

KARSAN OTOMOTİV SANAYİİ VE TİCARET A.Ş.

ARTICLES OF ASSOCIATION AND AMENDMENTS

BURSA TRADE REGISTRY OFFICE

REGISTRY NO: 13366/22498

ESTABLISHMENT GAZETTE: DATED 1.9.1966 NUMBERED 2845

ESTABLISHMENT

Article 1-

Incorporation has been established according to provisions of Turkish Commercial Code related to sudden establishment of incorporations between the founders whose names and residence addresses are written at the end of this articles of association.

Turkish Trade Registry Gazette 09.05.1980 Date and 394 number.

Correction:

COMPANY NAME

Article 2-

Company Name: KARSAN Otomotiv Sanayii ve Ticaret Anonim Şirketi

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

PURPOSE AND SUBJECT

Article 3-

A. The company implements manufacturing, assembly, maintenance and repair, domestic trade, import and export of vehicles and their all primary and spare parts.

B. Provided that making necessary explanations which will be looked for Capital Markets Board within the scope of special events in order for notifying the investors and complying with Turkish Commercial Code, Capital Markets Board and other related legislation, primary activity and procedures of Company to carry out its purposes within the area of activity are as follows:

1. Company can implement all kinds of financial, commercial and industrial activities which are not forbidden by the legislation and also company is entitled to enter the partnerships which are established for this purpose and carry out commercial, financial agreements with them.

In addition to that:

2. Company can provide industrial service due to the works within its area of activity, and establish and operate stores in abroad and domestically, and establish agencies in abroad,

3. Provided that provisions of capital market legislation regarding hidden income transfer and not being in the characteristic of investment services and activities, company can establish and/or take over the existing companies, participate to organizations which have been established according to private law and public law, establish partnerships with real person and legal entities, sell and transfer them.

4. Provided that not being in the capacity of investment services and activities, company can acquire, rent and rent out, sell, own or possess all kinds of movable and immovable commodities,

5. Company can establish real rights including but not limited to lien, commercial pledge and mortgage over movable and immovable commodities, annotate and register these rights to land register and related registries, remove liens and mortgages which were established on behalf of company and waive from all kinds of guarantees taken on behalf of company, show its movable and

immovable commodities as guarantee on behalf of 3rd parties or for its debts including but not limited to mortgage, lien and commercial pledge regardless of the name underwhich.

Company complies with the principles which are determined within the frame of Capital Market legislation about establishing pledge including mortgage, providing guarantee, warrant, surety on behalf of third parties and on its behalf.

6. Save for the provisions of capital market legislation related to hidden income transfer, company can participate to institution and organizations which produce, distribute, market electricity, and implement shareholdings, provided that they are not in the capacity of investment service and activities, and take their share registers and dispose of them when necessary,

7. Provided that they do not establish an illegality to Capital Market Board's regulations, necessary special status explanations are made, notification of grants made during the year are provided to general assembly and general assembly determines the upper limit of grants, company can provide help and grants to foundations, associations, universities and similar organizations within the scope of principles determined by Capital Market Board in a way not to hinder its purpose and subject.

8. Provided that they comply with capital market legislation and related legislation and necessary special status explanations are made, within the limits provided by limits and methods of legislation, company can obtain and dispose its own shares when necessary.

9. Provided that principles determined by Capital Market Board are followed, company can take a short-term, medium-term and long-term loan or credit (debt) from banks and other financing organization and issue, accept and endorse all kinds of notes from other real person and legal entities, provided that related legislation provisions are followed.

C. The right of revocation against company representatives due to procedures against the law and/or articles of association are reserved. Company is not bound to procedures that are drawn up with people who do not have good intentions and are aware of the transaction being out of the subject of company.

D. If a change is made on purpose and subject of company, necessary permits must be taken from Capital Market Board and Ministry of Customs and Trade.

Turkish Trade Registry Gazette 23.07.2014 Date and 8618 number.

Correction:

COMPANY HEADQUARTERS AND BRANCHES

Article 4-

Company's registered address is in Bursa. Its address is Hasanağa Organize Sanayi Bölgesi, Sanayi Caddesi Nilüfer/Bursa. If address is changed, new address is registered in trade registry office and announced in Turkish Trade Registry Office and also notified to Ministry of Customs and Trade and Capital Market Board. The notification made to registered and announced address is deemed as made to the company. If the company leaves its registered and announced address but does not register the new address within the period, this will be deemed as a reason for termination for the company.

Company can open branch offices in abroad and domestic provided that it notifies Ministry of Customs and Trade and Capital Market Board.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

TERM

Article 5-

The company is established without time limit beginning from final establishment date of company.

