, Banka'daki Paylarını bir diğer Pay Sahibi veya Pay Sahibi'nin esva da üçüncü derece dahil bir üyesi veya bağlı ortaklığı olmayan bir kısve satmak isterse ve söz konusu Diğer Pay Sahibi Hakım Pay Sahibi'nin önceden yazılı onayını almıyorsa, Hakım Pay Sahibi, söz konusu Diğer Pay Sahibi'nin, teklif edilen devralan Azınlık Pay Sahibi'nden, söz konusu Banka'daki Pay sayısını mümkün olduğunca yansıtmak şekilde, aynı zamanda ve Pay İstemi aynı nakli fiyatlı ve ilgili devralan teklifinde yer alanlardan daha az elverişli olmayan koşullarla satın alınmayı teklif etmesini sağlayacak ve bunu temin edecektir. (i) Devralan tarafından satın alınacak söz konusu Banka'daki Payların toplam sayısı ile (ii) pay Azınlık Pay Sahibi'nin söz konusu Banka'da sahip olduğu Payların sayısı ve parçası Azınlık Pay Sahibi'nin ve Pay Sahiplerinin söz konusu Banka'da sahip olduğu Payların toplam sayısı olan bir kısmın karşını, ancak ilgili Pay Sahibi'nin bir Banka'daki kontrolün devredilmesini teklif ettiği durumlarda Hakım Pay Sahibi, teklif edilen devralan Azınlık Pay Sahibi'nin söz konusu Banka'da sahip olduğu Payların tamamını Azınlık Pay Sahibi'nden satın almayı teklif etmeyi sağlamlakla yükümlüdür ("Birlikte Satma Hakkı").

(b) Hakım Pay Sahibi, bu madde uyarınca önerilen devralan tarafından yapılan teklifi ("Birlikte Satma Bildirimi"):

(i) geri almamaz olmasını;

(ii) Devreden Diğer Pay Sahibi ile teklif edilen devralan arasında mutabık kalınan tüm esaslı hükümler ve koşulları tam olarak tamamlanmasını, ki bu koşullar önerilen devralan ile Birlikte Satma Bildirimi'nin kabul eden Azınlık Pay Sahibi arasında uygulanacaktır; ancak (i) şartlar, Azınlık Pay Sahibi'nin hisselerin mülkiyeti ve üyaları ile ilgili olarak hangı olarak üzere, Azınlık Pay Sahibi tarafından önerilen devralana hiçbir beyan veya garanti verilmeyeceğini açıkça belirtecek, ve (ii) Azınlık Pay Sahibi'nin toplam sorumluluğu Azınlık Pay Sahibi'nin hisselerin mülkiyeti ve üyaları ile ilgili herhangi bir garanti kapsamında, toplandı Azınlık Pay Sahibi'nin ilgili satış bedelindeki payın aşmayacaktır.

(iii) Birlikte Satma Bildiriminin alınmasından sonra yirmi (20) iş gününden az olmayan bir süre boyunca Azınlık Pay Sahibi tarafından teklif edilen devralana bir kabul bildirimini tebliğ edilmiş suretiyle Azınlık Pay Sahibi tarafından tamamen veya kısmen kabulü açık olmasını; ve

(iv) tamamlama işleminin, ilgili Paylara ilişkin usulüne uygun olarak düzenlenmiş devir belgelerinin, ilgili bedelin alınması karşılığında ilgili Paylara ilişkin pay senetleri (veya, varsa, ilgili Payların mülkiyetini kanıtlayan diğer tüm ilgili belgeler) ile birlikte teslim edilmişyse gerçekleştirilmesini, sağlayacaktır ve söz konusu şartlar Birlikte Satma Hakkı Şartları olacaktır.

(c) Bir Birlikte Satma Bildiriminin kabul edilmesi halinde, ilgili Payların teklif edilen devri, devreden Diğer Pay Sahibi'nin önerilen devralana satışını tamamlanması şartına bağlı olacak ve bu satışla aynı zamanda tamamlanacaktır. Buna bağlı olarak Azınlık Pay Sahibi, Birlikte Satma Bildirimi uyarınca ilgili Payları Birlikte Satma Hakkı Şartları üzerinden satın alması ve önerilen devralan da satın alması yükümlü olacaktır.

