ARTICLES

OF

INCORPORATION OF

KUWAIT TURKISH PARTICIPATION BANK INC.

2018

PART ONE

FOUNDATION, PURPOSE, SCOPE and BUSINESS LINES

FOUNDATION

ARTICLE 1

Incorporation has been founded by and between the founders hereinbelow stated in accordance with Council of Minister's Decree Number 83/7506 issued in the Official Gazette dated December 19, 1983 and No. 18256 and in accordance with the provisions of Turkish Commercial Code governing instant foundation of incorporations to perform as a "Special Finance Institution". The Company has obtained the status of Participation Bank pursuant to Banking Act of October 19 2005 and no. 5411.

TITLE AND TRADEMARK OF THE COMPANY

ARTICLE 2

The commercial title of the Company is “Kuwait Turkish Participation Bank Inc.". Hereinafter, the incorporation shall be referred to as” The Bank”. The trademark of the Bank in short is “Kuwait Turk”.

FOUNDERS

ARTICLE 3

The names, titles, natioanalities and domicile addresses of 100 miscellaneous real and legal entity founders were registered by the Office of Istanbul Trade Register on November 22, 1988 and promulgated in Turkish Trade Register Gazette of November 25, 1988 and no.2153.

PURPOSE AND SCOPE AND LINES OF BUSINESS OF THE BANK

ARTICLE 4

The Bank was established to carry out any type of banking transactions domestically and abroad in accordance with interest-free banking principles including but without limitation of the following items in accordance with the articles of Banking Law and other applicable regulations. Under these principles and applicable regulations, the lines of business of the Bank are:

1. In addition to its own share capital, to collect funds from within and outside the country by methods as specified by regulations, to open and run current accounts, participation accounts, special fund pools and other authorized accounts, to borrow funds and receive advance payments and extend credits.

2. Under interest-free banking principles to allocate funds to the economy, to extend any type of cash and non-cash credits to real and legal entities, to carry out any type of financing activities in line with applicable regulations, to encourage the investment

activities of real and legal entities who deal with agricultural, industrial and commercial operations and services, to extend non-cash credits in favor of third parties for courts, execution offices and public and private real and legal entities led by those governed by State Tenders Act as bank guarantees, suretyships, guarantorships, endorsements and other guarantee undertakings and acceptances.

3. To carry out financial leasing transactions and operational leasing transactions.

4. To carry out any types of cash and non-cash payment and fund transfer transactions.

5. To affect any payment and collection transactions including correspondent banking or use of checking accounts.

6. To carry out the transactions of issuance of payment instruments like travelers checks, bank card and credit cards and operations relating thereto, to provide merchant member services (POS).

7. To carry out the transactions of collections of bills of exchange or other valuable instruments in the name of real and legal entities and collection of taxes, SSK, phone, electricity, water and other bills of private and public companies.

8. To provide consulting and advisory services on investment, management, technical and financial matters and in any line of business that it carries on.

9. To establish any types of companies (including banks) domestically and abroad, to participate in companies and banks established with the same purpose, to purchase share certificates and shares thereof, to take over in part on in whole similar companies or banks, and to transfer or sell the same to third parties as necessary.

10. To engage in partnerships and/or profit/loss sharing investments with companies or persons which have established or plan to establish a business enterprise, industry or trade or to collaborate or participate in the same in any manner and to form or obtain funds to that end.

11. To establish or participate in established consortiums, credit syndications, profit-loss investment partnerships and investment funds domestically or abroad with banks and financial institutions, financial leasing companies, investment companies or other companies and to transfer or sell the same to third parties as necessary.

12. To carry out the transactions of issuing, withdrawing, accepting, endorsing, receiving, discounting, selling, performing and affecting and collecting checks, bills, bonds, payment orders, letters of credit, consignment certificates, warrants, invoices, negotiable instruments or securities and similar instruments and documents.

13. To purchase or sell on spot or forward basis and to act as intermediary in trading of money market instruments in accordance with regulations and interest free banking principles.

14. To carry out any capital market transactions and capital market activities in accordance with current regulations; to purchase, sell, transfer or endorse in its own behalf or on

behalf of its customers any investment instruments which may be traded in any exchanges and capital markets led by commodity market, share certificates and investment funds traded in accordance with the regulations of the applicable country in capital market and securities exchanges or under the counter markets within and outside the country; to establish and operate investment funds; to carry out the activities of portfolio operation and management, to that end carrying out transactions in the name and on behalf of brokerage firms by entering into agency agreements with brokerage firms; to participate in share capitals of companies and to engage in activities in other capital markets and security exchanges as allowed by regulations.

15. To carry out any foreign-exchange transactions including cash transactions in accordance with regulations, to carry out processing, trading and brokerage activities for precious metals and commodities or placing them in custody and executing forward contracts and trading and acting as broker for futures contracts based on the same.

16. To provide safety deposit box services, to provide closed deposits and safety deposit box and aggregate safekeeping services; safekeeping and bringing into recorded asset operations in the meaning of and Capital Market Act and to carry out or cause to be carried out with others or organizing such services and operations.

17. To appoint or to be appointed trustee, to provide any services as trustee, enforcement and liquidation officer and attorney for payment.

18. Where its business so requires; to purchase, lease, acquire, sell, transfer and rent any tangible and intangible personal and real properties and any rights, interest and privileges which are absolute, contingent, provisional and otherwise on such properties, and to administer the said properties in part on in whole to the interest of the Bank, to establish rights on the same.

19. To establish courses and scholarships, to strengthen the capabilities of its employees and to have skilled employees and to send staff or students for studying practice or education to foreign countries, to establish social and cultural facilities, to participate in existing ones.