Turkish Trade Registry Gazette 27.07.2021 Date and 10374 number.

Correction:

REGISTERED CAPITAL

Article 6-

Company has accepted registered capital system according to provisions of Capital Market Board Law and transferred to this system with the permit of Capital Market Board with the date 01/02/2001 and number 5 / 113.

Company's registered capital is 1.500.000.000.-(Onebillion five hundredmillion) TL and separated into 150.000.000.000 (onehundredfiftybillion) pieces of share payable to holder entirely with nominal value of 1 (One) Kuruş each.

Registered capital upper limit provided by Capital Market Board is valid for the years 2021-2025 (5 years). Even though upper limit for permitted registered capital is not reached at the end of 2025, Board of Directors is obliged to get an authorization for a new period from general assembly for maximum five years by obtaining a permit from Capital Market Board for a new upper limit or previously given upper limit amount to decide on capital increase.

If the aforementioned authorization is not taken, company cannot implement capital increase by Board Decision.

Company's issued capital is 900.000.000.-TL and paid entirely. Issued capital is allocated into 90.000.000.000 (Ninetybillion) shares consisting of 6.558.338.851,20 pieces of A Group shares and 83.441.661.148,80 pieces of B Group shares payable to holder with 1 (One) Kr. Nominal value each.

Company's capital can be increased or decreased within the frame of Turkish Commercial Code and Capital Market Legislation when necessary.

Board of Directors is authorized to increase the capital by issuing bearer stock up to registered capital limit when it deems necessary, according to provisions of Capital Market Law between the years 2021 - 2025. When Board of Directors decides on issuing new stocks,

- It can issue privileged share.
- It can issue stocks over or under the nominal value.
- It can limit the new right acquirement rights of existing shareholders.

Authorization to limit acquiring new share in a way that causes inequality among the shareholders.

Shares representing the capital are monitored within the frame of principles of dematerialization.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

DEBT INSTRUMENT ISSUANCE

Article 7 -

Company can issue bill, commercial paper and other capital market instruments with the capacity of debt instrument domestic and in abroad within the frame of Turkish Commercial Code, Capital Market Law and related legislation with Board Decision.

The authority of issuance of capital market instrument with the capacity of debt instrument is transferred to board of directors indefinitely.

Turkish Trade Registry Gazette 23.07.2014 Date and 8618 number.

Correction:

BOARD OF DIRECTORS

Article 8-

The business and management of the Company is carried out by a Board of Directors consisting of seven or nine members to be elected by the general assembly in accordance with the provisions of the Turkish Commercial Code and Capital Market Legislation.

If Board of Directors consists of:

- Seven members, five members are selected by General Assembly from amongst the candidates indicated by Group A shareholders,
- Nine members, six members are selected by General Assembly from amongst the candidates indicated by Group A shareholders,

One of the candidates indicated by Group Ashareholders is determined by complying with principles related to independence in the meaning that was defined in Corporate Management Principles which was published by Capital Market Board.

Number and characteristics, selection, terms, work principles, assigned positions of independent members and similar subjects are determined according to Turkish Commercial Code, Capital Market Law, Capital Market Board's regulations on corporate management and other related legislation provisions.

It is not obligatory for Board Members to have shares.

Legal entities can be selected as Board Member. In this case, principles included in related provisions of Turkish Commercial Code are applied.

Turkish Trade Registry Gazette 20.07.2012 Date and 8116 number.

Correction:

BOARD OF DIRECTORS' TERM

Article 9-

Terms of Board Members for their assigned positions are maximum three years. It is suitable to select member again for the next term. Board of Directors can always change its members if required by general Assembly.

If board membership seat is free or independent board member loses their capacity of being an independent member, Board of Directors temporarily elects a person who meets the legal requirements and submits it to the approval of the first General Assembly to be convened, and the member thus selected continues to serve until the General Assembly meeting according to regulations of Capital Market Board and Turkish Commercial Code. In the event that a membership selected among the candidates nominated by Group A shareholders becomes vacant, a temporary member will be elected among the candidates nominated by Group A shareholders.

Turkish Trade Registry Gazette 23.07.2014 Date and 8618 number.

Correction:

BOARD OF DIRECTORS MEETINGS

Article 10-

Board of Directors convenes when it requires. Meetings are held in the registered address of company. However, Board Meetings can also be held in another location with Board Decision.

