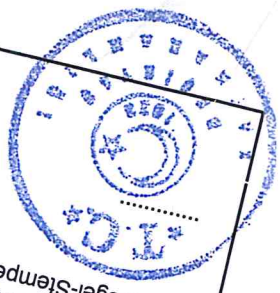


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(SEAL: TRADE REGISTRY (COMPANIES HOUSE) DIRECTORATE – ANKARA)

20TH JANUARY 1981 – NO: 168 TURKISH TRADE REGISTRY GAZETTE

PAGES: 35 - 36

Publication by the Trade Registry (Companies House) of Istanbul

Trade Register No: 177362/124858

1 2 0 7 2.3
TERCÜME

12 Temmuz 2023
No: 16169

BEŞİKTAŞ 3. NOTERLİĞİ

Çırağan Caddesi No: 5 Kat: 1

Beşiktaş - İSTANBUL

Tel: 0212 258 79 05

Trade Name: **NET HOLDİNG ANONİM ŞİRKETİ**

Principal Place of Business: Province of Istanbul, Parish of Eminönü, Şeref Efendi Sokak No: 36

As the registration with and the publishing by our Trade Registry (Companies House) of Istanbul, of the Articles of Association, as approved by the Ministry of Trade on the date of 6.1.1981, and of the Resolution of the Board of Directors, as authenticated by the 6th Notary Public of Istanbul on 12.1.1981 under Reg. No. 2088, of the above-mentioned Company being currently formed and the trade name, principal place of business (headquarters) and trade register number of which is given above, as well as of the Judgment of the 1st Commercial (Register) Court of Istanbul of 8.1.1981 under File No: 1981/73 and Decision No: 1981/14 related to the formation thereof is requested, and since also the Signature Samples Statement, as authenticated by the same Notary Public on the same date under Reg. No. 2087 of the said company being currently formed as aforesaid is duly submitted to our Trade Registry (Companies House), we do hereby publish that the same have been registered with our Trade Registry (Companies House) on 14.1.1981 in accordance with the relevant provisions of the Turkish Code of Commerce No. 6762 on the basis of the respective documents submitted to our Registry.

Judgment

of the

1st Commercial (Register) Court of Istanbul

of First Instance

authorized to make decision of behalf of the Turkish nation

File No : 1981/73

Judgment No : 1981/14

Delegation:

President : Turhan Onur

Member : M. İzzet Buharalı

Member : Alaattin Selçuk

Clerk : Sevinç Erdener

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The statement and its annexes, which have been filed for the approval, ratification and proclamation of the of the Company Net Holding Anonim Şirketi (Net Holding Co. Inc.) being intended to be formed, as filed with our Court by the authorized representatives thereof, have been inspected and:

such a Decision is entered:

As it is ascertained that the Articles of Association and founding and forming of the said Company is approved, permitted and authorized by the Ministry of Trade, and that 25 percent of the share capital thereof is deposited at the Istanbul Branch of the bank Anadolu Bankası, it's hereby unanimously and definitively decided on this 8.1.1981 to accept the above mentioned request and to approve and ratify the establishment, forming, foundation and incorporation of the Company: Net Holding Anonim Şirketi (Net Holding Co. Inc.), according to Article 299 of the Turkish Code of Commerce, under consideration of Article 303 of the same Law, and to claim the court fees amounting to 500 Turkish Liras from the said Company.

President: 12104

Member: 10915

Member: 14028

(Signature)

(Signature)

(Signature)

**Beşiktaş 3. Noteri
Gamze ŞENKARDEŞ
Yerine İmzaya Yetkili
Kadir Fatma AKYÜREK**

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**Resolution of the Board of Directors
of
Net Holding Anonim Şirketi**

NÖ 16 1 69
12 Temmuz 2023

Resolution No : 1
Date of Resolution : 8.1.1981
Board Members present in Meeting : Besim Tibukoğlu, Cemal Cenap Aybay and Mehmet Ceritoğlu

The Board of Directors of the Company Net Holding Anonim Şirketi convened its first meeting today at the principal place of business thereof.

As a result of the election made, Mr. Besim Tibukoğlu has been elected and appointed as the Chairman and Mr. Cemal Cenap Aybay as the Vice-Chairman of the Board of Directors of the Company.