(d) Aşağıda (e) paragrafına tabi olmak üzere, teklif edilen devralan yukarıda belirtilenleri uyarınca teklifi bulunmadıkça ve ilgili Birlikte Satma Bildiriminin usulüne uygun olarak kabul eden Azınlık Pay Sahibi'nin Paylarını usulüne uygun olarak satın almadıkça (uygulanması halinde) Birlikte Satma Hakkına yol açacak diğer pay devri gerçekleştirilmeyecektir. Ana Pay Sahipleri, ilgili Bankanın işbu maddeye aykırı olarak yapılan herhangi bir pay devri kaydetmesini veya kabul etmesini temin edecektir.

(e) Bir Birlikte Satma Bildiriminin kabul edilmesi halinde, ilgili Payların teklif edilen devri, devreden Diğer Pay Sahibi'nin önerilen devralana satışını tamamlanması şartına bağlı olacak ve bu satışla aynı zamanda tamamlanacaktır. Buna bağlı olarak Azınlık Pay Sahibi, Birlikte Satma Bildirimi uyarınca ilgili Payları Birlikte Satma Hakkı Şartları üzerinden satın alması ve önerilen devralan da satın alması yükümlü olacaktır.

(f) Aşağıda (e) paragrafına tabi olmak üzere, teklif edilen devralan yukarıda belirtilenleri uyarınca teklifi bulunmadıkça ve ilgili Birlikte Satma Bildiriminin usulüne uygun olarak kabul eden Azınlık Pay Sahibi'nin Paylarını usulüne uygun olarak satın almadıkça (uygulanması halinde) Birlikte Satma Hakkına yol açacak diğer pay devri gerçekleştirilmeyecektir. Ana Pay Sahipleri, ilgili Bankanın işbu maddeye aykırı olarak yapılan herhangi bir pay devri kaydetmesini veya kabul etmesini temin edecektir.

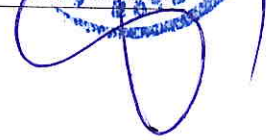
(g) Bir Birlikte Satma Bildiriminin kabul edilmesi halinde, ilgili Payların teklif edilen devri, devreden Diğer Pay Sahibi'nin önerilen devralana satışını tamamlanması şartına bağlı olacak ve bu satışla aynı zamanda tamamlanacaktır. Buna bağlı olarak Azınlık Pay Sahibi, Birlikte Satma Bildirimi uyarınca ilgili Payları Birlikte Satma Hakkı Şartları üzerinden satın alması ve önerilen devralan da satın alması yükümlü olacaktır.

(h) Aşağıda (e) paragrafına tabi olmak üzere, teklif edilen devralan yukarıda belirtilenleri uyarınca teklifi bulunmadıkça ve ilgili Birlikte Satma Bildiriminin usulüne uygun olarak kabul eden Azınlık Pay Sahibi'nin Paylarını usulüne uygun olarak satın almadıkça (uygulanması halinde) Birlikte Satma Hakkına yol açacak diğer pay devri gerçekleştirilmeyecektir. Ana Pay Sahipleri, ilgili Bankanın işbu maddeye aykırı olarak yapılan herhangi bir pay devri kaydetmesini veya kabul etmesini temin edecektir.

Komiteler**Madde 22-**

Yönetim Kurulu, üyeleri arasından bir veya daha fazla komite oluşturabilir. Her bir komite, vasalet uyarınca oluşturulması gereken herhangi bir komite mevzuatı uyarınca oluşturulacaktır.

(Devir 223 Sayıda)



(Borçlanma 223 Sayıda)

e. Deloitte, Ernst & Young, KPMG veya PricewaterhouseCoopers dışında bir bağımsız denetimci seçilmesi.

d. Azınlık Pay Sahibi'nin haklarının olumsuz etkileneceği şekilde Banka'nın birleşmesi veya bölünmesine ilişkin kararlar.

e. Yürürlükteki mevzuat hükümleri saklı kalmak kaydıyla, Banka'nın iflasına, konkordato iflasına, acizine veya benzeri işlemlere tabi tutulmasına ilişkin başvurularla bulunulması veya Banka'nın varlıkları veya yönetimi üzerine bir kavram veya yönetici atanmasına ilişkin kararlar.

f. Onemli Yönetim Kurulu Kararları'na ilişkin kararlar.

g. Pay sahipleri arasında Onemli Pay Sahipleri Kararı olarak işbu Esas Sözleşme'ye derç edilmiş hususunda yazılı olarak açıkça mutabık kalınan diğer hususlar.

h. Onemli Pay Sahipleri Kararı olarak belirlenen hususlardan herhangi birini yapmak üzere herhangi bir yazılı anlaşma veya düzenleme yapılması.

