

**TARA HOLDING
INCORPORATED COMPANY**

ARTICLES OF INCORPORATION

INCORPORATION Article 1

An incorporated company is hereby established as per the provisions of the Turkish Commercial Code for the establishment of incorporated companies among the founders who have signed these Articles of Incorporation and whose names, places of residence and nationalities are listed below.

ŞARIK TARA

Citizen of the Republic of Turkey

CEYDA LALE TARA

Citizen of the Republic of Turkey

MEHMET SİNAN TARA

Citizen of the Republic of Turkey

VEDAT NAŞİT MİMAROĞLU

Citizen of the Republic of Turkey

TEMİZ ÜSTÜN

Citizen of the Republic of Turkey

NAME OF THE COMPANY Article 2

The trading name of the company is “TARA HOLDİNG INCORPORATED COMPANY”, and will be referred to herein as “the Holding”.

PURPOSE AND AREAS OF ACTIVITY Article 3

The Holding’s main objective is to participate in the capital and management of currently established or future companies, to carry out their investment, financing, organisation and administrative business as a collective entity and in keeping with the principles of modern business management, to spread out the risk, to increase the security of investments against economic fluctuations, thereby ensuring the healthy development and continued operations of these companies in keeping with the necessities of the national economy, and to undertake trade, industrial and financial activities to this end.

The areas of activity of the Holding, in keeping with the objectives listed above, are as follows:

A- Establishing Companies, Assigning Subsidiaries and Disposal:

1. The Holding may itself establish any company engaged in industrial, trade, agriculture, financial, construction and contracting business and any banking or financing organisation or any stock corporation engaged in insurance, factoring and financial leasing, or participate in already established entities, as shareholder or partner. It may invest in-kind or in-cash in any company it has established or participated in to this end. It may take part in the capital increases of

any companies of which it is or is not the founder. It may purchase the stocks or dividend shares of these companies or accept them as in-kind capital for its own capital increases.

2. The Holding may, on the condition that it does not act as an intermediary for other parties, sell any stocks or shares it possesses, immediately or on a forward basis, with or without a future option, transfer them, exchange them for other stocks or shares, put them up as security or accept as security the bonds and shares of other partners.

B- Investment and Operating Activities:

1. The Holding may carry out preliminary studies on capital increases or renewal investments to increase capacity, improve quality or lower costs in new business to be undertaken by companies in the capital or management of which the Holding participates or does not participate. The Holding may examine the feasibility and financing balances of these projects and take part in them through the procedures set out above if it has the financial means to do so.

2. The Holding may itself undertake research on new investment opportunities that may benefit the nation or the company, and carry out studies and examinations or have them carried out. It may undertake the investments it deems appropriate through companies it may establish either with the participation of other capital groups or of the general public or by itself.

C – Financing:

1. The Holding may receive short, medium or long term credit with or without security from banks, foreign credit organisations and firms to meet its own needs or the need of those companies in the management of which it participates.

2. The Holding may provide financing assistance, with or without security, only to those companies the management and capital of which it participates in. It may take the measures and decisions necessary for the free and most appropriate distribution of the idle funds of such companies among itself and/or companies in which it is a shareholder, and distribute the costs and financial services expenses incurred as a result of these activities among the companies benefiting from the financing in proportion to the benefit they derive.

3. The Holding may receive in transfer any receivables arising from the sale of companies in the capital or management of which it participates, and transfer or reallocate these receivables to other parties on the

condition that it does not act as an intermediary. The Holding may guarantee or insure the credit these companies have extended to their vendors or clients.

4. The Holding may issue guarantees and securities for the credit which the companies in the capital of which it takes part receive from other credit organisations, the bonds they issue or the debt they incur for forward purchases: in exchange, it may receive counter-guarantees such as personal securities, pledges and lien or charge the companies an amount in keeping with market conditions for the securities and guarantees it provides.

D – Capital Markets and Investment Procedures

1. The Holding may purchase **all types of bonds** issued by the government, private organisations or the companies in which it participates, with or without coupons, including lottery or other bonds, premium bonds, participation bonds, bonds convertible into shares and bonds with call options or preference rights, on the condition that it does not act as an intermediary.