As a result of the negotiations and discussions made thereafter, it has been unanimously decided to cause a "Circular of Signature Samples and Power Extend Statement of Authorized Signatories" of the Company to be issued, and, for the duly representation of our Company in widest manner in any issue, to authorize and empower therein Mr. Besim Tibukoğlu, Chairman of the Board of Directors, to represent our Company solely and bindingly by his individual signature to be set under the trade name of stamp of the Company for and on behalf thereof, and Mr. Cemal Cenap Aybay, Vice-Chairman of the Board of Directors, as well as Mr. Mehmet Ceritoğlu, Member of Board, to represent our Company jointly and bindingly by their joint signature to be set under the trade name of stamp of the Company for and on behalf thereof.

Besim Tibukoğlu (Signature)
Cemal Cenap Aybay (Signature)
Mehmet Ceritoğlu (Signature)

This is to certify and attest that this a true and genuine copy of the Resolution No: 1 of 8.1.1981 on page 1 of the Book of Resolutions of the Company Net Holding Anonim Şirketi that is authenticated by the sixth Notary Public of Istanbul on 12 January 1981 under no: 2125, the original of which Resolution is returned to its submitter after a further copy thereof has been retained for the records of this Notary Public.

6th Notary Public of Istanbul
Dr. Münip Tarhan
Seal and Signature

12 January 1981

**Articles of Association
of
Net Holding Anonim Şirketi**

Chapter One

**Formation and Incorporation, Trade Name, Objective and Scope of Business,
Registered Office (Seat), Term**

**Formation and Incorporation:
Article 1-**

In accordance with respective provisions of the Turkish Code of Commerce regarding the immediate establishment, formation and incorporation of joint stock companies, the hereby Holding Company is established and formed by and between those co-founders (founding shareholders) whose names, domicile addresses and nationalities are set below:

1. Besim TIBUKOĞLU;
Turkish national, domiciled at the address: Caferağa Mahallesi, Fırıldak Sok., No. 15/17, Kadıköy, İstanbul

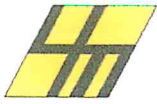


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2. Cemal Cenap AYBAY;
Turkish national, domiciled at the address: Çamlık, Çam Apt., D.4 Etiler, İstanbul
3. Mehmet CERİTOĞLU;
Turkish national, domiciled at the address: Erenköy, Hamam Sokak, No.47/5 Kadıköy, İstanbul
4. Nizamettin AKAR;
Turkish national, domiciled at the address: Altın Bilezik Sokak, Hakan Apt., Cihangir, İstanbul
5. Adil ERCAN;
Turkish national, domiciled at the address: Erenköy, Nurettin Ali Berker Sokak, No.18/7, Kadıköy, İstanbul

NÖ 16 1 6 9
12 Temmuz 2023

Trade Name of the Company:

Article 2 -

Trade Name of the Company is "Net Holding Anonim Şirketi". In the hereby Articles of Association, Net Holding Anonim Şirketi will hereinafter be referred to as the "Holding Company" or the "Joint Stock Company".

Objective:

Article 3 -

The Objective of the Holding Company is, on the one hand, to enhance and increase the business success of the companies established and formed by it or in which it is participated in; to provide the persistence thereof; to enhance the performances thereof by using advances organizational management techniques and diminish the financial burden of such services to be provided by creating joint service fields; to eliminate, within the group of companies, any probably shocks caused by economic and social developments within the individual bodies of such companies; to implement and manage any ventures much more effectively by joint-use of its own equity and that of its group companies; and on the other hand, to provide financing means and loan facilities from other companies and institutions outside the group; to assist the organization, management and audit of the group companies, and to make investments in some certain fields of business by its own means or together with others.

