

ARTICLES OF ASSOCIATION OF İS INVESTMENT

ESTABLISHMENT

Article 1- A joint stock Corporation was established among the founders whose names, surnames, nationalities and residences were written below, in line with the provisions of Turkish Commercial Code concerning the establishment of joint stock corporations.

<u>Order No</u>	<u>Founder's Name&Surname</u>	<u>Residence Address</u>	<u>Nationality</u>
1	T. İş Bankası A.Ş.	Ankara	TR
2	İş Factoring Fin.Hiz. A.Ş.	İstanbul	TR
3	İş Genel Fin. Kiralama A.Ş.	İstanbul	TR
4	Camiş Menkul Değ. A.Ş.	İstanbul	TR
5	Camiş Sigorta Hizm. A.Ş.	İstanbul	TR

TRADE NAME OF THE COMPANY

Article 2- The trade name of the company is “İş Yatırım Menkul Değerler A.Ş.”

THE SUBJECT AND PURPOSE OF THE COMPANY

Article 3- The Company performs capital markets activities in line with the provisions of 2499 no. Capital Markets Law as amended by 3794 no. law and of relevant legislation.

I. The company in order to realize such purpose may perform below works and transactions for realising such purpose.

a) Purchasing and selling the capital markets instruments within the framework of capital markets legislation in its name and account, in others' name and account, in its name and others' account,

b) With the condition of fulfilling the required terms within the framework of Capital Markets Law and arrangements of Capital Markets Board, to perform the following,

- Intermediation in selling of the capital markets instruments to be put under the registry of the Capital Markets Board by means of issue or going public methods,
- Intermediation in selling and purchasing of the capital markets instruments that were previously issued,
- Selling or purchasing the securities with repurchasing or selling undertaking,
- Investment consultancy,
- Portfolio management,
- Credit securities, short selling and borrowing and lending securities,
- Intermediation for derivative contracts,
- Portfolio operations.

- c) Making stock exchange transactions after subscribing to securities stock exchanges,
- d) Performing custody services as defined in capital markets legislation,
- e) Depending on the authority vested by its customers, collection of the principal, interest, dividend and similar revenues of capital markets instruments in name and account of them, using the rights to obtain new shares and pre-emptive rights and those arising from the shares,
- f) Establishing and managing the mutual funds,
- g) Issuing capital markets instruments by means of authority of the Board of Directors in line with provisions of Turkish Commercial Code, capital markets and relevant legislation,
- h) Participating in companies if necessary with the condition of not being contrary to capital markets legislation and the last paragraph of the article 15th of Capital Markets Law,
- i) Performing all other activities listed or to be listed among the intermediary institution activities in capital markets legislation,

II. The company may also perform below works required by above activities:

- a) Carrying out brokerage activities or acquiring and renting movable and immovable properties in order to collect its credits and if necessary selling or letting them provided that they are not commercial intention and that they don't exceed the sum required by the brokerage activities,
- b) Making promotional advertisements and announcements of the company by getting use of press, radio, television and other methods within the framework of the legislation,
- c) Regarding its purpose and subject, collecting deposits for procurement, collection and payment of rights and credits or obligations and debts, giving or receiving borrowing, in kind guarantee and personal guarantee in return for pledge and other guarantees or without any guarantee with the condition of not restricted with lending money except for conditions permitted by the legislation , in connection with them, being able to make registry, removal and all other transactions before title deed, tax offices and similar public and private institutions.
- d) Being able to get loans related with its activities and to make any financial activities containing either any undertaking or not, making contracts and receiving general banking services from the banks,
- e) Regarding its purpose and subject, being able to sign contracts with domestic and foreign firms and institutions, to make know-how agreements.

Apart from above stated issues, if other works that may be considered useful and necessary for the company may be performed by taking General Assembly resolutions. For execution of such a resolution which is in nature of changing the Articles of Association, permission shall be obtained from Ministry of Industry and Commerce and Capital Markets Board.

While realising above mentioned issues, the company shall fulfil its disclosure obligations in line with Capital Markets Law and relevant legislation in order to inform the investors.

THE CENTRE OF THE COMPANY AND ITS NON CENTRAL ORGANISATION

Article 4- The centre of the company is in Istanbul. And its address is İş Kuleleri Kule-2 Kat: 12 4. Levent Beşiktaş/Istanbul. In case of address change, the new address shall be registered in Trade Registry and advertised in Turkey Trade Registry Journal and besides it shall be noticed to the Ministry of Industry and Commerce. For a company though its address which is registered and advertised is changed but doesn't cause its new address registered within due time, for this company this case is deemed as a reason for dissolution. The company, with the condition of fulfilling the terms envisaged in the legislation of capital markets, may open branches, agencies and connection offices both in the country and at abroad.

THE TERM OF THE COMPANY

Article 5- The Company has been established for an indefinite period starting from final establishment.

Such period may be changed within the framework of Turkish Commercial Code, Capital Markets Law and relevant legislation by amending the Articles of Association of the Company.

CAPITAL AND TYPE OF SHARES

Article 6- In line with the provisions of Capital Markets Law, the Company has adopted the registered capital system and has shifted to this system as per the permission of the Capital Markets Board of Turkey dated 24 December, 2009 and Nr. 37/1096.

The registered capital of the Company is TRY 300,000,000 (Three hundred million Turkish Liras). This capital is divided to 300,000,000 (Three hundred million) shares each of which have TRY 1 (One Turkish Lira) value.

The permission of the registered capital ceiling by the Capital Markets Board is valid for the years between 2009 and 2013 (5 years). Even if the permitted registered capital ceiling has not been reached by the end of 2013, the Board of Directors has to be authorized by the general assembly for a new term in order for a resolution of capital increase after 2013 by the allowance of the Capital Markets Board for the already permitted ceiling or a new ceiling. In case that the called authorization is not granted, the Company is deemed to have been removed from the registered capital system.

The issued capital of the Company is TRY 119,387,000 (One hundred nineteen million three hundred and eighty seven thousand Turkish Liras) has been paid in full. This capital is divided to 119,387,000 (One hundred nineteen million three hundred and eighty seven thousand) shares each of which have TRY 1 (One Turkish Lira) value. 150,000 (One hundred and fifty thousand) shares is (A) Group shares and 119,237,000 (One hundred nineteen million two hundred and thirty seven thousand) shares belong to (B) Group.

(A) Group shares are registered ones and (B) Group shares are bearer ones.

During capital increases it is not possible to issue new (A) Group shares; (B) Group shares shall be issued in order to represent the increased capital.

There is no restriction within the framework of terms envisaged by capital markets legislation regarding share transfers.

In line with the communiqués of the Capital Markets Board, the remaining shares after the execution of pre-emptive right or all new issued shares when the execution of pre-emptive right is restricted are offered to public with the market price provided that they are not offered lower than the nominal value.

In compliance with the provisions of the Capital Markets Law, the Board of Directors is authorized to resolve about increasing the issued capital up to the registered capital ceiling by issuing new shares, the restriction of the pre-emptive rights of shareholders, and the issuance of premium and privileged shares.

The capital shares are registered electronically within the framework of the dematerialized system.

OBTAINING THE OPERATION LICENCE CERTIFICATE AND SUBSCRIPTION TO THE STOCK EXCHANGE MARKET

Article 7- The Company, in order to be able to start intermediation activities, by fulfilling the required conditions, takes necessary activity licences and documents from Capital Markets Board. In order to be able to perform stock exchange transactions, stock exchange membership certificate is obtained from the relevant securities stock exchange.

CAPITAL INCREASE, DECREASE AND PRECEDENCE

Article 8- The capital of the Company may be increased or decreased within the framework of Turkish Commercial Code and capital markets legislation.

In case of capital increase through rights issues, present shareholders has pre-emptive right about purchasing new share in proportion of their share in capital of company. The formal procedures in connection with exercise of such pre-emptive right are determined by the Board of Directors.

THE BOARD OF DIRECTORS AND TERM

Article 9- Works and administration of the company are carried out by a Board of Directors consisting of 7(seven) members to be selected by General Assembly General Director may not become chairman of Board of Directors however he may take place in the Board.

Five (5) members of the Board are selected among the candidates to be shown by majority of (A) Group shareholders. And remaining two (2) candidates are selected among the candidates to be shown by (B) Group shareholders.

In case where the majority of A Group shares fail to nominate any candidate to Board of Directors, then election shall be made by General Assembly in line with general provisions.

Half and one more members of the Board must be graduates of higher education institution.

The members of the Board are elected for at most three (3) years. The members whose terms are over can be re-elected.

If the General Assembly deems so may replace the members of the Board at any time.

People deemed appropriate by Management Board shall be appointed to the membership of Board of Directors in place of members who have died or resigned or in line with 315th article of Turkish Commercial Code whose membership status is removed. They perform duty till the first meeting of General Assembly. If General Assembly agrees, they complete the duty terms of members whom they replaced.

COMMITTEES AND UNITS REPORTING TO BOARD OF DIRECTORS

Article 10- Board of Directors composes Committees and Units in line with requirement of legislation and in its own option in order to function properly regarding its duties and responsibilities and determines the number of members and selects their members. During composition of Committees and Units, Corporate Governance Principles declared by Capital Markets Board to the public are considered. Board of Directors may change and dismiss the members of Committees and Units at any time.

Committees meet upon the invitation made by their presidents and take their resolutions in writing. Secretariat of Board of Directors also carries out the writing affairs of Committees.

REPRESENTATION AND BINDING OF THE COMPANY AND DIVISION OF

LABOUR OF MEMBERS OF BOARD OF DIRECTORS

Article 11- The management of the company and its representation toward the external world belongs to the Board of Directors. For all the documents and given by the company and for the contract to be made to be valid they should bear the signatures, put below the trade name of the company, of person or persons given signature authority to bind the company.

The Board of Directors may partially or fully delegate its duties and powers related with representation and management under 319th article of Turkish commercial code to one or more delegate members that it shall select among its members or to managers who are not necessarily shareholders. In case of delegation of representation power to the delegate managers, in line with 1st subsection of 319th article of Turkish commercial code at least one member of management board is granted with the authority to represent the company.

The monthly wages or attendance fees of members of the Board of Directors are determined by the General Assembly.

Members of the Board may not obtain permission from General Assembly in order to be kept exempted from prohibition of making transaction with the company and from prohibition of competition basing on 334th and 335th articles of Turkish Commercial Code.

Shareholders representing at least 5 % of capital of the Company and stakeholders, as defined in Corporate Governance Principles disclosed to the public by Capital Markets Board, by making request to the president of Management Board may invite Board of Directors to meet. In case where chairman of the Board of Directors deems that there is no need for immediately meeting, he may open the issues regarding invitation for discussing in next meeting of the Board of Directors.

AUDITORS AND THEIR TASKS AND INDEPENDENT EXTERNAL AUDIT

Article 12- The General Assembly elects 2 (two) auditors either among shareholders or from outside for maximum 1 (one) year.

All of the auditors are selected among the candidates to be nominated by the (A) group shareholders majority.

If General Assembly deems necessary by not being bound with duty term may replace auditors at any time.

Auditors whose term of duty expires may be re-elected.

In order to specially investigate and clarify any certain material case, minority shareholder/shareholders representing at least 5 % of capital of the Company may request the appointment of Special Auditor. In case where the request for the appointment of Special Auditor is refused by General Assembly, minority shareholder/shareholders representing at least 5 % of capital of company may request court to appoint Special Auditor.

The monthly wages of the auditors shall be determined by the General Assembly.

GENERAL ASSEMBLY

Article 13- The following rules shall be applied during the meetings of the General assembly.

a) Manner of Invitation: The General Assemblies of the Company meet ordinarily and extraordinarily. In invitations to such meetings the matters stated in 355,365,366 and 368th articles of Turkish Commercial Code are considered.

b) Meeting Time: Ordinary General Assemblies are met within three months as of the end of fiscal period of the Company and at least once per year and Extraordinary General Assemblies are met when and if the works of company necessitate.

c) Voting and appointment of proxy: The shareholders or their proxies present in the Ordinary General Assemblies and Extraordinary General Assemblies has one vote per share. If owner demands so, may cause him to be represented through a proxy having or not having shares in General Assembly Meetings. The proxies being shareholder in the company is also authorized to use the votes that are belonging to the ones represented by them in addition to their own

votes as well. The form of power of attorney is determined by the Board of Directors within the framework of capital market legislation.

Shareholder/shareholders representing at least 5 % of capital of company may ask the Board of Directors to invite General Assembly to meet by stating the requiring reasons and agenda in writing, or if General Assembly will already meet, may ask it to put the issues which they demand to be decided into the agenda. Harmonisation to the amendments to be made to the capital markets legislation in this issue shall be provided.

d) Making the discussions in the meeting and resolution quorum: In general assembly of the Company, by discussing the issues written in 369th article of Turkish Commercial Code and so the necessary resolutions are taken. The general assembly meetings and resolution quorum in general assembly meeting are subject to the articles of Turkish Commercial Code. In General Assembly to be held for issues stated in 2nd and 3rd subparagraphs of 388th article of Turkish Commercial Code, meeting quorum in 372nd article of Turkish Commercial Code shall be applied.

e) Place of Meeting: General Assembly meets in the central address of Company or in a suitable place of the city where the company centre is present, which shall be determined by the Board of Directors.

f) Presence of Government Observer in Meetings: It is compulsory that both in ordinary and extraordinary meetings, observer of Industry and Commerce Ministry must present and sign the meeting minutes together with the relevant people. The decisions to be taken in absence of Government Observer in the general assemblies and the meeting minutes not bearing the observer are not valid.

All issues in connection with General Assembly are arranged in line with capital markets legislation. In this regard, Corporate Governance Principles disclosed to the public by Capital Markets Board are considered.

THE ADVERTISEMENTS

Article 14- The advertisements belonging to the Company, saved for the provisions of 4 subsection of 37th article of Turkish Commercial Code, are published in one newspaper, which is published in the place where the centre of the company takes place before fifteen (15) days minimum. If there is no advertisement made in any local newspaper, the advertisement is made by means of newspaper of the nearest place.

However, it is compulsory for the advertisement with regard of inviting the General Assembly to meet to be made at least two weeks prior to meeting excluding meeting days in line with 368th article of Turkish Commercial Code.

Material events statements to be made in line with arrangements of Capital Markets Board and any explanation or advertisement to be envisaged by Capital Markets Board or Turkish Commercial Code are carried out on time in line with relevant legislation.

FISCAL YEAR

Article 15- The fiscal year of the company starts as of the first day of January and ends at the last day of December of that year.

DETERMINATION AND DISTRIBUTION OF THE DIVIDEND

Article 16- The profit of the company is determined within the framework of the Turkish Commercial Code, capital markets legislation and the accounting principles which are generally accepted.

The net profit of the company is the amount found after the deduction of every kind of expenses to be paid by the company and miscellaneous depreciations and reserves from the total of the revenues obtained by the company within a balance sheet period and the profit after deduction of any previous year loss, if any, so determined shall be distributed in below stated manners and rates in respective manner such as First Class Legal Reserve Fund:

a) Over the profit 5 % is divided as legal Reserve Fund.

First Dividend:

b) From the remaining balance, first dividend is reserved on the rate and amount determined by Capital Markets Board over the sum to be found after addition of sums of donations made during year, if any,

c) After the above-mentioned deductions, General Assembly is authorized to distribute the profit to the members of the Board of Directors, employees, workers and foundations which are established with various aims.

Second Dividend:

d) After the amount indicated at a, b, c subsections of 16th article is deducted from the net profit, the General Assembly is authorized to distribute the remaining balance as second dividend or divide as extraordinary reserves fund completely or partially.

Second Class Legal Reserve Fund:

e) One tenth of sum found after deduction of dividend at the rate of 5 % of paid capital from the part which was decided to be distributed to shareholders and other people participating in the profit is reserved as Second Class Legal Reserve Fund in line with 3rd subsection of 2nd subparagraph of 466th article of Turkish Commercial Code.

f) Unless legal reserve funds that are required to be reserved in line with legal provisions are reserved and unless first dividend determined in Articles of Association for shareholders is distributed either in cash and or in form of share, it is not possible to decide for deciding to reserve any further reserve fund and transferring the profit to next year and dividend distribution, distributing any dividend to members of the Board of Directors and employees, officials, workers of company and foundations established for several purposes and similar quality people/institutions in distribution of dividend.

g) Dividend is equally distributed to all of present shares as of fiscal period regardless of their issue and acquisition dates.

h) There is no privilege between share groups in terms of dividend

Dividend Advance:

Provided that the Board of Directors is authorized by General Assembly and that being in line with 15th article of Capital Markets Law and communiqués issued by Capital Markets Board and that limited with relevant year, it is possible to distribute cash dividend advance over the profits prepared financial statements as of 3, 6, 9-month periods. The authority given by General Assembly to the Board of Directors for distributing dividend advance is limited with the year for which such authority is given. Unless dividend advance of previous year is fully offset, it is not possible to decide to give any additional dividend advance and to distribute any dividend

Date of Distribution of Dividend:

The method and date of distribution of annual profit is determined by General Assembly upon the proposal of the Board of Directors in line with provisions of Turkish Commercial Code and capital markets legislation. It is not possible to take back the distributed dividend.

FINANCIAL STATEMENTS AND REPORTS AND DOCUMENTS TO BE SENT TO THE CAPITAL MARKETS BOARD

Article 17- Detailed and summary balance sheets, loss and profit statements, annual board of directors activity reports , auditor reports, independent audit reports, fund flow, cash flow, sales cost and profit distribution statements of the company are issued in line with provisions of Turkish commercial code, Capital Markets Law and relevant legislation. And they together with the General Assembly meeting minutes where they were discussed are sent to Capital Markets Board within one month following the meeting date of General Assembly and are advertised in line with the legislation.

LEGAL PROVISIONS

Article 18- About the issues not covered by these present Articles of Association, provisions of Turkish Commercial Code, Capital Markets Law and relevant legislation are applied. The provisions of this contract that are in conflict with Turkish Commercial Code, capital markets legislation are not applied.