

THE COMPANIES LAWS 1951 AND 1954

---

COMPANY LIMITED BY SHARES

---

Memorandum of Association

OF THE

TURKISH BANK LTD.

---

---

1. The name of the company is "TURKISH BANK LIMITED".
2. The registered office of the company will be situate in Cyprus.
3. The objects for which the company is established are:-

(a) To carry on in Cyprus and elsewhere the business of banking in all its branches, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the company shall carry on business, be usual in connection with the business of banking or dealing in money for securities for money.

To advance and lend money on real, personal and mixed securities, on cash, credit, or other accounts, on policies, bonds, debentures, bills of exchange, promissory notes, letters of credit, or other obligations, or on the mortgage of real estate, or on the deposit of goods, wares and mechanise, bills of sale and lading, delivery orders, notes, or other mercantile tokens, stocks and shares.

(b) To carry on the business of discounting, dealing in exchanges, specie and securities.

(c) To invest money in such manner as may from time to time be thought proper.

(d) To act as agents for the sale and purchase of any stocks, shares or securities, or for any other monetary or mercantile transaction.

(e) To carry on business as financiers.

(f) To carry on the business of Shipping Agency or Airways Agency or of any other transport business.

(g) To carry on as agents of other Assurance Companies every kind of insurance and against every and any contingency.

(h) To act as executors and trustees of wills and settlements made by customers and others and to undertake and execute trusts of all kinds.

(i) To purchase, take on lease or in exchange, hire, erect, construct or otherwise acquire and hold for any estate or interest in any country or place where the company proposes to establish or has established any branch or agency, or transacts or is proposing to transact business, any offices, houses, buildings, lands, easements, licences, or rights, and any real or personal, property of any kind necessary or convenient for the company's business and sell and let such of them or such portions thereof as may not be required for occupation by the company.

(j) To borrow and raise or secure the payment of money for the purpose of the company's business.

(k) To mortgage and charge the undertaking, and all or any of the real and personal property, present or future, and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount debentures, bonds, mortgage debentures and debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally, or further to secure any securities of the company by a trust deed or other assurance, and to redeem or pay off any such securities.

(l) To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the company.

(m) To receive money on deposit or loan upon such terms as the company may approve, and to guarantee the debts, contracts, and liabilities of customers.

(n) To invest and deal with the moneys of the company not immediately required in or upon such securities, and in such manner as may from time to time be determined.

(o) To pay for any property or rights acquired by the company either in cash or fully or partly paid up shares, with or without preferred or deferred rights, whether in respect of dividend or repayment of capital or otherwise, or by any

securities which the company has power to issue, or partly in another, and generally upon such terms as the company may determine.

(p) To remunerate any person or company for services rendered in placing or assisting to place, or guaranteeing in placing of any of the shares in the company's capital or any debentures or other securities of the company, or in or about the conduct of its business, or for obtaining settlements and quotations of any of the said shares or debentures.

(q) To accept payment for any property or rights sold, leased or otherwise disposed of or dealt with by the company, either in cash by instalments or otherwise, or in fully or partly paid up shares of any company or corporation in any country with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage or by bonds, debentures or mortgage debentures or debenture stock of any company or corporation, or partly in one mode and partly in other, and generally on such terms as the company may determine.

(r) To establish and support, or aid in the establishment and support of association, institutions, funds, trusts, and conveniences, calculated to benefit employees or ex-employees of the company, or the dependants or connections of such persons, and to grant pensions and allowances and donations to any persons who have been in the employ of this company, or of any persons whose business may have been acquired by this company.

(s) To establish or promote or concur in establishing or promoting any other company in any country, whose object shall include the acquisition and taking over of all or any of the assets or liabilities of, or shall be in any manner calculated to advance directly or indirectly the objects or interests of this company, and to acquire and hold shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.

(t) To establish or promote companies and associations whose objects are to carry out part of the objects of this company.

(u) To purchase or otherwise acquire and undertake all or any part of the business property, liabilities and transactions of any person, persons or corporation carrying on any business which this company is authorised to carry on, or possessed of property suitable for the purposes of the company.

(v) To amalgamate with any other company whose objects are to include objects similar to those of this company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such

other company as aforesaid, or by partnership or any arrangement of the nature of partnership or in any other manner.

(w) To sell or dispose of the undertaking, property and assets of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares, debentures or securities (whether fully or partly paid) of any other company having objects together or in part similar to those of this company.