Scope of Business:

Article 4 -

In order to achieve its aforementioned Objective, the Holding Company may perform the following businesses:

- A) With respect to any domestic or foreign companies established and formed or to be established and formed for the performance of any business and activities in the fields of trading, industry, agriculture, mining, energy, construction, transportation, finance, banking, insurance, tourism, service provisioning, printing, publication and press and advertising, the Holding Company may;
 - a. take part in the share capital, management and supervision of such companies as aforesaid at the time of establishment and formation thereof or thereafter;
 - b. take part in capital increase of such companies as aforesaid, whether previously holding any shares thereof or not;
 - c. take over, during the establishment and formation or capital increase of such companies as aforesaid, any rights and obligations of any related participants or shareholders thereof, as arise out of their participation or shareholding subscriptions or provisional share certificates or interim stocks, and take over such rights and obligations as aforesaid, solely to its discretion, together with or separate from any equal rights and obligations on its own part, or transfer and assign the same to others;
 - ç. purchase and acquire any securities such as share certificates, founders' share certificates or dividend right share certificates or any other preferred stocks of such companies as aforesaid, or any ordinary

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Sayfa/Page 3



bonds issued or to be issued by the same from the holders thereof, and sell and transfer any of such securities to others or exchange such securities with other securities;

- d. purchase and acquire or sell any profit share coupons (stamps) or dividend coupons (stamps) of any securities such as share certificates or dividend right share certificates or any interest coupons (stamps) of any ordinary bonds of such companies as aforesaid separate from the certificates of bonds thereof;
- e. take over or transfer and assign, as a contingent right, any option rights, dividend rights and preference rights to arise in favor of any companies as aforesaid pursuant to their relevant articles of association upon respective resolution of the authorized organs thereof;
- f. mediate to subscription of any capital increase or bond issuance transactions of such companies as aforesaid, and provide the placement and minimum yield orientation thereof; commit, guarantee, agree and acquiesce the payment of the principal and any interests of any sold bonds thereof, when the same are due, and also commit, guarantee, agree and acquiesce to the purchasers of any issued share certificates of such companies as aforesaid, to repurchase the same after some certain period of time and for some certain price; and likewise perform any transactions and carry out any processes to facilitate the sale of any share certificates and bonds of such companies and to maintain and protect the value thereof after sale of the same;
- g. lend and advance any funds and amounts of money to such companies as aforesaid for meeting the finance need thereof either against or without any guarantee;
- ğ. commit, guarantee and stand surety for the duly repayment of the principals and payment of the interests, when due, of any loan facilities to be received by such companies as aforesaid from any banks and finance institutions as well as for the settlement of any taxes, levies and any other liabilities thereof the payment of which is deferred by public authorities to some certain due dates or the cancellation of the settlement of which depends on fulfillment of some certain conditions, and receive any counter-guarantees and securities therefrom against such commitments, guarantees and sureties;

B) The Holding Company may perform any transactions on securities and stocks as well as any other security and stock related transactions as specified above (including portfolio management) not only directly in its own name and for its own account but also in its own name but for the account of others (as fiduciary) or in the name and for the account of others (as proxy);

C) The Holding Company may:

- a. get into partnership and form association of any kind and nature with any domestic and foreign entities and real persons currently performing or to perform in the future any business and activities in the fields of trading, industry, agriculture, mining, energy, construction, transportation, finance, banking, insurance, tourism, service provisioning, printing, publication and press and advertising, and may participate in the management and supervision of any commercial business and enterprise performing such businesses as aforesaid or may establish and form own businesses and enterprises in such fields of business and make investments therein;
- b. perform any import and export business and activities within its scope of businesses;
- c. purchase and acquire or sell any patents, know-how and licenses, and conclude any rental contracts for the usage thereof against payment of a rent, or cause the same to be used by its participations or hire out the same to others;

d. acquire any mineral and mining exploration, prospection and exploitation licenses pursuant to the provisions of the Mining Code and Quarry Regulations, and take over or transfer and assign or use jointly such licenses owned by any entities and real persons;

- d. conclude with any domestic and foreign entities and real persons with whom it collaborates any agreements and contracts for taking over and sharing of any financial liabilities;