20. To secure the objects of the Bank or for its own needs, to purchase, acquire, construct any type of real properties and to renounce or transfer the same to other person or persons or to give mortgages to rent the same if needed and to deal with the same in any manner.

21. To secure collection of its claims, to purchase real properties of third parties or guarantors thereof with consent or through forced execution sales.

22. To obtain any mortgages or pledges in favor of the Bank, to obtain pledges, to secure any of its existing or potential rights or claims or risks or credits that it has and/or will extend and funds that it will make available and to nullify mortgages.

23. To carry out any transactions regarding imports and exports, to establish warehouses or depots, to found and operate the same and to store any type of goods.

24. Produce energy (electricity, natural gas etc.) in order to meet its own requirements when necessary, to sell, donate or transfer/lend the surplus of requirement for public and/or private persons against its cost or free of charge.

25. To purchase, acquire, sell or transfer in part or in full any patents, trademarks, privileges, invention certificates, licences, know-hows, copyrights, commercial titles and other technical, intellectual, scientific or industrial rights to use, develop and create the same and to utilize the same otherwise.

26. In order to support, develop and help other companies financially, to take over in part or in whole properties, rights and debts or in cases where it would be directly or indirectly to the interest of the Bank.

27. To act as representative, attorney and agent for domestic or international companies or organizations (including insurance companies) in relation to businesses covered by its object and line of business and to engage in any commission transactions.

28. To be correspondents or agencies of domestic and international banks and other financial institutions or to allow being correspondent or agency of the Bank to such organizations, to open accounts and deposit funds with such institutions.

29. To establish and operate branch offices, offices, liaison offices and representative offices and to establish affiliates within and outside the country in accordance with applicable regulations.

30. To make donations for social purposes to the order and benefit of society in accordance with the Bank's principles and regulations.

31. To carry out any acts, transactions, execute agreements and actions as required by being a bank and a business entity which would be in part or in whole beneficial or supportive of its objects.

32. To carry out any other banking activities as allowed by current regulations.

Each one of the above paragraphs is a term on its own and may not be construed as being for support of exclusively another.

HEAD OFFICE AND BRANCH OFFICES

ARTICLE 5

The Head Office of the Bank is in Istanbul and its address is Büyükdere Cad. No. 129/1, 34394 Esentepe-Şişli-İstanbul. In case of address changes, the new address shall be registered in Trade Registry and promulgated in Turkish Trade Register Gazette.

The Bank, by resolutions of the Board of Directors, may establish, in Turkey and abroad branch-offices, agencies, representative and liaison offices, correspondents. The establishment and closing of branches shall also be notified to those related and required offices through such manners and principles as are stipulated by regulations.

Foundation of such branches, agents, representation offices and liaison bureaus, correspondents, execution of required applications and acquisition of permissions, allocation of capitals to them, coming into operations, integration and disintegration thereof, ceasing functions, and/or liquidation shall be subject to the provisions of Turkish Commercial Code, Banking Law and the related regulations.

DURATION OF THE BANK

ARTICLE 6

The Bank is established for an unlimited period.

The General Assembly of the Shareholders is authorized to specify, to limit and/or to decrease the duration of the Bank.

PART TWO

SHARE CAPITAL AND SHARES

SHARE CAPITAL

ARTICLE 7

The capital of the Bank is TL 3,500,000,000 (Three billion and five hundred million Turkish Lira) which is divided into TL 3,500,000,000 (Three billion and five hundred million) shares each with a nominal value of TL 1.- The shares are issued in the name of the shareholders.

Out of TL 3,500,000,000 (Three billion and five hundred million Turkish Lira) capital;

a) TL 3,100,000,000 (Three billion and one hundred million Turkish Lira) is fully paid.

b) The TL 387,142,446.- (Three hundred eighty seven million one hundred forty two thousand four hundred forty six Turkish Liras) of the increased amount of 400,000,000 (Four hundred million Turkish Liras) is provided in full from the profit of 2017 (fully from internal resources). Against this capital increase shareholders will be given bonus shares in proportion to their shares.
The added capital of TL 439,121.- (Four hundred thirty nine thousand one hundred and twenty one Turkish Liras) is provided from the profit of Bank earned within the scope of the Law no 5746 and transferred to the other reserves (fully from the internal sources) in 2017. Against this capital increase shareholders will be given bonus shares in proportion to their shares.
The added capital of TL 12,418,433.- (Twelve million four hundred eighteen thousand four hundred thirty three Turkish Liras) is provided from the profit of Bank earned within the scope of the Law no 5520 Article 5/1-f and has been kept in the other reserves (special fund).

SHARE CERTIFICATES

ARTICLE 8

The share capital of the Bank is represented by share-certificates of TRY 1 (One Turkish Lira) nominal value each. The Board of Directors, for the purpose of facilitating the carrying and/or keeping of such share-certificates may decide to combine more than one share-certificate into one and thus issue share-certificates of greater denominations.

The entirety of share-certificates will be issued as registered. The Board of Directors may decide for their registration with Securities Exchanges by obtaining the required permissions from relevant authorities. Such share-certificates may be issued, subject to the permission of the relevant authorities, in Turkish and English languages.

COUPONS

ARTICLE 9

Share-certificates shall be printed and used with proper coupons conforming to relevant provisions of Turkish Commercial Code and other regulations, and in addition to this it can be benefitted from printing and safekeeping of the shares in electronic environment according to the relevant legislation and from the services rendered by ISE Settlement and Custody Bank Inc. Such coupons may be issued to the bearer. Bonus shares/ dividends or relevant custody certificates therefore shall be payable to the bearer of such coupons against the presentation of the same.