2. The Holding may act, as required by the capital markets, as an intermediary in subscriptions to the stock or bond issues of established or future companies in the capital and management of which it participates or does not participate. It may guarantee the yield of these issues to the issuing companies or buyers. For stocks, it may make commitments regarding the minimum dividend, repurchases, conversion into other stocks and so on; for bonds, it may issue guarantees pertaining to payments upon maturity or earlier, conversion to stocks or conditional repurchases. It may provide counter-guarantees for bonds issued with a bank guarantee. It may also undertake to facilitate the sale of stocks or bonds or maintain their value.

E – Organisational Services:

1. The Holding may provide companies the capital and management of which it participates in with consultancy services pertaining to taxation, trade law and similar organisational matters. It may consolidate and run the shared services of these companies such as accounting, payments and personnel training so as to provide them more economically and assist the companies with these matters.

2. The Holding may undertake activities to regulate the management organisation of other companies, to audit these companies as part of mutual agreements, to provide advice to improve management activities based on annual budgets and activity reports and long term plans and programmes, and to help resolve financial, administrative, trade and technical problems concerning their management.

F – Joint Services:

1. The Holding may externally purchase or lease know-how, technical information, trademarks or other rights constituting industrial property, sell them to other organisations, or establish agreements with external firms on these matters and transfer these agreements to other parties with all their financial consequences.

2. The Holding may undertake office services at all of its subsidiary companies using all forms of IT equipment. It may lease this equipment on the basis of the duration of use.

3. The Holding may carry out business such as the purchase of raw and semi-processed goods necessary for manufacturing operations within the fields of activity of the companies in which it participates and the purchase, import, transportation and customs clearance of raw and semi-processed materials that need to be imported, or may have such business carried out

4. The Holding may engage in the wholesale or retail sale of goods produced by firms within the companies in which it participates by establishing branches or setting up stores. It may perform all the services required for marketing, from research to sale, including transport, storage, sorting and packaging, or have these services performed.

G – Real Estate Transactions:

1. The Holding may acquire or rent real estate by means of purchases, construction, exchanges or donations in order to achieve its purpose and ensure suitable working conditions. It may transfer, assign or wholly or partially rent out real estate out to other parties. It may also establish lien on its own real estate in favour of third parties to secure its own existing and future debts or the existing and future debts of companies of which it is a shareholder or partner. It may enforce access, usufruct, habitation and other real and intangible rights arising from the provisions of the civil code and may provide commercial pledges.

2. The Holding may, in order to collect or secure its rights and receivables arising from all kinds of legal actions in connection with its purpose and fields of activity, engage in enforcement procedures and receive all forms of security, including mortgages and lien, movable assets pledges, commercial pledges and sureties and in-kind and personal security, and may undertake transactions for the annulment and registration of title deeds related to these guarantees.

H – Social Activities:

1. The Holding may establish organisations with social aims such as aid funds and retirement foundations for its own officials, employees and workers and those of the companies in which it participates as per the relevant provisions of the Turkish Commercial Code, assign funds to these organisations, assume their management and undertake investments that will provide the best yield on their assets.

2. The Holding may also, through a decision of its General Assembly, establish foundations with social aims outside its own structure provided that this shall not disrupt its own objectives and fields of activity, and participate in existing foundations of this kind or provide them with assistance.

I – Other Business:

1. The Holding may, in cases where it is permitted by law and in accordance with the relevant laws, undertake the business set out in sections A-H above abroad, and cooperate with foreign and other domestic companies abroad or at home, establish new companies with these and conclude agreements with them for the sharing of financial responsibility. The Holding may make efforts to ensure the arrival of foreign capital to the extent and degree that this is in the national interests and for the good of the country.

2. The Holding may undertake any business other than the activities set out above that is in conformity with its objective and deemed to be beneficial through a decision of the General Assembly on a motion proposed by the Board of Directors.

J – Legal Limitations:

The Holding carries out all the activities and functions listed above to the extent they are permitted by Turkish law and relevant legislation, primarily the Turkish Commercial Code. Permission is sought prior to engaging in activities requiring permission and bans are observed.