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- Ç) The Holding Company may perform any project development studies and workings for the purpose of finding any new fields of investment. And it may transfer and assign onerously or unonerously any projects developed by it as aforesaid to any businesses in which or in the share capitals of which it is participated in or not;
- D) The Holding Company may provide onerously or unonerously any consulting services as well as any other services as deemed fit by it, to any businesses in which or in the share capitals of which it is participated in or not, in any investment, financing, organization, management and marketing related issues;
- E) The Holding Company may conclude any kind of loan facility agreements with any domestic, foreign or international credit lending institutions being entities and real persons, and provide any real or cash deposits as guarantee and security for the repayment thereof;
- F) The Holding Company may, with respect to the above-mentioned businesses, activities and transactions, purchase, build or cause to be built, take over, acquire any real rights and interests in, and sell, encumber with a mortgage, lien or beneficial usufruct right, or accept any beneficial mortgage secured on, or transfer and assign any real rights and interests in any properties, real estates and vessels;
- G) The Holding Company may establish, in compliance with Article 468 of the Turkish Code of Commerce, any social purposed charitable foundations and provident funds as well as any other social support organizations for the staff, employees and workers of the companies in which or in the share capital of which it is participated in; take part in the management thereof, and make the necessary investments for providing them to ensure their existence and development in the best way and in the most profitable manner; establish within the framework of such limitations as provided by the laws, any charitable foundations for the members of the Holding Company and provide monetary aid and contributions to such foundations;
- Ğ) The Holding Company may perform and conclude any commercial and industrial businesses, activities and transactions within its scope of business with its shareholders or the members of the Board of Directors;
- H) The Holding Company may, if it would desire, in the future, to extend its scope of business to new useful or necessary business areas other those mentioned above, perform also such new businesses after the necessary Resolution of the Board of Directors for the performance thereof is taken upon respective suggestion of the Board of Directors and approval thereof by the General Assembly. Since such Resolution required the amendment of the Articles of Association respectively, the relevant permit by the Ministry of Trade for the implementation of such Resolution is required to be obtained.

Registered Office (Seat) and Branch Offices:

Article 5 -

The Registered Office (Seat) of the Company is in the province of Istanbul. The Company may open branch offices, representatives, liaison offices and business places within the home country and abroad upon relevant Resolution of the Board of Directors, provided, however, the Ministry of Trade is informed thereof beforehand.

Term:

Article 6 -

The legal term of the Company is unlimited from the date of registration with the Trade Registry and publishing in the Trade Registry Gazette of the hereby Articles of Association.

Announcements:

Article 7 -

Announcements concerning the Company are to be published in a newspaper published in Istanbul, without prejudice, however, to the provisions in the subsection 4 of Article 37 of the Turkish Code of Commerce, and at

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least 15 days prior to the date enforcement of the context of such announcement.

Nº 16 1 6 9

Announcement for invitation to General Assembly meetings are to be made according to the provisions of Article 368 of the Turkish Code of Commerce, and at least two weeks prior to the day of meeting, excluding the day of announcement and the day of meeting.

For any announcements concerning the decrease of the share capital as well as the liquidation of the Company, the provisions of Articles 397 and 438 of Turkish Code of Commerce shall be applicable.

Chapter Two Capital, Shares, Bonds

Capital of the Company: Article 8 -

The Share Capital of the Holding Company is TL60.000.000,- divided into 60.000 shares each having a par value of TL1.000,--.

Such Share Capital of TL60.000.000,- corresponding to a total of 60.000 shares, consists of a total of 20.000 Shares of Group (A) corresponding to a part of TL20.000.000,- of the total sum of the Share Capital, and of a total of 40.000 Shares of Group (B) corresponding to the remaining part of TL40.000.000,- thereof, which are fully subscribed by the shareholders as shown below and 1/4 of which paid up in cash by the same:

Forename, Surname of Shareholder	Shares of Group (A)	Shares of Group (B)	Subscribed Amount
Besim Tibukoğlu	12.000	8.000	20.000.000,--
Cemal Cenap Aybay	2.000	8.000	10.000.000,--
Mehmet Ceritoğlu	2.000	8.000	10.000.000,--
Nizamettin Akar	2.000	8.000	10.000.000,--
Adil Ercan	2.000	8.000	10.000.000,--
	20.000	40.000	60.000.000,--

The time and modus of payment of the remaining 3/4 of the subscribed share capital contributions will be determined by the Board of Directors and communicated to the shareholders by registered mail.

Any announcements related thereto shall be made in compliance with the respective provisions of the Articles of Association of the Company.