TRANSFER OF SHARES

ARTICLE 10

Registered share certificates can be transferred in accordance with Banking Law, Turkish Commercial Code, Capital Market Law and other related legislation without need to acceptance of the Board of Directors.

Delivery from transferor to transferee of a share certificate for which the transfer of share is endorsed and registration thereof in share register shall bind the Bank.

Unless it is proven that a registered share certificate was transferred in accordance with the above note, the transferee may not be entered in the share register. Only the person registered in the share register is a shareholder against the Bank. Legal provisions on share certificates transferred through inheritance are reserved.

The Bank shall keep a share register showing the names and addresses and shares owned by shareholders. The Bank assumes the person who is registered in the share register as the legal shareholder.

Articles 491 and 501 of Turkish Commercial Code shall apply to partially paid shares, administration of wife-husband properties, shares owned by deceased persons and forced execution.

The Bank may not become assignee for or accept as pledge its own share certificates, save exceptions as specified in Articles 382, 384, 385, 389 of Turkish Commercial Code. However, the Bank could acquire and held in pledge 1/10th or less than 1/10th of its own registered or issued shares controversial only if the necessary specifications and respects limitations and conditions in article 379 of Turkish Commercial Code and other related regulations is fulfilled

INDIVISIBILITY OF SHARE CERTIFICATES

ARTICLE 11

Each share is indivisible in the eye of the Bank.

If a share is owned by more than one person, they may exercise their rights against the Bank only through a joint representative. If they do not appoint a representative, any notice served by the Bank to anyone of these joint holders, shall be effective as regards all of them.

Should usufruct and legal title of a share belong to different persons, those persons shall exercise their rights through a joint representative. Should such joint holders do not agree on the representative; the Bank shall consider the usufruct owner as the lawful owner to exercise the rights of the share against the Bank. Should the usufruct owners are more than one they shall be represented through a representative.

PROVISIONAL CERTIFICATES

ARTICLE 12

The Bank may issue provisional certificates and distribute the same to shareholders to be replaced with share-certificates when issued.

The provisions related to share-certificates shall also apply to provisional certificates.

INCREASE AND DECREASE IN CAPITAL

ARTICLE 13

The Bank may, from time to time, subject to the provisions of Turkish Commercial Code, Banking Law, the other related regulations and these very Articles of Incorporation, increase and reduce its capital according to resolutions adopted by the General Assembly of Shareholders. The pre emtive rights of shareholders to subscribe for such increases are reserved.

WORN OUT, DEFACED, LOST SHARES

ARTICLE 14

Article 414 of Turkish Commercial Code shall apply in cases of shares been worn out, defaced, lost and/or rendered useless otherwise.

PROFIT PARTICIPATION CERTIFICATES AND OTHER NEGOTIABLE SECURITIES

ARTICLE 15

Subject to the regulations in force and this present, the Bank may issue according to the resolutions adopted by the General Assembly of Shareholders, Profit Participation

Certificates, Participation Bonus Shares, Profit Participation Bonds and other negotiable securities and Capital Market instruments.

General Assembly of shareholders may leave to the discretion of the Board of Directors the timing, value and conditions of such issuances.

PART THREE

ORGANS AND MANAGEMENT OF THE BANK

GENERAL ASSEMBLY OF SHAREHOLDERS

ARTICLES 16

The General Assembly of Shareholders shall convene ordinarily and/or extraordinarily. Ordinary General Assembly convenes within the period specified by the relevant legislation after the closing the accounting period and at least once in a year. The particulars described in Article 413 of the Turkish Commercial Code and 19th article hereinafter shall be discussed as a minimum and resolutions therefore adopted.

Extraordinary General Assembly convenes in situations and instances necessitated by the affairs of the Bank and in accordance with the provisions of Turkish Commercial Code.

Board of Directors is responsible for the lawful preparation and procedures of the General Assemblies.

EFFECT OF RESOLUTIONS

ARTICLE 17

Resolution adopted by lawfully convened General Assembly of Shareholders shall be valid and also binding upon those who were not present or who voted against, as per Article 423 of Turkish Commercial Code.

CALL FOR MEETINGS

ARTICLE 18

The right to call the shareholders to ordinary and extraordinary meeting is vested upon both of the Board of Directors and of Auditors.

The minority rights as per Article 411 of Turkish Commercial Code are reserved

The date, place, hour and the agenda of the meeting shall be announced in one newspaper, being published in the locality where Bank’s head-office is based, in addition to the announcement in the Turkish Commercial Registrar Gazette two weeks ahead, excluding the date of the meeting and the announcement thereof.

Those shareholders in possession of share certificates in their name and those shareholders who have left their addresses to Bank with prior deposition of one share certificate shall be advised of the above issues by registered mail.

In instances when the General Assembly is based upon a Court ruling, such ruling will likewise be included in the said letter and/or announcement.

AGENDA

ARTICLE 19

The agenda of the General Assembly of Shareholders must be included in newspaper announcements and invitation letters. The agenda shall be determined by the person who calls the general assembly to the meeting.

i. Negotiations regarding the selection of bank organs and taking necessary decisions.
ii. Negotiations regarding financial tables and taking necessary decisions.
iii. Negotiations regarding the annual report of the board and taking necessary decisions.
iv. Negotiations and decisions related to the operating cycle and regarding other matters required.

Dismissal of the members of the board and election of the new ones shall be considered related to the article on negotiation of the end-of-year financial tables.

