

## **VHV REASÜRANS ANONİM ŞİRKETİ ARTICLES OF ASSOCIATION**

### **FORMATION**

#### **Article 1**

A joint stock corporation has been established by the incorporator whose title, residence address and nationality are as mentioned below:

**Incorporator Shareholder** : VHV Allgemeine Versicherung AG  
**Address** : VHV-Platz 1, 30177 Hannover, Germany  
**Tax number** : 9250492518  
**Nationality** : Germany

### **CORPORATE TITLE**

#### **Article 2**

The corporate title of the company is **VHV REASÜRANS ANONİM ŞİRKETİ** (the "Company").

### **PURPOSE AND SUBJECT**

#### **Article 3**

The Company's purpose and subject are as follows:

The Company is established in order to perform activities within the scope of the purpose and subject written below to the extent permitted by the insurance regulations and all other legislation that are in force or will enter into force.

The Company shall mainly perform proportional, non-proportional, financial and all other kinds of reinsurance activities in all branches of the insurance groups in both in Turkey and abroad and; shall manage the pooling activities in all insurance branches and participate the reinsurance thereof. The Company may also carry out the following transactions to fulfill its purpose and subject;

- a) To carry out all kinds of legal transactions within the scope of purpose and subject of the Company;
- b) To purchase, sell, lease and lease out or acquire all kinds of movable and immovable properties in any other way and keep them as the assets of the Company;
- c) To establish pledge on movables and mortgage on the immovable, to take out loans, to take out real estate loan with security or without security, to take collateral security, to establish mortgage or similar rights in rem on the prospective assets of the Company partially or wholly, to perform mortgage agreements, to secure the third parties' debts as guarantor, to give any kind of real or personal security;
- d) To issue bond, dividend shares, profit sharing certificate and other securities in accordance with the Turkish Commercial Code and other relevant legislation;

- e) To take over the portfolios of the other reinsurance and insurance companies, pension companies or their agencies and if necessary; to transfer the same, including the Company's own portfolio, provided that these are in compliance with the Insurance Law and all other legislation;
- f) To obtain all kinds of necessary licenses and consents relevant to the subject of the Company; to acquire, transfer and assign all types of trademarks, patents, licenses and privileges, know-how, pictures, models and trade names, technical assistance and intellectual properties and similar industrial property rights, and to execute license agreements regarding the same;
- g) To recruit local and foreign experts and personnel in accordance with the insurance and other legislation.

In addition to the transactions listed in the present article, to carry out all kinds of activities deemed useful and necessary, provided that such activities are not prohibited by the law and the necessary consents are granted by the relevant authorities.

## **REGISTERED OFFICE**

### **Article 4**

The registered office of the Company is located in Şişli, Istanbul. The address is Harman Sokak No.6 Harmancı Giz Plaza K.21, Esentepe, 34384 Şişli/Istanbul.

In case of the address change, the new address shall be registered with the Trade Registry and announced through the Turkish Trade Registry Gazette.

Any notification sent to the registered office shall be deemed to be made to the Company. If the Company changes its registered office and does not register its new address within the statutory period, this may be deemed as valid reason for the Company's dissolution.

The Company can establish branch offices, liaison offices and agencies in Turkey or abroad. If the Company establishes a branch office, the notification shall be made in accordance with the Turkish Commercial Code and other insurance legislation.

## **DURATION**

### **Article 5**

The Company is established for an indefinite period of time.

## **SHARE CAPITAL**

### **Article 6**

The share capital of the company is TRY 65,955,271.89 (Sixty five million nine hundred fifty five thousand two hundred seventy one Turkish Lira eighty nine Kurus). The share capital of the company is divided into 65,955,271 shares each with a nominal value of TRY 1.00.

TRY 2,689,425.36 (Two million six hundred eighty nine thousand four hundred twenty five Turkish Lira thirty six Kurus) which is the former capital of the company is fully paid in cash by the partner.

This capital is paid by:

Title of the Partner: VHV Allgemeine Versicherung AG  
Country: German  
Number of Shares: 65,955,271  
Capital in kind (TRY): -  
Capital in cash (TRY): 65,955,271.89  
Total Capital (TRY): 65,955,271.89

The increased share capital in cash corresponding to TRY 63,265,846.53 (Sixty three million two hundred sixty five thousand eight hundred forty six Turkish Lira fifty three Kurus) is fully subscribed and paid before the registration date.

The share certificates are in registered form.

## **SHARE CERTIFICATES**

### **Article 7**

The share certificates may be issued in denominations. The share certificates in bearer form shall not be issued, unless the share capital is fully paid.

