

YUNSA WOOLLY INDUSTRY AND TRADE ANONYMOUS COMPANY
ARTICLES OF ASSOCIATION

ESTABLISHMENT:

Article 1 - Below names And addresses written Founders between; Turkish Trade The Law of establishmentto the provisions of according to One Establish a joint stock company has been done.

- 1- Turkish nationality Hacı Ömer Sabancı Holding Joint Stock Company Karşıyaka – Adana
- 2- Turkish nationality Akbank TAŞ. With Hazelnut – Istanbul
- 3- TR in his nationality Texas Textile Trade Industry Inc. Tarsus The way – Adana
- 4- TR in his nationality Turan Hyacinth Lighters No : 78 Sultanhamam – Istanbul
- 5- TR in his nationality Hope Texting, Mehmet Sayiner And Bekir Cubukcu Collective Company Aşirefendi Gürün Han. Floor . : No 1 : 117 – Istanbul

TITLE:

Article 2 - The Company's Title is "Yünsa Woolen Industry and Trade Joint Stock Company". This joint stock company will be referred to as the "Company" in the following articles.

PURPOSE AND SUBJECT:

Article 3 - The company's purpose, subject And Authorities inside located matters are as follows:

A - INDUSTRIAL ACTIVITIES:

- a) Wool, artificial And synthetic from fiber thread weaving And poet each kind of of products suggestive for necessaryfacilities to establish, to purchase established facilities take and to operate,
- b) Rubber, tyre, plastic industry facilities to create, Board facilities buy to take And to operate,
- c) Oil And soap industry facility to do, This facilities buy to take And operate And This in facilities liquid Andhydrogenated made vegetable oils and to produce soap,
- d) Cement industry facilities to create, Board facilities buy to take And to operate,

- e) Each kind of transport means And parts to do for facilities to create, Board facilities buy to take And to operate,
- f) Agricultural medicine, fertilizer, bait, seed And agricultural machine tool And spare parts industry facilities to create, Board purchasing facilities and to operate,
- g) Reputation, semolina And pasta production will facilities to create, Board facilities buy to take And to operate,
- h) Food And liquid substances with relating to facilities to create, Board facilities buy to take And to operate,
- i) To establish packaging, packing, filling, sorting and storage facilities for agricultural products, purchasing established facilities and to operate,
- j) Each type of packaging industry facilities to create, Board facilities buy to take And to operate,
- k) Machine And machine spare parts will produce facilities to create, Board facilities buy to take And to operate,
- l) Building materials will produce facilities to create, Board facilities buy to take And to operate,

B - AGRICULTURAL ACTIVITIES:

- a) Currently the company to the active including found And in the future buy to be taken lands that are fruit on it, vegetable And field agriculture with to engage in,
- b) Livestock farming, poultry farming And beekeeping activities with occupation to do,

C - TOURISTY ACTIVITIES:

- a) Touristy facilities to create And to operate,
- b) Available tourism to their companies And to their facilities to participate, tourism with relating to works to do,

D - COMMERCIAL ACTIVITIES:

- a) Occupation subject inside place area of products manufacture, internal from the markets purchase , imported, exportation And internal trade to do,
- b) Spare parts, materials, raw materials and chemicals for machines related to the subject of activity. purchase And imported to do,