VENUE FOR GENERAL ASSEMBLY

ARTICLE 20

General Assembly of Shareholders shall convene in Istanbul or another city within Turkey, in Kuwait City of Kuwait or Jeddah of Saudi Arabia abroad as resolved by the Board of Directors.

The city and the address of the General Assembly of Shareholders are clearly indicated in newspaper announcements and shareholder invitation letters.

PARTICIPATION TO THE GENERAL MEETING OF THE SHAREHOLDERS IN ELECTRONIC ENVIRONMENT

ARTICLE 21

The beneficiaries who have right to participate in the general meetings of the Bank can participate in these meetings in electronic environment as per article 1527 of Turkish Code of Commerce within the limits drawn by the applicable legislation.

The Bank may establish the electronic general assembly system which will enable the beneficiaries to participate in the general meetings in the electronic environment, explain their opinions, make suggestions and exercise votes as per the provisions of the Regulation on General Meetings to be Held in the Electronic Environment in the Incorporated Companies as well as purchase service from the systems which were created for this purpose.

The beneficiaries and the representatives may exercise their rights which are specified in the provisions of the abovementioned Regulation over the system which is established as per this provision of the articles of incorporation at all general meetings to be held.

NOTIFICATION TO THE STATE OFFICES AND THE PRESENCE OF GOVERNMENT COMMISSIONER

ARTICLE 22 –

The place, date, hour and the agenda of ordinary and extraordinary meetings shall be informed to the required state offices. For the General Assemblies that the legislation obliges a representative from the ministry, there must be a representative from the Ministry.

RIGHT OF VOTING

ARTICLE 23

Each shareholder, in every General Assembly, has the right to cast one vote for each share he owns. Shareholder may cast vote either personally or by proxy and/or through an attorney.

Those shareholders who own less than one share may vote by combining their shares and giving a proxy to one of the shareholder.

Voting shall be done by show of hands. Yet, should one-tenth of shares of those represented in the General Assembly demand secret voting be taken, then such secret voting shall be taken.

The text of the proxy form shall be determined by the Board of Directors. Chairman and the members of the Board of Directors and those who are vested with the authority of first category signature may not vote by proxy.

BEING BANNED FROM VOTING

ARTICLE 24

No shareholder can vote in sessions of discussion of a personal affair and/or conflict between the Bank and himself, his spouse and/or ancestors and descendents, or any participation whereof he is a partner.

QUORUM FOR MEETINGS AND RESOLUTIONS

ARTICLE 25

Unless otherwise stated by Turkish Commercial Code, General Assembly of Shareholders shall convene by the presence of those shareholders representing at least majority of the Bank's capital. Should the said quorum is not attained in this first meeting, the shareholders shall be called to the second meeting at least fifteen days later than the first meeting.

The shareholders, being present and/or represented in the second meeting are entitled to hold the meeting and to pass resolutions regardless of the amount of capital represented by them.

Resolutions in the General Assemblies shall be taken, unless otherwise stated by the Turkish Commercial Code, by majority of those present in the meeting.

SHAREHOLDERS' ATTENDANCE LIST

ARTICLE 26

The "Shareholders Attendance List" which will be issued as per article 417 of Turkish Code of Commerce shall be prepared by the Board of Directors, signed by the Chairman of the Executive Board any one of the members of the executive board to be commissioned by the Chairman and made available before the meeting in the place where the general meeting will be held.

The list will show the name and surnames, addresses, amount of shares of the shareholders; and the columns which are made obligatory to be shown by the applicable legislation and the places of signatures of the participants of the meeting personally and through an attorney.

The Shareholders Attendance List, being signed by the participants of the meeting, shall be posted at a suitable place before the first voting for examination of those present.

CHAIRMAN AND THE SECRETARIAT OF THE GENERAL ASSEMBLY

ARTICLE 27

General Assembly of Shareholders shall be administered by a board composed of one chairman, one or two secretaries and two vote-collecting officers. General Assembly may increase these numbers as it deems fit. Chairman of the Board of Directors and in his absence, Deputy Chairman of the Board of Directors shall be the Chairman of the General Assembly. Should none of them is present, then the General Assembly shall elect its chairman. In his absence too General Assembly hall elect its own chairman.

The Chairman shall be responsible for conducting the meeting and discussions in conformity with law and for the minutes being in conformity with the meeting.

THE MINUTES, UNDERSIGNING, REGISTRATION AND ANNOUNCEMENT OF GENERAL ASSEMBLIES

ARTICLE 28

In the minutes of General Assemblies shall be written the discussions, resolutions and – if they so wish – the reasons of opposition of those who have set forth objections. Should the shareholders authorize the Board to sign the minutes on their behalf, the shareholders will then not be required to sign the minutes separately. Documents showing that the call to meeting were done properly as well as List of Attendance as referred to in Article 25 hereinabove shall be attached to said minutes. Should the contents of the above documents are explained in the minutes said documents need not be attached.

ACQUITTAL

ARTICLE 29

The resolution adopted by the General Assembly of Shareholders in favor of the approval of the balance sheet will result in acquitting the Board of Directors and of Auditors. The provisions of Article 424 of the Turkish Commercial Code are hereby reserved.

INTERNAL DIRECTIVE WHICH ORGANIZES THE OPERATING PROCEDURES AND PRINCIPLES OF THE GENERAL ASSEMBLY

ARTICLE 30

An Internal Directive which organizes the operating procedures and principles of the General Assembly of Shareholders shall be prepared by the Executive Board. This directive shall be effective with the approval of the General Assembly of Shareholders.