(x) To sell, mortgage, charge, let on lease or tenancy, exchange, dispose of or deal with any of the property of the company as may be expedient.

(y) To adopt such means of making known the activities of the company as may seem expedient, and in particular by advertisements in the press, by circulars, illuminated or other signs, and by publication of books and periodicals.

(z) To make donations and give subscriptions to any object likely to promote the interests of the company, and to grant bonuses gratuities and pensions to officers or ex-officers and employess or-ex-employees of the company, or their dependants or connections and to endow, support and subscribe to any educational, social or charitable institution or society calculated to be beneficial to such persones.

(aa) To distribute among the Members in specie, shares, stock, debentures, bonds or other securities belonging to the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(bb) To guarantee the payment of any money, or the discharge or performance of any obligation by any government, goerning body, person, firm, corporation, or other association and to give and take counter-guarantees.

(cc) To act as agents for Bankers who transfer their business to the company in the discharge of liabilities or otherwise.

(dd) To procure the company to be registered or recognised in any foreign country or place, and to comply with all or any local laws for the time being affecting the company.

(ee) To do all or any of the above things either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

(ff) To do all such other things as are or may be deemed incidental or conducive to the attainment of the objects for which the company is established or any of them.

(gg) To establish or promote a subsidiary Company or take shares in another company with the object of carrying on Insurance Business of every Kind against any and every contingency.

(hh) To become a member of any Stock Exchange and buy and sell of all kinds of shares, bonds and debentures as well as act as an intermediary in the buying and selling of all kinds of shares, bonds and debentures equity securities.

(ii) To participate in the issuing and public offering of all kinds of shares, bonds and debentures; all kinds of underwriting and investment banking activities as defined in the Stock Exchange Law; all kinds of privatization projects, mergers and acquisition transactions.

(jj) To buy and sell capital market instruments for its own account, on behalf others and in its own name on behalf of others.

(kk) To participate in the issue or public offering of capital market instruments to be registered on the Stock Exchange.

(ll) To act as an intermediary in transactions of capital market instruments previously issued.

(mm) To participate in repurchase agreements of equity securities.

(nn) To carry on the business of investment advisor.

(oo) To carry on the business of portfolio management.

(pp) To carry on the business of portfolio administration.

(qq) To carry on the business of margin trading, short selling, lending and borrowing of equity securities.

(rr) To participate as an intermediary in transactions for forward and future contracts.

(ss) To participate as a member in stock exchange transactions.

(tt) To carry on the business of custody services of all kinds of shares, bonds and debentures.

(uu) To collect principal, interest, dividends and similar income, to acquire new shares by paying or through the use of rights or warrants, and use voting rights on behalf and on account of customers as prescribed by any power of attorney provided by the customer.

(vv) To establish, manage and provide advisory services to any kind of investment fund.

4. The liability of the members is limited.
5. The Share Capital of the company is 78,000,000 Turkish Liras divided into 20,380 class New 'A' shares of 0.10 Turkish Liras each and 77,997,962 class New 'B' shares of 1 New Turkish Liras each.

THE COMPANIES LAWS 1951 AND 1954

COMPANY LIMITED BY SHARES

Articles of Association

OF THE

**TURKISH BANK LTD.**

=====

**TABLE "A"**

1. The regulations in Table "A" in the First Schedule to the Companies Laws 1951 and 1954 shall not apply to the above-named Turkish Bank Limited (in these Articles called "the company", except so far as the same are repeated or contained in these Articles.

**INTERPRETATION.**

2. (a) in these Articles, unless the context otherwise requires, the words set forth in the first column of the following table shall bear the meanings set opposite to them respectively in second column thereof:-

<b>Words</b>	<b>Meanings</b>
Articles	These Articles of Association and the regulations of the company from time to time in force.
Law	The Companies Laws 1951 and 1954 or any subsequent law which may amend, modify, substitute or replace the said law.
Office	The register of members to be kept pursuant to company.
Register	The register of members to be kept pursuant to company.





