GOODYEAR LASTİKLERİ TÜRK ANONİM ŞİRKETİ

ARTICLES OF ASSOCIATION

ESTABLISHMENT

ARTICLE 1.

A joint stock company has been established among the founders whose names and addresses are written below, in accordance with the provisions of the Turkish Commercial Code related to instantaneous establishment.

1. The Goodyear Tire and Rubber Company, Akron, Ohio, United States of America. (American)
2. Türkiye Garanti Bankası A.O., Bahçekapı, İstanbul. (Turkish)
3. Tatko Otomobil Lastik ve Makina Ticareti T.A.Ş., Taksim, İstanbul. (Turkish)
4. Rıfat Yalman, Şişli, İstanbul. (Turkish)
5. Tayyar Çullu, Şişli, İstanbul. (Turkish)

TITLE OF THE COMPANY

ARTICLE 2.

The title of the Company is Goodyear Lastikleri Türk Anonim Şirketi.

(The necessary permissions in connection with the amendments to the Articles of Association presented below have been obtained by the letter of the Capital Markets Board dated 01.03.2013 and numbered 29833736 – 110.03.02- 487, and the letter of the Ministry of Customs and Trade, General Directorate of Domestic Trade dated 01.03.2013 and numbered 67300147-431-02-1368-268896-2436/1384.)

PURPOSE AND SCOPE

ARTICLE 3.

The Company has been established:

(a) To manufacture, purchase, import or otherwise obtain, own, process, work on, develop and use, sell, lease, exchange, export or otherwise dispose of or convert into cash, and to trade in, and to perform services relating to, without being limited to those listed, tires and inner tubes of every type and kind, belts, industrial products, footwear products, resins, plastics and chemical substances, natural and synthetic rubber, rubber-based products, rubber components, substances that substitute for rubber, substances having the nature of rubber or used for the same purpose, and substances produced partly or wholly from rubber; and to carry out all works and transactions found necessary and appropriate for the manufacture, purchase and sale of goods and movable property of every kind and nature and for the fulfillment of these purposes;

(b) In accordance with the electricity market legislation, to establish a generation facility within the framework of an auto-producer license essentially for the purpose of meeting its own electricity and heat energy needs, to generate electricity and heat energy, and, in case of surplus generation, within the framework of the said legislation, to sell the generated electricity and heat energy and/or capacity to other legal entities holding a license and to eligible consumers, and, provided that it is not commercial, to carry out activities relating to the importation of the facility and all related equipment and fuel, and to conclude or terminate contracts with official and/or private institutions and organizations and persons in connection with these activities, to follow up, execute and perform transactions before official (state, municipal, local or other) and various authorities, to construct facilities, to employ sufficient and necessary personnel, to participate in tenders, to purchase, procure, import all kinds of materials, machinery, raw materials and finished products, and

(c) has been established to undertake enterprises and activities in all kinds of economic, financial and commercial matters not prohibited by the legislation, including but not limited to the matters set out below, and to engage in all matters that the enforcement of the legislation renders possible.

The principal works and transactions that the Company may carry out within the framework of its field of activity and in order to realize its objectives — provided that it complies with its Articles of Association and with the Corporate Governance Principles the application of which is made mandatory by the Capital Markets Board, and that it makes the necessary disclosures pursuant to the legislation on the disclosure of material events in order to ensure that investors are informed — are set out below:

(a) Provided that it complies with the provisions of the capital markets legislation and other relevant legislation, to issue bonds and all other kinds of capital market instruments, to carry out all kinds of legal dispositions over them, and to establish and remove pledges over them in its own favor;

(b) To establish companies and/or acquire existing companies; provided that it complies with the prohibition of disguised income transfer under the Capital Markets Law, to participate in institutions and companies established under private law and public law, and to form partnerships with natural and legal persons,

(c) Without being in the nature of brokerage activity or portfolio management activity, to purchase or sell, on a cash or forward basis, the shares, bonds and other capital market instruments of public law and private law legal entities that have been or will be established, to carry out all kinds of legal dispositions over them, and to establish and remove pledges over them in its own favor;

