



Law. Principles. Articles of Association

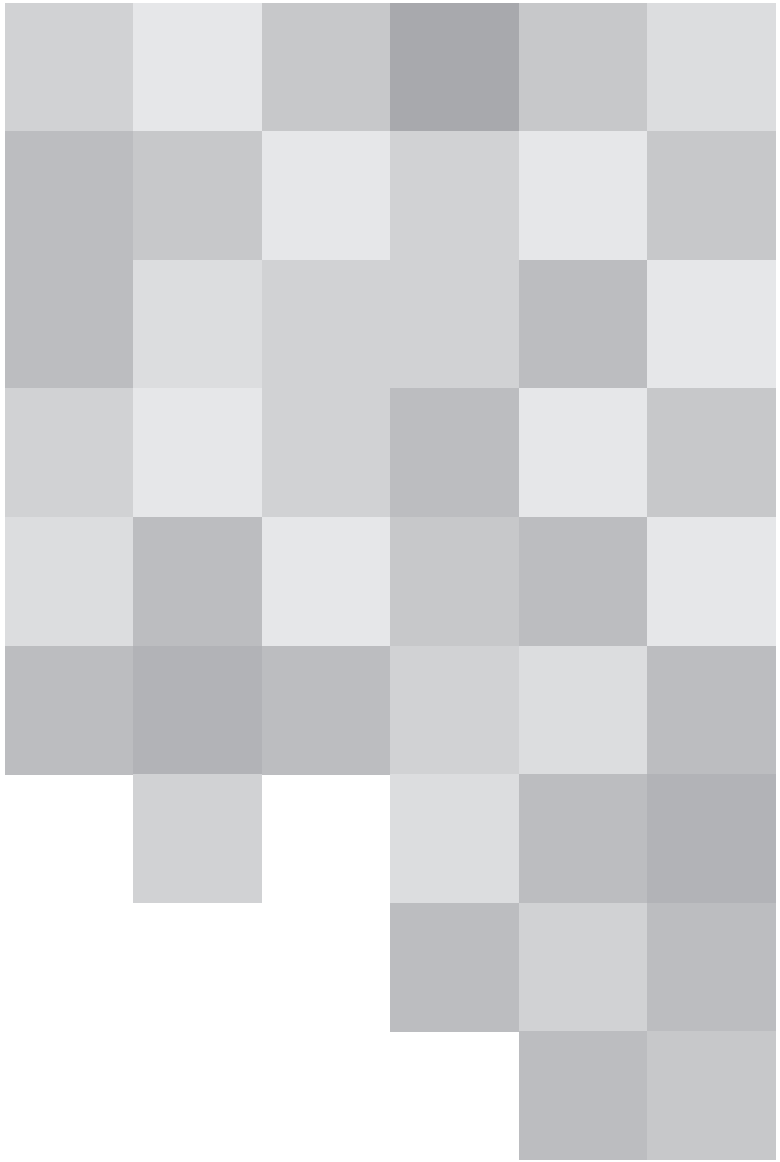
December 2021

Law. Principles. Articles of Association

December 2021







LAW



**LAW ON AMENDING THE MEASURES TO BE TAKEN IN PROMOTION OF
CAPITAL MARKET, DISTRIBUTION OF CAPITAL, AND REGULATION OF
ECONOMY, CORPORATE TAX LAW NUMBERED 5422, TAX PROCEDURE
LAW NUMBERED 213, AND BANKING LAW NUMBERED 3182
(Related Articles)**

Law No.	: 3332	
Acceptance Date	: 25th March 1987	
Published Official Gazette	: 31st March 1987,	Issue: M, 19417
Published Principle	: Order:5	Volume: 26

Purpose

Article 1 – Purpose of this law is to disseminate capital to general public, to improve capital markets, to encourage exports and to reinforce capital structures of joint stock companies.

**SECTION ONE
Promotion of Export**

Organization⁽²⁾

Article 2 : The President has re-established the structure of State Investment Bank to operate as a joint-stock company subject to the provisions of private law on the import and export of goods and services, as well as the crediting, financing, support, insurance, and guarantee of foreign contracting services, foreign investments and manufacturing and sales of domestic investment goods. (1)

Principles regarding the transformation of the State Investment Bank into a joint-stock company by continuing its legal personality, provisions of transfer, the matters related to the determination of the Ministry to which the Bank is affiliated, the title of the Bank, its purpose, and subjects of activity, capital structure, administration and representation, formation of organs, appointment and election procedures, its duties and powers, supervision and liquidation are determined by the decision of the President.

The Articles of Association of the Bank, which will be prepared by considering the Presidential Decision, shall be registered at and announced by the Trade Registry without applying the provisions of the Turkish Code of Commerce regarding the establishment of joint-stock companies. Amendments to the Bank's Articles of Association are also subject to the same procedure.

For the subjects not mentioned in the Presidential Decree, related provisions of the Turkish Code of Commerce shall apply.

1 - State Investment Bank has been reorganized under the name of Türkiye İhracat Kredi Bankası A.Ş. (ExportCredit Bank of Turkey, Co. Inc.) by the virtue of Resolution of Council of Ministers No 87/11914 of 17/06/1987. (See Official Gazette No 19551 of 21/08/1987.)

Sources

Article 3 – The President is authorized to determine the facilities to be allocated to the Bank from the budget, funds, banks, and other resources in order for the Bank to carry out the activities in Article 2 and to direct use of the same. ⁽²⁾

Legislation

Article 4 – (Amendment: 26/9/1990 - 3659/Art. 1) The provisions of Travel Expense Law numbered 6245 and dated 10/2/1954, Vehicle Law numbered 237 and dated 5/1/1961, State Procurement Law numbered 2886 dated 8/9/1983, Small and Medium Enterprises Development and Support Administration Incentives and Exemptions Law numbered 3624 and dated 12/4/1990, Public Procurement Law numbered 4734 and dated 4/1/2002 excluding construction tenders, Decree-Law on Public Economic Enterprises numbered 233 and dated 8/6/1984, Decree-Law on Amending Various Laws and Decree-Laws Related to Civil Servants and Other Public Officials numbered 527 and dated 18/5/1994, and Decree-Law on Amending Various Laws and Decree-Laws Related to Regulation of Financial and Social Rights of Civil Servants and Other Public Officials numbered 631 and dated 4/7/2001, excluding the provisions of Article 12 of the same Decree-Law, shall not apply to the Bank.

A) The Bank is obliged to provide two types of collateral, one fixed and the other flexible, in return for its commitments to its policyholders due to the insurance contracts it will issue.

The determination of the fixed collateral amount and its modification when necessary is under the authority of the Ministry to which the Bank is affiliated.

The Bank is obliged to allocate flexible collateral, which will be five percent of the remaining premiums after deducting the canceled and terminated insurance policies in Turkey during the last fiscal year. The distribution of premiums among several reinsurers is not taken into account in the calculation of the flexible collateral funds.

Fixed and flexible collaterals are kept within the Bank's own structure and evaluated by depositing the same in the following assets.

- a) Currencies deposited in cash in Turkish lira and traded by the Central Bank of the Republic of Turkey.
- b) Government domestic and foreign loan bonds, Treasury bills, income partnership notes, and other values to be issued by the State or under the guarantee of the State.
- c) Bonds of companies that are listed on the stock exchange (however, the total of bonds and stocks belonging to a company cannot be provided for more than ten percent of the collateral funds).

d) Real estate assets in Turkey (however, provisions of the real estate that will be put up as collateral cannot exceed half of the amount of collateral funds. The provisions of the Banking Law regarding real estate transactions are not applicable).