The ones having the right to participate company's board meeting can participate through electronic media according to Article 1527 of Turkish Commercial Code. Company can set up an Electronic Meeting System to facilitate the right holders to participate an vote in these meetings through electronic media and purchase a service from the systems formed for this purpose according to Communique on Meetings to be Held in Electronic Media Except Incorporation General Assemblies in Mercantile Companies. In the meetings it is provided to right holders to use their rights stated in the related legislation over an established system or a system for which support service will be taken within the frame stated in Notification provisions according to this provision of articles of association.

Every member has one right of vote in the meetings. Vote of right is used personally. All kinds of technological method as remote access can be used to participate to Board Meetings. Unless one of the members requests a meeting, a decision can also be taken by written notifications of other members against a recommendation done by a member.

If Board of Directors consists of seven members, it can take decisions by the majority of at least 4 (four) members and if it consists of nine members, it can take decisions by the majority of at least 5 (five) members. If the votes are equal, the subject is left to next meeting. And in this meeting the recommendation that has equal votes is deemed as rejected. Votes are used as accept or reject in Board of Directors.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

REPRESENTATION OF COMPANY

Article 11-

Management and representation of company to the outside belongs to Board of Directors. For all documents which will be given by company and all contracts which will be drawn up by company to

be valid, they must have the signature of person or people who is/are authorized to represent the company under company's official name.

Board of directors can transfer its authority of representation to one or more managing members or third parties as managers. Provisions of Articles 370-373 of Turkish Commercial Code and Capital Market legislation are reserved.

Turkish Trade Registry Gazette 27.07.2021 Date and 10374 number.

Correction:

DUTIES OF BOARD MEMBERS

Article 12-

Board of Directors selects one board chairman and at least one vice chairman from amongst its members each year. Also at least one managing member can be selected from amongst board members for representation and management of company.

Board of Directors can transfer its entire or some part of management authority other than the ones which cannot be transferred legally to one or more one managing member and/or Shareholder, manager/managers who are authorized but not obliged to be the part of senior management or Board Member according to an internal directive that it will set.

Board of Directors is liable to establish committees which must be founded within the scope of Turkish Commercial Code and Capital Market legislation. In order to ensure the healthy fulfillment of its duties and responsibilities, Auditing Committee, the Corporate Management Committee and a sufficient number of other committees are formed, taking into account the needs of the Company.

Board of directors can determine the committees' duties and work areas at any time and make changes to its members as it deems suitable. Board of Directors can prepare committee directive/directives to form committee and/or commissions which can include board members and to determine duty and authorities and working principles of committees/commissions and put a decision into its directive about the subjects regarding committees.

Committees are formed within the scope of regulations or Capital Markets Board regarding Corporate Management and Turkish Commercial Code. The regulations of the Capital Markets Board regarding corporate management are applied in the transactions deemed important in terms of the implementation of the Corporate Governance Principles, and in all kinds of related party transactions of the company and in the transactions related to giving guarantees, pledges and mortgages in favor of third parties.

Turkish Trade Registry Gazette 20.07.2012 Date and 8116 number.

Correction:

BOARD OF DIRECTORS' FEE

Article 13-

General assembly determines the fees to be given to Board Members.

In the fees of independent board members, payment plans based on the company's performance are not used.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

AUDITORS

Article 14-

The related provisions of Turkish Commercial Code and Capital Market Legislation are applied about the auditing of company and other matters stated in legislation.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

DUTIES OF AUDITORS

Article 15-

Auditor/s is/are liable to perform the duties stated in Turkish Commercial Code and Capital Market legislation.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

GENERAL ASSEMBLY

Article 16-

Company's General Assembly is convened as ordinary and extraordinary and decides according to provisions of Turkish Commercial Code and capital market legislation.

Ordinary general assembly gathers at least once in a year and within the first three months from the end of company's fiscal period. In these meetings, subjects required according to capital market legislation and subjects in the agenda which was prepared by board of directors as stated in Article 409 of Turkish Commercial Code are discussed and concluded.

Extraordinary general assembly convenes when the company works require or due to reasons stated in Articles 410 - 412 of Turkish Commercial Code and decides on necessary subjects.

Even though its term has ended, board of directors can invite general assembly for a meeting.

Working rules and principles of general assembly are determined by Internal Directive which was approved by general assembly and registered and announced.

Turkish Trade Registry Gazette 27.07.2021 Date and 10374 number.

Correction:

MEETING PLACE

Article 17-

General assembly gathers in a suitable location of the city in which the management center is located or in registered address of company. Also, general assembly meeting can be held in Istanbul, Ankara or Izmir if it is approved by Board of Directors according to invitation method of meeting. This situation is determined in the announcements.

