

**FORMER VERSION****ARTICLE 3  
COMMERCIAL TITLE AND TRADE NAME**

The Bank's commercial title is "QNB Finansbank Anonim Şirketi". The Bank's trade name is shortly "QNB Finansbank".

**ARTICLE 4  
SUBJECT AND PURPOSE**

A) To the extent allowed by the Banking Law and the applicable legislations, subject and purpose of the Bank's incorporation is as follows:

- a. To perform any and all banking transactions,
- b. To engage in activities concerning enterprises and undertakings focused on any and all economic, financial, commercial, industrial, mining, public works, energy, agriculture, transportation, exportation, importation, tourism and insurance matters as well as to bring foreign capital into our country,
- c. *For the purpose of the country's development; to extend training, organization, modern banking systems on social, cultural and particularly banking matters, to establish and to participate in the previously established funds (facilities) that provide scholarships to skilled individuals for obtaining trainings and internships within the country and abroad, to give charities and donations in cash and/or in kind, provided that upper limits of such donations are determined by the General Assembly and no donation is made that exceeds such limits, donations made are not against the regulations of the Capital Markets Law on profit shifting, necessary public disclosures and information to the shareholders at the general assembly is provided;*
- d. To follow up and study the domestic and international developments in economic, financial, technical and banking matters, to have them studied and to make publications thereon,
- e. To engage or have others engage in the organization and reorganization of the existing and future domestic and foreign banks, companies, agencies, institutions and real persons and firms, and to provide consultancy to the same,
- f. In accordance with the Capital Markets Law and the relevant provisions of the legislations, to purchase and sell all kinds of capital market instruments, all types of securities (including State Partnership Bonds), bonds, to issue securities, to perform securitizations, to establish mutual funds, to act as an intermediary in the purchase and sale of securities,
- g. To perform the foregoing matters directly in person and/or together with domestic or foreign

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- a. To perform any and all banking transactions,
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- c. *For the purpose of the country's development; to extend training, organization, modern banking systems on social, cultural and particularly banking matters, to establish and to participate in the previously established funds (facilities) that provide scholarships to skilled individuals for obtaining trainings and internships within the country and abroad, to give charities and donations in cash and/or in kind, provided that upper limits of such donations are determined by the General Assembly and no donation is made that exceeds such limits, donations made are not against the regulations of the Capital Markets Law on profit shifting, necessary public disclosures and information to the shareholders at the general assembly is provided;*
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- g. To perform the foregoing matters directly in person and/or together with domestic or foreign real or legal persons or as an agent in their name and on their account,