To those shareholders who fail to pay up timely the share capital contributions they subscribed, the provisions of Articles 407 and 408 of the Turkish Code of Commerce shall be applicable.

Share Certificates: Article 9 -

Following the registration of the Company with the Trade Registry (Companies House), the Share Certificates will be issues as Bearer Shares Certificates after fully payment of the values thereof.

Transfer of Share Certificates: Article 10 -

The transfer and assignment of any Registered Share Certificates shall only then be deemed by the Company as valid and binding, if the consent of the Board of Directors to such transfer and assignment is obtained beforehand.

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Katip Fatma AKYÜREK
NOTER

Page 6



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However, the Board of Directors is entitled to reject such consent without giving any reason for its rejection. In this respect, the relevant provisions of Article 418, Last Sentence, and Article 419 of the Turkish Code of Commerce are reserved.

Bearer Share Certificates are freely transferable.

No. 16 1 6 9

Holding of Company Shares:

Article 11 -

For the determination of the holders of Registered Shares, the relevant records in the shareholders book shall be taken as basis.

In case of any transfer and assignment of shares, the transferee thereof may be deemed as shareholder of Company only after advise of such transfer and assignment to the Company and recording thereof to the shareholders book.

Dividend Right Certificates:

Article 12 -

Dividend Right Certificates of any type and kind that provide various rights and interests may be issued upon proper resolution of the General Assembly.

If profit share coupons (stamps) are separated from the Share certificates and the Dividend Rights Certificates, then they shall be deemed as to be issued to the bearer thereof and any payments pertaining thereto shall be made to the bearers thereof without any inquiry to be made by the Company.

The above provisions are without prejudice to the provisions of Article 402 of the Turkish Code of Commerce.

Changes in Capital:

Article 13 -

If needed, the share capital of the Company may be increased or decreased pursuant to the provisions of the Turkish Code of Commerce and the hereby Articles of Association. In the Resolution to be taken for increasing or decreasing the share capital of the Company, the modus of and condition for the application of such change in capital shall be properly indicated. Capital increase may be performed through subscription of new capital share contributions against issuance of new share certificates or through addition of the extraordinary reserves to the share capital.

If it is resolved to increase the capital through subscription of new capital share contributions against issuance of new share certificates, any existing shareholders will be entitled to acquire preemptively the new shares in the Company in proportion of their existing share in the share capital thereof.

Any pre-emption rights not used within the granted period of time shall be used in such manner as to be decided by the Board of Directors if not otherwise resolved by the General Assembly.

Bonds:

Article 14 -

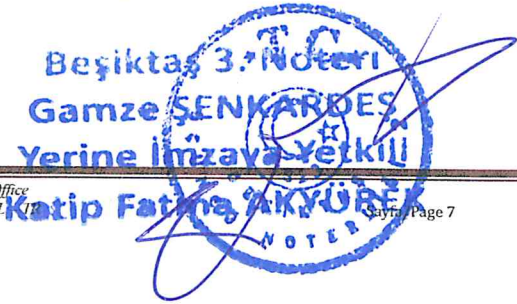
The Company is entitled and authorized to issue any bonds upon Resolution of the General Assembly, in compliance with the provisions of the applicable legislation. The terms and conditions applicable to the issuance of such bonds may be delegated by the General Assembly to the Board of Directors.

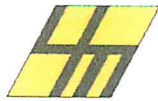
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Management and Audit of the Company:

Article 15 -

Nö 16 1 6 9

The Company shall be represented and managed by a Board of Directors consisting of minimum three and maximum nine members to be elected and appointed by the General Assembly from amongst the shareholders in accordance with the relevant provisions of the Turkish Code of Commerce.

If the Board of Directors consists of three members, then at least two thereof, if it consists of four or five members, then at least three thereof, if it consists of six or seven members, then at least four thereof, and if it consists of eight or nine members, then at least five thereof, must be elected and appointed from amongst those candidate as to be nominated by the holders of Shares of Group (A).

Term of the Board of Directors:

Article 16 -

The members of the Board of Directors shall be elected and appointed for tenure of office of three year. Any members whose tenure of office is expired can be reelected. The General Assembly is entitled and authorized to change any member of the Board of Directors at any time it deems for fit.

Authority of the Board of Directors:

Article 17 -

The Company shall be managed and represented against outwards by the Board of Directors. Any documents or instruments or agreements having been issued, executed, concluded and signed by the Company shall only than be legally valid and binding for it if they are signed under the trade name of Company by the signatories thereof duly authorized to sign for and on behalf of it. The signatories to be authorized to bindingly represent the Company and sign for and on behalf of it as well as their power extend shall be fixed by the Board of Directors and also caused to be duly registered with the Trade Registry and properly published and announced in the Trade Registry Gazette.

Upon Resolution of the General Assembly or of the Board of Directors, any and all or some of the administrative affairs or the representation power may be delegated to executive directors being members of the Board of Directors.

Assignment of Duties amongst the Board Members:

Article 18 -

Following the annually Ordinary General Assembly Meeting, the Board of Directors shall elect and appoint each year a Chairman and a Deputy Chairman amongst its members. Any board meetings held in absence of the Chairman and the Deputy Chairman shall be presided by a member to be appointed temporarily as the chairman of such one meeting only.

The Board of Directors shall convene meetings so often as the businesses require, but it must convene a meeting at least once a month.

Remuneration and Attendance Fees of Board Members:

Article 19 -

The remuneration and attendance fees of the members of the Board of Directors shall be concluded by the General Assembly.

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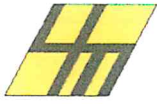


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Managers:

Article 20 -

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The Board of Director is authorized to appoint managers for the performance and conclusion of the businesses of the Company the tenure of office of which managers exceed the tenure of office of the members of Board.

Auditors:

Article 21 -

The General Assembly shall elect and appoint from amongst the shareholders or from outside one or three auditors for a term of office of one year for the first fiscal period and one to three years for the following fiscal periods.

If just one auditor is elected and appointed, then this one, and if two or three auditors are elected and appointed, then at least two thereof, must be elected and appointed from amongst those candidate as to be nominated by the holders of Shares of Group (A).

The remuneration of the auditors shall be fixed by the General Assembly. The duties, responsibilities and powers of the Auditors are specified and determined under Articles 353 and 354 of the Turkish Code of Commerce. With this respect, all Auditors are held collectively responsible.

Chapter Four

General Assembly, Voting Right, Amendments in Articles of Association

General Assembly:

Article 22 -

The General Assembly the meetings of which are to be held in compliance with the relevant applicable legal provisions and the provisions of the hereby Articles of Association shall consist of all shareholders. Any resolutions taken by the General Assembly as convened in such way as specified hereunder are valid and binding also for those who opposed to such resolutions or who were not present in the meeting. General Assembly Meeting shall be held ordinary and extraordinary. Ordinary General Assembly Meetings shall be held within 3 months after expire and closing of the accounting period of the Company and at least once a year. In these meeting such matters as provided in Article 369 of the Turkish Code of Commerce as well as those matters as provided in the annual report of the Board of Directors and all the other matters of agenda shall be discussed and decided upon.

Extraordinary General Assembly Meetings shall be held as often as the businesses of Company requires in accordance with the respective provisions of the Turkish Code of Commerce and the hereby Articles of Association.

Place of Meetings:

Article 23 –

General Assembly Meeting shall be held either at the Registered Office (Seat) of the Company or at any other suitable place of such town where the branches thereof are located as deemed for fit by the Board of Directors.

Presence of Commissioner in Meetings:

Article 24 -

It is obligatory, the Commissioner of Ministry of Industry and Commerce to participate in both ordinary and extraordinary General Assembly Meetings. Decisions, which will be made in the absence of the Commissioner of the Ministry, are all invalid.

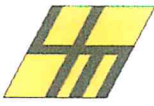
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Voting Right and Mode of Voting:

Article 25 -

Nº. 16 1 6 9

From the shareholders taking part in any ordinary or extraordinary General Assembly meetings, those ones owning Shares of Group (A) shall have two vote right, and those ones owning Shares of Group (B) shall have one vote right for each share they hold.

Provisions of Article 387 of the Turkish Code of Commerce are reserved.