Participation to general assembly meeting in electronic media:

The ones having the right to participate company's board meeting can participate to these meetings through electronic media according to Article 1527 of Turkish Commercial Code. Company can establish a general assembly system which will enable the beneficiaries to participate general assembly meetings in electronic environment, to give their opinions, to give recommendations and to vote according to Regulation on General Assemblies Held by Incorporations in Electronic Environment and can also purchase services from the systems which are established for this purpose. In all general assembly meetings, it is enabled that the beneficiaries and their representatives to use their rights stated in the aforementioned Regulation over the established system.

Provisions regarding participation to general assembly meeting through electronic media are also applied to participation for Debt Instrument Owners Board which will convene for the purpose of deciding on the subject and terms stated in Capital Market Legislation and in registration statement about debt instruments which are prepared within the scope of Capital Market Legislation.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

THE REQUIREMENT OF MINISTRY REPRESENTATIVE IN MEETING

Article 18-

Representative of Ministry of Customs and Trade must be present in ordinary and extraordinary general assembly meetings. Decisions which will be taken in general assembly meetings in the absence of ministry representative are invalid.

Turkish Trade Registry Gazette 20.07.2012 Date and 8116 number.

Correction:

QUORUM

Article 19-

For the General Assembly meeting and decision quorums, the quorums stipulated in the Capital Markets Legislation and Turkish Commercial Code in force on the date of the meetings are applied.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

RIGHT TO VOTE

Article 20-

One Kuruş nominal value gives one right to vote to shareholder in general assembly. Shareholders in general Assembly meetings vote in proportion to total nominal value of their shares according to Article 434 of Turkish Commercial Code.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

ASSIGNMENT OF REPRESENTATIVE

Article 21-

In general Assembly meetings, shareholders can have themselves represented through a proxy whom they will assign from outside or from amongst other shareholders. Proxies who are shareholders in the company are authorized to cast the votes of the shareholders they represent, other than their own votes.

Provisions of capital market legislation and related regulations of capital market board are applied about casting the vote via proxy.

Turkish Trade Registry Gazette 20.07. 2012 Date and 8116 number.

Correction:

ANNOUNCEMENT

Article 22-

Announcements about the company are made in company's website, provided that related regulations of Capital Market Board and Capital Market Law and Turkish Commercial Code are reserved.

Invitations to general assembly meetings must be made at least three weeks before the meeting time, except the announcement and meeting days. In the announcement, all matters stipulated by the Capital Markets Board to be mandatory in the announcements in the Corporate Management Principles are included. Related regulations of Capital Market Board are applied about the announcements.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number. Correction:

VOTING METHOD

Article 23-

Votes are used according to general assembly internal directive which is formed pursuant to Turkish Commercial Code in general assembly meetings. Provisions of legislation related to general Assembly meetings held in electronic environment are reserved.

Provisions of Turkish Commercial Code, Capital Market Board and related other legislation is applied about voting in General Assembly meetings.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

AMENDMENTS OF ARTICLES OF ASSOCIATION

Article 24-

The amendment of the Articles of Association is decided in the general assembly to be invited in accordance with the relevant legislation and the provisions of this Articles of Association, after obtaining preliminary permission from the Capital Markets Board and the Ministry of Customs and Trade, within the framework of the Law, the legislation of the board and the provisions specified in the Articles of Association. Modifications in articles of association are announced after they are duly approved and registered to Trade registry. Modification decision does not take effect before registry against third parties.

If modification of articles of association breaches the rights of shareholders, general assembly decision must be approved by privileged shareholder board.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

FINANCIAL TABLE AND STATEMENTS

Article 25-

Financial table and reports which are stipulated for being regulated by Capital Market Board and independent auditing report are prepared within the scope of rules and principles determined by Capital Market Board and related provisions of Turkish Commercial Code and announced to public.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

ACTIVITY YEAR

Article 26-

Activity year of company begins on the first day of January and ends on the last day of December.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

DISTRIBUTION OF PROFIT

Article 27-

After the amounts required to be paid or allocated by company such as company's general expenses and miscellaneous amortization and taxes required to be paid by company's legal entity are deducted, period income that remains and seen in annual balance sheet is distributed as follows, after previous years' loss are deducted, if any:

General Legal Contingency Reserves:

a) 5% is allocated to contingency reserve.

First Dividend:

b) First dividend is allocated according to Turkish Commercial Code and Capital Market Legislation over the amount which will be formed with the addition of grant that has been made during the year, if any.

c) After the deductions above are applied, general assembly is entitled to decide on distributing the dividend to board members, officials, employee and workers, foundations which have been founded with various purposes and person and organizations with similar characteristics.

Second Dividend:

ç) General Assembly is authorized to allocate the amount remaining after the amounts stated in clauses (a), (b) and (c) are deducted as dividend share or as contingency reserve which it allocated on its own will according to Article 521 of Turkish Commercial Code.