Azınlık Pay Sahibi'nin paylarının Banka sermayesinin %10'unun yüzde oranını altına düşmesi halinde, Onemli Pay Sahipleri Kararıyla da sermayesinin yarısından fazlasını temsil eden pay sahiplerinin olumlu oyu ile alınacaktır.

İşbu Esas Sözleşme'de açıkça düzenlenmeyen hususlarda Genel Kurul toplantılarına ve bu toplantılardaki karar usullerine Türk Ticaret Kanunu ve Bankacılık mevzuatı hükümleri uygulanacaktır. Pay sahiplerinin Genel Kurula katılım ve oylarını kullanması ile ilgili Türk Ticaret Kanunu ve bankacılık mevzuatı hükümleri uygulanır.

Şu kaddır ki, Onemli Pay Sahipleri Kararı ile oyları ya da oylarını herhangi bir mevzuat hükmüne aykırı ya da yetkili bir makamın kararı, talimatı ya da talebi üzerine alınacak olan kararlar Banka sermayesini temsil eden payların basit çoğunluğunun olumlu oyu ile alınır ve Azınlık Pay Sahibi söz konusu kararların alınmasında olumlu oy kullanacaktır.

Türk Ticaret Kanunu'nun 421. maddesi ve Bankacılık Kanunu'nun 16. maddesi hükümleri saklıdır.

Sermaye

Maddde 6- Banka'nın sermayesi, beheri 1.00 Türk Lirası değerinde 1.500.000.000 paya ayrılmış toplam 1.500.000.000 Türk Lirası değerindedir. Bu payların tamamı nama yazılıdır. Bu sermayenin

-Beheri 1.00 Türk Lirası değerinde 1.147.499.999 adet paya karşılık gelen 1.147.499.999/11 Ahmet Yaşar Aydın'a,

-Beheri 1.00 Türk Lirası değerinde 300.000.001 adet paya karşılık gelen 300.000.001/11 Star Digital Investments SPV Limited'e,

-Beheri 1.00 Türk Lirası değerinde 15.000.000 adet paya karşılık gelen 15.000.000/11 Ali Talha Aydın'a,

-Beheri 1.00 Türk Lirası değerinde 15.000.000 adet paya karşılık gelen 15.000.000/11 Can Ersoy'a,

-Beheri 1.00 Türk Lirası değerinde 15.000.000 adet paya karşılık gelen 15.000.000/11 Erhan Boşan'a,

-Beheri 1.00 Türk Lirası değerinde 7.500.000 adet paya karşılık gelen 7.500.000/11 Tolga Akar'a aittir.

Banka sermayesinin tamamı nakden ödenmiştir. İşbu Esas Sözleşme taahhüdüde Star Digital Investments SPV Limited ("Azınlık Pay Sahibi"), Ahmet Yaşar Aydın ("Bakım Pay Sahibi") ve diğer pay sahiplerinin her biri ("Diğer Pay Sahibi") olarak anılacaktır.

Banka'nın payları nama yazılıdır. Pay senetleri mühteleli kâğıtlar halinde bastırılabilir. Nama yazılı payların devri hisse defterine kaydedilmemiş Banka'ya karşı hüküm ifade etmez. Banka'nın sermayesi Türk Ticaret Kanunu, 5411 sayılı Bankacılık Kanunu ve ilgili alt düzenlemeleri ve ilgili mevzuat hükümleri uyarınca Bankacılık Düzenleme ve Denetleme Kurumu ve TC Ticaret Bakanlığı'ndan izin alınmak suretiyle artırılıp, azaltılabilir. Sermayenin artırılması durumunda, Banka'nın mevcut ortakları, aksine bir karar olmadıkça, mevcut sermayeye sahip oldukları pay oranında yeni pay alma hakkına sahiptirler. Sermayenin artırılmasına ve ruçhan hakkının kullanılmasına ilişkin işlemler ile ruçhan haklarının mevzuatta öngörülen sürede kullanılmasına ilişkin olarak kalan paylarla ilgili işlemler hakkında Türk Ticaret Kanunu ve Bankacılık Mevzuatı hükümlerine uyulur.