## **BOARD OF DIRECTORS AND DURATION**

### **Article 8**

The management and representation of the Company shall be carried out by a Board of Director which consists of minimum 5 maximum 7 members who shall be appointed by the General Assembly in accordance with the provisions of the Turkish Commercial Code.

The duration of the Board of Directors is between 1-3 years.

The members of the Board of Directors who are elected for 1 year are as follows:

- **Dietrich Werner** a German citizen, having the potential tax number 8100383804 and residing at Papenstieg, 30171 Hannover, Germany, acting as Board member;
- **Dr. Gülen Özden Özaktürk** a German citizen, having the potential tax number 3130609632 and residing at Eichendorffstr. 2, 30175 Hannover, Germany, acting as Board Member;
- **Maximilian Georg Ferdinand Stahl** a German citizen, having the tax number 7810481807 residing at Alay Emini Sok. 32, 34345 Istanbul, Turkey, acting as Board Member;
- **Fatma Nurhan Kurşun** a Turkish citizen, having the Turkish ID number 37051679312 , and resident at İcadiye Mahallesi, Mağazacı Sokak, Cad 7/4 Üsküdar İstanbul, acting as Board member;
- **Fatih Ağacık** a Turkish citizen, having the Turkish ID number 43915276108 and residing at Merkez Mahallesi, Perihan Sokak, Cad. No:25/2 Şişli/İstanbul, acting as Board Member.

The members of the Board of Directors whose term of office expires may be re-elected.

## **ELECTION OF THE BOARD OF DIRECTORS**

### **Article 9**

The Company shall be represented and managed by the Board of Directors consisting of minimum 5 (five) and maximum 7 (seven) members to be elected by the General Assembly in accordance with the provisions of the Turkish Commercial Code and the insurance legislation.

Legal entities may be elected as members of the Board of Directors. In such event, together with the legal entity member of the Board of Directors, the individual representative appointed by such a legal entity and through whom the legal entity is embodied shall also be registered and announced. The proposals made and votes cast by such an individual representative at the Board of Directors shall be deemed as made and cast by the legal entity. Responsibility related thereto shall be solely borne by the legal entity member of the Board of Directors. The said individual representative may be replaced by the legal entity at any time, at its own discretion. In such event no revocation formality is required.

The members of the Board of Directors shall be elected for a maximum term of office of 3 (three) years. The member of the Board of Directors whose term of office expires may be re-elected.

The General Assembly is entitled to dismiss any Board of Directors' member and elect a new one, at any time, if necessary.

Should any vacancy occur in the membership of the Board of Directors such as resignation, death or any other reason, the Board of Directors shall as soon as possible, but not later than the next meeting of the Board of Directors, temporarily appoint a replacing member. The member so appointed shall serve until the upcoming General Assembly meeting and, if the appointment is approved by the General Assembly, shall continue to complete the term of office of the member he or she replaced.

As of election of the Board of Directors' members or in case of vacancy of a Board of directors' members due to any reason, the necessary notification is required to be made to the Treasury of Undersecretariat in accordance with the insurance legislation.

The Board of Directors' members' attendance fees shall be resolved by the General Assembly.

## **MEETINGS OF THE BOARD OF DIRECTORS**

### **Article 10**

The Board of Directors shall convene at least once per each calendar year and upon the notice sent by the Chairman or the Vice Chairman whenever necessary. Meeting quorum of the Board of Directors requires the presence of the majority of the Board of Directors' members. The meetings of the Board of Directors shall be held within or outside Turkey. The Board of Directors' resolutions are adopted with the affirmative votes of the majority of the members. In case of the equality of the votes, the matter shall be left for the next meeting. In case of equality at that meeting too, the proposal shall be deemed rejected.

Call for a meeting must be made with a minimum 14 (fourteen) days' invitations prepared in English and in Turkish prior to the meeting date by e-mail or return receipt letter. No later than 7 (seven) business days prior to the meeting, the Chairman and the Vice Chairman shall

send to each member of the Board of Directors a written agenda together with appropriate background information. Upon the request of a member of the Board of Directors, the Chairman or the Vice-Chairman shall add items to such agenda.

The dates and agendas of the meetings of the Board of Directors shall be determined by the Chairman. In the absence of the Chairman, these tasks shall be undertaken by the Vice Chairman. However, the meeting dates may also be determined by the resolution of the Board of Directors.

If none of the Board of Directors' members request a physical meeting, resolutions may also be adopted through the written approval of a proposal made to all members of the Board of Directors by the majority of the total number of members.