## CALLS ON SHARES.

8. The Directors may from time to time make calls as they think fit upon the Members in respect of all moneys, if any, unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments.
9. A call shall be deemed to have been made when the resolution of the Directors authorizing such call was passed.
10. Fourteen days' notice of any call shall be given, specifying the time and place of payment, and to whom such call shall be paid.
11. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
12. The Directors may from time to time make arrangements on the issue of shares for a difference between the holders such shares in the amount of calls to be paid and in the time of payments of such calls.
13. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the being of the share in respect of which the call shall have been made or the instalment shall be due shall pay interest for the same at the rate of nine per cent. Per annum from the day appointed for the payment thereof to the time of the actual payment or at such other rate as the Directors may determine.
14. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the mone due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate as the Member paying such sum in advance and the Directors agree upon.

## LIEN

15. The company shall have a lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall also have a lien on all shares standing registered in the name of a single person for all moneys presently payable by him or his estate to the company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this

article. The company's lien, if any, on a share shall extend to all dividend payable thereon.

16. The company may sell, in such manner as the Directors think fit, any shares on which the company has a lien, but no sale shall be made unless some sum in respect of which the lien exist is presently payable, nor until the expiration of fourteen days after a notice in writting, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or bankruptey to the share.
17. For giving effect to any such sale, the Directors may authorise some persob to transfer the shares sold to the purchaser thereof.
18. The proceeds of the sale be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall be held (subject to like lien for sums not presently payable as existed upon the shares prior to the sale) by the company on behalf of the person entitled to shares at the date of the sale. The purchaser shall be registered as the holder of the shares, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity in the proceedings in reference to the sale.

#### TRANSFER OF SHARES.

19. The instrument of transfer of any share in the company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. However this paragraph does not apply for stock exchange quoted shares and bonds. Neither does any rule contained in this paragraph prejudice the right of registration of the transferee of any share or bond due to any enactment of legislation.
20. Shares in the company shall be transferred in the following form, or in any usual or common form which the Directors may approve:

I. A.B. of \_\_\_\_\_ in consideration of the sum of £.....  
paid to me by C.D. of \_\_\_\_\_ (hereinafter called "the said  
transferee") do hereby transfer to the said transferee the share (or shares)  
numbered \_\_\_\_\_ in the undertaking called the Turkish Bank  
Limited, to hold unto the said transferee, his executors, administrators,  
and assigns, subject to the several conditions on which I held the same at  
the time of the execution thereof: and I, the said transferee, do hereby  
agree to take the said share  
As witness our hands the \_\_\_\_\_ day of \_\_\_\_\_

Witness to the signatures of, etc.

21. The Directors may decline to register any transfer of shares on which the company may be entitled to a lien as hereinafter mentioned. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the ordinary general meeting in each year. The Directors may decline to recognize any instrument of transfer unless:-
- (a) a fee not exceeding one shilling is paid to the company in respect thereof, and
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

#### TRANSMISSION OF SHARES.

22. The executors or administrators of a deceased sole holder of a share shall be the only persons recognized by the company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the executors or administrators of the deceased survivor, shall be the only person recognized by the company as having any title to the shares.
23. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be required by the Directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.
24. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

## FORFEITURE OF SHARES.

25. If a member fails to pay any call or instalment of a call, on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
26. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of nonpayment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
27. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time hereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.
28. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
29. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding remain liable to pay to the company all moneys which, at the date of the forfeiture, were presently payable by him to the company in respect of the shares, but his liability shall cease if and when the company receive payment in full of the nominal amount of the shares.
30. A declaration in writing that the declarant is a Director of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the company for the consideration, if any, given for the share on the sale or disposition thereof, shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share, and shall not be bound to see to the application of the purchase-money, if any, nor shall his title to the share be affected by any irregularity in the proceedings in reference to the forfeiture, sale or disposal of the share.
31. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes

payable at a fixed time, whether on account of the amount of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### INCREASE OF CAPITAL

32. The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amount as the resolution shall prescribe.
33. The new shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct, and, if no direction be given, as the Directors shall determine, and in particular such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the company, and with a special or without any right of voting.
34. The company in General Meeting may, before the issue of any new shares, determine that the same or any of them shall be offered in the first instance to all the then Members, in proportion to the amount of the capital held by them, or make any other provisions as to the issue and allotment of the new shares; but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital.
35. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original ordinary capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.

#### ALTERATION OF CAPITAL

36. The company may by ordinary resolution:-
  - (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
  - (b) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association
  - (c) Cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its capital by the amount of the shares so cancelled.
37. The company may by special resolution confirmed by an order of the Court, reduce its capital and any capital redemption reserve fund in any

manner and with and subject to any incident authorised and consent required by law.