Appointment of Proxies:

Article 26 -

In General Assembly Meetings the shareholders may cause themselves to be represented by other shareholders or proxies or representatives to be appointed from outwards. Any proxies or representative who are at the same time shareholders of the Company are entitled to vote not only for the shares they own but also for any shares of such shareholder being represented by them. Any voting right attributable to any share certificate which is entitled to a dividend right, can only be used by the owner of such dividend rights or its legal representative. In case any share has more than one holder (owner), then the joint representative of such share shall vote in the name and on behalf of all joint owners.

President of General Assembly:

Article 27 -

The General Assembly Meetings are presided by the Chairman of the Board of Directors. In his absence the Vice-Chairman of the Board shall preside the meeting. And if also the Vice-Chairman is absent, the General Assembly elects and appoints a President among its members.

Meeting and Decision Quorum:

Article 28 -

In General Assembly meetings, the decisions are taken by majority of votes save for those special cases as specified in the Turkish Code of Commerce.

Annual Documents:

Article 29 -

Three copies of the Annual Report of the Board of Directors, the Auditors' Report, Annual Balance Sheet, Income Statement, Independent Audit Report on Financial Statements, Schedule indicating the names and shares of the shareholders attended the General Assembly and Minutes of Meeting of the General Assembly shall be forwarded to the Ministry of Trade within a period of time of one month as of the last day of the General Assembly or to be provided to the Commissioner of the Ministry attended the General Assembly.

Amendments in Articles of Association:

Article 30 -

Any amendments to be made in and to the hereby Articles of Association or any application thereof is subject to the permission by the Ministry of Trade. Any amendments made herein shall be valid after duly approval and registration thereof with the Trade Registry, as of the date of their publication and announcement in the Trade Registry Gazette.

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Chapter Five

Annual Accounts

No. 16 1 6 9

Accounting Period:
Article 31-

Accounting Period of the Company shall start on first day of January and end on the last day of December of each calendar year. However, the first accounting period thereof shall begin on the date of definitively incorporation thereof and end on the last day of December of the same year.

Distribution of Profit: Article 32 -

The profit or loss of the Holding Company shall be ascertained in accordance with the provisions of the Turkish Code of Commerce, the Taxation Procedure Legislation as well as rules of accounting.

The net profit is such amount that remains after deduction of any and all depreciations, provisions, remunerations and attendance fees of the members of the Board of Directors, as well as any and all expenses, including any bonuses payable to directors, employees and workers and any business related persons from general and partial revenues according to their agreements with the Company, and the provisions of any taxes payable exclusively by holdings companies, from the gross revenues and incomes of the Company within a accounting period from its businesses.

When such net profit is being distributed:

- a. 5 % thereof is to be set apart as legal reserve fund; and
- b. from the remainder such an amount that corresponds to 2% of the paid up capital of the Company is to be distributed to shareholders as the 1st dividend; and
- c. from the then remaining profit an amount not less than 3% and not more than 10% thereof as to be fixed by the General Assembly shall be allocated for the members of the Board of Directors for the be distributed to them; and
- d. any remainder of the profit as remain after deduction of the aforementioned amounts may be decided by the General Assembly to be distributed partly or wholly to the shareholders, or added partially or entirely to the reserves, or transferred to the coming accounting periods, or used otherwise.

Date of Profit Distribution:
Article 33 -

When and by which way the profit shares and dividends and advances thereof are to be distributed to the shareholders will be determined and fixed by the General Assembly upon proposal of the Board of Directors. Any profit shares/dividends having been distributed in accordance with the provisions of this Articles of Association cannot be taken back.

Reserve Funds: Article 34 -

Ordinary legal reserves are to be set apart from the net profit as 5% of the amount of the net profit until the total amount of such reserve funds reaches one fifth of the Share Capital of the Company. The provisions of Article 467 of Turkish Code of Commerce are reserved.



**Chapter Six
Miscellaneous Provisions**

NÖ. 16 1 6 9

**Termination and Liquidation:
Article 35 -**

The Company shall be dissolved or terminated due to such reasons as provided in the Turkish Code of Commerce.