HEADQUARTERS AND BRANCHES : Article 4

The Holding's headquarters is in Istanbul. Its address is: Balmumcu Mah. Zincirlikuyu Yolu Enka 2 No:8 Beşiktaş Istanbul, Turkey. Provided it abides by the relevant legislation, the Holding may establish domestic and overseas branches, contact offices, agencies and representative offices. In the event of a change of address, the new address shall be registered with the Trade Registry, advertised in the

Trade Registry Gazette and conveyed to the Ministry of Industry and Trade. Any notices to the registered and advertised address are considered to have been delivered to the Holding.

DURATION : Article 5

The Holding is established for unlimited duration starting from the registration of these Articles of Incorporation with the Trade Registry Office and their publication.

CAPITAL : Article 6

The Holding's capital is TRY 825,000,000.00 in 825,000,000 shares with a nominal value of TRY 1 each.

All shares are in the name of the holder.

1. Of this capital, the amount of TRY 519,000,000.00 that constitutes the 1st, 2nd, 3rd, 4th, 5th, 6th and 7th issues is fully paid.

2 – Of this capital increase of TRY 306,000,000.00, TRY 9,633,082.55 has been committed and paid out of Capital Readjustment Positive Changes Inflation Differentials, TRY 1,847,214.60 out of Legal Reserves Inflation Differentials, TRY 1,813,261.84 out of Other Capital Reserves, TRY 271,727,627.49 out of Extraordinary Provisions and TRY 20,978,813.52 as capital in-kind, all in full and free from all collusion

The capital in-kind contributed and committed is as follows:

a. An amount worth TRY 13,948,813.52:

The market value of the 1,984,184 shares invested as capital registered in the name of Şarık Tara at ENKA İNŞAAT ve SANAYİ A.Ş. was determined by the court expert's report accepted by the 8th Trade Court of Istanbul on June 7th 2010 under file number 2010/326 to be TRY 13,948,813.52 as of May 14th 2010.

b. An amount worth TRY 7,030,000.00:

The market value of the 1,000,000 shares invested as capital registered in the name of Mehmet Sinan Tara at ENKA İNŞAAT ve SANAYİ A.Ş. was determined by the court expert's report accepted by the 8th Trade Court of Istanbul on June 7th 2010 under file number 2010/326 to be TRY 7,030,000.00 as of May 14th 2010.

As per article 404 of the Turkish Commercial Code, these shares may not be transferred to any other party for a duration of two years

The Board of Directors may decide to have share certificates printed in denominations of one or more shares.

TRANSFER OF SHARES : Article 7

a) The prior written permission of the Board of Directors is necessary for the transfer, pledging and the placement of any lien on the Holding's shares.

For any party to gain the title of shareholder of the company, the transfer needs to be registered in the shares log.

The provisions of the Turkish Commercial Code apply to permission by the Board of Directors and registration in the shares log.

b) This permission is not required for the transfer by any partner of shares that do not exceed 05% of the Holding's principal capital.

c) Those who wish to sell shares in the name of the holder must offer the other shareholders the opportunity to purchase the shares in proportion to the shares they hold and at the real value as explained below.

The real value of the shares to be transferred shall be identified by the parties jointly among themselves. If no agreement can be reached on the value within thirty (30) days, the determination of value shall be undertaken by an expert selected jointly by the parties within fifteen (15) days.

If the parties fail to reach an agreement on the choice of expert within this time, the expert shall be selected by the President of the Istanbul Stock Exchange. The selected expert will then identify the value of the shares subject to sale within thirty (30) days of being assigned.

If each of the other shareholders does not accept the transfer of shares proportionate to the number of shares they already hold at the price determined, the seller will be free to sell to other shareholders wishing to buy them and if the other shareholders do not wish to buy the shares, to any other party. The Board of Directors is obliged to accept and register the transfers.

INDIVISIBILITY OF SHARES : Article 8

Each share is indivisible vis-a-vis the Holding. If a share belongs to more than one person, they may exercise their rights in the Holding through a joint representative. This representative is considered the owner of the share in question vis-a-vis the Holding.

If the owner of a share and the owner of the right of usufruct are separate people, the Holding recognises the owner of the right of usufruct as the shareholder.