- c) privilege licenses, patents and patents regarding its purpose and subject matter ,partially or completely ahara to transfer, to others Belonging what happened transfer to take, technical information (know - how) agreements to conclude,
- d) agency and trusteeship in relation to its purpose and subject matter. in their work have,
- e) Conducting long, medium and short term loans from domestic and foreign markets, guarantees and sureties loans recruitment to do And as required in case the company their movables Terhin And their real estate mortgageto do, commercial pledge to give, others company in favor of they will give commercial hostages to take And to pick up,
- f) Purpose And subject with relating to each various movable, real estate And non- material rights Acquisition to do,to operate, hire, for rent to give, if necessary to take And to sell, to others Belonging movable And Establishment of mortgages in favor of the company on immovable properties and immovable property and rightsand to register and, if necessary, to terminate these mortgages or to exercise any rights over them. Acquisition to do,
- g) To carry out all kinds of financial, commercial and administrative activities and savings for the realization of its objectives, companies to establish and established to companies to participate,
- h) Acting as an agent or representative of insurance companies as an unauthorized agent for the collection of policies and premiums.to do,
- i) Foundations, associations, educational institutions and universities established for social purposes and other persons, institutions and organizations within the framework of the Capital Markets Legislation, providing support, assistance and in donation to be present at the foundations And to associations member to be,
- j) Right to lien, including guarantee, surety, collateral or mortgage, in the name of the company and in favor of third parties. facility to do on the issues Capital Market Legislation within the framework of determined to the fundamentals complied with.

Company, above from those shown Another to jobs to enter he wants in case, Management The Board of offerThe situation will be presented to the General Assembly for approval and after a decision is made in this regard, the General Assembly may decide will be able to do the work.

If there is a change in the purpose and subject of the company, the necessary permissions must be obtained from the Ministry of Customs and Trade and the Capital Markets Board.

CENTRE AND BRANCHES:

Article 4- The company's headquarters is in Sariyer district of Istanbul province. Its address is Ayazağa Mahallesi, Azerbaijan. Street. 1B Block No: 3D Interior Door Number: 52 Sariyer, It is Istanbul.

In case of change of address, the new address must be registered in the trade registry and announced in the Turkish Trade Registry Gazette. is carried And Moreover Trade Ministry of And Capital Market To the Board is reported. Registration And advert to the given address done Notification To the company made sort of. Registration And advert made from the address divided This situation is a reason for termination for the company that has not registered its new address within the time limit, even though it has one. sort of.

Company country inside And outside need seen in places branches, offices, agents And reporters facility can. In this regard necessary formalities complied with.

DURATION:

Article 5- The company's duration is unlimited.

CAPITAL:

Article 6- The Company has accepted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to this system with the permission of the CMB dated 3.5.1990 and numbered 289.

The registered capital of the Company is 500,000,000.- (Five Hundred Million) TL, divided into 50,000,000,000 (Fifty Billion) shares , each with a nominal value of 1 Kr (One Kurus) , all of which are bearer shares. The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2023-2027 (5 years). Even if the permitted registered capital ceiling is not reached by the end of 2027, in order for the Board of Directors to make a capital increase decision after 2027; it is mandatory to obtain authorization from the General Assembly for a new period by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. If the said authorization is not obtained, the Company cannot make a capital increase by the decision of the Board of Directors.

The issued capital of the company is 480,000,000.- (Four hundred and eighty million) TL, fully paid, and is divided into 48,000,000,000 (Forty- eight billion) shares, each with a value of 1 Kurus (One Kurus) .

The share amounts corresponding to the capital committed in cash are paid in full and in advance at the time of commitment.

The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the registered capital ceiling whenever it deems necessary, in accordance with the provisions of the Capital Markets Law between 2023 and 2027.

The Board of Directors also cannot decide to limit the shareholders' rights to purchase new shares.

Shares representing the capital are monitored in the form of records within the framework of the principles of dematerialization .

OF CAPITAL INCREASE AND REDUCTION:

Article 7- Registered capital ceiling inside to stay Recorded with the system as required aspect capital to increase Company Management By the Board decision is given And This on the subject Turkish Trade The law And Capital market When established emerge placed to the regulations according movement is done.

Capital Markets Board for re-determination of the ceiling without using the registered capital ceiling in its entirety To the Board can be applied to.

Regarding the reduction of company capital, the Turkish Commercial Code and the Capital Markets The Law of mandatory provisions complied with.

NAME WRITTEN SHARE OF THE PROCEEDINGS SALE:

Article 8- This article has been removed.

MANAGEMENT BOARD:

Article 9 - The affairs and management of the company are managed by the General Assembly in accordance with the provisions of the Turkish Commercial Code. within the framework of to be chosen -most less than 5 members consisting of a board of directors by is executed.