## GENERAL MEETINGS

38. A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the company in general meeting, or, in default, at such time in the month following that in which the anniversary of the company's incorporation occurs, and at such place, as the Directors shall be held in the month following, and may be convened by any member in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
39. The general meetings mentioned in the last preceding article shall be called Ordinary General Meetings; all other General meetings shall be called Extraordinary General Meetings.
40. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and they shall, on the requisition of shareholders in accordance with the law, forthwith proceed to convene an Extraordinary General Meeting.
41. Twenty one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting, and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the company in general meeting to such persons as are, under these Articles, entitled to receive such notices from the company; but the non-receipt of the notice by any member shall not invalidate the proceedings of any general meeting.

## PROCEEDINGS AT GENERAL MEETINGS.

42. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Ordinary General Meeting, with the exception of sanctioning dividends, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Auditors and other officers in the place of those retiring by rotation or otherwise, and the fixing of the remuneration of the Directors and Auditors.
43. Twenty Members personally present shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting

unless the quorum requisite be present at the commencement of the business.

44. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting if convened upon such requisition as aforesaid shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present, any seven or more Members who are personally present shall be a quorum, and may transact the business for which the Meeting was called.
45. The Chairman, if any of the board of Directors shall preside as Chairman at every general meeting of the company.
46. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the member present shall choose some one of their number to be Chairman.
47. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
48. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one member, unless a poll is so demanded, a declaration by the Chairman that the resolution has on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
49. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
50. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

51. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

#### VOTES OF MEMBERS.

52. Subject to any special terms as to voting upon which any shares may be issued or may from time to time be held, on a show of hands every shareholder who is present in person shall have one vote, and on a poll every shareholder who is present in person or by proxy shall have one vote for each share of which he is the holder.

53. In the case of joint holders of a share any one of them may vote at any Meeting either personally or by proxy, in respect of such share as if he were solely entitled thereto; and if more than one of such joint holders be present at any Meeting personally or by proxy that one of them so present in person or by proxy whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

54. No shareholder shall be entitled to be present or vote either in person or by proxy at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

55. No objection, shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, those decision shall be final and conclusive.

56. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation either under the common seal, or under the hand of an officer or attorney so authorised.

57. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and, in default, the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances –

TURKISH BANK LIMITED



“I/We .....of ..... being a shareholder/shareholders of Turkish Bank Limited, hereby appoint .....of ..... or failing him .....of ..... as my/our proxy to vote for me/us and my/our be half at hte (Annual or Extraordinary, as the case may be) General Meting of the company to be held on the .....20..... and at any adjournment thereof.  
Signed this ..... day of .....20.....”.

A general proxy may be given by any shareholder to any person for any and every meeting of the company held at any time and at any and every adjorunment of such meeting and shall be in force and of full effect and available for any and every meeting until a revocation in writing shall have been received by the company from the shareholder giving such proxy. The appointment of a general proxy shall be in the following form or aform as near thereto as circumstances admit –

#### TURKISH BANK LIMITED

“I/We ..... of ..... being a shareholder/shareholders of Turkish Bank Limited, hereby appoint ..... of ..... or, failing him ..... of ..... or, failing him, either may in writing appoint any person to act as my/our general proxy at any and every meeting of the company held at any time and at any and every adjournment of such meeting and this proxy shall be in full force and of full effect and available for any and every meeting until a revocation in writing shall have been received by the company from me/us.  
Signed this ..... day of .....20.....”

59. Where it is desired to afford members on opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit –

#### TURKISH BANK LIMITED

“I/We ..... of ..... being a shareholder/shareholders, of Turkish Bank Limited, hereby appoint ..... of ..... or, failing him ..... of ..... as my/or proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the company to be held on the ..... day of .....20..... and at any adjournment thereof.  
Signed this ..... day of ..... 20.....”.

This form is to be used in favour of/against + the resolution. Unless otherwise instructed, to proxy will vote as he thinks fit.

+ Strike out whichever is not desired.

60. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### DIRECTORS.

61. The Directors shall be nine in number.
62. The qualification of a Director shall be the holding of at least fifty shares in the company.