CHANGES TO CAPITAL : Article 9

The capital of the Holding may be increase or decreased as per the provisions of the Turkish Commercial Code.

ISSUE OF BONDS, PROFIT PARTICIPATION CERTIFICATES (PROFIT PARTICIPATION BONDS), COMMERCIAL PAPER AND PROMISSORY NOTES : Article 10

The Holding may issue all forms of bonds, profit participation certificates, commercial papers and promissory notes domestically in keeping with the provisions of the law and abroad by obtaining necessary permissions. No new bonds may be issued until the bonds already issued are fully paid for. The issue of these papers, the conditions that govern them and the rights they impart are identified by the General Assembly. However, the General Assembly may authorise the Board of Directors to undertake these tasks.

BOARD OF DIRECTORS: Article 11

The Holding is represented and governed by a Board of Directors elected for a maximum of term of three (3) years by the General Assembly with at least three (3) and at most seven (7) members.

The Board of Directors is authorised to transfer management to one or more persons who may or may not be members of the Board of Directors by means of an internal directive prepared in keeping with the provisions of the Turkish Commercial Code. The Board of Directors may appoint members of the Board of Directors who are not authorised to represent the Holding or persons bound by a company contract of service as trade agents with limited authority or as other deputy traders. The duties and authorities of those assigned in this way shall be stated clearly in the internal directive prepared according to article 367. The Board of Directors may amend or retract any and all of the authority granted this way. In such situations, it is obligatory for the internal directive to be registered and published.

TERM OF THE BOARD OF DIRECTORS : Article 12

Members of the Board of Directors are elected for a maximum of three years. Those who have served their full term may be re-elected.

DIRECTORS : Article 13

The Board of Directors may appoint directors as per the provisions of the Turkish Commercial Code to run company business.

AUDITORS : Article 14

The auditing of the company is governed by the provisions of the Turkish Commercial Code on audits.

REGULAR AND EXTRAORDINARY ASSEMBLIES : Article 15

The General Assembly convenes as per the provisions of the law and these Articles of Incorporation and consists of all shareholders. The decisions taken at General Assembly meetings convened in this manner shall apply equally to those who opposed them and those not present at the meeting.

General Assembly meetings may be held ordinarily or extraordinarily. The ordinary General Assembly meeting is held at least once a year and within three months of the end of the accounting period of the Holding. At this meeting, the Holding's activities during the previous period, its accounts and any other items on the agenda are discussed and the necessary decisions are taken.

An Extraordinary General Assembly is held and takes decisions if and when the business of the Holding requires it as per the Turkish Commercial Code and these Articles of Incorporation.

ASSEMBLY LOCATION AND QUORUM : Article 16

General Assembly meetings are held at a convenient location chosen by the Board of Directors in any of the cities where the Holding has its headquarters or branches. The provisions of the Turkish Commercial Code apply to the quorum that must be achieved at meetings of the General Assembly.

PRESENCE OF THE MINISTRY REPRESENTATIVE AT ASSEMBLIES: Article 17

The presence of a Ministry representative is required for both the regular and the extraordinary meetings of the General Assembly. Any

decisions taken at meetings of the General Assembly in the absence of the Ministry representative are null and void.

RIGHT TO VOTE : Article 18

Shareholders or their proxies present at meetings of the General Assembly have one (1) vote for each share they own. Voting is carried out by show of hands. However, a secret ballot shall be held upon the request of shareholders controlling at least a tenth of the capital owned by those present at the meeting.

APPOINTMENT OF PROXIES: Article 19

Shareholders may be represented at General Assembly meetings by proxies chosen from among other shareholders or externally. Proxies with a share in the Holding are authorised to use the votes of each of the shareholders they represent by proxy in addition to their own votes. The form of the proxy authorisation document is established by the Board of Directors. The right to vote arising from a share with the right to usufruct is used by the owner of the right to usufruct or his/her proxies. If a share has more than one owner, the vote is cast by the joint representative.