(d) Provided that it complies with the principles determined by the Capital Markets Board, to obtain short, medium and long-term credit or loans (debt), whether secured or unsecured, from banks, other financing institutions or — the provisions of the relevant legislation being reserved — from other natural and legal persons, and to draw up, accept and endorse all kinds of negotiable instruments;

(e) In accordance with the legislation in force, to engage in the manufacture of all kinds of products and in the marketing, sale, distribution, import, export, development, operation and establishment of all kinds of products and services;

(f) To carry out or have carried out the transportation, insurance, customs and storage transactions of the goods to be imported or exported;

(g) When necessary, within the form and limits prescribed by the capital markets legislation and the relevant legislation and by making the necessary material event disclosures, to acquire the Company's own shares and, when necessary, to dispose of them;

(h) To acquire, lease, let, sell, and hold in its ownership or possession all kinds of movable or immovable property and assets;

(i) Including but not limited to pledges, commercial enterprise pledges and mortgages, to establish rights in rem over movable and immovable property, to have these rights annotated and registered in the land registry and the relevant registries, to remove the pledges and mortgages established in favor of the Company and to waive all kinds of security obtained in favor of the Company, and to provide the movable and immovable property it owns as security for its own debt in any name and manner whatsoever, including but not limited to mortgages, pledges and commercial enterprise pledges;

(j) Provided that it complies with the principles determined by the Capital Markets Board, to provide security, pledges and mortgages on behalf of the Company's own legal personality, in favor of the partnerships included within the scope of full consolidation during the preparation of the financial statements, or for the purpose of conducting ordinary commercial activities, and, where the legislation permits, in favor of all other kinds of persons and organizations and, for all kinds of purposes, in favor of other third parties,

(k) To monitor and study, or have studied, the economic, financial, technical and sectoral developments in Turkey and abroad, and to make publications on these matters;

(l) To provide technical and commercial training and consultancy services to its personnel and to third parties;

(m) To organize all kinds of advertising and promotional works relating to the Company's activities and transactions;

(n) To conduct research and studies for the purpose of marketing the Company's activities and transactions and improving their technical performance, and to cooperate with the relevant institutions in this regard; to encourage and support scientific studies and research in order to increase production and improve quality;

(o) To open representative offices, branches or liaison offices in Turkey or abroad; to conclude dealership or agency agreements;

(p) Provided that the rules determined by the Capital Markets Board are complied with and the necessary disclosures are made pursuant to the capital markets legislation, to establish foundations for various purposes, to participate in foundations established in Turkey, to set aside a share from the profit to be distributed to various foundations, associations and other persons and/or institutions, to make profit distributions to these foundations, associations and other persons and/or institutions, and to make donations within the limit to be determined by the General Assembly of Shareholders;

(r) To acquire, register, cancel, lease, use, transfer and dispose of all trademarks, licenses, know-how, franchises, technical information and assistance and other similar intangible rights and intellectual property rights that may be beneficial, and to conclude agreements relating thereto and participate in legal transactions;

(s) To carry out all transactions permitted within the framework of the capital markets legislation and other relevant legislation, in a manner that also covers future amendments to the provisions of the said legislation, provided that the necessary permissions therefor have been obtained within the framework of the relevant legislation;

(t) To perform and execute all kinds of commercial, industrial or financial transactions or acts that may be directly or indirectly related to the Company's purpose, and to conclude agreements. In the event that an amendment is desired to be made to the purpose and scope of the Company, the necessary permissions must be obtained from the Ministry of Customs and Trade and the Capital Markets Board.

HEAD OFFICE AND BRANCHES

ARTICLE 4.

The head office of the Company is located in İstanbul. Its address is Maslak Mahallesi Eski Büyükdere Caddesi No:37 Şişli. In the case of a change of address, the new address shall be registered with the Trade Registry and announced in the Turkish Trade Registry Gazette. Notifications delivered to the registered and announced address shall be deemed to have been made to the Company. Failure of the Company to have its new address registered in a timely manner despite having moved from its registered and announced address shall be considered a just cause for dissolution.