#### ROTATION OF DIRECTORS

63. At each ordinary annual meeting of the company all of the Directors for the time being, shall retire from office.
64. Canceled
65. A retiring Director shall be eligible for re-election.
66. The company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.
67. If at any meeting at which an election of Directors ought to take place the places of the vacating Directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and if at the adjourned meeting the places of the vacating Directors are not filled up, the vacating Directors, or such of them as have not had their places filled up, shall be deemed to have been re-elected at the adjourned meeting.
68. The company may from time to time in General Meeting increase or reduce the number of Directors.
69. Any casual vacancy occurring in the board of Directors may be filled up by the Directors, but the person so chose shall be subject to retirement at the same time as if he had become a Director.
70. The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the company at that meeting as an additional Director.

71. The company may by extraordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

#### POWERS AND DUTIES OF DIRECTORS.

72. The business of the company shall be managed by the Directors who may exercise all such powers of the company as are not, by the Companies Laws 1951 and 1954 or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the company in general meeting, subject nevertheless to the provisions of these Articles and of the said Law, and the exercise of such powers shall be subject also to the control of any general meeting of the company, but no resolution of the company in general meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been passed.

73. The Directors shall duly comply with the provisions of the Companies Laws 1951 and 1954 and in particular with the provisions in regard to keeping a register of the Directors, and to sending to the Registrar of Companies and annual list of members, and summary of particulars relating thereto, and notice of any consolidation or increase of share capital, and copies of special and extraordinary resolutions, and a copy of the register of Directors and notifications of any changes therein.

74. The Directors shall cause minutes to be made in books provided for the purpose:

- (a) Of all appointments of officers made by the Directors.
- (b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) Of all resolutions and proceedings at all meetings of the company, and of the Directors, and of committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose,

75. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

#### DISQUALIFICATION OF DIRECTORS.

76. The office of any Director shall be vacated. If the Director

- (a) Cease to be a Director by virtue of the Companies Law, 1951; or
- (b) Become bankrupt; or
- (c) Be found lunatic or become of unsound mind;

Any Director or any company or firm of which a Director is a member, may enter into contracts with the company and any Director may vote as Director or shareholder in respect of such contract and retain for his own use profits made by him under any such contract; provided always that he must disclose his interest to his co-directors before the contract is entered into by the Directors, or if all the Directors be interested in the contract the contract must be entered into by the company in general meeting, and before the contract is entered into, the Director or Directors must disclose his or their interest to the meeting.

#### PROCEEDINGS OF DIRECTORS.

77. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summons a meeting of the Directors.
78. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall (when the number of Directors exceed five) be five.
79. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the company, but for no other purpose.
80. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
- 81.(a) The Directors may delegate any of their powers to committees consisting of such members of their body as they think fit; any committee so formed shall in exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

- (b) The Directors may from time to time and at any time by power of attorney appoint any company, firm, or person or body of persons to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as they may think fit.
82. A committee may elect a Chairman of their meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
83. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.
84. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
85. A resolution determined on without any meeting of Directors and evidenced by writing under the hands of all the Directors, or of all the members of a committee shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such committee.
86. The Directors shall cause minutes to be made in books provided for the purpose of the proceedings at all meetings of the company, and of the Directors and of committees of the Directors.

#### BORROWING POWERS.

87. The Directors shall have the power to borrow or raise in any manner and upon any terms any sum or sums of money, and for the purpose of securing borrowed money and interest or any other purpose, may give or create any mortgage, charge or lien upon or may pledge any part of the property of the company, or may issue debenture stock.
88. The Directors shall cause a proper register of charges to be kept in accordance with the Law, and shall otherwise comply with the provisions of the Law in relation to mortgages and charges affecting the property of the company or created by it. Any register of debenture holders may be closed for such periods not exceeding thirty days in any year as the Directors may determine.

## THE SEAL.

89. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one Director and of the Secretary, and such Director and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. The company may exercise the powers of section 35 of the Law, and such powers are accordingly hereby vested in the Directors.

## SECRETARY.

90. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## ACCOUNTS.

91. The Directors shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the company, and in particular proper books of account with respect to:

- (a) All sums of money received and expended by the company and the matters in respect of which such receipt and expenditure takes place.
- (b) All sales and purchases of goods by the company.
- (c) The assets and liabilities of the company.

92. The books, of account shall be kept at the registered office of the company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

93. The Directors shall from time to time determine whether and to what extent and at what time and place or places and under what conditions and regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Directors or by the company in general meeting.