(18970203)

KONYA TİCARET SİCİLİ MÜDÜRLÜĞÜ

İlan Sıra No:

Ticaret Sicil No: 26364

Ticaret Unvanı

ATSANLAR MOTORLU ARAÇLAR SANAYİ VE TİCARET LİMİTED ŞİRKETİ

Ticari Adresi: Fevziçakmak Mahallesi Konsan Özel Sanayi 10753, Sokak No:14 Karatay Konya

Genel Kurul Toplantısına Davet:

Yükarıda bilgileri yazılı şirketimizin Müdürler Kurulunun 23/01/2024 tarihli alması olduğu karara istinaden; 16/03/2024 tarihinde, saat 10:30'da, Fevzi Çakmak Mahallesi Konsan Özel Sanayi 10753, Sokak No:14 Karatay Konya adresinde aşağıdaki gündem maddelerini görüşesinizde 2023 Yılı olağan genel kurul toplantısı gerçekleştirilecektir.

Gelir tablosu ve bilanço, Müdürler Kurulunun yıllık faaliyet raporu ve müdürler kurulunun kar dağıtım önerisi genel kurul toplantısından en az onbeş gün önce şirket merkezinde ve şubelerimizde pay sahiplerinin incelemesine hazır bulundurulacaktır.

Genel kurul toplantımıza, ortaklarımızın asaleten veya aşağıya çıkarılan vekaletname ile temsilcilerinin katılımını sağlanmasını hususu ilan olunur.

Müdürler Kurulu Başkanı MEHMET ATISAN TC No: 51500000002 imza

Gündem:

- 1-Açılış, Yoklama ve toplantı başkanlığının oluşturulması.
- 2-Müdürler Kurulunun 2023 Yılına ait faaliyet raporlarının görüşülmesi ve ibrası.
- 3-2023 Yılına ait bilanço kar zarar hesaplarının görüşülmesi, ibrası ve bu Yıla ait denetim net kararının görüşülmesi.
- 4-Müdürler Kurulunun ibrası.
- 5-Şirket müdürler kurulunun seçimi.
- 6-Şirket sermaye artışı görüşülmesi.
- 7-Şirket müdürlerine huzur hakkı verilmesinin görüşülmesi.
- 8-Dilek, temenniler ve kapanış.

Vekaletname Örneği

Pay sahibi olduğum/olduğunuz Limited Şirketinin tarihinde saat: da adresinde gerçekleştirilecek olan genel kurul toplantısında beni temsil etmeye ve gündemdeki maddelerin karara bağlanması için oy kullanmaya ni temsilci tayin ettim/ettik.

Vekaletli Veren

Adı Soyadı/Ticaret Unvanı:

Sermaye miktarı:

Pay adedi /Adresi:

Not: Vekaletname noterden tasdikli olacaktır.

(18971041)

KONYA TİCARET SİCİLİ MÜDÜRLÜĞÜ

İlan Sıra No:

Ticaret Sicil No: 28379

Ticaret Unvanı:

ATSANLAR SİGORTA ARACILIK HİZMETLERİ TİCARET LİMİTED ŞİRKETİ

Ticari Adresi: Fevziçakmak Mahallesi 10576 Sokak No:2/B Karatay Konya

Genel Kurul Toplantısına Davet;

Yükarıda bilgileri yazılı şirketimizin Müdürler Kurulunun 23/01/2024 tarihli alması olduğu karara istinaden; 16/03/2024 tarihinde, saat 11:30'da, Fevzi Çakmak Mahallesi 10576 Sokak No 2/B Karatay Konya adresinde, aşağıdaki gündem maddelerini görüşesinizde 2023 Yılı olağan genel kurul toplantısı gerçekleştirilecektir.