MANAGEMENT THE BOARD DURATION:

Article 10- Management Board of Directors members -most more 3 years old duration for are elected. Duration ending member's againbe elected It is permissible.

General The Board need if he sees Management Board of Directors its members each time can change.

MANAGEMENT BOARD MEETINGS:

Article 11- Management Board of Directors Company works And treatments need as it shows collected. However -most littleper year four times collection is mandatory.

Top on top fly times done to meetings participation not doing Management Board of Directors Member of resignation done sort of.From members someone meeting in your request unless found

Management Board of Directors decisions, Turkish Trade According to Article 390 (4) of the Law, one of them should inform all the members about a certain matter . written aspect what he did to the offer -most little member full the number of The majority of written Approvals be taken by means of also can be given.

MANAGEMENT TO THE BOARD INTEREST PROVISIONS:

Article 12 - Rights, obligations, responsibilities and responsibilities of the Board of Directors, meeting procedures and quorum, member's withdrawal, death or their duties to do obstacle the one which... states, Fees And To the Board of Directors Related other matters Turkish Trade The law And Capital Market legislation to the provisions of It occurs accordingly.

Management Board of Directors members, The company's And shareholders interests to protect, surveillance, monitoring, affiliated partnerships, subsidiaries and joint ventures for the purpose of direction and controlThey can serve on the boards of directors of partnerships. In addition, members of the Board of Directors are public beneficial associations, foundations, public benefit or scientific research and development activities institutions and organizations, universities, educational institutions and similar institutions. Other duties may be assigned within the rules and regulations approved by the Board of Directors. approval with It is possible. Turkish Trade Article 396 of the Law. Article of 1. joke its provision is reserved.

Except for the powers granted exclusively to the General Assembly by law and in these Articles of Association, remainder real estate mortgage including all works about decision to take Board of Directors is authorized.

MANAGEMENT THE BOARD DUTY SECTION:

Article 13 - The Board of Directors elects a Chairman from among its members each year and in his absence,elects at least one Vice President and also one Executive Director to act as proxy . fee By the Board of Directors is detected.

According to Article 367 of the Turkish Commercial Code, all or part of the management tasks may be transferred, partially or completely, to the Executive Board Members or to the “Management” through an internal directive. “Management” refers to the team consisting of the General Manager, his/her assistants, managers, their assistants and similar people with different titles, other than the entirety of the Board of Directors.

Non-transferable duties and responsibilities in Article 375 and other articles of the Turkish Commercial Code Authorities reserved.

COMPANY INSULT:

Article 14 - The management of the company and its representation to the outside world belongs to the Board of Directors. In order for all documents to be issued and contracts to be concluded by the company to be valid, they must be placed under the official title of the company and must bear the signatures of two persons authorized to sign on behalf of the company.

For signature official Those who are And degrees Management Board of Directors decision with detection is made.

The Board of Directors has the authority to represent its members in accordance with Article 370(2) of the Turkish Commercial Code. to the members in charge and/or the Executive Director and/or the directors who are not members of the Board of Directors can be left.

AUDITOR:

Article 15 - The company is formed by persons who have the qualifications specified in the provisions of the Turkish Commercial Code. Amongst General By the Board each for the year chosen by the auditor is inspected.

The auditor is announced in the Turkish Trade Registry Gazette and on the website. Auditor Turkish Trade The law to the provisions of according to dismissed is taken. Turkish Trade The Law of 399 (2) provision reserved.

The Turkish Commercial Code and the audit of the company and other matters stipulated in the legislation. Capital market Relevant legislation articles are applied.

To the auditors will be given fee each year auditor with to be done agreement with detection is done.

AUDITOR'S DUTY AND RESPONSIBILITIES:

Article 16 - The duties, authorities and responsibilities of auditors and other relevant matters are stated in the Turkish Trade The Law of And Capital Market The Law of relating to items provisions is applied.