TERM

ARTICLE 5.

The Company has been established for an indefinite term as of its definite establishment date.

CAPITAL

ARTICLE 6.

The Company has adopted the registered capital system in accordance with the provisions of the repealed Capital Markets Law No. 2499, and has transitioned to the registered capital system with the permission of the Capital Markets Board dated 13 March 1987 and numbered 124.

The registered capital ceiling of the Company is TL 400,000,000 (four hundred million), divided into 40,000,000,000 (forty billion) registered shares with a nominal value of TL 0.01 (1 kuruş) each.

The registered capital ceiling authorization granted by the Capital Markets Board is valid for the years 2022–2026 (5 years). Even if the authorized capital ceiling is not reached by the end of 2026, it is mandatory to obtain authorization for a new term, not exceeding five years, from the general assembly, by obtaining permission from the Capital Markets Board for the existing ceiling or a new ceiling amount. In the absence of such authorization, the board of directors may not resolve on capital increase.

The Company's issued capital is 1,520,000,000 TL (one billion five hundred twenty million), which has been fully paid free of collusion. Most recently, the Company's issued capital of 270,000,000 TL was increased by 1,250,000,000 TL, entirely through internal resources, by way of capitalizing the Capital Adjustment Differences amounting to such amount, and thereby increased to 1,520,000,000 TL.

The shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.

The Company's capital may be increased or decreased as required, in accordance with the provisions of the Turkish Commercial Code and the Capital Markets legislation.

The Board of Directors is authorized, in compliance with the provisions of the Capital Markets Law, to issue new shares up to the registered capital ceiling whenever it deems necessary, to increase the issued capital, to restrict shareholders' pre-emptive rights, and to issue shares at a premium or below their nominal value. The authority to restrict pre-emptive rights cannot be exercised in a manner that creates inequality among shareholders.

MEETINGS OF THE GENERAL ASSEMBLY OF SHAREHOLDERS AND PARTICIPATION IN THE GENERAL ASSEMBLY OF SHAREHOLDERS MEETING BY ELECTRONIC MEANS

ARTICLE 7.

The General Assembly of Shareholders of the Company convenes either as ordinary or extraordinary. The ordinary General Assembly of Shareholders convenes within 3 months following the end of the

Company's fiscal year and at least once a year; the extraordinary General Assembly of Shareholders convenes as and when required by the Company's business.

A shareholder may attend the General Assembly of Shareholders meetings in person, or may be represented by a proxy who is or is not a shareholder. In the proxy voting procedures at the General Assembly of Shareholders meetings, the capital markets legislation is complied with.

At the General Assembly of Shareholders meetings, the shareholders present or their proxies have one voting right for each share. The voting right of each shareholder or proxy is calculated by proportioning the total nominal value of the shares it holds to the total nominal value of the Company's capital. In matters relating to the exercise of votes at the General Assembly of Shareholders meetings, the capital markets legislation is complied with.

At the Company's General Assembly of Shareholders meetings, the matters set out in the provisions of the Turkish Commercial Code concerning general assembly meetings and the matters prescribed by the capital markets legislation are deliberated and the necessary decisions are taken. The meeting and decision quorums at the General Assembly of Shareholders meetings are subject to the provisions of the Turkish Commercial Code and the capital markets legislation.

The General Assembly of Shareholders convenes at the Company's head office address or at a convenient place in the city where the head office is located.

The right holders entitled to participate in the general assembly meetings of the Company may also participate in these meetings by electronic means pursuant to article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the Regulation on General Assembly Meetings Held Electronically in Joint-Stock Companies, the Company may either establish an electronic general assembly system that will enable the right holders to participate in the general assembly meetings by electronic means, to express their opinions, to submit proposals and to cast their votes, or may procure services from systems created for this purpose. In all general assembly meetings to be held, pursuant to this provision of the Articles of Association, it is ensured that the right holders and their representatives can exercise, through the established system, the rights specified in the provisions of the aforementioned Regulation.