In case of dissolution or termination thereof for any reason other than bankruptcy, the liquidation procedures and transactions shall be performed by liquidators/administrators to be appointed by the General Assembly. The liquidation shall be performed pursuant to the applicable provisions of the Turkish Code of Commerce.

**Legal Provisions:
Article 36 -**

For any issued not mentioned in the hereby Articles of Association, the relevant provisions of the Turkish Code of Commerce shall be applicable.

**Copies of the Articles of Association to be sent to the Ministry of Trade:
Article 37-**

The Company shall cause the hereby Articles of Association to be printed and distribute the same to its shareholders and send (10) copies thereof to the Ministry of Trade.

**Chapter Seven
Provisional Provisions****First Board of Directors:
Article 1 -**

By the hereby Articles of Association, Mr. Besim Tibukoğlu and Mr. Cemal Cenap Aybay, as representatives of the Share of Group (A), and Mr. Mehmet Ceritoğlu, as representative of the Shares of Group (B) have been elected and appointed as Board members until the third ordinary General Assembly meeting.

**First Auditor:
Article 2 -**

Mr. Nizamettin Akar, one of the founding shareholders of the Company, as representatives of the Share of Group (A) has been elected and appointed as Auditor until the first following ordinary General Assembly meeting.

Co-Founders (Founding Shareholders):

Besim Tibukoğlu

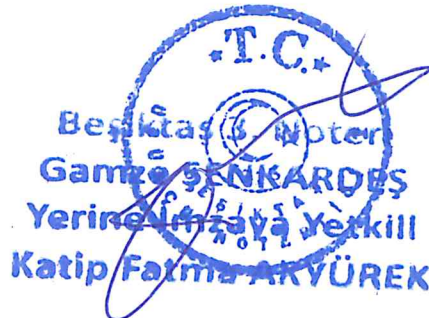
(Signature)

Cemal Cenap Aybay

(Signature)

Mehmet Ceritoğlu

(Signature)





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12 Temmuz 2023

Nizamettin Akar

(Signature)

Adil Ercan

(Signature)

Authentication:

This is to certify that the signature under the hereby Articles of Association of the Company Net Holding Anonim Şirketi belong to and are the true and genuine signature of Mr. Besim Tibukoğlu, Mr. Cemal Cenap Aybay, Mr. Mehmet Ceritoğlu, Mr. Nizamettin Akar and Mr. Adil Ercan the identities of whom are known by me, the under signed notary public, and who have signed the hereby document, after having read the same, at their place of business since they could not appear at my notary public office but in my presence upon invitation of myself there on this twenty sixth day of the month of December of the year nineteen hundred and eighty. 26/12/1980.

5th Notary Public of Beyoğlu
Mehmet Sait Erdirç
Clerk
Cemal Ergun Sümerli
(Seal and Signature)

This is to verify and attest that the hereby document is a true and genuine photostatic copy of the original hereof as kept here at my notary public office for archive purpose under reg. no: 20407 and date 26.12.1980. The twenty sixth day of the month of December of the year nineteen hundred and eighty. 26/12/1980.

5th Notary Public of Beyoğlu
Mehmet Sait Erdirç
Clerk
Cemal Ergun Sümerli
(Seal and Signature)

File No: 14(0112.3/14624)

This is to certify that the hereby Articles of Association of the aforesaid Company has been examined and approved, and accordingly the incorporation thereof duly permitted in accordance with Article 273 of the Turkish Code of Commerce.

*İşbu belge tarafımdan aslına/fotokopisine uygun olarak
Alm./İng./Frans./Rusça/Türkçe/.....'den /den
Alm./İng./Frans./Rusça/Türkçe/.....'ye
çevrilmiştir.
Yeminli Çevirmen: Uğur YILMAZ*

*İşbu belge dairemiz yeminli çevirmenlerinden
Uğur YILMAZ.....tarafından
çevrilmiştir.*

Şemsettin Vural
Chief Assistant
Domestic Trade General Director
On behalf of the Trade Minister
(Seal and Signature)

(25-A)(15/E-3783)

True and genuine copy of the Trade Registry Gazette No. _____

of _____
as authenticated by the
Director of the
Trade Registry Gazette
O. Fatih SOYSAL
(Seal and Signature)

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