The provisions of the Turkish Code of Commerce and Internal Directive shall apply where there are no regulations in the articles of incorporation about the operating procedures and principles of the General Assembly of Shareholders.

THE BOARD OF DIRECTORS

ARTICLE 31

The board of directors shall consist of minimum seven members elected by the general assembly of shareholders. General Manager and Deputy General Manager (when there is no appointed General Manager) are natural members of the board of directors.

The members shall elect a chairman and at least a deputy chairman for each year or for the duty term if there is not tenure in the decision. Deputy chairman is stand in for the Chairman when the Chairman is absent.

The members of the board of directors shall hold office for maximum three years. Those whose terms have expired may be re-elected.

Those members to be appointed to the Board of Directors shall have to meet the minimal requirements determined by the provisions of the Banking Law and the related regulations.

The posts of General Manager and Chairman of Board of Directors cannot be held by the same person.

After their appointment, the Board Members shall have to take an oath in accordance with the provisions of the related regulations and they shall also have to submit a declaration of their properties.

Should an office of a Director be vacated for any reason whatsoever, the rest of the Directors shall appoint a new Director to serve for the remaining term, and this appointment shall be subject to the approval of the next Assembly of Shareholders.

General Assembly of Shareholders may at any time resolve to remove a Director.

INSURANCE

ARTICLE 32

To remove the damage to be given by the Members of the Board of Directors to the company through their defects while fulfilling their duties, an insurance can be done with a cost exceeding twenty-five percent of the company capital in line with article 361 of Turkish Code of Commerce.

REQUIREMENT TO EXERCISE DUE DILIGENCE

ARTICLE 33

The members of the Board of Directors of the Bank are required to exercise due diligence and utmost care in the conduct of their work, as a careful and diligent manager would under similar conditions.

DUTIES AND AUTHORITIES OF THE BOARD OF DIRECTORS

ARTICLE 34

The duties and authorities of the Board of Directors shall be subject to the provisions of the Turkish Commercial Code, the Banking Law, the related regulations and these very Articles of Association. The Board of Directors resolve all the matters regarding the Bank which do not require a resolution of the General Assembly and that are not prohibited by the applicable laws and these articles of Association, especially the following matters:

1. To manage the Bank, to definitely perform all kind of activities and legal transactions related to the scope and purpose of the Bank, to use the name of the Bank as the authorized organ, to represent the Bank against third persons and in courts and to reach amicable settlements, to renounce and release, to recourse to arbitration, to establish the management and operation system of the Bank regarding any actions and procedures as stated in this article and the following articles or although it is not stated that fall into the authority of the Board of Directors, to define powers, authorities, duties and officers for this purpose, to transfer some of its powers when necessary in compliance with the legislation, to cause daily business of the Bank is carried out by the General Management, Directorates and Branches,

2. To define signatory powers as to management and representation of the Bank, and appoint the signatories for the Bank.

3. To prepare and certify Internal Directives relating to the internal affairs of the Bank and indicating the kind of work to be undertaken by the General Manager; and the work which can be performed subject to a Resolution of the Executive Committee, Auditing Committee, Credit Committee or of the Board of Directors as per article 367 of Turkish Code of Commerce.

4. To prepare an internal directive which contains the rules regarding the operating procedures and principles of the General Assembly as per article 419 of Turkish Code of

Commerce and to put the directive into effect after the approval of the General Assembly. To register and announce this internal directive,

5. To present reports as to annual operations and offers as to distributions to the Shareholders' General Assembly.

6. To define limits and terms of all types of credit facilities in accordance with the Banking Laws and applicable regulations.

7. To resolve types and terms of all kinds of matters as to the purposes of the Bank, to ensure that all operations of the Bank comply with the Banking Laws and applicable regulations.

8. To define duties, powers and responsibilities regarding the financial reporting system of the Bank including accounting of the operations according to the applicable provisions of the Banking Law, preparation and approval and auditing and submission to the competent authorities and publication of the financial statements, and to ensure that the data systems are at appropriate level and to monitor the application thereof.

9. To open credit, to approve extension of credit, to transfer the power to extent credit to the Credit Committee or General Management within the frameworks of the applicable regulations and rules, to define the policies for the other administration issues and to ensure application and monitoring thereof and to take necessary measures.

10. To define powers, duties and responsibilities as well as operation rules and procedures of the Auditing Committee.

11. To establish and operate internal control, risk management and internal auditing systems that ensure risk monitoring, control, and complying with the structure and the scope of operations and adoptability according to the developments at adequate level and effective covering all branches and affiliates subject to the consolidation.

12. To resolve establishment of subsidiaries or participation to another company already established, and to define the capital to be contributed to these; wholly or partially transfer the powers in this regard to committees when necessary.

13. To manage the company in the high level and give instructions with regard to senior management.

14. To define the management organization (organization scheme) of the Bank.

15. To establish the necessary order for financial planning to the extent required by accounting, finance audit and Bank management.

16. To appoint the managers and the persons with the same function and authorization to sign and dismiss them when necessary.

17. To observe whether the persons who are responsible for management act in accordance with particularly the laws, articles of incorporation, internal directives and the written instructions of the board of directors.

18. To keep the share books, meeting and negotiation books of the general assembly; to issue the annual operating report and corporate management explanation and submit them to the

general assembly; to prepare the meetings of the general and execute the meetings of the general assembly.