The capital markets legislation relating to General Assembly of Shareholders meetings held by electronic means is complied with.

INVITATION TO THE GENERAL ASSEMBLY OF SHAREHOLDERS MEETINGS

ARTICLE 8.

The invitation to the General Assembly of Shareholders meetings is made by an announcement published on the company's website, on the Public Disclosure Platform and at other places determined by the Capital Markets Board, at least three weeks before the meeting date, excluding the announcement and meeting days, in accordance with the principles set out in the provisions of the Turkish Commercial Code, the Capital Markets Law and other relevant legislation. In addition, together with the general assembly meeting announcement, the information required to be disclosed pursuant to the Turkish Commercial Code, the capital markets legislation and other relevant legislation is disclosed to the public on the Company's website.

PRESENCE OF THE MINISTRY OF CUSTOMS AND TRADE REPRESENTATIVE AT THE GENERAL ASSEMBLY OF SHAREHOLDERS MEETINGS

ARTICLE 9.

At both ordinary and extraordinary General Assembly of Shareholders meetings, if prescribed by the legislation, the presence of the relevant ministry representative and the signing of the meeting minutes together with the concerned persons are mandatory. The legislation on this matter is applied as is. The decisions to be taken at General Assembly of Shareholders meetings held in the absence of the representative and the meeting minutes that do not bear the signature of the representative are not valid.

BOARD OF DIRECTORS

ARTICLE 10.

The management and representation of the Company belongs to the Board of Directors consisting of at least 5 members. The number of Board of Directors members is determined by the General Assembly of Shareholders in a manner that will enable the members of the board of directors to carry out efficient and constructive work, to take rapid and rational decisions, and to organize the formation of committees and their work effectively. It is not mandatory for the members of the board of directors to be shareholders.

Legal entities may also be elected as members of the board of directors. In this case, the principles set out in the relevant provisions of the Turkish Commercial Code are complied with.

The Board of Directors is obliged to establish the committees whose establishment is mandatory pursuant to the Turkish Commercial Code and the capital markets legislation. In addition to these committees, the Board of Directors has the authority to establish the committees and commissions needed in connection with the Company's business, provided that it complies with the capital markets legislation.

With respect to independent members of the board of directors, the provisions of Article 22 of these Articles of Association are complied with.

DISTRIBUTION OF DUTIES, MEETINGS AND DECISIONS OF THE BOARD OF DIRECTORS

ARTICLE 11.

At its first meeting following its election, the Board of Directors elects, from among its own members, a chairman and at least one vice chairman to act as deputy in the absence of the chairman.

When required by the Company's business and transactions, the Board of Directors convenes at the Company's head office upon the invitation of the chairman of the board of directors or, if there is a single vice chairman, of that vice chairman, or, if there is more than one vice chairman, of the vice chairman assigned this duty. Provided that written notice is given to all of the chairman, the vice chairman and the members, the Board of Directors may convene at a convenient place in the province where the Company's head office is located, or in another province within or outside the borders of the Republic of Turkey. The minimum meeting and decision quorum of the Board of Directors is determined in accordance with the provisions of the Turkish Commercial Code and the capital markets legislation.

Unless the chairman, the vice chairman or any of the members requests a deliberation, the decisions of the Board of Directors may also be taken without holding a meeting, within the framework of the principles set out in the relevant provisions of the Turkish Commercial Code.

The authority to issue capital market instruments in the nature of debt instruments has been delegated to the Board of Directors without being restricted by any period.

BOARD OF DIRECTORS MEETINGS BY ELECTRONIC MEANS

ARTICLE 12.

Those entitled to participate in the Board of Directors meeting of the Company may also participate in these meetings by electronic means pursuant to article 1527 of the Turkish Commercial Code. Pursuant to the provisions of the "Communiqué on the Boards to be Held in the Electronic Environment in Commercial Companies Other than the General Assemblies of Joint-Stock Companies", the Company may either establish the Electronic Meeting System that will enable the right holders to participate in these meetings and to vote by electronic means, or may procure services from systems created for this purpose. At the meetings to be held, pursuant to this provision of the Articles of Association, it is ensured that the right holders can exercise, through the established system or through the system from which support services are procured, the rights specified in the relevant legislation, within the framework specified in the provisions of the communiqué.