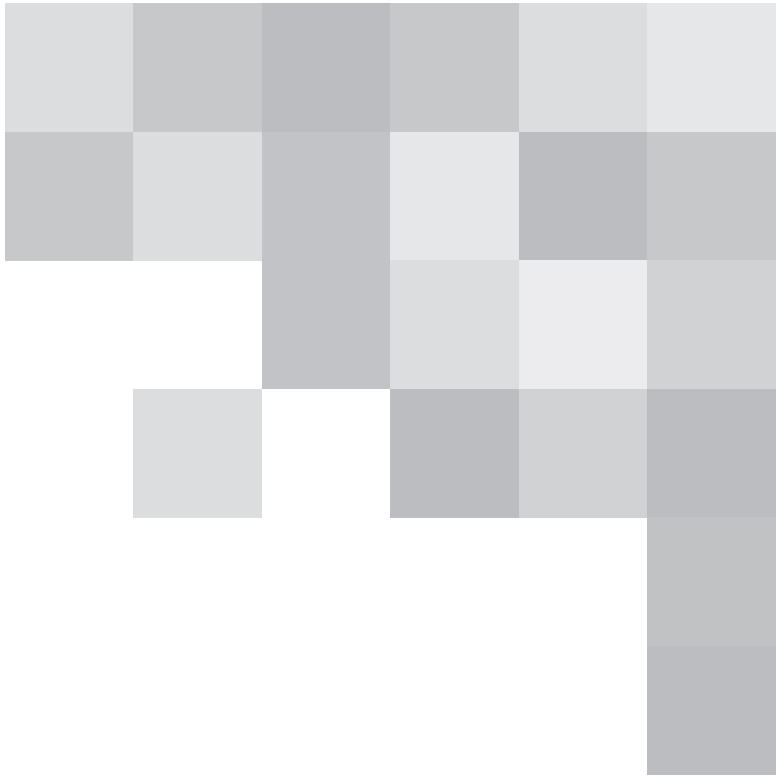
B) The Bank is exempted from Corporate Tax.

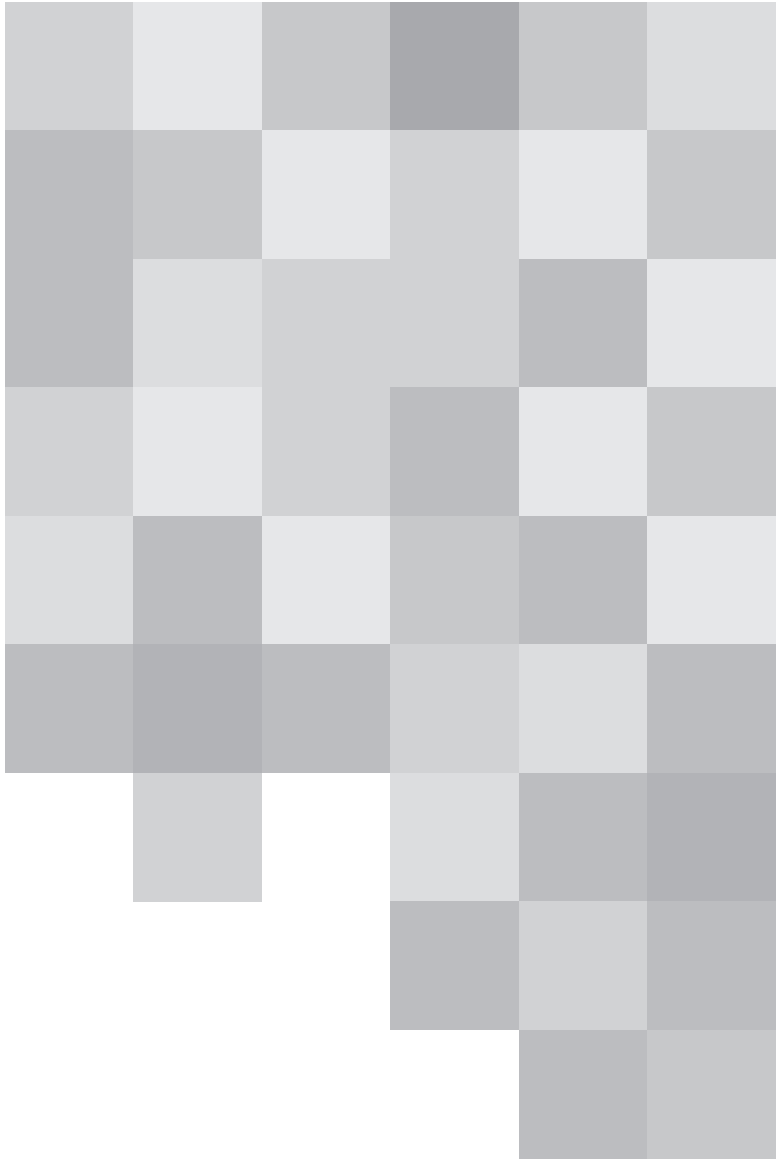
C) The losses of Türkiye İhracat Kredi Bankası A.Ş. that may arise from the credit, insurance, and guarantee transactions due to political risks are covered by the Treasury. (Additional sentence: 17/9/2004-5234/Art. 16) In this context, the Minister to which the Undersecretariat of the Treasury is affiliated shall be authorized to set off the amount corresponding to the Treasury from the previous year's dividends of the Türkiye İhracat Kredi Bankası Anonim Şirketi, to the political risk receivables from the Treasury; and the Minister of Finance shall be authorized to have these transactions recorded in the relevant State accounts according to their nature, without being associated with income and expense accounts, upon the proposal of the Undersecretariat mentioned above.

D) (Addition: 4/11/2021-7341/ Art. 8) No collateral is required in the Bank's requests for any kind of precautionary measure, precautionary attachment, and suspension of execution. In case the movable and immovable properties constituting the collateral of the Bank's loans remain with the Bank in execution, bankruptcy or external sale procedures, any transaction related to sale, transfer and assignment, lawsuits, proceedings, and demands filed before courts and enforcement offices shall be exempted from the guarantee and any charge; the buyer or exporter loans opened by the Bank for export financing, the guarantees given by the exporters for the loans to be obtained from domestic and foreign banks and financial institutions for the purpose of financing the export, the export credit insurances made by the exporters to promote the sale of goods and services, and the financing of the financial leasing transactions to be made abroad, and any money received in favor of the Bank due to collateral provided in this scope shall be exempted from any tax on banking and insurance transactions.

Provisional Article 3 – (Added: Article 2 of Law No 3659 of 26/09/1990) In respect of interest on bonds issued by the Türkiye İhracat Kredi Bankası (Export Credit Bank of Turkey Inc.) General Directorate (State Investment Bank) within the frameworks of annual investment and finance program before the effective date of this Law, Article 35 of Governmental Decree No 233 shall continue to apply until the redemption of such bonds.

2 - The last sentence of this paragraph reading "No annulment lawsuit can be brought against the Resolution of the General Assembly in this matter on such grounds other than meeting and resolution quorum, etc." has been overturned by the virtue of Judgment of Constitutional Court with a case no of 1987/11 and Judgment No of 1988/2.





PRINCIPLES



RESOLUTION OF THE COUNCIL OF MINISTERS

Resolution No: 2013/4286

The Council of Ministers resolved on 28/01/2013 that the attached "Principles For The Foundation and Responsibilities of Türkiye İhracat Kredi Bankası A.Ş. (The Export Credit Bank of Turkey, Inc.) become effective in compliance with a letter dated 17/9/2012 , numbered.2914 of the Deputy Prime Ministership, and article 2 of Law No. 3332, dated 25.03.1987

PRINCIPLES FOR THE FOUNDATION AND RESPONSIBILITIES OF TÜRKİYE İHRACAT KREDİ BANKASI A.Ş. (THE EXPORT CREDIT BANK OF TÜRKİYE, INC.)

PART ONE General Provisions

Objective and Scope

ARTICLE 1 – (1) The objective of these Principles; is to determine the ministry to be affiliated with Türkiye İhracat Kredi Bankası A.Ş. (The Export Credit Bank of Türkiye, Inc.) (shortly the Bank) established as a result of the State Investment Bank's preserving its persona ficta as it was transformed into a joint stock company subject to the provisions of private law applicable to its activities of finance, encouragement, insurance and guaranty of the import and export of goods and services, overseas contracting services, external investments, and domestic manufacture and sale of capital goods; moreover, the Principles envisage to design the Bank's title, objective and field of activities as well as capital structure, manner of management and representation, formation of its organs, appointment and election procedures, responsibilities and powers, inspection and liquidation of the Bank.

Commercial title

ARTICLE 2 – (1) Commercial title of the Bank is "TÜRKİYE İHRACAT KREDİ BANKASI ANONİM ŞİRKETİ (EXPORT CREDIT BANK OF TURKEY, INC.).

Head Office

ARTICLE 3 – (1) The Bank’s head office will be indicated in the articles of association. The Bank may open domestic or overseas branches and representation offices in accordance with the provisions of the relevant legislation if deemed necessary.

Period

ARTICLE 4 - (1) The Bank shall operate for an indefinite period.

Ministry to which the Bank is affiliated

ARTICLE 5 - (1) The ministry to which the bank is affiliated is the ministry to which the President referred it to.

Objective and scope of operations of the Bank

ARTICLE 6 –(1) The objective of the Bank comprises the enhancement of exports, diversification of exported goods and services, access of new markets for exported goods, increase of exporters’ share in international trade, encouragement of entrepreneurship, support to exporters and overseas contractors to increase their competitiveness and security in international markets, and encouragement through support of overseas investments and production and sales of export-oriented capital goods.

(2) The operations that may be carried out by the Bank in order to achieve its objectives are as follows:

- a) To finance exports of goods and services, and foreign currency earning services in pre and post-shipment stages by means of short, medium, and long term buyers and/or seller credit facilities.
- b) To issue guarantees for credit facilities to be obtained by exporters from domestic and foreign banks and financial institutions for export finance.
- c) To extend credit lines, participate in the finance, and provide insurance and guarantees for the encouragement of overseas contracting services and investments.
- ç) To provide export credit insurance coverage to encourage the sale of goods and services by securing exports against losses that may arise out of commercial and political risks.

d)To provide domestic credit insurance coverage to secure exporters' domestic sales against losses that may arise.

e)To provide credit insurance coverage for the sale of goods that are produced by overseas companies affiliated with and whose equity is owned directly or indirectly at least 50% by Turkish exporters, and that are sold within that country or to other countries besides Turkey.

f)To benefit from reinsurance opportunities and provide reinsurance facilities.

g)To provide overseas financial leasing and guarantees for this end.

ğ)To provide finance for domestic capital goods production and sales, oriented to exports and foreign currency generating activities.

h)To obtain finance and funds from domestic and foreign financial institutions, and monetary and capital markets.

ı)To operate in accordance with the guidelines provided for in the Banking Law No.5411 for development and investment banks and to carry out the responsibilities envisaged in the relevant legislation.

i)To carry out insurance agency activities.

j)To request all kinds of information and documents in connection with the activities of all public and private institutions, agencies and banks as well as real and legal entities, institutions and agencies to which it has extended credit facilities and or for whose account it has issued guarantees, has participated in the financing of or has insured; and to monitor the clients' implementation to this effect.

k)To lease purchase or dispose immovables for its own needs, to acquire immovables to liquidate its receivables, to establish mortgages on immovables as collateral for credits extended and guarantees issued.

l) To hold foreign currency positions, maintain foreign currency funds and effect all kinds of foreign exchange and capital market and derivatives transactions .

m) To access rediscount credits from the Central Bank of the Republic of Turkey and issue all types of securities denominated in TL and /or foreign currencies.

n) To establish or participate in domestic as well as overseas investments complying with the objectives of the Bank's foundation, purchase and sell securities and broker the sale thereof.

o) For the achievement of its responsibilities, to perform or have performed research, development and technical training studies and provide technical assistance.

ö) To finance the purchase of export-oriented brands, patents, know-how and technology transfers, and technical cooperation.

p) To perform other tasks and transactions that will contribute to the achievement of its objectives.

PART TWO **Financial Provisions**

Resources

ARTICLE 7 – (1) The Bank's Resources consist of:

a) Equity Capital

1) Capital

2) Reserves

b) External Resources

1) Resources to be obtained through funds.

2) Resources to be obtained from the issuance of securities by the Bank in national and international markets,

3) Credit facilities to be obtained from domestic and overseas credit and financial institutions as well as national and international money and capital markets.

4) Resources to be made available to the Bank pursuant to article 3 of Law No: 3332 dated 25/3/1987 and to other legislation.

5) The internal fund to be established by the Bank as a consequence of its activities to achieve its objectives.

6) Other resources to be obtained domestically or from overseas.

Capital structure

ARTICLE 8 - (1) The capital of the Bank is indicated in the Bank's articles of association. The nominal value of each share of the Bank, and the number of shares representing the capital are stated in the Bank's articles of association. The capital of the Bank is wholly owned by the Treasury. The Bank's capital may be increased by a General Assembly resolution.

PART THREE

Organs, Their formation , Responsibilities and Powers of the Organ

The Bank's Organs

ARTICLE 9 - (1) The Bank's organs consist of the General Assembly, Board of Directors, Credit Committee, Audit Committee and General Directorate.

Formation of the General Assembly

ARTICLE 10 – (1) The General Assembly is formed in accordance with the provisions of the Turkish Commercial Code.

Responsibilities and powers of the General Assembly

ARTICLE 11 – (1) The General Assembly, in addition to the the non-assignable responsibilities and powers set forth in the Turkish Commercial Code, assumes and employs those regulated by the articles of association and the relevant legislation.

Formation of the Board of Directors

ARTICLE 12 – (1) The Board of Directors consists of seven members.
(2) With the exception of the Bank's General Manager, six members of the Board of Directors shall be elected by the General Assembly. The Board of Directors shall elect a Chairman and a Deputy Chairman from amongst its members.
(3) The members of the Board of Directors are elected for a term of three years. Members may be re-elected upon termination of their terms of office.

Qualifications to be elected or appointed as director

ARTICLE 13 – (1) Qualifications as set forth in the Banking Law shall be required for being appointed or elected as the Director of the Bank.

Responsibilities and Powers of the Board of Directors

ARTICLE 14 - (1) The Board of Directors shall take all such decisions as may be required for the achievement of the objectives and scope of operations of the Bank. The Board of Directors in addition to the non-assignable responsibilities and powers set forth in the Turkish Commercial Code, assumes and employs those regulated by the articles of association and the relevant legislation.

(2) The Board of Directors in achieving its responsibilities, takes into consideration the relevant legislation, and the decisions and suggestions of the Supreme Advisory and Credit - Guidance Committee.

(3) The Board of Directors, if deemed necessary, may delegate part of its assignable powers to the General Manager provided that the limits of such delegated powers be specified.

(4) Delegation of powers does not relieve the Board of its responsibilities.

Management and representation of the Bank

ARTICLE 15 - (1) The Bank shall be managed and represented by the Board of Directors.

The Credit Committee

ARTICLE 16 - (1) A credit committee composed of two members to be elected by the Board of Directors from among its members, who meet the same conditions sought for a general manager except for the term as per Article 25 of the Banking Law and the Bank general manager or deputy general manager as the third member, is set up in order to perform the duties to be assigned by the board of directors in connection with credits.

(2) Two alternate members are elected from among the members of Board of Directors, who meet the same conditions sought for the general manager except for the term, to substitute for the members of the credit committee who cannot attend a meeting.

(3) The Credit Committee extends loans under the power that is delegated to it by the Board of Directors within the framework of the principles and procedures determined by the relevant legislation. Resolutions adopted by the credit committee unanimously are directly implemented, while resolutions it adopts by the majority of votes are implemented after approval by the Board of Directors.

(4) The Board of Directors is responsible for supervising the operations and decisions of the credit committee.

(5) The Chairman of the Board of Directors, the Deputy Chairman and each member of the Board of Directors is entitled to request all kinds of information regarding the operations of the Credit Committee and perform any kind of audit deemed necessary.

The Audit Committee

ARTICLE 17 - (1) To assist the Bank's Board of Directors audit and observation responsibilities, the Audit Committee comprises at least two members of the Board of Directors not possessing executive responsibilities, and operates according to article 24 of the Banking Law.

Appointment of the General Manager

ARTICLE 18 – (1) General Manager is appointed and dismissed by the Bank's Board of Directors.

(2) In order to be appointed as the General Manager, the conditions specified in the Banking Law are sought.

Responsibilities and Powers of the General Manager

ARTICLE 19 – (1) The General Manager shall manage and represent the Bank in accordance with the Turkish Commercial Code, banking legislation and provisions of the Articles of Association and within the principles to be established and powers to be conferred by the Board of Directors. The General Manager may delegate his representation powers and part of his other powers to his subordinates, provided that the limits of such delegation are specified. Delegation of powers shall not relieve the General Manager of his/her responsibilities.

Formation of the High Advisory and Loans Directing Committee

ARTICLE 20 – (1) High Advisory and Loans Directing Committee, chaired by the Minister to which the Bank is affiliated, consists of the Deputy Minister of Treasury and Finance, Deputy Minister of Commerce, Deputy Minister of Industry and Technology, President of the Central Bank of the Republic of Turkey and the Vice President of Strategy and Budget. The Bank's Chairman of the Board and Vice Chairman and General Manager are natural members of the Board.

(2) The vice ministers / vice presidents to be included in the Board are determined by the Minister or the President to which they are affiliated.

Responsibilities and Powers of the Supreme Advisory and Credit Guidance Committee

ARTICLE 21 – (1) The Supreme Advisory and Credit Guidance Committee has the power to determine the maximum limits on a general, country, sector or commodity basis with respect to credits to be extended, guarantees to be issued and insurance provided by the Bank. The Board of Directors of the Bank shall be obliged to observe such limits as shall be determined by the Supreme Advisory and Credit Guidance Committee. The Committee shall establish its procedures and terms of reference and meet at least once a year. Secretarial services of the Committee shall be carried out by the Bank.

PART FOUR

Fiscal Period, Work Program, Bank's Audit and Liquidation

Fiscal Period and work program

ARTICLE 22 – (1) The Fiscal Period of the Bank shall be the calendar year.

(2) The Bank shall prepare a work program regulating its operations for each fiscal year taking into consideration decisions, suggestions and proposals of the Supreme Advisory and Credit Guidance Committee.

Bank's Audit

ARTICLE 23 – (1) The Bank's audit shall be performed according to the Turkish Commercial Code, Banking Law and the relevant legislation. Moreover, the affiliated Minister may have transactions and accounts of the Bank inspected and audited and demand information in every respect.

Liquidation

ARTICLE 24 – (1) Liquidation of the Bank is performed in accordance with the provisions of the Banking Law and the Turkish Commercial Code.

PART FIVE

Miscellaneous Provisions

Repeal

ARTICLE 25 – (1) The resolution of the Council of Ministers no. 87/11914 dated 17/6/1987, which put into effect the “Principles Relating to the Reorganization of The State Investment Bank under the Name of Türkiye İhracat Kredi Bankası A.Ş. (The Export Credit Bank of Türkiye, Inc.)” is repealed.

PROVISIONAL ARTICLE 1 - (1) The State Investment Bank shall continue its operations under the name of the Türkiye İhracat Kredi Bankası A.Ş. (Export Credit Bank of Türkiye, Inc.) with all its assets, liabilities, rights, claims, debts and obligations.

(2) The Bank shall be deemed as the continuation of the State Investment Bank in terms of the Tax Procedures Law, the Corporations Tax Law and other laws.

(3) Contracts concluded with the personnel shall remain in force as service contracts for an indefinite period. The personnel, previously employed under contract and who were transformed to worker’s status in compliance with the abolished Resolution of the Council of Ministers no.87/11917 dated 17/6/2013, and in compliance with temporary article No 1 paragraph 3 of the said Council of Ministers’ Resolution, requested to continue their affiliation with the Pension Fund of the Turkish Republic Law 5434 will continue to be subject to this law.

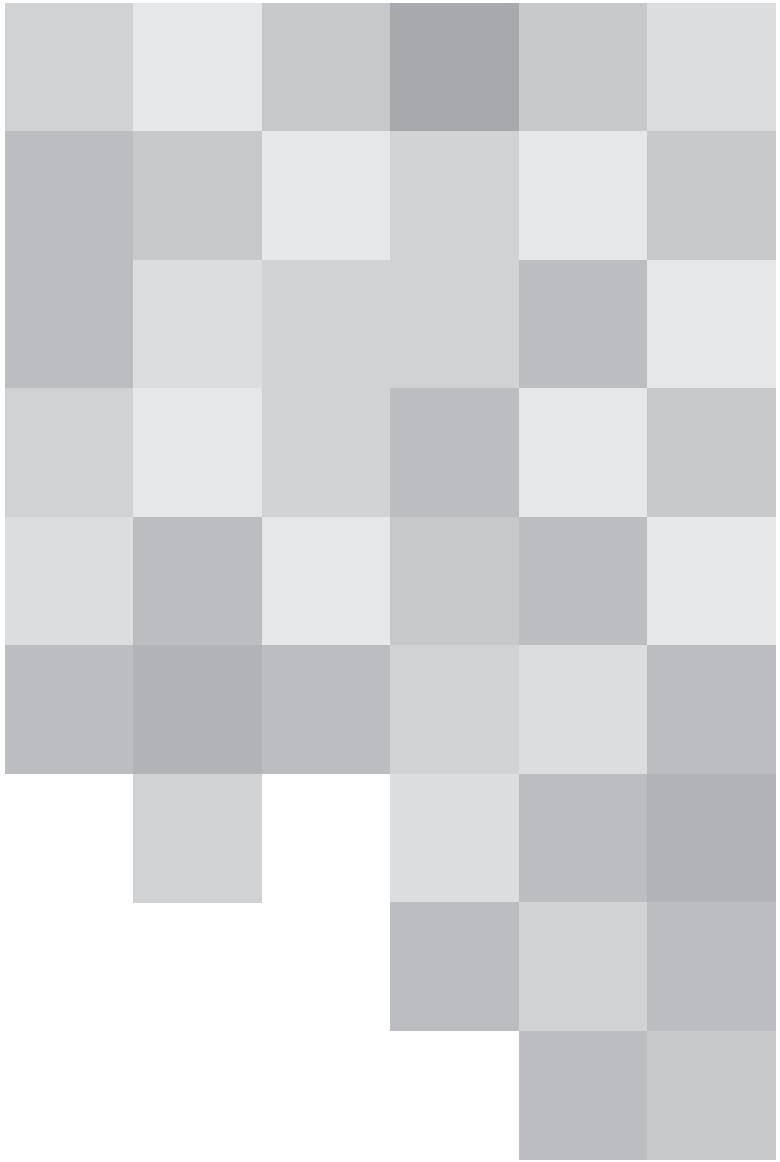
Effective Date

ARTICLE 26 – (1) These Principles shall become effective upon publication thereof.

Execution

ARTICLE 27 – (1) These Principles are executed by the President.





ARTICLES OF ASSOCIATION ◀

ARTICLES OF ASSOCIATION
THE ARTICLES OF ASSOCIATION
OF TÜRKİYE İHRACAT KREDİ BANKASI A.Ş.
(EXPORT CREDIT BANK OF TURKEY, INC.)

PART ONE

Establishment, Objectives, Scope and Activities of the Bank

Establishment

ARTICLE 1 - This Articles of Association -which has been prepared based upon the authority granted by Law dated 25.03.1987 and numbered 3332, the Principles for the Establishment and Responsibilities of Türkiye İhracat Kredi Bankası Anonim Şirketi put into effect according to the Cabinet Decree dated 28/1/2013 and numbered 2013/4286, Banking Law numbered 5411 and the Turkish Code of Commerce numbered 6102- is registered to the Trade Registry Office without adherence to the provisions of the Turkish Code of Commerce regarding the establishment of corporations and announced accordingly.

Commercial Title and Trade Name

ARTICLE 2 – Trade name of the Bank is “Türkiye İhracat Kredi Bankası Anonim Şirketi”. It is referred to as “Türk Eximbank”.

Head Office

ARTICLE 3 – The Head Office of the Bank is located in İstanbul. The address of the bank is "Saray Mahallesi Ahmet Tevfik İleri Cad. No.19, 34768 Ümraniye, İstanbul". In case of an address change, the new address shall be registered at Trade Registry Office and announced in the Turkish Trade Registry Gazette. Any notice sent to the registered and announced address should be assumed as delivered to the Bank. When it is necessary due to its activities, the Bank may open domestic or overseas branches, liaison offices, and representation offices according to the Board of Directors' resolution pursuant to the Turkish Code of Commerce, Banking Law, and other applicable legislation.

Term

ARTICLE 4 - The Bank shall operate for an indefinite period.

The Ministry with which the Bank is affiliated to

ARTICLE 5 – The Ministry with which the Bank is affiliated is the one determined by the President's Office.

Purposes and activity fields of the Bank

ARTICLE 6 – The purpose of the Bank is to promote and support the manufacturing and sales of investment products for exporting and investments to be made abroad, development of exporting, variation of exported goods and services, creating new markets to the export products, increasing the shares of the exporters in the international market, provision of necessary support in their undertakings, provision of competitive capacity and security to the contractors and investors that are carrying out activities abroad and the exporters in the international markets.

The activities that the Bank may carry out to realize its purposes are as follows:

- a) To provide financing to the export of goods and services as well as foreign exchange earning activities with short-, medium-, and long-term buyer and/or seller credits before and after shipment stages;
- b) To grant guarantees to the credits that the exporters will obtain from domestic and foreign banks and financial institutions to finance the export;
- c) To grant credits, participate in the financing, provide insurance and guarantees for the development of foreign investments and international contracting services;
- ç) To provide export credit insurance to promote sales of goods and services by securing the possible damages that may arise due to commercial and political risks of the exporters, and by providing securities to the exporters in this subject;
- d) To provide credits and grant guarantees for exporting to the domestic and foreign banks and financial institutions;
- e) To provide domestic credit insurance coverage to secure exporters' domestic sales against losses that may arise;
- f) To provide credit insurance coverage for the sale of goods that are produced in foreign countries by the companies directly or indirectly affiliated with and a minimum of fifty percent capital of which is owned by the Turkish exporters, and that are sold within that country or to other countries besides Türkiye;
- g) To benefit from reinsurance opportunities and provide reinsurance facilities;
- ğ) To provide credit to the financial leasing procedures to be performed abroad, and grant guarantees for this purpose;

- h) To credit the manufacturing and sales of the domestic investment goods for the purpose of exporting and bringing in foreign exchange;
- i) To receive credit from money and capital markets and domestic and foreign financial institutions and to provide resources;
- i) To operate in accordance with the guidelines set forth in the Banking Law for development and investment banks, and to carry out the responsibilities envisaged in the applicable legislation;
- j) To act in the capacity of an insurance agent;
- k) To request any document and information regarding the activities of the natural persons and legal entities, institutions, and organizations, to which it has provided credit, guarantee, and insurance, and participated in the financing, as well as the official and private entities, institutions and banks; to follow-up and control the activities of the customers, with whom it has credit, guarantee and insurance relationship;
- l) To lease, purchase or dispose of immovable assets for its own needs, to acquire immovable assets in order to liquidate its receivables, and to receive any collateral against credits opened and guarantees given, including immovable asset mortgages;
- m) To hold a foreign exchange position, possess foreign exchange funds, and perform any foreign exchange transactions and financial derivative transactions;
- n) To receive advance and rediscount from the Central Bank of the Republic of Turkey; to issue TRY and/or foreign exchange securities;
- o) To establish or participate in domestic and/or overseas investments complying with the establishment purpose of the Bank; to purchase and sell securities and mediate sale of the same;
- ö) To perform or cause the performance of researches and development studies and provide technical training to fulfill its functions; and to render technical support;
- p) To finance the purchase of export-oriented brands, patents, know-how and technology transfers, and technical cooperation.
- r) To perform any and all acts and actions that may facilitate the realization of its purposes.

PART TWO

Financial Provisions

Capital of the Bank

ARTICLE 7 - The Bank has adopted a Registered Capital System pursuant to Turkish Code of Commerce Nr. 6102. The upper limit of the capital of the Bank is 17,500,000,000.00 (seventeen billion five hundred million) Turkish Liras divided into 17,500,000,000 (seventeen billion five hundred million) units of registered share certificates, each with a nominal value of 1 TRY. The issued capital of the Bank is 10,800,000,000.00 (ten billion eight hundred million) Turkish Liras divided into 10,800,000,000 (ten billion eight hundred million) units of registered share certificates, each with a nominal value of 1 TRY. 9,270,000,000.00 (nine billion two hundred seventy million) Turkish Liras representing former capital has been fully paid. From the increased portion equal to 1,530,000,000.00 (one billion five hundred thirty million) Turkish Liras; 100,000,000.00 (one hundred million) Turkish Liras have been paid in cash by the Treasury, and 1,430,000,000.00 (one billion four hundred thirty million) Turkish Liras have been covered by the reserves. The entire capital of the Bank belongs to the Treasury.

Increase of Capital

ARTICLE 8 - The Board of Directors is authorized to increase the issued capital between 2021 and 2025 up to the registered equity ceiling when deemed necessary pursuant to applicable legislation. In order for the Board of Directors to take a decision for the increase of capital after 2025; it is required to receive authority from the General Assembly for a new period by getting permission from the Ministry of Trade, General Directorate of Internal Trade for a new amount or previously approved ceiling. If such authority couldn't be obtained, the Bank is deemed as out of the Registered Capital System. The decisions of the Board of Directors regarding capital increase are announced in the Turkish Trade Registry Gazette.

Issuance of Debt Instruments

ARTICLE 8/A - The Bank may issue any debt instrument providing indebtedness possibility as specified and defined in Capital Market legislation. The Bank's Board of Directors is authorized for the issuance of debt instruments.

PART THREE

Organs, Management and Representation of the Bank

The Bank's Organs

ARTICLE 9 - The organs of the Bank consist of the General Assembly, Board of Directors, Credit Committee, Audit Committee, and General Management.

General Assembly

ARTICLE 10 - The General Assembly is formed according to the provisions of the Turkish Code of Commerce. General Assembly gathers as ordinary or extraordinary. The ordinary meeting of the General Assembly should be conducted minimum one time a year within three months following the end of the Bank's accounting period. The matters specified in the Turkish Code of Commerce are discussed and resolved in such meetings. The agenda of the ordinary general assembly meeting contains the following items; the election of organs, financial statements, the annual report of the Board of directors, the method of utilization of profit, determination of the proportion of dividends and earnings to be distributed, release of board members and other matters deemed necessary and matters concerning the activity period. The extraordinary meetings of the General Assembly are conducted whenever it is necessary for the business of the Bank pursuant to the provisions of Articles of Association and Turkish Code of Commerce, and necessary decisions are resolved according to the purpose of the meeting by discussing the same.

Responsibilities and Powers of the General Assembly

ARTICLE 11 – In addition to non-assignable duties and powers determined pursuant to the Turkish Code of Commerce, the General Assembly fulfills other responsibilities specified in the Articles of Association and applicable legislation, exercises its powers, and takes decisions.

Place of Meeting

ARTICLE 12 - The general assembly meetings may be held in the head office of the Bank, in an appropriate location elsewhere in the province where the Head Office is located or in another province, provided that the province is within the borders of Türkiye.

Call for Meeting

ARTICLE 13 - The duty of call for ordinary and extraordinary General Assembly meetings belongs to the Board of Directors.

Type of Invitation

ARTICLE 14 – Announcements of the meetings shall include the day, time, place, and agenda of the meeting, and be made in the Turkish Trade Registry Gazette and in the website of the Bank a minimum of two weeks before the meeting, excluding the announcement and meeting days.

Moreover, the shareholders are notified of the meeting by sending a registered mail to the addresses of the shareholders indicating the day, time, place, agenda of the meeting, and the Turkish Trade Registry Gazette containing the announcement.

Presence of Ministry Representative pursuant to Turkish Code of Commerce

ARTICLE 15 – It is mandatory for the Ministry Representative to be present in any ordinary and extraordinary general assembly meeting pursuant to the Turkish Code of Commerce.

Appointment of Representative

ARTICLE 16 – The shareholder may have himself/herself represented in the General Assembly by proxy in order to exercise his/her rights arising from his/her shares.

List of Participants

ARTICLE 17 – Prior to the General Assembly meeting, the Bank's Board of Directors has a "list of participants" prepared, comprising the names and last names or titles of the participants, the number of shares possessed, the nominal value of these shares, the Bank's share capital and the amount paid-in, the proxies attending the session, and the space to sign in. After having been signed by the participants and the Chairperson of the Board of Directors, such list is kept in the location where the meeting will be held.

Meeting and Resolution Quorum

ARTICLE 18 - Unless otherwise specified in the Turkish Code of Commerce, the General Assembly shall convene with the attendance of the shareholders representing a minimum of 1/4 of the Bank's capital. Decisions are made with the majority of present votes.

Presidency of Meeting

ARTICLE 19 - The Chairperson of the Bank's Board of Directors, or Vice-Chairperson in the absence of the Chairperson, manages the General Assembly Meetings. The Chairperson appoints a minutes' clerk and a vote collector if s/he deems necessary.

Voting Right and Voting Procedure

ARTICLE 20 - Each share has one vote right in General Assembly Meetings. Votes are cast as an open ballot.

Approval and Release of Balance Sheet

ARTICLE 21 - Unless expressly specified in the resolution, the Resolution of General Assembly for approval of the Balance Sheet constitutes the release of the members of the Board of Directors and the directors. If, however, some points are not stated correctly or at all in the balance sheet or if the balance sheet contains, on purpose, some points which will prevent the actual situation of the Bank from being seen, then approval does not constitute a release. Any release decision taken with a resolution of the General Assembly cannot be canceled with a resolution of the General Assembly.

Amendments to the Articles of Association

ARTICLE 22 - : The provisions of the Banking Law and the Turkish Code of Commerce are applicable to the changes in the Articles of Association.

Registration and Announcement of Minutes

ARTICLE 23 - The Minutes are prepared by indicating the shareholders or their proxies participating in the general assembly meeting, the shares they possess, their categories, number and nominal value, the questions asked and responses thereof, the decisions taken, the number of positive and negative votes cast for every decision. The minutes are signed by the Chairperson of the meeting on behalf of the General Assembly and the representative of the Ministry assigned as per the Turkish Code of Commerce.

The Board of Directors shall be responsible for ensuring that a notarized copy of these minutes is sent to the Trade Registry Office and having necessary matters registered and announced as required. In addition, the minutes are announced on the Bank's website as well.

Board of Directors

ARTICLE 24 – Board of Directors consists of seven members. Except for the Bank's General Manager, six members of the Board of Directors are appointed by the General Assembly. The Board of Directors elects a chairperson and a vice-chairperson among its members.

Requirements for Membership to Board of Directors

ARTICLE 25 – The conditions specified for being a Member of the Board of Directors in Banking Law shall be fulfilled in order to be appointed or elected as a member of the Board of Directors.

Term

ARTICLE 26 - The term of office of the Board Members is three years. The member whose term of office has expired can be re-elected.

Vacancies on the Board arising for any reason such as death, resignation, etc., shall be filled by persons elected by the Board of Directors to be submitted to the approval of the next General Assembly meeting. The members so elected shall remain in office until the next General Assembly meeting, and if approved, shall complete the remaining term of their predecessors.

Duties and Powers of the Board of Directors

ARTICLE 27 - The Bank is managed and represented by the Board of Directors. With the exception of the decisions left under the authority of the General Assembly in accordance with the Law and the Articles of Association; the Board of Directors is authorized to take decisions on all kinds of business and transactions required for the realization of the Bank's subject of the establishment. The Board of Directors takes all decisions necessary to realize the purpose and subjects of activity of the Bank. During the fulfillment of such duties, the economy of the country and decisions taken regarding subjects of activity of the Bank as well as the applicable legislation and decisions and recommendations of Supreme Advisory and Credit Steering Board are considered. In addition to non-assignable duties and powers determined pursuant to the Turkish Code of Commerce, the Board of Directors fulfills other responsibilities specified in the Articles of Association and applicable legislation and exercises its powers. The primary duties and powers of the Board of Directors are as follows:

- a) To regulate the legislation related to Bank transactions, duties, and powers of the General Management, to manage and represent the Bank;
- b) To appoint and dismiss the Assistant General Managers, senior directors, managers as well as other personnel with same powers and the signatories, to determine the wages and working conditions of the personnel;
- c) To determine the principles for the Bank's policy regarding credit, guarantee, and insurance transactions, to examine and approve the annual plan (work schedule) which shall be structured in compliance with the principles mentioned above, to inspect and approve the budget, to decide upon companies and participations to be established or invested in, sustained by the written proposals of the General Management, to decide upon credits to be granted, and insurance transactions to be concluded, and to determine limits of authority;
- ç) To determine the responsibilities, limits of power, and working principles of the Credit Committee, to obtain all kinds of information relating to the Credit Committee's activities, to control its transactions, and to audit the Credit Committee's activities continuously;
- d) To take decisions based on the proposals of the General Manager regarding the determination of the management structure in order to realize purposes and maintain activities of the Bank, organization of the Bank for the achievement of its objectives, the formation of the first and second level units subordinate to the Assistant General Managers, and the opening of branches, representation, and liaison offices;

- e) To establish, discuss and decide upon the principles and personnel policy that will provide the conditions for an efficient and profitable performance as well as the personnel policy;
- f) To prepare the annual activities report, balance sheet, income statement, and the proposal for the distribution of profits;
- g) Upon the justifiable proposal of the attorney pursuing the litigation, and with the positive opinion of the Head of the Legal Department; to come to an agreement in the disputes to which the Bank is a party, to waive from or release the claims and receivables for the collection of which no legal remedy is left or which are uncollectible, or take decisions for restructuring them under any terms, including through new assignments, term extensions, change of conditions, interest discounts, etc., to acquiesce in suits filed and prosecutions made against the Bank, to waive and surrender any kind of litigation or enforcement and prosecution, to arbitrate, to provide proxy to the Bank for this matter;
- ğ) To prepare and approve the directives and regulations necessary to provide order in the internal transactions of the Bank;
- h) To perform other duties and exercise powers commissioned by applicable legislation. The Board of Directors may delegate a part of its powers with an internal directive. Delegation of powers shall not relieve the Board from its responsibilities.

Meetings of Board of Directors

ARTICLE 28 - The Board of Directors shall be invited to hold meetings by the Chairperson or, in his/her absence, by the Vice-Chairperson. The Chairperson or, in his/her absence, the Vice-Chairperson of the Board is obliged to invite the Board to hold a meeting upon the joint written request of at least three members. The agenda indicating the date and time of the meeting shall be designated by the Chairperson and distributed to the other members not later than twenty-four hours before the meeting. In case of emergency, the agenda may be amended by a Board of Directors resolution. The members of the Board of Directors may submit proposals regarding matters to be discussed and decided upon that require Board decision. Such proposals shall be included in the agenda of the Board of Directors meeting if deemed appropriate by the Board of Directors. The Board of Directors shall meet as and when necessitated by the business of the Bank and, in any case, a minimum of one time in a month. The venue of the meetings is the Head Office of the Bank. Provided that a decision to this effect has been taken in advance, the Board may meet in an appropriate location elsewhere in the province where the Head Office is located or in another province. The Board of Directors shall convene with the attendance of at least four members and take its decisions by the majority vote of attendants.

Unless one of the members requests a discussion, a Board decision may also be taken by obtaining the written approval of a majority of the total member number, provided that a proposal by one of the members on a particular subject is submitted to all Board members. Voting in the Board of Directors is processed by a vote to accept or reject. There cannot be a vote of abstention. Members who vote to reject shall sign under the decision indicating the arguments for rejection. If there is a tie in the votes, the issue shall be postponed to the next meeting. The proposal shall be deemed rejected if there is a tie in the votes in the second meeting. The Chairperson and members of the Board of Directors need to attend all meetings. The Board of Directors members having an excuse are required, prior to the meeting, to advise the Chairperson of the Board of Directors to this effect. The directors who fail to attend three consecutive meetings or a total of five meetings within a year without an excuse shall be deemed to have resigned. Others shall be elected in their place as per the procedure provided for in the Articles of Association. Minutes shall be kept for the discussions of the Board of Directors, and the resolutions passed shall be entered into the book of resolutions.

Prohibited Transactions

ARTICLE 29 - Board members cannot participate in discussions in which their personal non-banking interests or the interests of someone with lineal relationship, or of the spouse's, or of someone with whom there is the blood of affinity relationship to the third-degree, third-degree inclusive; conflict with the interests of the Bank, or in the circumstances requiring integrity, or in the circumstances envisaged by the Banking Law. They cannot conclude any direct or indirect business transactions with the Bank on their own behalf or on behalf of others without the permission of the General Assembly. They cannot assume business activities included within the Bank's field of activities; they cannot become a partner with unlimited liability in such a company indulging in such activities. They cannot obtain direct or indirect loans, surety, insurance, collateral, or guaranties from the Bank. Indirect credit relations shall be determined according to the Banking Law.

The Wages of Board of Directors and General Manager

ARTICLE 30 - The Chairperson of the Board of Directors and its members and the General Manager may be paid an attendance fee, wages, bonus, premium, and profit share for their services in such capacities, provided that the General Assembly will annually designate them.

Credit Committee

ARTICLE 31 - The Board of Directors forms a Credit Committee of three people, consisting of two members to be elected among the members of the Board of Directors who meet the requirements of the General Manager except for the term, and the General Manager or his/her deputy pursuant to the principles and procedures outlined in the Banking Law.

In addition, two substitute members are elected among the members of the Board of Directors, who meet the requirements of the General Manager except for the term, in order to replace the principal member who cannot attend any meeting of the Credit Committee.

The Credit Committee fulfills the duty of opening credit assigned by the Board of Directors within the framework of the procedures and principles determined in the applicable legislation. The unanimous decisions of the Credit Committee are implemented directly, and decisions taken by the majority of votes are implemented after the approval of the Board of Directors.

The Board of Directors is responsible for auditing the decisions and activities of the Credit Committee. The Chairperson, Vice-Chairperson, and each member of the Board of Directors have the authority to request information about the Credit Committee's activities and carry out any audit s/he deems necessary.

Audit Committee

ARTICLE 32 - The Audit Committee consists of at least two non-executive members of the Board of Directors and is formed to assist the Board of Directors in performing its audit and supervision activities; it operates in accordance with Article 24 of the Banking Law.

General Management

ARTICLE 33 - The General Management of the Bank consists of the General Manager, Deputy General Managers, and subordinate units.

General Manager

ARTICLE 34 - The General Manager of the Bank is appointed and dismissed by the Board of Directors. Conditions set forth in Banking Act shall be sought for being appointed as General Manager.