<p>real or legal persons or as an agent in their name and on their account,</p> <p>h. Save for Article 21 of the Capital Markets Law, if it deems beneficial, to incorporate all types of companies (including banks) inside the country or abroad, to participate in already established companies and banks for the same purpose, to purchase their stocks, shares, to acquire, partially or totally, similar companies and banks, and to transfer or sell these to others, when necessary,</p> <p>i. To act as a correspondent or representative for domestic or foreign banks, and to provide correspondence and representation services of the Bank to the same,</p> <p>j. Save for Article 21 of the Capital Markets Law, to establish insurance companies and joint ventures, to purchase the shares of already established insurance companies, to act as the agency of domestic or foreign insurance companies,</p> <p>k. To act as the representative, agent and agency of domestic and foreign companies and enterprises that fall into the scope of its subject and purpose,</p> <p>l. To engage in ordinary commissioning transactions,</p> <p>m. Provided that it is permitted by the applicable laws, in particular, the Banking Law, to make dispositions on all kinds of movable and immovable properties, intangible and intellectual rights, patent, trade mark (including know-how), limited and unlimited real rights and personal rights, to pawn or mortgage, sell or lease the foregoing, and to receive all kinds of pledges and mortgages, including enterprise pledge, in favor of the Bank, to annotate lease and promise of sale contracts to the land registry in favor of the Bank.</p> <p>B) Within the limits set by the Banking Law and applicable legislations, the Bank may also provide consultancy and intermediation services in relation to financing public and private sector enterprises, project finance, inter-company mergers, privatizations, valuation and transfer of shares and stocks, feasibility studies and sector researches and counter-trade matters.</p> <p>In case of a change in the purpose and subject of the bank, it is necessary to obtain the required permissions from the Ministry of Customs and Trade, the Capital Markets Board, and the Banking Regulation and Supervision Agency.</p> <p><b>ARTICLE 5</b> <b>HEAD OFFICE AND BRANCHES</b></p> <p>The Company's Head Office is in Istanbul. Its address is "Esentepe Mahallesi, Büyükdere Cad. Kristal Kule Binası No: 215 Şişli - İstanbul". In case of a change in the address, the new address shall be registered with the trade registry and announced in the Turkish Trade Registry Gazette and also notified to the Ministry of Customs and Trade. Notifications served to the registered and announced address</p>	<p>h. Save for Article 21 of the Capital Markets Law, if it deems beneficial, to incorporate all types of companies (including banks) inside the country or abroad, to participate in already established companies and banks for the same purpose, to purchase their stocks, shares, to acquire, partially or totally, similar companies and banks, and to transfer or sell these to others, when necessary,</p> <p>i. To act as a correspondent or representative for domestic or foreign banks, and to provide correspondence and representation services of the Bank to the same,</p> <p>j. Save for Article 21 of the Capital Markets Law, to establish insurance companies and joint ventures, to purchase the shares of already established insurance companies, to act as the agency of domestic or foreign insurance companies,</p> <p>k. To act as the representative, agent and agency of domestic and foreign companies and enterprises that fall into the scope of its subject and purpose,</p> <p>l. To engage in ordinary commissioning transactions,</p> <p>m. 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The Bank may establish branches, agencies, liaison offices, offices and agents inside the country and abroad, provided that it obtains the necessary legal permissions.

#### **ARTICLE 12 INVITATION TO GENERAL ASSEMBLY MEETINGS**

- a. The authority to invite the General Assembly to convene an ordinary or extraordinary meeting is vested with the Board of Directors, and in accordance with the relevant provisions of the Turkish Commercial Code, the liquidators and subject to the conditions set forth in the laws, the shareholders.
- b. Invitations for General Assembly meetings shall be announced in the Turkish Trade Registry Gazette, at least one newspaper published in the place of the Bank's Head Office as well as other media required by the relevant legislations, three weeks before the date of the meeting including the announcement and meeting dates, at the latest. Announcements must contain the place, day, hour and agenda of the meeting. Moreover, in invitations for Ordinary General Assembly meetings, it shall also be stated that the balance sheet, profit and loss statement, financial statements, consolidated financial statements, profit distribution proposal of the board of directors, annual report of the board of directors and audit reports, are kept available for the examination of the shareholders at the head office and branches of the Bank at least fifteen days prior to the meeting day.
- c. Place, day, hour and agenda of the meeting of the General Assembly shall be notified prior to the meeting day, by the Bank's General Management, to the Ministry of Customs and Trade and the Banking Regulation and Supervision Board, in accordance with the relevant legislations, by enclosing other documents concerning the meeting, if any.

#### **ARTICLE 16 MANAGEMENT OF GENERAL ASSEMBLY MEETINGS AND MEETING MINUTES**

General Assembly meetings shall be managed in accordance with the provisions of the "Internal Directive on the Principles Concerning the Working Principles and Procedures of the General Assembly of QNB Finansbank A.Ş.", as prepared in line with the provisions of the Turkish Commercial Code and other pertinent legislations as well as the provisions of these Articles of Association.

Minutes of the General Assembly meeting shall be prepared in accordance with the relevant legislations and the provisions of the "Internal Directive on the Principles Concerning the Working Principles and Procedures of the General Assembly of QNB Finansbank A.Ş."

A representative of the Ministry of Customs and Trade of the Republic of Turkey must be present at the meetings of the General Assembly.

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#### **ARTICLE 30 DELIVERY OF THE ARTICLES OF ASSOCIATION**

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