

SASA POLYESTER SANAYİ A.Ş.
AMENDMENT DRAFT ARTICLES OF ASSOCIATION

ARTICLES TO BE AMENDED	
PREVIOUS VERSION	NEW VERSION
<p>PURPOSE AND FIELD OF ACTIVITIES</p> <p>Article 3: The purpose and field of activities of the Company are given below:</p> <p>a) It may manufacture all kinds of chemical substances, artificial and synthetic staple and filament fibers and yarns, weavings, pet packaging materials, raw and auxiliary substances thereof and intermediate products, commercial commodities of same origin, and products which shall facilitate putting them on the market; establish and operate facilities; import, export, international and domestic trade of all kinds of materials entering subject to this business field.</p> <p>b) Pursuant to the law no.3096 dated 04.12.1984, and the decree, communiqué and other legislation related to said law, it may establish necessary production facilities and integrated facilities as an auto-producer company to produce the electricity and heat required for its own field of activities.</p> <p>c) It may perform all kinds of international and domestic transportation of goods in relation to its subject.</p> <p>d) Both at home and abroad; it may engage in all kinds of industrial and service sector investments and activities which are included in its field of activities. For these affairs, it may take out long, medium and short term loans from domestic and foreign markets, get industrial and other similar loans, benefit from industrial incentive measures, exemptions and exceptions, get asset and surety credits, open credits, single credits on promissory notes and similar credits, and make all kinds of transactions related to them. It may borrow with or without collateral and make settlement, arbitration, waiver, acceptance and release.</p> <p>e) It may buy, rent, lease or sell necessary movable assets and immovable properties; acquire all kinds of rights in rem and personal rights related to movable assets and immovable properties, including but not limited to pledge, commercial enterprise pledge and mortgage; establish these rights in favour of others, have those annotated and</p>	<p>PURPOSE AND FIELD OF ACTIVITIES</p> <p>Article 3: The purpose and field of activities of the Company are given below:</p> <p>a) It may manufacture all kinds of chemical substances, artificial and synthetic staple and filament fibers and yarns, weavings, pet packaging materials, raw and auxiliary substances thereof and intermediate products, commercial commodities of same origin, and products which shall facilitate putting them on the market; establish and operate facilities; import, export, international and domestic trade of all kinds of materials entering subject to this business field.</p> <p>b) Pursuant to the law no.3096 dated 04.12.1984, and the decree, communiqué and other legislation related to said law, it may establish <u>electricity</u> production facility required for its own field of activities.</p> <p>c) It may perform all kinds of international and domestic transportation of goods in relation to its subject.</p> <p>d) Both at home and abroad; it may engage in all kinds of industrial and service sector investments and activities which are included in its field of activities. For these affairs, it may take out long, medium and short term loans from domestic and foreign markets, get industrial and other similar loans, benefit from industrial incentive measures, exemptions and exceptions, get asset and surety credits, open credits, single credits on promissory notes and similar credits, and make all kinds of transactions related to them. It may borrow with or without collateral and make settlement, arbitration, waiver, acceptance and release.</p> <p>e) It may buy, rent, lease or sell necessary movable assets and immovable properties; acquire all kinds of rights in rem and personal rights related to movable assets and immovable properties, including but not limited to pledge, commercial enterprise pledge and mortgage; establish these rights in favour of others, have those annotated and</p>

registered to the land registry and related registers, remove and release them or have them cancelled; establish and register such rights for third parties including pledge, commercial enterprise pledge and mortgage, provided that the necessary disclosures required by the Capital Markets Board in order to ensure that the investors are informed within the scope of material events and the principles determined in the capital market legislation are complied with; take over mortgages from third parties or transfer mortgages to third parties; may put up as collateral its own movable and immovable properties, including mortgage, pledge and commercial enterprise pledge, no matter in which name and form, on its behalf or on behalf of third parties.

It may acquire or transfer all kinds of vehicles, movable goods and other rights, also any kind of machinery, tools and equipment related to its purpose and field of activities, industrial property rights such as brand, patent, know how, license, and if necessary, have them registered in their respective registers, have such registrations amended or cancelled. It may make all kinds of legal acts.

It may utilize or hold, rent or lease such kind of property and rights of others based on a right in rem and personal right.