94. Once at least in every year the Directors shall lay before the company in general meeting a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the company, made up to a date not more than six months before such meeting.

95. A balance sheet shall be made out in every year and laid before the company in general meeting made up to a date not more than six months before such meeting. The balance sheets shall be accompanied by a report of the Directors as to the state of the company's affairs, and the amount which they recommend to be paid by way of dividend, and the amount, if any, which they propose to carry to a reserve fund.

96. The financial year of the company shall commence on the 1st of January and shall end on the 31st of December of each year.

The financial year of the company may be varied from time to time by the Directors.

#### AUDIT.

97. Auditors shall be appointed and their duties regulated in accordance with the Law.

#### DIVIDENDS AND RESERVE.

98. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

99. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the company.

100. No dividend shall be paid otherwisethan out of profits.

101. All dividends shall be declared and paid according to the amounts paid on the shares, but if and so long as nothing is paid up on any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purpose of this article as paid on the share.

102. The Directors may from time to time set aside out of the profits of the company and carry to reserve or reserves such sums as they think proper which shall at the discretion of the Directors be applicable for meeting contingencies or for the liquidation of any debt or liability of the company or for equalising dividends or for any any other purpose to which the

- profits of the company may properly be applied and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.
103. If several persons are registered as joint holders of any share any one of them may give effectual receipts for any dividend payable on the share.
104. No dividend shall bear interest against the company.
105. The Directors may deduct from any dividend payable to any shareholder all sums of money (if any) presently payable by him to the company on account of calls or otherwise.
106. Any General Meeting declaring a dividend may direct payment of such dividend wholly or partly by the distribution of specific assets, and in particular of paid-up shares or debentures of any other company, or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any shareholder upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient of the Directors.

#### CAPITALIZATION OF PROFITS.

107. The company may, upon the recommendation of the Directors resolve that it is desirable to capitalize any profits including profits carried and standing to any reserve or reserves or other special account, and unrealized revaluation surplus of investments and fixed assets of the company, and accordingly that the Directors be authorised and directed to appropriate the profits and unrealized surplus of investments and fixed assets resolved to be capitalized to the shareholders who would have been entitled thereto had such profits and unrealized surplus of investments and fixed assets been distributed in dividend instead of being capitalized and in the proportion in which they would have been so entitled. And to apply such profits and unrealized surplus of investments and fixed assets on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such shareholders respectively or in paying up in full unissued shares or debentures of the company of a nominal amount equal to such profits,



such shares or debentures to be allotted and distributed, credited as fully paid-up to and among such shareholders in the proportion aforesaid, or partly in one way and partly in the other.

108. Whenever such a resolution has been passed the Directors shall make all appropriations and applications of the undivided profits and unrealized revaluation surpluses resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the shareholders entitled thereto into an agreement with the company providing for the allotment to them re respectively, credited as fully paid-up, of any, further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amount remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

#### NOTICES.

109. A notice may be given by the company to any member either personally or by sending it by post to him to his registered address or (if he has no registered address in Cyprus) to the address, if any, within Cyprus supplied by him to the company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the latter would be delivered in th ordinary course of post.
110. If a member has no registered address in Cyprus and has not supplied to the company an address within Cyprus for the giving of notices to him, a notice adressed to him, and displayed in the registered office of the company, shall be deemed to be duly given to him on the day on which it is so displayed.
111. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.
112. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it

through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustees of the bankrupt, or by any like description, at the address, if any, in Cyprus supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

113. Notice of any general meeting shall be given in some manner hereinbefore authorised to every member of the company except those members who (having no registered address within Cyprus) have not supplied to the company an address within Cyprus for the giving of notices to them, and also to every person entitled to a share in consequence of the death or bankruptcy, would be entitled to receive notice of the meeting. No other person shall be entitled to receive notices of general meetings.

#### WINDING UP.

114. If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to section 169 of the Law. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the Liquidators amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

#### INDEMNITY.

115. Every Director and other officer or servant of the company shall be indemnified by the company against, and it shall be the duty of the Directors out of the funds of the company to pay all cost, losses and expenses which may such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant or in any way in the proper discharge of his duties, including travelling expenses.

116. Subject to the provisions of the Law, every Director, Auditor, officer or servant for the time being of the company, and any trustee for the time being acting in relation to any of the affairs of the company, shall be indemnified out of the funds of the company from and against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted.