

TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.
AMENDMENTS OF ARTICLES OF ASSOCIATION

FORMER TEXT	NEW TEXT
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**TÜRKİYE ŞİŞE VE CAM FABRİKALARI
ANONİM ŞİRKETİ**
ARTICLES OF ASSOCIATION

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ARTICLES OF ASSOCIATION

PURPOSE AND SUBJECT

Article 4-

A) Purpose of the Company:

The purpose of the Company is to establish, operate and develop glass industry and auxiliary and complementary industries which are related to this industry.

Moreover, purposes of the Company also include managing the investment, financing, organization and management issues of stock corporations it partakes in capital or management wise which are established or to be established collectively, together and mutually, spreading the risk by entering fields other than the glass industry, ensuring the security of investments against conjunctural movements and thus ensuring the development and sustainability of these companies, supporting the development of the capital market and thus national industry by encouraging the safe participation of the savings of Company members and the public within the stock corporations in which it does and does not partake and organizing social services within and outside of the company.

B) Sphere of Activity of the Company:

In order to actualise its purposes mentioned above, the Company may carry out the following;

a) The Company establishes auxiliary and complementary industries that directly or indirectly relate to all kinds of glass, glassware and glass industry (and/or substitute industry), takes measures for their development and progress and operates them.

PURPOSE AND SUBJECT

Article 4-

A) Purpose of the Company:

Purposes of the company are provided hereunder:

- (i) Production of all kinds of glassware, tableware, glass packaging, flat glass, light bulb, other glass and material made of glass and the establishment, operation and improvement of auxiliary and complementary industries related to this industry;
- (ii) Production of soda ash, sodium bicarbonate and other soda chemicals; sodium dichromate, chromic acid, basic chromium sulphate and other chromium chemicals and all kinds of chemicals, establishment of plants for the production of other products, participation in these plants and production of heavy machinery;
- (iii) Exploration of other natural raw materials such as salt, limestone and chromite that are required for the production of soda-chromium chemicals and other materials within the scope of mining law and the establishment and operation of facilities for their extraction;
- (iv) Carry out exploration required for the improvement and reformation of industry related to soda-chromium chemicals, establishment and operation of and partaking in their facilities;
- (v) Carry out all auxiliary and complementary activities in relation to the soda industry and sale of its products in any way.
- (vi) Managing the investment, financing, organization and management issues of stock corporations it partakes in capital or management wise which are established or to be established, collectively, together and mutually;
- (vii) Spreading the risk by entering fields other than the glass industry, ensuring the security of investments against conjunctural movements and thus ensuring the development and sustainability of these companies;

FORMER TEXT

b) The Company may partake in the capital and management of all kinds of industrial and commercial companies both domestic and foreign which operate in any field, whether established or to be established.

c) The Company may purchase securities such as government bonds (including treasury bills), private sector bonds, profit and loss sharing certificates, bank certificates of deposit so long as they are not in the nature of intermediation activities or portfolio management according to the Capital Markets Law.

d) On condition that they are not in the nature of investment services or activities, the Company may transfer its current share certificates (or shares) or other securities to others, swap them with other share certificates (and/or shares) and/or other securities, pledge them, buy or sell share certificates and hold in pledge the share certificates (or shares) or other securities of other shareholders.

e) The Company may provide guarantee for the establishment, capital increase, bank loans and bond-commercial bill issuance and other debts of stock corporations of which capital and/or management it directly or indirectly partakes in.

Principles defined within the scope of capital market legislation are complied with in relation to the Company providing guarantee, warranty and collaterals in favor of itself and 3rd parties and the allocation of the right of pledge including mortgages.

f) The Company may take over all kinds of receivables arising from the sales of companies and their subsidiaries of which capital and management it partakes in, and transfer and/or endorse them to other institutions it partakes in or not.

g) The Company may own or lease immovable (including ships) and movables and intangible fixed assets (rights) in order to perform its purpose and sphere of activity, it may lease them to others fully or partially, it may transfer, assign or donate the immovable, movable and intangible fixed assets it owns, it may carry out all kinds of promissory and dispositive transactions related to real and

NEW TEXT

(viii) Supporting the development of the capital market and thus national industry by encouraging the safe participation of the savings of Company members and the public in the stock corporations in which it does and does not partake;

(ix) Organizing social services within and outside of the company.

B) Sphere of Activity of the Company:

In order to actualise its purposes mentioned above, the Company may carry out the following;

a) The Company establishes auxiliary and complementary industries that directly or indirectly relate to all kinds of glass, glassware and glass industry (and/or substitute industry), takes measures for their development and progress and operates them.

b) The Company may partake in the capital and management of all kinds of industrial and commercial companies both domestic and foreign which operate in any field, whether established or to be established.

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e) The Company may provide guarantee for the establishment, capital increase, bank loans and bond-commercial bill issuance and other debts of stock corporations of which capital and/or management it directly or indirectly partakes in.

Principles defined within the scope of capital market legislation are complied with in relation to the Company providing guarantee, warranty and

FORMER TEXT

intangible rights in accordance with servitude, usufruct, habitation rights and provisions of the civil law and other laws and it may perform disposition on the immovable whether with obligation or not.

h) The Company may borrow against mortgage or other collaterals or without collateral in relation to its purpose and scope, it may receive or give all kinds of collateral both in kind or personal for the collection or establishment of its rights and receivables (including mortgages), it may carry out registration and cancellation proceedings in relation to these before title deeds office and other various government agencies.

i) The Company may collaborate with domestic and foreign companies, it may establish all kinds of participations/partnerships with them and sign agreements based on sharing financial liabilities.

j) The Company may establish foundations with social purposes outside of the Company in line with the provisions of law; it may partake in and aid such various foundations.

k) The Company may intermediate the collection and payments of and carry out financial and legal consulting, auditing and all kinds of other services for companies of which capital and management it directly or indirectly partakes in.

The Company may undertake works such as warehousing, transportation, project preparation, feasibility works, chemical-physical analyses, data processing, import, export, marketing, organization, training and planning of all kinds of enterprises of which capital and management it directly or indirectly partakes in.

The Company may open warehouses, stores, branches, representative offices, galleries and the like in its field both domestically and abroad in order to reach its purpose or offer franchises and dealerships.

Before the Turkish Patent Institute and other institutions both domestic and abroad; the Company may provide services on the registration of all kinds of industrial and intellectual property rights such as trademarks, patents, utility models, industrial designs, geographical marks and integrated circuit photographs and carry out all

NEW TEXT

collaterals in favor of itself and 3rd parties and the allocation of the right of pledge including mortgages.

f) The Company may take over all kinds of receivables arising from the sales of companies and their subsidiaries of which capital and management it partakes in, and transfer and/or endorse them to other institutions it partakes in or not.

g) The Company may own or lease immovable (including ships) and movables and intangible fixed assets (rights) in order to perform its purpose and sphere of activity, it may lease them to others fully or partially, it may transfer, assign or donate the immovable, movable and intangible fixed assets it owns, it may carry out all kinds of promissory and dispositive transactions related to real and intangible rights in accordance with servitude, usufruct, habitation rights and provisions of the civil law and other laws and it may perform disposition on the immovable whether with obligation or not.

h) The Company may borrow against mortgage or other collaterals or without collateral in relation to its purpose and scope, it may receive or give all kinds of collateral both in kind or personal for the collection or establishment of its rights and receivables (including mortgages), it may carry out registration and cancellation proceedings in relation to these before title deeds office and other various government agencies.

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k) The Company may intermediate the collection and payments of and carry out financial and legal consulting, auditing and all kinds of other services for companies of which capital and management it directly or indirectly partakes in.

The Company may undertake works such as warehousing, transportation, project preparation,

FORMER TEXT

kinds of tasks and proceedings before these institutions and act as trademark and patent attorney for third parties.

l) The Company may engage in the exploration of all kinds of substances and mines in liquid, solid and gas form (including LPG), the closure, takeover or transfer and procurement and operation of mine sites and the execution of all proceedings in line with related laws and the purification, segregation, warehousing, distribution and trading of these substances and mines.

m) Apart from the affairs stated above, the Company may also carry out all kinds of agency business, advertisement-publicity, tourism investment and management.

n) The Company may make donations as part of social responsibility within the terms and conditions set forth by the Capital Markets Board.

On condition that the maximum limit of donations is determined by the General Assembly, that donations exceeding this amount are not permitted, the donations are added to the distributable profit base, that regulations of the CMB on hidden income transfer are not violated, necessary material disclosures are made and donations made within the year are provided for the information of shareholders during the General Assembly; it is possible to make donations in a manner that does not interrupt its own purpose and scope.

o) Necessary permissions must be received from the Ministry of Trade and Capital Markets Board in case of any changes in the purpose and scope of the Company.

p) The Company is associated with the affairs and proceedings stated under subclauses a -o above and may carry out all kinds of proceedings for their facilitation.

NEW TEXT

feasibility works, chemical-physical analyses, data processing, import, export, marketing, organization, training and planning of all kinds of enterprises of which capital and management it directly or indirectly partakes in.

l) The Company may open warehouses, stores, branches, representative offices, galleries and the like in its field both domestically and abroad in order to reach its purpose or offer franchises and dealerships.

m) Before the Turkish Patent Institute and other institutions both domestic and abroad; the Company may provide services on the registration of all kinds of industrial and intellectual property rights such as trademarks, patents, utility models, industrial designs, geographical marks and integrated circuit photographs and carry out all kinds of tasks and proceedings before these institutions and act as trademark and patent attorney for third parties.

n) The Company engages in the establishment, commissioning and lease of electricity production facilities, electricity production and the sale of hot water, steam, demineralized water, heat and by-products stemming from the produced electric energy and/or capacity.

The Company may perform activities in the fields provided hereunder in order to actualize its purpose, in line with related legislation regarding the electricity market:

- 1) to establish, commission, undertake, lease or rent out all kinds of facilities to produce electric energy,
- 2) to sell the produced electric energy and/or capacity to; legal persons that possess wholesale license or supply license, legal persons that possess retail sales license and free consumers through bilateral agreements,
- 3) to enter into participation relations with electricity generation companies established or to be established.

o) The Company may engage in the exploration of all kinds of substances and mines in liquid, solid and gas form (including LPG), the closure,

FORMER TEXT**NEW TEXT**

takeover or transfer and procurement and operation of mine sites and the execution of all proceedings in line with related laws and the purification, segregation, warehousing, distribution and trading of these substances and mines.

p) The Company may perform all kinds of logistics and transportation services related to itself and group companies it is a part of, in the framework of purposes and spheres indicated above and may engage in the below services for this purpose.

- a- They may perform domestic and international transportation works through all kinds of land, sea and air vehicles.
- b- They may perform all kinds of loading, unloading, port management and customs clearance works.
- c- They may perform all kinds of storage, warehousing, packaging and handling works.
- d- They may perform franchising, distributorship, agency businesses and brokering services related to issues indicated under a-b-c and sign agreements.
- e- They may purchase, lease and provide repair and maintenance services for all kinds of land, sea and air vehicles to render services indicated above and engage in the trade and distributorship including import for these vehicles.

They may lease the land, sea and air vehicles they own to third parties and may operate them this way.

r) Apart from the affairs stated above, the Company may also carry out all kinds of agency business, advertisement-publicity, tourism investment and management.

s) The Company may make donations as part of social responsibility within the terms and conditions set forth by the Capital Markets Board.

On condition that the maximum limit of donations is determined by the General Assembly, that donations exceeding this amount are not permitted, the donations are added to the distributable profit base, that regulations of the CMB on hidden income transfer are not violated, necessary material disclosures are made and donations made within the year are provided for the

FORMER TEXT

NEW TEXT

CAPITAL

Article 7-

The Company has accepted the Registered Capital System as per provisions of Capital Markets Law and completed the transition to this system with the Capital Markets Board permission no. 93, dated 4.3.1985.

The upper limit of registered capital of the Company is 4,000,000,000 Turkish Liras and it has been divided into 400,000,000,000 shares each with a nominal value of 1 (One) Kurush.

The permission given by the Capital Markets Board for the upper limit of registered capital is valid for 2017-2021 (5 years). Even if the permitted upper limit of registered capital has not been reached by the end of 2021, in order for the board of directors to take a resolution on capital increase after 2021; it is compulsory to receive authorization from the general assembly for a new time frame not to exceed 5 years by receiving permission from the Capital Markets Board for the previously permitted limit or a new limit. The Company cannot increase its capital with a resolution of the Board of Directors in case the said authorization is not obtained.