19. Notifying the court, In case of insolvent.

DELEGATION OF MANAGEMENT AND REPRESENTATION AUTHORITY

ARTICLE 35

Board of Directors may resolve the delegation of powers of the signatories to one or several of the members of managers or committees in the time, form and conditions which are found appropriate and as per the provisions of article 367 of Turkish Code of Commerce provided not being contrary with the Banking legislation and the applicable legislation. The Board of Directors shall determine the persons who are empowered to represent the Bank and sign on behalf of the Bank and their levels of authority; and submit a copy of such resolutions after its certification by a notary to the Trade Registry for registration.

Durations of Managers' holding an office are not bound to those of the Board of Directors; managers may be appointed for such periods as are longer than those of the Board Members or for indefinite periods of time; the representative and binding authority of those who are vested with signature authority other than directors of the Board of Directors shall continue until their signature authority is abrogated by the Board of Directors. However, for signatories in question, representation and binding power of the signatories whose employment contract is terminated with the Bank is deemed to be terminated upon termination of the employment contract.

REPRESENTATION AND BINDING OF THE BANK

ARTICLE 36

Signatures of two officers authorized to represent the Bank under the title of the Bank for any document to be issued in the name of the Bank to be valid and/or to bind the Bank. However, the Board of Directors may authorize a single person under the title of the Bank to represent and bind the Bank exclusively for specific matters. The Board of Directors shall appoint the persons authorized to represent the Bank and to sign on behalf of the Bank and their authorization levels by a resolution and a notarized copy of such resolution shall be delivered to Trade Registry Office to be registered together with the Signatures.

MEETINGS OF THE BOARD OF DIRECTORS

ARTICLE 37

The Board of Directors shall meet as the affairs of Bank may require and/or upon the invitation of the Chairman or the General Manager. Each Director may ask the Chairman in writing to convene a Board meeting. Nevertheless, the Board is required to hold at one time in every quarter and at least six meetings in a fiscal year. Board meetings shall be held both bodily or electronically in a manner that all or any part of the Directors could attend the meeting in electronically in accordance with article 1527 of Turkish Commercial Code.

Board meetings shall be held at Bank headquarters. However, the Board may convene at another place and/or country upon the approval of the majority of Directors
The Directors could attend the meeting in electronically in accordance with article 1527 of Turkish Commercial Code. Bank could set the Electronically Meeting System in order the beneficiaries to participate the meeting and vote by electronically or buy service from the systems established for this purpose in accordance with the articles of Communique on the Boards Hold In Electronically in Trading Companies Other Than the General Meetings in Joint Stock Companies. Bank ensures that the beneficiaries could exercise their rights mentioned in the related legislation pursuant to the Communique by means of the system established in accordance with this article or support system.
Board meetings could completely be held by electronically or some part of the Directors could attend the meeting that some Directors attends bodily pursuant to the article 1527 of the Turkish Commercial Code.
Unless a discussion is demanded by another Director, resolutions may be adopted by obtaining bodily or electronically approvals of the Directors (with the procedure of circulation by hand) by for any proposal made by a Director.

QUORUM FOR MEETING AND RESOLUTION

ARTICLE 38

The Board of Directors shall hold a meeting with the presence of the majority of the total members. Simple majority basis shall be applied in terms of each quorum. For example, if the board of directors consists of seven members, the board of directors will convene upon the participation of minimum four members and the decisions will be taken with the votes of minimum three members in the same direction at this meeting.

Decisions regarding the proposal made by a member may be given thereby procuring the written agreements of the members unless negotiation is requested by another member.
Each member of the Board Directors shall have one vote. Chairman and members of the Board of Directors cannot vote by proxy on behalf of the Directors not present in the meeting.

In case of the equality of pro and con votes, the subject matter under discussion shall be deferred to next meeting. Should the equality of votes remain unchanged at the deferred meeting the subject matter shall be considered to have been rejected.

RESOLUTION BOOKS

ARTICLE 39

Resolutions adopted by the Board of Directors, Auditing Committee and Credit Committee shall be recorded daily, in separate Books of Resolutions with successively numbered pages, which are certified in accordance with the provisions of Turkish Commercial Code on registers, in chronological and numerical order without leaving any blanks and without any additions between the lines. In lieu of a resolution book, a grand ledger book may be used as stated in Article 28 of Banking Law.

If the Board deems it necessary, a second copy of this book may also be kept in a foreign language, provided not to constitute legal documentation.

CONTINUITY OF THE POST

ARTICLE 40

Any Director who fails to attend three consecutive Board Meetings shall be considered to have resigned from the post unless he has previously notified the Board of just cause.

PROHIBITED ACTIVITIES

ARTICLE 41

Chairman and members of the Board of Directors must act as per the provisions of the Articles 395 and 396 of Turkish Commercial Code, the Banking Law and the related regulations.

Nevertheless, as regards to such issues as are forbidden by the Banking Law and other related regulations, the General Assembly of Shareholders may grant the permission for such transactions and competitions with the Bank to any or all of the members or to the Chairman of the Board.

FINANCIAL RIGHTS OF THE MEMBERS OF THE BOARD OF DIRECTORS

ARTICLE 42

For services rendered in the capacity of Chairman of the Board of Directors and its members in the board of directors or executive committee, credit committee, auditing committee, pricing committee or similar committees/boards, they may be paid daily allowance, price, bonus, premium and/or share from the annual profit. The amount and form of payment shall be determined by the General Assembly of Shareholders.

SUPREME ADVISORY BOARD

ARTICLE 43

The Board of Directors shall appoint a Supreme Advisory Board. The Supreme Advisory Board shall consist of six members to be elected by the Board of Directors. Should a seat be vacated by any reason whatsoever, the Board of Directors shall appoint a member. Operating procedures and principles of Supreme Advisory Board shall be set by the Board of Directors.

The Advisory Board shall elect a chairman and a vice-chairman among its members. The Supreme Advisory Board shall convene with its own initiative or upon the invitation of one member of the Supreme Advisory Board or the General Manager by the call of the Chairman.

The Advisory Board decides on whether or not the activities of the Bank are in compliance with the law and the purpose and principles stipulated in these articles of incorporation.

The Board of Directors resorts to the evaluation of the Advisory Board on the matters regarding the purpose and principles of the Bank.

The Advisory Board may submit a report to the Board of Directors on the matters brought for its evaluation.

COMMITTEES

ARTICLE 44

A. Auditing Committee

Auditing Committee is established in accordance with the Banking Law and the applicable rules and regulations to ensure that the auditing and monitoring operations of the Board of Directors are duly performed.

Establishment, duties, powers and responsibilities as well as rules and procedures as to operation of the Auditing Committee is defined by the Board of Directors within the frameworks of the applicable regulations.

Article regarding resolutions books of the Bank is applicable for the recording, signing of the resolutions adopted by the Auditing Committee and other issues.

B. Credit Committee

Credit Committee shall be constituted by the Board of Directors upon the terms and conditions to be set by the Banking Regulation and Supervision Agency and the provisions of the Banking Law.

Operating principals of Credit Committee shall be executed upon the permission of Banking Regulation and Supervision Agency.

Article regarding resolutions books of the Bank is applicable for the recording, signing of the resolutions adopted by the Credit Committee and other issues.

C. Executive Committee

Board of Directors establishes an Executive Committee which will be composed of at least three directors from the Board of Directors provided one of them must be General Manager of the Bank in order to supervise the performance of the business of the Bank and application of the resolutions of the Board of Directors.

The Executive Committee meets by the attendance of all three directors when the business of the Bank dictates. Resolutions are adopted by majority of votes.

Establishment, powers and operating principles and rules of the Executive Committee are defined by the Board of Directors.

Board of Directors may attend the meetings of the Executive Committee when it deems necessary for consultation purposes.

Article regarding resolutions books of the Bank is applicable for the recording, signing of the resolutions adopted by the Executive Committee and other issues.

GENERAL MANAGEMENT

ARTICLE 45

General Manager, who is required to have such qualifications as determined by the Banking Law and other related regulations, the General Manager and Deputy General Manager (when there is no appointed General Manager) are the natural members of the Board of Directors. General Manager and Deputy General Manager (when there is no appointed General Manager) are appointed by the Board of Directors.

Day to day management of the Bank will be performed by General Manager in accordance with the provisions of Turkish Commercial Code, the Banking Law, other related regulations and these very Articles of Association within those principles to be determined by the Board of Directors.

GENERAL MANAGEMENT AND COMMITTEES

ARTICLE 46

The General Management will consist of a General Manager and his assistants in such number as decided by the Board of Directors, whose qualifications are determined in accordance with the Banking Law and the applicable rules and regulations. Within the Bank's organization, such committees and administrative units may be established whereof necessary upon approval of the Board of Directors.

Board of Directors are responsible for and authorize to form councils and committees and other units and determine the duties which the Bank might need in accordance with the Turkish Commercial Code, Banking Law and the other related regulations and Corporate Governance and/or General Governance Principles. The Board of Directors could form counsils and committees which are authorised to perform executively or non-executively. These councils and committees abovementioned are directly bound by the Board of Directors and acts on its directives. The Board of Directors is entitled to repeal the commitees and councils without need to a resolution of the General Assembly. The Board of Directors makes and carries out the procedures and principles for the counsils and commities abovementioned.

PART FOUR

ANNUAL ACCOUNTS AND DISTRIBUTION OF PROFITS

ACCOUNTING PERIOD

ARTICLE 47

The accounting period of the Bank is the calendar year. For the first year of operation the accounting period commences from the first day of operation and ends on the 31st December of that year.

BALANCE SHEET AND INCOME STATEMENT

ARTICLE 48

The Bank's accounts shall be kept in accordance with those principles and manners to be determined within frame of the Banking Law and other related regulations and net income shall be calculated within the same principles and manners. The Balance-Sheet and the Profit and Loss Statement shall also be prepared within the same principles and manners. The Balance-Sheet, the Profit and Loss Statement and other financial statements and reports that will be required by related offices as per regulations shall be submitted to those related offices to be determined by regulations and the said shall be announced.

Balance sheets and income statements certified by Auditors together with reports of the Board of Directors and of Auditors shall be submitted to the related public authorities as per relevant legislation.

DISTRIBUTION OF PROFITS

ARTICLE 49

Profit before tax as stated in the annual balance sheet may be appropriated or distributed after the deduction of financial obligations and previous years' losses, if any as follows:

1. 5 % (five percent) of the net profit shall be set aside as legal reserve fund,
2. 5 % (five percent) of the paid-in capital is reserved/paid as the first dividend on a pro rata basis
with respect to shareholders' shares in paid-in capital in accordance with the provisions of the Article 519 of the Turkish Commercial Code.
3. The remainder of the profit after distribution or appropriation as set out above may either be withheld and allocated for an optional reserve fund in whole or distributed in whole or in part to shareholders, or a part thereof may be put aside to be distributed to the Board of Directors and the employees as dividend or remuneration by the resolution of the General Assembly.

In the event it is resolved that the remainder of profit beyond the first dividend portion be distributed to shareholders or other participants, 10% (ten percent) portion of the profit

resolved to be distributed shall be appropriated as secondary reserve fund pursuant to the Article 519 of the Turkish Commercial Code.

LEGAL RESERVE FUNDS

ARTICLE 50

The allocation of first portion of reserve funds will be continued until the amount reaches one-fifth of the paid-in capital.

The sums stipulated in paragraphs 2 of Article 519 of Turkish Commercial Code will be added to this legal reserve fund even after it reaches the amount described above.

In case the legal reserve funds diminish for any reason, allocation shall be continued until the statutory limits are reached.

Unless the legal reserve funds are set aside pursuant to law and this Articles of Incorporation, no dividend payment shall be made to shareholders.

The allocations and manner of utilizing the legal reserve funds shall be determined in accordance with Turkish Commercial Code and other relevant legislation.

AUDIT

ARTICLE 51

The Bank is subject to independent external audit in accordance with the Banking Law, Turkish Commercial Code and the relevant regulations,

General Assembly has the authority of electing the independent external auditors, follow the audit related tasks in accordance with the Banking Law, Turkish Commercial Code and the relevant regulations.

The auditing is made by carefully and in compliance with the requirement of audit practice. The Audit is made to indicate honestly if the Bank's assets and financial conditions are shown and the reasons if the Bank's assets and financial conditions are not shown in accordance with the principle of fair presentation arising from article 515 of Turkish Commercial Code.

Turkish Commercial Code, Banking Law and the other related regulations are preserved related to auditing.

PART FIVE

DISSOLUTION AND LIQUIDATION OF THE BANK

DISSOLUTION AND LIQUIDATION

ARTICLE 52

The Board of Directors may call the General Assembly for a meeting to discuss the dissolution and liquidation or the continuation of the Bank. Dissolution and liquidation of the Bank shall primarily be done in accordance with the Turkish Commercial Code, particularly the Banking Law and the other related regulations.

Apart from that the Bank shall be dissolved due to the occurrence of one of the reasons stipulated in Article 529 of Turkish Commercial Code or the Banking Law or by the order of a court or by a resolution of the General Assembly of Shareholders.

LIQUIDATORS

ARTICLE 53

With the exception of bankruptcy and these articles of incorporation, thereby the preemptory provisions of the law and other legislation are reserved, the liquidation of the Bank shall be affected by two or more liquidators to be selected by the General Assembly from among the shareholders or from outside.

PART SIX

MISCELLANEOUS PROVISIONS

JURISDICTION

ARTICLE 54

Any disputes likely to arise between the Bank and the shareholders thereof as regards to the Bank's affairs shall be heard at the Commercial Court of First Instance at the place of the head-office of the Bank.

PRIVACY

ARTICLE 55

The Chairman and Members of the Board of Directors and Auditors can not disclose the Bank's secrets and matters which should be kept confidential, nor may they use the same to the benefit of themselves or third parties.

PROMULGATIONS

ARTICLE 56

Announcements regarding the Bank shall be announced by a newspaper which is published in the place where the Bank headquarters is located provided the provisions of the 4th paragraph of article 35 of Turkish Code of Commerce are reserved.

The provisions of articles 474 and 532 of Turkish Code of Commerce shall apply with regard to the announcements of decreasing the capital and liquidation.

AMENDMENTS TO THE ARTICLES OF INCORPORATION

ARTICLE 57

For any amendment to the Articles of Incorporation the Board of Directors has to prepare an amendment text including the old and new versions of the Articles to be amended and therefore application shall be made to the related state offices to obtain permission in accordance with the Banking Law and applicable rules and regulations.

Once the permission from the related state offices is obtained amendments to the Articles of Incorporation shall be submitted to approval of the General Assembly. The Board of Directors will then cause the amendments approved by the General Assembly to be registered and be promulgated properly.

Amendments will only be effective after registration.

No amendments can be made in this Articles of Incorporation which would deviate the purpose and lines of business of the Bank.

APPLICATION OF LEGAL PROVISIONS

ARTICLE 58

For matters which are not indicated in these Articles of Incorporation the provisions of Turkish Commercial Code, the Banking Law and other relevant legislation will be applicable.

PART SEVEN

PROVISINAL ARTICLES

INITIAL MEMBERS OF THE BOARD OF DIRECTORS

PROVISIONARY ARTICLE 1

Initial members of the Board of Directors elected for three years are:

1. Ahmed Bazie AL YASEEN
2. Adnan Abdulaziz Ahmed AL BAHAR
3. Abdullah Kasım TİVNİKLİ
4. Naser Mohammed AL NASRULLAH
5. Şener MACUN
6. Hüseyin Özer MERZECİ
7. Faisal Abdulaziz AL ZAMEL

Initial members of the Board of Directors may be dismissed at any time by a resolution of the General Assembly of Shareholders.

INITIAL AUDITORS

PROVISIONAL ARTICLE 2

To serve until the first General Assembly of Shareholders, the following are elected as Auditors;

1- Prof. Dr. Nevzat YALÇINTAŞ
2- Ali EREN
3- Asım ÖZGÖZÜKARA

REMUNERATONS OF INITIAL MEMBERS OF THE BOARD OF DIRECTORS AND AUDITORS

PROVISIONARY ARTICLE 3

Fees to be paid to initial members of the Board of Directors and Auditors will be determined by the Board of Directors and submitted to the General Assembly for approval in its first upcoming meeting.

ESTABLISHMENT EXPENDITURES

PROVISIONAL ARTICLE 4

Expenditures relating to the pre-establishment studies, preparations etc. and establishment expenditures will be borne fully by the Company upon final establishment.

STAMP TAX

PROVISIONAL ARTICLE 5

The stamp tax due for and related to the establishment of the Company shall be paid to the related tax office within 3 months following the completion of registration and announcement procedures.