Duties and Powers of the General Manager

ARTICLE 35 – The main duties and powers of the General Manager are as follows:

- a) To manage and represent the Bank pursuant to the provisions of the Turkish Code of Commerce, applicable banking legislation, Articles of Associations, and the Principles determined and determined by the Board of Directors;
- b) To represent the Bank before administrative and judicial authorities;
- c) To recommend the Assistants of General Manager and senior directors as well as the personnel who will be assigned as a signatory to the Board of Directors; and to appoint other personnel with no signatory power pursuant to the authority granted by the Board of Directors;
- ç) To make a recommendation to the management for the formation of the first and second level units subordinate to the Assistant General Managers, and the opening of branches, representation, and liaison offices; to take decisions regarding the establishment, changing, and removal of other units;
- d) To ensure that the Bank's resources are used according to the establishment purposes in conformity with the profitability and efficiency Principles within the limits of the authority granted to the office;
- e) To carry out other duties commissioned under the legislation. If deemed necessary by the Board of Directors, it may delegate a part of its assignable powers to the General Manager, provided that the limits are clearly specified. Delegation of powers shall not relieve the Board from its responsibilities. The Bank's General Manager may delegate his/her representation power and a part of other powers to his/her subordinates. Delegation of powers shall not relieve the General Manager from his/her responsibilities.

Assistants of General Manager

ARTICLE 36 - The Board of Directors appoints the Assistants of the General Manager according to the recommendation of the Bank's General Manager. The number of the Assistants of the General Manager is determined by the Board of Directors considering the general workload of the Bank. The distribution of tasks between the Assistants of the General Manager is made by the General Manager. Becoming an Assistant General Manager requires the qualifications envisaged in the Banking Law.

Audit of Bank

ARTICLE 37 – – The Bank's audit is implemented as per the Banking Law provisions and the Turkish Code of Commerce.

The Bank selects the Independent Audit Firm within the framework of the procedures and principles specified by the relevant Laws and the Public Oversight, Accounting and Auditing Standards Authority and/or the Banking Regulation and Supervision Agency; it subjects its activity accounts, financial statements, and the annual activity report of the Board of Directors to independent audit; submits the independently audited year-end financial statements and the annual activity report of the Board of Directors to the General Assembly; and publishes the independent audit reports at the specified time and place. The Laws mentioned above and/or the provisions of the institutions' regulations will be valid for the election, dismissal of the Independent Audit Firm, termination of its contracts, negative opinions or refraining from expressing opinions in the independent audit reports, and the differences of opinion between the Bank and the Independent Audit Firm.

PART FOUR **Supreme Advisory and Credit Guidance Committee**

Establishment of Board

ARTICLE 38 – The Supreme Advisory and Credit Steering Board consists of the members specified in the applicable legislation.

Duties and Powers of the Supreme Advisory and Credit Steering Board

ARTICLE 39 – The Supreme Advisory and Credit Steering Committee is one of the authorized organs of the Bank related to the implementation of the decisions regarding the purpose and field of activity of the Bank. The Bank renders the secretarial services of the committee. Other duties and powers of the Board are determined with the applicable legislation.

PART FIVE

Fiscal Accounts and Distribution of Profits

Accounting period and work schedule

ARTICLE 40 - Fiscal period of the Bank is the calendar year. The Bank prepares a work schedule regulating the activities for each fiscal period by considering the decisions, opinions, and recommendations of the Supreme Advisory and Credit Steering Committee.

Balance Sheet, Income Statement, and Powers of the Shareholders to Inspect the Accounts

ARTICLE 41 - The Bank shall issue, publish and send to the relevant authorities the balance sheet and final accounts in accordance with the procedures and principles as set forth in the Banking Law. The financial tables and consolidated financial tables certified by an independent auditing agency, the Board of Directors profit distribution proposal, the Board of Directors' annual activity report, and auditing reports must be available for examination by the shareholders at the Bank's Head Office and branches, not later than fifteen days prior to the General Assembly session.

Distribution of Profits

ARTICLE 42 - The Bank:

- a) shall allocate five percent (5%) of its net profit to the general statutory reserve, and
- b) shall allocate five percent (5%) as the first dividend for the shareholders.

From the remaining amount:

- c) The General Assembly may decide to distribute a second dividend to the shareholders.

ç) A dividend not exceeding two (2) times the gross monthly base salary of the Chairperson and members of the Board of Directors may be distributed.

d) A dividend not exceeding two (2) times the gross monthly base salary of personnel, and for those whose contract has terminated, a payment connected to the period of employment may be distributed.

Ten percent (10%) of the total dividends distributed as per (c), (ç), and (d) shall be added to the general legal reserves.

The balance of the profit will be allocated as legal reserves.

Reserves

ARTICLE 43 -The general statutory reserve will continue to be set aside by the Bank until it reaches 20% of the Bank's paid-up capital. If the amount of general statutory reserves falls below 20% of the capital, the setting aside of reserves shall be resumed until this amount is re-attained. As long as the general reserve doesn't

exceed half the capital, it may be utilized only to cover losses, to perpetuate activities during dire times, to take measures for unemployment and the repercussions thereof.

No profits may be distributed to the shareholders prior to the deduction from net profits of the statutory reserve and general reserve in accordance with the provisions of the Turkish Code of Commerce and the Articles of Association.

PART SIX SPECIAL AUDIT AND LIQUIDATION

Special Audit

ARTICLE 44 – The affiliated Minister may have transactions and accounts of the Bank inspected and audited and request from the Bank any kind of information in this respect.

Liquidation

ARTICLE 45 - The Bank's liquidation is carried out as per the provisions of the Banking Law and the Turkish Code of Commerce.

PART SEVEN MISCELLANEOUS PROVISIONS

Competent Court

ARTICLE 46 - The competent court and execution offices, where the Head Office of the Bank is located, shall be authorized for settlement of any dispute arising from or in connection with execution and interpretation of this Articles of Association between the Bank and the shareholders or among the shareholders.

Announcements

ARTICLE 47 – The Bank's announcement shall be made pursuant to related provisions of the Turkish Code of Commerce.

Principles Concerning the Personnel

ARTICLE 48 – The Bank's personnel is employed under an employment contract pursuant to Labor Law Nr. 4857. The Board of Directors determines the salaries, working conditions, personal and financial rights, and benefits of the personnel.

Matters Not Provided for

ARTICLE 49 - Provisions of Law 3332, the Principles for the Establishment and Responsibilities of Türkiye İhracat Kredi Bankası A.Ş. (The Export Credit Bank of Türkiye, Inc.) put into effect according to the said Law, the provisions of the Banking Law related to development and investment banks, the provisions of the Turkish Code of Commerce, and the provisions of applicable legislation shall apply to any matter not contained in this Articles of Association.

PROVISIONAL ARTICLE

The State Investment Bank shall continue its activities under the name of Türkiye İhracat Kredi Bankası Anonim Şirketi along with all its assets, liabilities, rights and receivables, responsibilities, and payables. With regard to the Tax Procedural Law, Corporate Tax Law, and other Laws; the Bank is deemed as the continuation of the State Investment Bank. The employment contracts executed with the personnel shall continue to be valid as a service agreement of an indefinite period. The provisions of Law Nr. 5434 shall continue being valid for the people, who are transferred to worker status from contracted employees pursuant to the evoked Cabinet Decree dated 17/06/1987 and numbered 87/11914, and who continue being connected with Republic of Türkiye Retirement Fund Law Nr. 5434 in terms of social security as per their request pursuant to the third paragraph of provisional article 1 of said Cabinet Decree.



HEAD OFFICE

Saray Mahallesi Ahmet Tevfik İleri Caddesi, No:19

34768 Ümraniye İSTANBUL

Tel : +90 (216) 666 55 00

Fax : +90 (216) 666 55 99

e-mail : info@eximbank.gov.tr

Türk Eximbank Website:

www.eximbank.gov.tr



www.eximbank.gov.tr