Gelir tablosu ve Bilanço, Müdürler Kurulunun yıllık faaliyet raporu ve müdürler kurulunun kar dağıtım önerisi genel kurul toplantısından en az onbeş gün önce şirket merkezinde ve şubelerimizde pay sahiplerinin incelemesine hazır bulundurulacaktır.

Genel kurul toplantımıza, ortaklarımızın asaleten veya aşağıya çıkarılan vekaletname ile temsilcilerinin katılımını sağlanmasını hususu ilan olunur.

Müdürler Kurulu Başkanı MEHMET ATISAN TC No: 51500000002 imza

Müdür İMİN ATISAN TC 515000000034 imza

Gündem:

- 1-Açılış, Yoklama ve toplantı başkanlığının oluşturulması.
- 2-Müdürler Kurulunun 2023 Yılına ait faaliyet raporlarının görüşülmesi ve ibrası.
- 3-2023 Yılına ait bilanço kar zarar hesaplarının görüşülmesi ve ibrası.
- 4-Şirket müdürler kurulunun seçimi.
- 5-Müdürler Kurulunun ibrası.
- 6-Dilek, temenniler ve kapanış.

Vekaletname Örneği

Pay sahibi olduğum/olduğunuz Limited Şirketinin tarihinde saat: da adresinde gerçekleştirilecek olan genel kurul toplantısında beni temsil etmeye ve gündemdeki maddelerin karara bağlanması için oy kullanmaya ni temsilci tayin ettim/ettik.

Vekaletli Veren

Adı Soyadı/Ticaret Unvanı:

Sermaye miktarı:

Pay adedi /Adresi:

Not: Vekaletname noterden tasdikli olacaktır.

(18971071)

ANKARA (TİCARET SİCİLİ MÜDÜRLÜĞÜ)

İlan Sıra No:

Ticaret Sicil No: 47041

Ticaret Unvanı

AIS YAZILIM VE BİLGİSAYAR SİSTEMLERİ ANONİM ŞİRKETİ

Ticari Adresi: Ostim Mahallesi, 1308. Cadde ODTÜ Teknokent Ostim No:6 İç Kapı No:Z17 Yenimahalle/Ankara

Genel Kurul Toplantısına Davet;

Yükarıda bilgileri yazılı şirketimizin Yönetim Kurulunun 30/01/2024 tarihli alması olduğu karara istinaden; 15/02/2024 tarihinde, saat 11:00'de, "Ostim Mahallesi, 1308. Cadde ODTÜ Teknokent Ostim No: 6 İç Kapı No Z17 Yenimahalle/Ankara" adresinde, aşağıdaki gündem maddelerini görüşesinizde 2024 yılı olağanüstü genel kurul toplantısı gerçekleştirilecektir.

Finansal tablolar, konsolide finansal tablolar, yönetim kurulunun yıllık faaliyet raporu denetim raporları ve yönetim kurulunun kar dağıtım önerisi genel kurul toplantısından en az on beş gün önce şirket merkezinde ve şubelerimizde pay sahiplerinin incelemesine hazır bulundurulacaktır.

Genel kurul toplantımıza, ortaklarımızın asaleten veya aşağıya çıkarılan vekaletname ile temsilcilerinin katılımını sağlanmasını hususu ilan olunur.

Müdürler Kurulu Başkanı MEHMET ATISAN TC No: 51500000002 imza

Müdür İMİN ATISAN TC 515000000034 imza

Gündem:

- 1-Açılış, yoklama.
- 2-Diyari heyetinin seçimi, teşekkülü ve toplantı tutanaklarına imza yetkisinin verilmesi.
- 3-Şirket ortaklarının alacağı ücretlerin görüşülmesi.
- 4-Dilek, temenniler ve kapanış.

Vekaletname Örneği

Vekaletname Sahibi olduğum TL toplam itibarı değerde paya ilişkin olarak Anonim Şirketinin tarihinde adresinde saat: da yapılacak Olağan/olağanüstü genel kurul toplantısında beni temsil etmeye ve gündemdeki maddelerin karara bağlanması için oy kullanmaya ni temsilci tayin ettim/ettik.

Vekaletli Veren

Adı Soyadı/Unvanı

Tarih ve İmza

Not: Vekaletname noter onaylı şekilde düzenlenmesi gerekmektedir.

(18971085)

No: 13307