The capital markets legislation relating to Board of Directors meetings held by electronic means is complied with.

MANAGEMENT AND REPRESENTATION OF THE COMPANY

ARTICLE 13.

The management of the Company and its representation towards third parties belong to the Board of Directors.

The Board of Directors may delegate the power of representation to one or more executive directors or to third parties. In order for the documents, papers, promissory notes and agreements drawn up and concluded on behalf of the Company to be valid and to bind the Company, it is mandatory that they bear the signatures that the authorized signatories will affix under the Company's title and seal — the degree, place and forms of which are determined by the Board of Directors — registered with the Trade Registry and announced in the Turkish Trade Registry Gazette pursuant to the second paragraph of article 40 of the Turkish Commercial Code. The provisions of articles 370 to 373 of the Turkish Commercial Code are reserved.

In accordance with an internal directive to be issued by it, the Board of Directors is authorized to delegate the management, partly or wholly, to one or more members of the board of directors or to a third party.

TERM OF OFFICE AND REMUNERATION OF THE BOARD OF DIRECTORS

ARTICLE 14.

The members of the Board of Directors are elected to serve for a term of one year. The members may be re-elected. The General Assembly of Shareholders may replace the Chairman, Vice Chairman and Members of the Board of Directors before their terms of office expire. In place of a Chairman, Vice Chairman or member of the Board of Directors whose seat becomes vacant before the expiry of the term of office, a new member is elected pursuant to the provision of article 363 of the Turkish Commercial Code. The remuneration of the members of the board of directors, including the Chairman and Vice Chairman of the Board of Directors and the independent members, is determined by the General Assembly of Shareholders in accordance with the provisions of the capital markets legislation.

AUDITOR

ARTICLE 15.

Pursuant to the fourth paragraph of article 397 of the Turkish Commercial Code, in the event that the Company falls within the scope of companies to be subject to audit, an auditor is elected by the General Assembly of Shareholders.

The auditor is obliged to perform the duties prescribed in the Turkish Commercial Code and the capital markets legislation.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

ARTICLE 16.

Amendments to the Articles of Association are decided upon, after obtaining permission from the Capital Markets Board and the Ministry of Customs and Trade, at the General Assembly of Shareholders to be convened in accordance with the relevant legislation and the provisions of these Articles of Association. Amendments to the Articles of Association are duly registered with the trade registry and announced. An amendment decision does not take effect against third parties before registration.

FISCAL YEAR

ARTICLE 17.

The fiscal year of the Company is the calendar year.

FINANCIAL STATEMENTS AND REPORTS

ARTICLE 18.

The financial statements and reports and the independent audit report whose preparation is prescribed by the Capital Markets Board are prepared and disclosed to the public within the procedures and principles determined by the Capital Markets Board.

DETERMINATION AND DISTRIBUTION OF PROFIT

ARTICLE 19.

The profit of the Company is determined in accordance with the Turkish Commercial Code, the capital markets legislation and generally accepted accounting principles, and is distributed within the framework of the said regulations and principles and the profit distribution policy to be determined by the General Assembly of Shareholders. From the revenues of the Company determined at the end of the Company's fiscal year, after deduction of the Company's general expenses and the amounts that must be paid or set aside by the Company, such as various depreciation, together with the taxes that must be paid by the Company, the remaining net profit shown in the annual balance sheet, after deduction of the previous years' losses, if any, is allocated in the manner shown below, respectively:

(a) In accordance with the provisions of article 519 of the Turkish Commercial Code, 5% general legal reserve fund is set aside.

(b) From the balance, over the amount to be found by adding the amount of donations made during the year, if any, a first dividend is set aside at the rate and amount determined by the General Assembly of Shareholders in accordance with the Turkish Commercial Code and the capital markets legislation.