## **TASK DISTRIBUTION**

### **Article 11**

The Board of Directors shall elect from among its members a Chairman and a Vice Chairman at the first meeting following the annual Ordinary General Assembly meeting or an extraordinary General Assembly meeting with elections. The Board of Directors shall be entitled to establish committees and commissions among the Board of Directors' members as needed. The Board of Directors may also appoint executive directors ( *Murahhas üye*) provided that it determines the limits of his/her authorities.

## **DUTIES AND AUTHORITIES OF THE BOARD OF DIRECTORS**

### **Article 12**

The Company is managed and represented by the Board of Directors. The Board of Directors is solely authorized to resolve any transactions which form the main field of activity of the Company apart from the authorities exclusively conferred upon the General Assembly. In principle and without prejudice to the non-delegable authorities of the Board of Directors under the Turkish Commercial Code, the Board of Directors reserves its right to adopt a board resolution including without limitation for the following matters; (i) approval of the policies and regulations of the Company or any documents as may be required under insurance legislation or under the Turkish Commercial Code, (ii) approval or change of the business plan (if required under Turkish insurance legislation, and regarded as a matter which is reserved for the Board of Directors), annual budget, medium-term plans, investment plans and strategic plans, (iii) appointment of the General Manager and of the Key Managers below the level of the Board of Directors who shall report to the General Manager, as well as approval of their remuneration, including retirement arrangements for any of them.

The Board of Directors can assign its management authorities in part or in full to one or more member of the Board of Directors and third parties by issuing an internal directive in accordance with Article 367 of Turkish Commercial Code. Article 375 of the Turkish Commercial Code is reserved.

## **THE GENERAL MANAGER, MANAGERS AND SIGNING AUTHORITIES**

### **Article 13**

The General Manager is the natural member of the Board of Directors. The General Manager and other managers must bear the qualifications required in the insurance legislation and other relevant legislation. The Board of Directors' resolutions shall be executed by the General Manager. The appointment of the General Manager, the conditions of his/her duties and the termination of his/her appointment shall be resolved by the Board of Directors. The terms of office and signing authorities of the General Manager, managers, authorized signatories are not limited with the terms of office of the Board of Directors' members.

## **AUDITORS**

### **Article 14**

The auditing of the Company is subject to the provisions of the Turkish Commercial Code insurance legislation and other relevant legislation.

## **REPRESENTATION OF THE COMPANY**

### **Article 15**

The Company's management and representation before third parties shall be carried out by the Board of Directors. All documents and agreements issued on behalf of the Company shall be valid and binding upon the Company, if such documents are signed by the authorized representatives of the Company under the Company's title and seal.

In accordance with article 371/7 of Turkish Commercial Code, the Board of Directors may authorize a Board member without having the full representation authority or its employees engaged to the Company with an employment contract as commercial agent (*ticari vekil*) or other trade representative (*tacir yardımcısı*) with limited powers by issuing an internal directive. This internal directive must be registered and announced before the relevant trade registry.

## **TASK DISTRIBUTION and AUTHORIZED REPRESENTATIVES AND AUTHORIZATION STRUCTURE**

### **Article 16**

The Board of Directors' members of the Company are as follows:

**Dr. Gülen Özden Özaktürk**, a German citizen, having potential tax 3130609632 residing at Eichendorffstr. 2, 30175 Hannover, Germany is appointed as Board Member with a period of 1 year;

**Authorization type:** Jointly authorized to represent and bind.

**Maximilian Georg Ferdinand Stahl**, a German citizen, having potential tax number 7810481807, residing at Alay Emni Sok. 32, 34345 Istanbul, Turkey is appointed as Board Member with a period of 1 year;

**Authorization type:** Jointly authorized to represent and bind.

**Fatih Ağacık**, a Turkish citizen, having potential tax 3915276108 residing at Merkez Mahallesi, Perihan Sokak, No:25/2 Şişli/İstanbul, is appointed as Board Member with a period of 1 year;

**Authorization type:** Jointly authorized to represent and bind.

**Fatma Nurhan Kurşun**, a Turkish citizen, having the Turkish ID number 37051679312 residing at İcadiye Mahallesi, Mağazacı Sokak, Cad 7/4 Üsküdar İstanbul is appointed as Chairman of the Board with a period of 1 year;

**Authorization type:** Jointly authorized to represent and bind

**Dietrich Werner**, a German citizen, having potential tax number 8100383804 residing at Papenstieg, 30171 Hannover, Germany is appointed as Vice Chairman of the Board with a period of 1 year;

**Authorisation type:** Jointly authorized to represent and bind.

## **GENERAL ASSEMBLY**

### **Article 17**

The Company's General Assembly convenes through ordinary or extraordinary meetings. The ordinary General Assembly meetings must be held within three months as of the end of the Company's fiscal year and at least once a year, extraordinary General Assembly meetings shall convene whenever necessitated subject the Company's business. The voting right of each shareholder in General Assembly meetings is calculated in proportion of the total nominal value of their shares to the total nominal value of the Company's capital. The shareholder may attend the General Assembly meetings himself/herself or authorize a representative who is a shareholder or not to attend the meeting. During the General Assembly meetings of the Company, the matters as listed in Article 409 of the Turkish Commercial Code shall be discussed and resolved accordingly. The General Assembly meetings and the meeting quorum thereof are subject to the provisions of the Turkish Commercial Code. The General Assembly shall convene at the registered address or an appropriate place of the city that the headquarters is located.

