

ARZUM ELEKTRİKLİ EV ALETLERİ SANAYİ VE TİCARET A.Ş.

DRAFT TEXT OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 3 – Purpose and Scope	Article 3 – Purpose and Scope
OLD FORM	NEW FORM
<p>a) The primary business objective of the Company is to engage in the import, marketing, wholesale and retail trade, export, and commerce of items and materials such as televisions, radios, tape recorders and tapes, turntables, mechanical and electrical household and hand tools, electric and mechanical watches, bicycles, baby strollers, toys, weighing and measuring instruments, hardware and stationery goods, as well as spare parts, components, tools, and accessories for automobiles and bicycles.</p>	<p>a) The Company’s business activities include the import of televisions, radios, tape recorders and cassette tapes, turntables, mechanical and electrical and battery-powered/rechargeable household and hand tools, batteries, rechargeable batteries, accumulators, all kinds of food and beverage products including consumables related to coffee and coffee derivatives; textile and apparel products including fabrics, covers and bags, as well as promotional and advertising products; the wholesale trade of glassware and non-specialized food, beverages and tobacco; retail trade carried out in grocery stores and supermarkets (food, beverage or tobacco-oriented retail trade); retail trade of food, beverages or tobacco not elsewhere classified, including state-regulated sales stores and food consumption cooperatives; retail sale of outerwear made of textile fabric or knitted and crocheted materials such as coats, overcoats, anoraks, suits, jackets, trousers and shorts; retail trade of clothing accessories such as gloves, ties, hats, scarves, shawls, handkerchiefs, belts, suspenders, umbrellas, walking sticks, home textiles and similar items; wholesale trade of other textile products; retail trade of other textile products; retail sale of tea, coffee, cocoa and spices through stalls and marketplaces; beverage service activities in tea houses, coffeehouses, cafés primarily serving beverages, juice bars and tea gardens; and the importation, marketing, wholesale and retail purchase and sale, exportation, and trading—including trade conducted via the internet—of items and materials such as electric and mechanical clocks, bicycles, baby strollers, toys, weighing and measuring instruments, hardware and stationery goods, and automotive and bicycle spare parts, components, equipment and accessories.</p>
<p>b) The Company may directly import the goods within its scope of business, as well as manufacture them in whole or in part. To this end, the Company shall establish and operate the necessary workshops, factories, manufacturing plants, and industrial facilities; open stores and showrooms; and may perform assembly works limited to its scope of activity.</p>	<p>b) The Company may directly import the goods within its scope of business, as well as manufacture them in whole or in part. To this end, the Company shall establish and operate the necessary workshops, factories, manufacturing plants, and industrial facilities; open stores and showrooms; and may perform assembly works limited to its scope of activity.</p>
<p>c) The Company also carries out agency, distributorship, and commission activities concerning its field of operation. The Company may</p>	<p>c) The Company may develop products and services under its own brand or in conjunction with third-party brands for the purpose of developing, branding, and commercializing products within the scope of its business activities; it may market, sell, and distribute these products and services through any digital medium, including physical sales channels and e-commerce platforms.</p>
	<p>d) The company also engages in agency, representation, brokerage, and intermediary activities related to its business operations. It may carry out these activities</p>

perform such activities directly or through third-party individuals and entities.

- d) The Company shall also engage in the trade and manufacture of all types of auxiliary parts, spare parts, components, materials, machinery, tools, and equipment related to its scope of business. The Company may perform the import and export of these items.

Provided that the mandatory provisions of secondary legislation—primarily the Capital Markets Law No. 6362 and the Corporate Governance Communiqué No. II-17.1—are complied with, the Company

- a) In order to achieve the objectives and scope of business set forth above, provided that it remains within the framework of its field of activity, the Company may acquire all rights and incur all liabilities. In particular, it may acquire ownership of and dispose of all necessary immovable properties and rights attached thereto; purchase these properties, have them reconstructed, and establish mortgages on them for its own debts, or provide collateral mortgages for the debts of others; and may also possess all types of movable properties and rights, and may purchase, sell, or pledge them, as well as accept and release mortgages and pledges in favor of the Company for its receivables. Regarding the Company's issuance of guarantees, suretyships, or security, or the establishment of pledge rights including mortgages on its own behalf or in favor of third parties, the principles determined within the framework of the capital markets legislation shall be complied with. In transactions to be carried out in favor of third parties, necessary disclosures required by the Capital Markets Board within the scope of material events shall be made in order to ensure the enlightenment of investors.

- b) Provided that the provisions of the capital markets legislation regarding the transfer of disguised wealth are reserved, and on the condition that such activities do not constitute investment services and activities; the Company may cooperate with other real persons and legal entities related to its scope of business, establish partnerships, purchase shares and bonds related to its field of activity, and sell them at their fair values.

directly or have them performed by other individuals or companies.

- e) The company is also engaged in the purchase, sale, and manufacture of all types of auxiliary and spare parts, components, materials, machinery, tools, and equipment related to its business operations. It may import and export these items.

Subject to compliance with the mandatory provisions of secondary legislation, including the Capital Markets Law No. 6362 and the Corporate Governance Communiqué No. II-17.1, the Company may acquire all rights and assume all obligations necessary to achieve the purpose and scope of business set forth above, provided that such actions remain within the scope of its business activities.