GENERAL BOARD:

Article 17 - The General Assemblies of the Company shall meet as ordinary and extraordinary. Ordinary meeting It is carried out within 3 months from the end of the company's operating period and at least once a year. At the meeting, the matters written in Article 409 of the Turkish Commercial Code were examined and the necessary decisions is given.

Extraordinary General Assemblies may be held in cases and times required by the company's business in accordance with the law and this principle. according to the provisions written in the

contract by gathering necessary decisions takes.

MEETING LOCATION:

Article 18 - General Assemblies are held at the company's headquarters or upon the decision of the Board of Directors. in another place within the borders of the province where the headquarters is located or in the industrial facility of the company located in places also can be collected.

MEETING PRESIDENCY:

Article 19 - The General Assembly must be a shareholder elected by the General Assembly. condition a president who is not manages.

Minister, amount Write with necessary if he sees vote collection officer by determining presidency creates. When necessary minister assistant in selectable.

MINISTRY REPRESENTATIVE:

Article 20- Necessary normal and if necessary extraordinary General The Board in their meetings Ministry Representative presence It is a must. Ministry representative of in absentia to be done General The Board meetings and in these meetings the decisions to be taken are not valid.

MEETING QUORUM:

Article 21- General The Board meeting quorum And This in meetings decision quorum, Turkish Trade The law AndCapital market According to the provisions of the law is subject to.

VOTE NUMBER:

Article 22 - Shareholders have one vote for each share in the General Assembly meetings. Share Owners vote your rights, Turkish Trade The Law of 434. Article in accordance with their shares totalnominal are used in proportion to their values.

BY POWER OF ATTORNEY REPRESENTATION:

Article 23- General The Board in their meetings not available shareholders, themselves Turkish Trade In accordance with the Law and the Capital Markets Board's regulations on proxy voting. representation they can make it happen.

VOTING METHOD:

Article 24 - Votes are cast openly and by raising hands and/or electronically in General Assembly meetings.

However, if partners owning one tenth of the issued capital request, it is mandatory to apply for written or secret voting.

Right holders who have the right to participate in the General Assembly meetings of the Company may also participate in these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. The Company may establish an electronic general assembly system that will allow right holders to participate in general assembly meetings electronically, express their opinions, make suggestions and vote in accordance with the provisions of the Regulation on General Assemblies to be Held in Electronic Media in Joint Stock Companies, or it may purchase services from systems established for this purpose. In all general assembly meetings to be held, in accordance with this provision of the articles of association, right holders and their representatives are ensured to exercise their rights specified in the provisions of the said Regulation through the established system.

BASIS AGREEMENT CHANGE:

Article 25 - Any changes to the articles of association of the company shall be valid and In order for the amendment to be implemented, it must be in accordance with this Articles of Association and the Turkish Commercial Code and the Capital Markets Law.The law to the provisions of according carried out and registered must be declared.

ADVERTISEMENTS:

Article 26 - Announcements regarding the Company and required by law are made in the Turkish Trade Registry Gazette and on the Company's website, on the Public Disclosure Platform; announcements that must be made only on the website are made on the Company's website.

Announcements regarding the call to the General Assembly meeting must be made at least three weeks in advance, excluding the announcement and meeting days.

Article 474 of the Turkish Commercial Code shall apply to announcements regarding the reduction of the issued capital, and Articles 532 and 541 of the Turkish Commercial Code shall apply to announcements regarding termination and liquidation.

The relevant legislation provisions shall be complied with regarding announcements to be made in accordance with the Capital Markets Legislation.

MANAGEMENT THE BOARD ANNUAL REPORT AND CONTROL REPORT WITH YEAR-END FINANCIAL THEIR TABLES OFFICIAL TO THE AUTHORITIES SENDING:

Article 27- Türkiye Accounting Standards within the framework of Capital Market By the Board

determined Financial statements, reports, independent audit reports prepared by the Board of Directors in accordance with the regulations A sufficient number of copies of the audit report, general assembly minutes and the list of attendees are available. in legislation determined durations in to the authorities is sent And to the public is announced.