## **CALLS AND AGENDA**

### **Article 18**

The General Assembly shall be invited to convene through the internet site of the Company and through an announcement in the Turkish Trade Registration Gazette by way of stating the date, place, time and agenda of meeting. Calls must be announced at least two weeks before the General Assembly meeting, excluding the announcement and the meeting date. The date of the General Assembly meeting, the agenda thereof and the gazettes in which the announcements are published shall be notified by a return receipt letter to the shareholders whose names are written in the share ledger as well as to the shareholders who have notified their addresses to the Company by depositing share certificates or by depositing any other document proofing their shareholding.

## **MINISTRY REPRESENTATIVE**

### **Article 19**

The relevant provisions of the Turkish Commercial Code and other relevant legislation shall apply for the presence of the Representative of the Ministry of Customs and Trade at the ordinary and the extraordinary meetings of the General Assembly.

## **QUORUM, VOTING RIGHTS AND MEETINGS**

### **Article 20**

Unless otherwise provided by the Turkish Commercial Code, the General Assembly meetings shall be held by the shareholders representing at least a quarter of the Company's capital or their representatives. The quorum must be kept during the meetings. The meeting quora and resolution quora are subject to the relevant provisions of the Turkish Commercial Code. Resolutions shall be adopted by the majority votes of those present at the meeting.

In ordinary and extraordinary General Assembly meetings each shareholder or his/her/its proxy attending the meeting shall have one voting right for each share he/she/it owns.

Discussions and resolutions in the General Assembly meetings shall be recorded in minutes drawn in accordance with the provisions of the Turkish Commercial Code. Minutes shall be signed by the Chairman of the meeting and by the relevant Ministry Representative. Procedures with regard to the General Assembly meetings shall comply with the "Internal Directive on Working Modalities and Principles of General Assembly Meetings".

## **AMENDMENTS OF ARTICLES**

### **Article 21**

For any kind of amendments to be made in these Articles of Association to be valid, the draft amendment to be prepared by the Board of Directors must be approved by the Company's General Assembly and registered and announced in the Turkish Commercial Registry Gazette. But also the approval of the Undersecretariat of Treasury and the Ministry of Customs and Trade must be obtained before the registration.

## **ANNOUNCEMENT**

### **Article 22**

Save for the provisions of Article 35/4 of the Turkish Commercial Code, any announcement regarding the Company shall be made 15 (fifteen) days prior to the relevant event in a newspaper distributed where the Company is established. In case of no newspaper is published at the principal place of company, the announcement shall be made in the newspaper published at the closest place.

The announcements regarding the call for General Assembly meetings must be made in accordance with the Article 414 of the Turkish Commercial Code at least two weeks prior to the meeting date excluding the announcement and meeting dates.

## **FISCAL YEAR**

### **Article 23**

The fiscal year of the Company shall start on the first day of January and end on the thirty first of December. However, the first fiscal year is from the date of registration until thirty first of December of the same year.

## **DETERMINATION AND DISTRIBUTION OF PROFIT**

### **Article 24**

The net profit of the Company is calculated by subtracting all the expenses from the income generated within a balance sheet term. 5% of the net profit shall be set aside as legal reserves. The dividend shall be calculated in proportion to the payments made by the



shareholder to the Company for his/her shares. The remaining of the net profit shall be distributed in line with the method determined by the General Assembly. After 5% of net profit is distributed to the shareholders as dividends, 10% of the total amount which shall be distributed to the persons granted with shares from the profit shall be added to the legal reserve.

**CONTINGENCY RESERVES**  
**Article 25**

The provisions of Article 519 to 523 of the Turkish Commercial Code shall be applied to the contingency (emergency) reserves allocated by the Company. The profits cannot be distributed to the shareholder, if the reserves required by the laws are not properly set aside from the net profit.

**STATUTORY PROVISIONS**  
**Article 26**

The Turkish Commercial Code and other relevant legislation applicable to the Company shall apply to the issues that are not set forth in this Articles of Association.