The issued capital of the Company is 2,250,000,000 Turkish Liras and it has been divided into 225,000,000,000 bearer shares each with a nominal value of 1 Kurush. 2,250,000,000 Turkish Liras that constitutes the issued capital has been fully paid and covered.

information of shareholders during the General Assembly; it is possible to make donations in a manner that does not interrupt its own purpose and scope.

t) Necessary permissions must be received from the Ministry of Trade and Capital Markets Board in case of any changes in the purpose and scope of the Company.

y) The Company may engage in other proceedings related to subjects and proceedings stated within subclauses a - t above and/or may carry out activities permitted by law through companies to be established domestically or abroad for this purpose.

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The issued capital of the Company is 2,250,000,000 Turkish Liras and it has been divided into 225,000,000,000 shares each with a nominal value of 1 Kurush. 2,250,000,000 Turkish Liras that constitutes the issued capital has been fully paid and covered.

FORMER TEXT

Shares representing the capital are kept in dematerialized form, in line with the rules of dematerialization.

NEW TEXT

All company shares are registered share certificates. The Company cannot issue registered share certificates except for those to be issued in order to be traded on the stock exchange.

Capital of the company may be increased or decreased in accordance with the provisions of the Turkish Commercial Code, Capital Market Legislation and Electricity Market Legislation when necessary.

Shares representing the capital are kept in dematerialized form, in line with the rules of dematerialization.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 21-

Conclusion and execution of all amendments to take place in this Articles of Association shall be in accordance with the provisions of the Turkish Commercial Code and Capital Markets Law. These amendments become valid as from their date of announcement after being registered in the trade registry, following their approval in due form.

For an amendment in the articles of association to be realized; following the approvals of the Capital Markets Board and the Ministry of Trade, the general assembly shall be invited to meet in line with the Law and the articles of association. The general assembly shall then decide as per the regulations of the Board, and the provisions of the articles of association.

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It is obligatory to seek the approval of the Energy Market Regulatory Authority for amendments to the articles of association for the following matters: Type of shares, share transfers, company merger and demerger procedures, capital decrease.

TRANSFER OF SHARES OR SHARE CERTIFICATES

Article 33-

The approval of the Energy Market Regulatory Authority is required for transfer of shares representing five percent or more of the Company's capital being acquired directly or indirectly by a real or legal person, share acquisitions which result in the

FORMER TEXT

NEW TEXT

share of a single shareholder exceeding five percent of the Company's capital, and/or transfer of shares which results in the share of a single shareholder falling below five percent of the Company's capital, provided that the necessary material disclosures are made as required by the Capital Markets Board. The approval becomes invalid if the share transfer does not take place within six months following the date of approval. This provision also applies for the acquisition of a voting right.

Even if no share transfer occurs, placement or cancellation of privileges on existing shares or issuance of non-voting shares are subject to the approval of the Energy Market Regulatory Authority, regardless of the proportional limit related to the share transfer.

Transfer of share certificates traded on the stock exchange requires compliance with the Capital Markets Legislation.

MERGER AND DEMERGER PROVISIONS

Article 34-

The company may merge with other companies with all its assets and liabilities. The merger is carried out in accordance with the Turkish Commercial Code and Capital Markets legislation. If the legal entity holding the Production License wishes to merge with all its assets and liabilities under its own structure or under another legal entity, or if it wishes to demerge completely or partially, it is obligatory to get approval from the Capital Markets Board and the Energy Market Regulatory Board about the merger or demerger before the merger or demerger place, without prejudice to the provisions of the Law on the Protection of Competition No. 4054 regarding merger and acquisition.

FORMER TEXT**NEW TEXT**

Once the aforementioned approval is obtained, the merger shall be concluded within one hundred and eighty days following the approval date.

The merger agreement shall not contain any provisions that violate the rights and claims of consumers or eliminate the company's debts and shall include the terms required by the Electricity Market Legislation.

The regulations of the Capital Markets legislation on merger and demerger are reserved.