BOND, FINANCE BOND AND OTHER MOVABLE VALUES EXPORT:

Article 28 - The company is to be sold to real and legal persons in Turkey and abroad, In accordance with the provisions of the Law, the Capital Markets Law and other applicable legislation. various bond, financing bond, profit And damage partnership document And Capital Market Board of Directors by acceptance to be done other movable values or precious can export documents.

This certificate can be issued by the decision of the Board of Directors in accordance with the Capital Markets Board legislation. article Securities covered by the By decision of the Board of Directors exportation is done.

ACTIVITY PERIOD:

Article 29 - The company's activity period is the calendar year.

DISTRIBUTION OF PROFIT:

Article 30 - After deducting the general expenses of the company and the amounts that must be paid and separated by the company, such as various depreciation, and the taxes that must be paid by the company's legal entity from the income determined at the end of the accounting year, the remaining net profit seen in the annual balance sheet is distributed in the order shown below after deducting the previous year's losses, if any.

- a) 5% Legal to the reserve fund leaves.
- b) From the rest, if any year inside done donation amount of addition with will be found sum over, Turkish Trade The law And Capital Market In accordance with the legislation first dividends are separated.
- c) The remaining amount after deducting the amounts specified in clauses a and b from the net profit shall be distributed to the General Assembly. to distribute partially or completely as a second dividend or to set aside as a reserve fund is authorized.
- d) From the part that is decided to be distributed to shareholders and other people who participate in the profit. One tenth of the amount found after deducting 5% of the paid-in capital as dividend is Turkish Trade The Law of 519 provision in accordance with second legal arrangement spare Coins aspect leaves.
- e) Unless the legal reserves are set aside, and unless the first dividend determined for shareholders

in the articles of association is distributed in cash and/or in the form of shares, no other reserves can be set aside, profits can be transferred to the following year, and dividends can be distributed to privileged shareholders, owners of participation, founder and ordinary dividend certificates, members of the Board of Directors, civil servants, employees and workers, foundations established for various purposes and such persons and/or institutions.

f) The dividend is distributed equally to all shares existing as of the distribution date, regardless of their issuance and acquisition dates.

PROFIT DISTRIBUTION DATE:

Article 31 - The date and method of distributing the annual profit to shareholders is determined by the Capital Markets Board. General Assembly upon the proposal of the Board of Directors, taking into consideration the Communiqués of the Board of Directors by is decided.

PRECAUTION MONEY:

Article 32 - This article has been removed.

TERMINATION AND DISSOLUTION:

Article 33 - The company may be dissolved for the reasons listed in the Turkish Commercial Code, or by a decision of the General Assembly within the framework of legal provisions. In the event of the company's dissolution or dissolution, its liquidation shall be carried out within the framework of the provisions of the Turkish Commercial Code.

CONFLICT IN MERCI

Article 34 - The Company and its shareholders, both during the operation of the Company and during its liquidation. between come out likely competent in disputes Mercy Company of the center located placecourt And are their executions.

TO THE MINISTRY TO BE SENT CONTRACTS:

Article 35- This article has been removed.

INSTITUTIONAL MANAGEMENT PRINCIPLES:

Article 36 - Corporate Governance, the implementation of which is mandatory by the Capital Markets Board Its principles are followed. Transactions made and Board of Directors taken without complying with mandatory principles decisions invalid is Basis To the Agreement against sort of, Institutional Management The principles of in transactions deemed important in terms of implementation and all related parties of the company in transactions and in transactions related to granting guarantees, pledges and mortgages in favor of third parties. Capital Market The Board of

institutional to the management related to the regulations complied with, Management The number and qualifications of the independent members to serve on the Board are determined by the Capital Markets Board. institutional regulations regarding management according to is detected.

TO BE APPLIED PROVISIONS:

Article 37 - Turkish Commercial Code and Capital Law on matters not included in this articles of association. Market By law relevant legislative provisions is applied.