- a) Without prejudice to the provisions of the Capital Markets Law regarding the transfer of concealed profits, the Company is authorized, in order to achieve its objectives, to acquire, operate, lease, transfer, sell and transport the machinery and facilities required, as well as all kinds of movable and immovable property; to establish, acquire, transfer and release easement, usufruct, right of habitation, ownership, condominium ownership and condominium easement rights over immovable properties; to construct factories, warehouses, sales stores, administrative buildings, residences and similar commercial or public buildings; to enter into construction contracts based on flat-for-land and/or revenue-sharing models; to acquire and transfer land, sea and air transportation vehicles and to exercise real and personal rights over them; and to grant or accept all kinds of personal guarantees and securities, including guarantees and sureties, or to establish or accept pledge rights, including mortgages.

With respect to the Company providing guarantees, sureties or securities, or establishing pledge rights including mortgages, in its own name or in favor of third parties, the principles determined within the framework of capital markets legislation shall be complied with, and for transactions carried out in favor of third parties, the necessary material event disclosures shall be made in accordance with capital markets legislation in order to ensure that investors are duly informed.

- b) Provided that the provisions of the Capital Markets Law regarding disguised profit distribution are reserved and provided that they do not constitute investment services and activities; the Company may cooperate with domestic and foreign real persons and legal entities, establish new companies, business partnerships, and joint ventures, participate in established companies and business partnerships, acquire and transfer the shares of such companies, and operate them. The Company may engage in joint activities with foreign capital in accordance with the provisions of special laws, and may purchase, transfer, sell, and pledge as collateral capital market instruments, including all types of debt instruments issued by private law and public legal entities.

<p>c) The Company may acquire, utilize, and sell to others rights limited to its scope of business, such as trademarks, letters patent, licenses, permits, industrial designs, models, copyrights, trade names, technical assistance agreements, and know-how.</p> <p>d) Provided that it does not constitute a violation of the capital markets legislation regarding the transfer of disguised wealth and other relevant regulations, that necessary material event disclosures are made, and that donations made during the year are submitted to the information of the shareholders at the General Assembly; the Company may, in a manner that does not hinder its own purposes and scope of business, participate in foundations established for various purposes in Türkiye, establish foundations, allocate assets to such foundations, allocate a share of the profit or distribute dividends to such persons and/or institutions, construct social housing for its shareholders or employees, lease such housing, and grant scholarships.</p> <p>The annual upper limit for donations shall be determined by the General Assembly; donations exceeding this limit within the same year may not be made, and any donations made shall be added to the distributable profit base. In any event, the mandatory limits established under the Capital Markets Legislation regarding the amount of donations shall be complied with.</p> <p>e) The Company may issue all types of capital market instruments, including those in the nature of debt instruments, to be sold to real persons and legal entities both domestically and abroad, in accordance with the provisions of TCC, the Capital Markets Law, and other applicable legislation. The Company may acquire its own shares by complying with the limits within the framework of the necessary capital markets legislation and by making material event disclosures.</p>	<p>c) Provided that the provisions of the Capital Markets Law regarding disguised profit distribution are reserved; the Company may purchase and sell all types of technological trademarks, letters patent, patents, copyrights, technical knowledge (know-how), and other industrial and intellectual property rights, as well as import and export the same, transfer and assign them, and enter into licensing agreements thereon; the Company may also enter into partnership or royalty agreements with any real person or legal entity that would result in the sharing of the Company's profit.</p> <p>d) In order to achieve the Company's business purposes, the Company may obtain short, medium, and long-term investment loans and similar loans, asset-backed and surety loans, commodity and letter of credit loans, open credits, advance loans against shares and bonds, and other similar loans from domestic and international lending institutions; and may participate in domestic and international tenders opened by public institutions and organizations, real persons, and legal entities, and establish joint consortiums,</p> <p>e) Provided that it does not constitute a violation of the Capital Markets Legislation regarding disguised profit distribution and other relevant regulations, that the necessary material event disclosures are made, and that the donations made during the year are submitted to the information of the shareholders at the General Assembly; the Company may, provided that it does not hinder its own corporate purpose and objectives, participate in foundations established for various purposes in Türkiye, establish foundations, allocate assets to such foundations, allocate a share of the profit or distribute profit to such persons and/or institutions, construct social housing for its shareholders or employees, lease the same, and grant scholarships.</p> <p>The annual upper limit of the donations shall be determined by the General Assembly; no donations exceeding this limit may be made within the same year, and the donations made shall be added to the distributable profit base. In any case, the mandatory limits set forth in the Capital Markets Legislation regarding the amount of donations shall be complied with.</p> <p>f) In the event that the Company repurchases its own shares or implements share ownership programs for</p>
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In the event of an amendment to the Company's purposes and scope of business, the necessary approval must be obtained from the Ministry of Trade and the Capital Markets Board.

employees, the Company shall act in accordance with the Capital Markets Legislation and other relevant regulations, and necessary material event disclosures shall be made.

The Company may engage in any other business, perform any acts and transactions, and undertake economic purposes and activities that may be deemed beneficial and necessary in the future and are not prohibited by law, following the proposal of the Board of Directors, the submission of the matter to the approval of the General Assembly, and the adoption of a resolution to that effect. In the event of a change in the Company's purpose and objectives, necessary permissions must be obtained from the Ministry of Trade and the Capital Markets Board.

With respect to the acts, transactions, and activities performed by the Company within the scope of this article, the disclosures mandatory under the capital markets legislation and other relevant regulations shall be made in order to ensure the enlightenment of investors where necessary.