(c) After the above deductions are made, the General Assembly of Shareholders has the right to decide on the distribution of the dividend to the members of the Board of Directors and to officers, employees and workers, to foundations established for various purposes, to associations and to such persons and/or institutions.

(d) The General Assembly of Shareholders is authorized to distribute, partly or wholly, as a second dividend, the portion remaining after deduction of the amounts specified in subparagraphs (a), (b) and (c) from the net profit, to set it aside as an extraordinary reserve fund, or to carry out any other kind of transaction with respect to this portion in accordance with the provisions of the Turkish Commercial Code and the capital markets legislation.

(e) From the portion resolved to be distributed to the shareholders and to other persons participating in the profit, after deducting a dividend at the rate of 5% of the paid-in capital, one tenth of the resulting amount is added to the general legal reserve fund pursuant to the relevant provisions of the Turkish Commercial Code. In the event that the dividend and/or the undistributed profits in the balance sheet are distributed as shares by way of a capital increase, no general legal reserve fund is set aside.

Unless the reserve funds required by law to be set aside and the dividend determined for the shareholders in the Articles of Association are set aside, no decision may be taken to set aside other reserve funds, to carry profit forward to the following year, or to distribute a dividend to holders of dividend right certificates, to members of the board of directors and to Company employees or to persons other than the shareholders. In addition, in the event that a second dividend is distributed from the profit, non-voting shares have the right to benefit equally, in proportion to their capital shares, like the other shares.

The dividend relating to the shares is distributed equally to all shares existing as of the distribution date, without taking into account their dates of issue and acquisition.

The date on which and the manner in which the profit resolved to be distributed to the shareholders will be paid are decided by the General Assembly of Shareholders, upon the proposal of the Board of Directors, in accordance with the capital markets legislation.

The Company is authorized to distribute an advance on profit over the profit specified in the Company's interim financial statements, in accordance with the conditions regulated in the capital markets legislation and other relevant legislation. Pursuant to the relevant legislation, upon the authorization of the Board of Directors by a resolution of the General Assembly of Shareholders, the Board of Directors may decide on the form and timing of the distribution of the advance on profit. In the calculation and distribution of the amount of the advance on profit, the provisions of the relevant legislation are complied with. Profits distributed in accordance with the provisions of the articles of association cannot be reclaimed.

In the event of a change in the legislation, in the determination and distribution of the profit, the new legislation and the resolutions of the Company's General Assembly of Shareholders are applied.

ANNOUNCEMENTS
ARTICLE 20.

The announcements pertaining to the Company are made in accordance with the Turkish Commercial Code, the Capital Markets Law and the regulations of the Capital Markets Board.

COMPLIANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES
ARTICLE 21.

The Corporate Governance Principles the application of which is made mandatory by the Capital Markets Board are complied with. Transactions carried out and board of directors decisions taken without complying with the mandatory principles are invalid and are deemed contrary to the Articles of Association.

In transactions deemed to be of material nature in terms of the application of the Corporate Governance Principles, and in the Company's material related party transactions, and in transactions relating to the provision of security, pledges and mortgages in favor of third parties, the regulations of the Capital Markets Board concerning corporate governance are complied with.

The number and qualifications of the independent members to serve on the Board of Directors are determined in accordance with the regulations of the Capital Markets Board concerning corporate governance.

REFERENCE TO LEGAL PROVISIONS

ARTICLE 22.

In cases where there is no provision in these Articles of Association, the relevant provisions of the Turkish Commercial Code, the Capital Markets Law and other legislation are applied.

AUDITOR SERVING PURSUANT TO LAW NO. 6762

PROVISIONAL ARTICLE 23.

The term of office of the Company's auditor serving pursuant to Law No. 6762 expires, in the event that the Company falls within the scope of companies to be subject to audit pursuant to the fourth paragraph of article 397 of the Turkish Commercial Code, on the date on which the auditor prescribed in article 400 of the Turkish Commercial Code is elected, or on 31.03.2013, whichever is earlier.