ANNOUNCEMENTS : Article 20

The announcements of the Holding are published in two newspapers in circulation in place where the Holding's headquarters is located, without prejudice to the provisions of article 35 paragraph 4 of the Turkish Commercial Code, at least fifteen (15) days before the relevant date, excluding the date of the announcement. Announcements calling the General Assembly to a meeting must be published at least fifteen (15) days before the meeting, excluding the days of the advertisement and the meeting, as per the relevant article of the Turkish Commercial Code. For announcements regarding capital decreases or liquidation, the provisions of the relevant articles of the Turkish Commercial Code apply.

CHAIR OF THE GENERAL ASSEMBLY : Article 21

The president of the Board of Directors chairs General Assembly meetings. In his/her absence, this duty is assumed by the deputy president of the Board of Directors. In the absence of the deputy president, the General Assembly selects the chairperson for the meeting.

DECISION-MAKING MAJORITIES : Article 22

- a) With the exception of the special circumstances specified in the Turkish Commercial Code, decisions are taken at General Assembly meetings by majority vote.
- b) However, shareholders representing 80% of the capital of the Holding need to vote in favour for any amendment to be made to article 27 of these Articles of Incorporation.

ANNUAL DOCUMENTS : Article 23

The annual activity report and audit reports, the agenda, the General Assembly minutes and the list of attendees must be submitted to the Ministry representative present at the General Assembly meeting.

AMENDMENTS TO THE ARTICLES OF INCORPORATION : Article 24

Any amendments to these Articles of Incorporation and their implementation are dependent upon the permission of the Ministry for Customs and Trade. Amendments enter into force from the date of their publication after they have been duly approved and registered with the Trade Registry.

ACCOUNTING PERIOD : Article 25

The Holding's accounting period begins on the first day of January and ends on the last day of December.

BALANCE SHEET AND PROFIT & LOSS ACCOUNTS : Article 26

At the end of each accounting period, a balance sheet showing the situation of the Holding and a table of accounts showing the profit and loss situation are drawn up. Copies of the balance sheet and profit and loss accounts and of the auditor reports concerning these are to be made available at the Holding headquarters for delivery on demand to any shareholders who may request them from at least fifteen (15) days before General Assembly meetings.

PROFIT DISTRIBUTION :Article 27

The profit that remains after all expenses, required depreciation ratios, necessary provisions and the corporate income tax and other taxes due

have been deducted from the revenue earned from transactions made during the Holding's accounting period transactions is considered to form the basis for profit distribution.

The distribution of profit proceeds in the following order:

- a) A 5% legal capital reserve is set aside until it reaches a fifth of the paid-up capital, as per article 519 of the Turkish Commercial Code.
- b) A first dividend on profits amounting to up to 5% of the paid capital is distributed to shareholders out of the remaining amount remaining.
- c) Once the amounts listed above have been set aside and paid out, the General Assembly is authorised to decide on whether a part or the whole of the remaining amount should be set aside as extraordinary capital reserves or distributed as dividends. However, unless otherwise decided by at least three quarters of the votes present at the General Assembly, it is obligatory for 50% of the remaining amount to be distributed to shareholders as the second round of dividends.

CAPITAL RESERVES : Article 28

Legal capital reserves in the amount of 5% of the net profit are set aside by the Holding until such time as they add up to a fifth of the paid capital. The provisions of article 519 of the Turkish Commercial Code are reserved. However, if the legal capital reserves fall below a fifth of the paid capital for any reason, legal capital reserves are set aside once again following the same principles.

GOVERNING LAW : Article 29

The provisions of the Turkish Commercial Code shall apply to matters not explicitly stated in these Articles of Incorporation.

DISSOLUTION AND LIQUIDATION : Article 30

The Holding may only be dissolved and liquidated as per the provisions of these Articles of Incorporation and the Turkish Commercial Code.

Liquidation procedures are to be carried out by two or more liquidation officers. These officers are selected and appointed by the General Assembly.

The liquidation officers take control of the all moveable and immoveable properties of the Holding and conduct the liquidation procedures as per the provisions of the law. Unless otherwise decided

by the General Assembly, the officers shall be jointly authorised to sign documents on behalf of the company during the liquidation.

OUTCOME OF LIQUIDATION: Article 31

Once all the debts of the dissolved company are completely paid, all the monies and capital reserves remaining upon the lapse of one year following the third announcement of the dissolution are paid out to the shareholders in proportion to their shares.