General Legal Contingency Reserves:

d) One tenth of the amount found after deducting 5% of the dividend from the portion that has been decided to be distributed to the shareholders and other persons participating in the profit is added to the general legal reserve pursuant to the second paragraph of Article 519 of the TCC.

It cannot be decided on distribution of dividend to board members, officials, employees and workers, foundations founded with various purposes and similar person and/or organizations in distribution of dividend and transferring the profit to next year, allocating another contingency reserve unless contingency reserves required to be allocated according to law, dividend stipulated for shareholder in articles of association is distributed in cash and/or as stock.

Dividend is allocated equally to entire existing shares as of the date of distribution without considering the issuance and acquisition dates of shares.

The distribution method and time of the profit that is decided to be distributed is decided by the general assembly upon the proposal of the board of directors.

Dividend distribution decision taken by general assembly cannot be revoked according to provisions of this articles of association.

Company can distribute dividend advance to its partners within the frame of Capital Market Law and related regulations provided that it is limited to related year. Authority to distribute dividend by Board of Directors which is provided by general assembly is limited with the year that the aforementioned authorization is granted. It cannot be decided to give an additional advance dividend and to distribute dividends without fully deducting the dividend advances of the previous year.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

PROFIT DISTRIBUTION DATE

Article 28-

The date and manner of distribution of the profit decided to be distributed to the shareholders is decided by the General Assembly upon the proposal of the Board of Directors according to the capital market legislation.

Profits distributed according to provisions of articles of association cannot be reclaimed.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

GENERAL LEGAL CONTINGENCY RESERVES

Article 29-

General legal contingency reserves allocated by company are applied according to Article 519 of Turkish Commercial Code about the contingency reserve and use of contingency reserve.

Turkish Trade Registry Gazette 14.04.2000 Date and 5024 number.

Correction:

Contract To Be Submitted to Ministry

Article 30-

Company will print this articles of association and give to shareholders and submit one copy to Capital Market Board and ten copies to Ministry of Trade.

Turkish Trade Registry Gazette 20.07.2012 Date and 8116 number.

Correction:

LEGAL PROVISIONS**Article 31**

Provisions of Turkish Commercial Code, Capital Market Board and related other legislation is applied about the subjects not included in the articles of association.

CORPORATE MANAGEMENT PRINCIPLES**ARTICLE 31/A-**

Company and its bodies comply with Corporate Management Principles which are required by Capital Market Board. Transactions and board decisions that are implemented without conforming to obligatory principles are invalid and deemed as noncompliant. If noncompulsory principles are not performed, this situation is disclosed to public with Corporate Management Principles Conformity Report with its justification.

MINORITY RIGHTS**ARTICLE 31/B-**

It is sufficient to represent five percent of the capital in order to exercise the minority rights stipulated in the legislation and this agreement.

Turkish Trade Registry Gazette 22.07.2013 Date and 8368 number.

Correction:

Article 32-

It is possible for the members of the Board of Directors to carry out commercial activities within the scope of the company, to be the unrestricted partners of the companies related to this subject, to have a commercial relationship with the company, provided that the provisions of the Turkish Commercial Code and Capital Markets legislation are acted upon.

Article 33-

Name, surname, residence addresses of founders of Bursa Oto Mntaj ve Karoseri Sanayii Anonim Sirketi are listed below:

- 1- M. Kemal Coşkunöz
- 2- Hasan Demirciler
- 3- Hüseyin Hiçdurmaz
- 4- Mithat Yıldırım
- 5- Rüştü Ayma

- 6- M. Merih Kaynakçiođlu
- 7- N. Yılmaz Turşucular
- 8- İsmail Bür
- 9- Kemal Avar
- 10- Adem Gözükara

I hereby approve that the signatures under articles of association of Bursa Oto Montaj ve Karasör Sanayii Anonim Şirketi which has five million two hundred fifty thousand lira capital and five thousand two hundred fifty shares belong to entrepreneur founders M. Kemal Coşkunöz, Hasan Demirciler, Hüseyin Hiçdurmaz, Mithat Yıldırım, Rüştü Ayma, M. Merih Kaynakçiođlu, N. Yılmaz Turşucular, İsmail Bür, Kemal Avar and Adem Gözükara who sign as personally on their names and as acting in the name of two hundred sixty nine people whose address and identifications are written in the attached list according to certificates existing special file in my office And from the review of letter of application currently available in the special file that 269 people written in the attached list are above the age of 18 and are the real person and corporate body who have commercial and partnership capacity.