- f) Without prejudice to article 21/1 of the Capital Market Law; it may cooperate with domestic or foreign real and legal persons that are present or will be established in the future, make them partner to the company, establish new companies at home and/or abroad with them and engage in undertakings, take over local or foreign companies and enterprises in whole or in part, and participate in the capital of these companies and enterprises.
- g) Provided that such activities are not in the nature of investment services and activities, it may acquire, dispose of all kinds of securities and commercial papers, and provide them as collateral and make all legal transactions related to them.
- h) The Company may conclude unauthorized agency contracts with insurance companies, solely to protect its own assets.
- i) It may participate, as founder and/or member, in the associations, institutions and foundations related to its field of activities.
- j) The principles determined within the framework of the Capital Market Legislation regarding the establishment of pledge right including guarantee,

registered to the land registry and related registers, remove and release them or have them cancelled; establish and register such rights for third parties including pledge, commercial enterprise pledge and mortgage, provided that the necessary disclosures required by the Capital Markets Board in order to ensure that the investors are informed within the scope of material events and the principles determined in the capital market legislation are complied with; take over mortgages from third parties or transfer mortgages to third parties; may put up as collateral its own movable and immovable properties, including mortgage, pledge and commercial enterprise pledge, no matter in which name and form, on its behalf or on behalf of third parties.

It may acquire or transfer all kinds of vehicles, movable goods and other rights, also any kind of machinery, tools and equipment related to its purpose and field of activities, industrial property rights such as brand, patent, know how, license, and if necessary, have them registered in their respective registers, have such registrations amended or cancelled. It may make all kinds of legal acts.

It may utilize or hold, rent or lease such kind of property and rights of others based on a right in rem and personal right.

- f) Without prejudice to article 21/1 of the Capital Market Law; it may cooperate with domestic or foreign real and legal persons that are present or will be established in the future, make them partner to the company, establish new companies at home and/or abroad with them and engage in undertakings, take over local or foreign companies and enterprises in whole or in part, and participate in the capital of these companies and enterprises.
- g) Provided that such activities are not in the nature of investment services and activities, it may acquire, dispose of all kinds of securities and commercial papers, and provide them as collateral and make all legal transactions related to them.
- h) The Company may conclude unauthorized agency contracts with insurance companies, solely to protect its own assets.
- i) It may participate, as founder and/or member, in the associations, institutions and foundations related to its field of activities.
- j) The principles determined within the framework of the Capital Market Legislation regarding the establishment of pledge right including guarantee,

surety, collateral or mortgage on behalf of the company and in favour of third parties, shall be complied with.

- k) In a manner not to disrupt its own purpose and subject and provided that the upper limit of the donations to be made, is determined by the general assembly, a donation exceeding this limit is not made, the donations made are added to the distributable profit base and they do not contradict with the provisions of the Capital Market Law concerning illegal transfer pricing activities, necessary material events disclosures are made and the donations made during the year are submitted for the information of the shareholders in the general assembly; it may provide support, assistance and donations to foundations, associations and educational institutions, universities and other individuals, institutions and organizations which are established for social purposes; and may become member of foundations and associations.

In case of changes in the purpose and subject of the company, it shall be required to get necessary permissions from the Ministry of ~~Customs and~~ Trade and the Capital Markets Board.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 7: Within the framework of the Law, the Capital Market Legislation and the provisions of the articles of association, amendments to the articles of association shall be resolved in the general assembly, which will be invited in accordance with the provisions of the Law and the articles of association, after permission is obtained from the Capital Markets Board and the Ministry of ~~Customs and~~ Trade.

For any kinds of amendment to be made in the Articles of Association of the Company, to be valid and applicable, it is essential that such amendment shall be made, registered and announced in accordance with the provisions of these Articles of Association, the Turkish

surety, collateral or mortgage on behalf of the company and in favour of third parties, shall be complied with.

- k) In a manner not to disrupt its own purpose and subject and provided that the upper limit of the donations to be made, is determined by the general assembly, a donation exceeding this limit is not made, the donations made are added to the distributable profit base and they do not contradict with the provisions of the Capital Market Law concerning illegal transfer pricing activities, necessary material events disclosures are made and the donations made during the year are submitted for the information of the shareholders in the general assembly; it may provide support, assistance and donations to foundations, associations and educational institutions, universities and other individuals, institutions and organizations which are established for social purposes; and may become member of foundations and associations.

- l) **In order to produce, use and sell electrical energy; it may obtain the necessary permits and licences from the Energy Market Regulatory Authority, and establish, commission, purchase, take over, lease, rent all kinds of facilities. It may sell the produced electrical energy and/or capacity to legal entities holding wholesale licences, legal entities holding retail licences and eligible consumers through bilateral agreements.**

In case of changes in the purpose and subject of the company, it shall be required to get necessary permissions from the Ministry of Trade and **the favorable opinion of** the Capital Markets Board.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 7: Within the framework of the Law, the Capital Market Legislation, **Electricity Market Legislation** and the provisions of the articles of association, amendments to the articles of association shall be resolved in the general assembly, which will be invited in accordance with the provisions of the Law and the articles of association, after permission is obtained from **the Energy Market Regulatory Authority**, the Capital Markets Board and the Ministry of Trade.

For any kinds of amendment to be made in the Articles of Association of the Company, to be valid and applicable, it is essential that such amendment shall be made, registered and announced in accordance with the provisions of these Articles of Association, the Turkish

<p>Commercial Code and the Capital Market Law.</p>	<p>Commercial Code, the Capital Market Law <u>and Electricity Market Law.</u></p> <p><u>During the pre-license period and until the production license is obtained, approval from the Energy Market Regulatory Authority is mandatory for the amendments to the articles of association concerning the prohibition of changes to the type of the Company's share certificates or its shareholding structure, and for the amendments to the articles of association related to the reduction of the Company's capital amount.</u></p> <p><u>After obtaining the production license, approval from the Energy Market Regulatory Authority is mandatory for any amendments to the provisions of the articles of association concerning to mergers and divisions, or capital reduction of the Company.</u></p>
<p>PART II</p> <p>CAPITAL</p> <p>Article 8: The Company has adopted the Authorised Capital System in accordance with the provisions of the Capital Market Law, and has shifted to this system with the permission of the Capital Markets Board, dated 13 April 1999 with no.35/413.</p> <p>The upper limit of authorised capital of the Company is TRY 60.000.000.000 (sixty billion Turkish Liras), divided into 6.000.000.000.000 (six trillion) registered shares, with a par value of Kr 1 (one Kuruş) each.</p> <p>The permission given by the Capital Markets Board for authorized capital upper limit is valid for 2024-2028 (5 years). Even if the permitted upper limit of authorised capital cannot be reached at the end of the year 2028, in order to increase the capital with the Board of Directors' resolution after the year 2028, it is compulsory to obtain authorization from the General Assembly for a new period up to five years by obtaining permission from the Capital Markets Board for previously permitted upper limit or for a new upper limit. In case such authorization is not obtained, the Company shall not be allowed to increase its capital, by the Board of Directors' decision.</p> <p>The issued capital of the Company is TRY 43,815,615,360.80 (Forty-three billion eight hundred fifteen million six hundred fifteen thousand three hundred and sixty Turkish Lira eighty kuruş) and this issued capital has been fully paid, free of collusion.</p>	<p>PART II</p> <p>CAPITAL AND ISSUANCE OF SECURITIES</p> <p>CAPITAL</p> <p>Article 8: The Company has adopted the Authorised Capital System in accordance with the provisions of the Capital Market Law, and has shifted to this system with the permission of the Capital Markets Board, dated 13 April 1999 with no.35/413.</p> <p>The upper limit of authorised capital of the Company is TRY 60.000.000.000 (sixty billion Turkish Liras), divided into 6.000.000.000.000 (six trillion) registered shares, with a par value of Kr 1 (one Kuruş) each.</p> <p>The permission given by the Capital Markets Board for authorized capital upper limit is valid for 2024-2028 (5 years). Even if the permitted upper limit of authorised capital cannot be reached at the end of the year 2028, in order to increase the capital with the Board of Directors' resolution after the year 2028, it is compulsory to obtain authorization from the General Assembly for a new period up to five years by obtaining permission from the Capital Markets Board for previously permitted upper limit or for a new upper limit. In case such authorization is not obtained, the Company shall not be allowed to increase its capital, by the Board of Directors' decision.</p> <p>The issued capital of the Company is TRY 43,815,615,360.80 (Forty-three billion eight hundred fifteen million six hundred fifteen thousand three hundred and sixty Turkish Lira eighty kuruş) and this issued capital has been fully paid, free of collusion.</p> <p><u>All shares of the Company, including those traded on the stock exchange in accordance with the capital</u></p>

<p>The shares representing the capital, shall be monitored in electronic environment within the framework of dematerialization principles.</p> <p>In accordance with the provisions of the Capital Market Law, whenever it deems necessary, the Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the upper limit of authorised capital, and to decide on issuance of share with premium or below their nominal value by restricting the shareholders' pre-emptive rights.</p> <p>The power to restrict the pre-emptive rights of shareholders may not be used in a manner causing inequality between the shareholders.</p> <p>The share amounts corresponding to the capital subscribed in cash, shall be paid in advance and in full during the commitment.</p>	<p><u>market legislation, are registered shares. The Company may not issue bearer shares certificates.</u></p> <p>The shares representing the capital, shall be monitored in electronic environment within the framework of dematerialization principles.</p> <p>In accordance with the provisions of the Capital Market Law, whenever it deems necessary, the Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the upper limit of authorised capital, and to decide on issuance of share with premium or below their nominal value by restricting the shareholders' pre-emptive rights.</p> <p>The power to restrict the pre-emptive rights of shareholders may not be used in a manner causing inequality between the shareholders.</p> <p>The share amounts corresponding to the capital subscribed in cash, shall be paid in advance and in full during the commitment.</p>
<p>MEETINGS OF THE BOARD OF DIRECTORS</p> <p>Article 13: Members of the Board of Directors shall elect a Chairman and also a Deputy Chairman, who will take the chair in the absence of the Chairman, among themselves each year.</p> <p>Meeting dates and agenda shall be set by Chairman or his/her Deputy. The Board of Directors shall convene upon the call of the Chairman or his/her Deputy, as and when required by company affairs. The day of meeting may also be set by virtue of a resolution of the Board of Directors. If the Chairman or his/her Deputy fails to call the Board for a meeting upon the written request of a member, then the members shall have the power to make an ex-officio call.</p> <p>If none of the members makes a demand for holding a meeting, resolutions of the Board of Directors may also be taken in accordance with the article 390 (4) of the Turkish Commercial Code, by obtaining written approvals from the majority of the total number of members at least, provided that a written proposal made by one of the members of the Board in a certain matter, is submitted to all members of the Board of Directors. The validity condition of a decision to be taken in this way, shall be that the proposal has been made to all members of the Board of Directors.</p>	<p>MEETINGS OF THE BOARD OF DIRECTORS</p> <p>Article 13: <u>Following their election at the general assembly of the Company, the</u> members of the Board of Directors shall elect a Chairman and also a Deputy Chairman, who will take the chair in the absence of the Chairman, <u>from</u> among themselves.</p> <p>Meeting dates and agenda shall be set by Chairman or his/her Deputy. The Board of Directors shall convene upon the call of the Chairman or his/her Deputy, as and when required by company affairs. The day of meeting may also be set by virtue of a resolution of the Board of Directors. If the Chairman or his/her Deputy fails to call the Board for a meeting upon the written request of a member, then the members shall have the power to make an ex-officio call.</p> <p>If none of the members makes a demand for holding a meeting, resolutions of the Board of Directors may also be taken in accordance with the article 390 (4) of the Turkish Commercial Code, by obtaining written approvals from the majority of the total number of members at least, provided that a written proposal made by one of the members of the Board in a certain matter, is submitted to all members of the Board of Directors. The validity condition of a decision to be taken in this way, shall be that the proposal has been made to all members of the Board of Directors.</p>

<p>The Board of Directors shall convene with the majority of the total number of the members and shall take its decisions by the majority of members present at the meeting.</p>	<p>The Board of Directors shall convene with the majority of the total number of the members and shall take its decisions by the majority of members present at the meeting.</p> <p><u>Persons entitled to attend the Board of Directors' meetings of the Company may also participate in such meetings electronically pursuant to Article 1527 of the Turkish Commercial Code. The Company may establish its own Electronic Meeting System to enable electronic participation and voting in these meetings, or procure services from existing systems designed for this purpose, in accordance with the provisions of the "Communiqué Pertaining to the Boards Other Than General Assembly of Joint Stock Companies to be Held via Electronic Means In Commercial Companies". The Company shall ensure that those entitled to attend such meetings can exercise their rights set forth in the relevant regulations within the scope of the said Communiqué, either via the established system or the service obtained from system providers, in accordance with this provision of the Articles of Association. In cases where the Board of Directors convenes electronically, the provisions regarding the meeting and decision quorums stipulated in these Articles of Association shall apply as they are.</u></p>
<p>NEW ARTICLES TO BE ADDED</p>	
	<p><u>MERGER AND DEMERGER</u></p> <p><u>Article 39: If a legal entity holding a production license wishes to merge, either within its own structure or with another legal entity, incorporating all its assets and liabilities, or to undergo a full or partial demerger, it is mandatory to obtain approval for the merger and demerger transaction from the Energy Market Regulatory Board before it takes place. If the merger or demerger process is not completed within six months from the date of approval, the granted approval shall become invalid. In such a case, the merger or demerger process cannot proceed without obtaining new approval from the Energy Market Regulatory Board.</u></p> <p><u>The regulations of the Capital Markets Board regarding mergers and demergers remain reserved.</u></p>
	<p><u>TRANSFER OF SHARES OR SHARE CERTIFICATES</u></p> <p><u>Article 40: During the pre-license period and until the production license is obtained, with the exceptions specified in the Electricity Market Licensing Regulation, no direct or indirect changes in the Company's shareholding structure, transfer of shares or share certificates, or any actions or</u></p>

transactions resulting in such a transfer may be carried out.

After obtaining the production license, the Company is required to notify the Energy Market Regulatory Authority of any direct and/or indirect changes in its shareholding structure within six months from the date of the change.