

ARTICLES OF ASSOCIATION
Of
TEB FAKTORİNG ANONİM ŞİRKETİ

INCORPORATION

ARTICLE 1- A joint-stock company is founded by and among the founders, the names, titles, addresses and nationalities of which are given below, pursuant to the provisions of the Turkish Commercial Code pertaining to instantaneous formation of joint stock companies.

a- Türk Ekonomi Bankası Anonim Şirketi, a Turkish company, Meclis-i Mebusan Caddesi, No: 35 Fındıklı 80040 İSTANBUL

b- TEB Finansal Kiralama Anonim Şirketi, a Turkish company, Salıpazarı, Meclis-i Mebusan Caddesi, Orya Han, No: 85, Kat: 6 Fındıklı 80040 İSTANBUL

c- İlkesan Yatırım ve Geliştirme Anonim Şirketi, a Turkish company, Kemeraltı Caddesi No: 24, Kat: 6 Karaköy/İSTANBUL

d- Denak Depoculuk ve Nakliyecilik Anonim Şirketi, a Turkish company, Kemeraltı Caddesi No: 24, Kat: 5 Karaköy/İSTANBUL

e- TEB Yatırım Anonim Şirketi, a Turkish company, Meclis-i Mebusan Caddesi, Fındıklı Han, No: 53, Fındıklı 80040 İSTANBUL

COMMERCIAL TITLE OF THE COMPANY

ARTICLE 2- Commercial title of the Company is TEB FAKTORİNG ANONİM ŞİRKETİ and shall hereinafter be referred to as the "Company".

OBJECTIVES AND SCOPE OF BUSINESS OF THE COMPANY

ARTICLE 3- The Company is founded for the purposes of performing any and all factoring services regarding domestic and international commercial transactions such as the sale, purchase and transfer of actual or future claims based on invoices of real persons or legal entities that carries out sale and purchase of goods and services in Turkey or abroad, the collection of such claims taken over from those persons or legal entities, hold and keep the debtors and customers' accounts, issue of collateral for the recovery of those claims, making advance payments to the sellers in provision of the transfer of the said claims or assignment of those claims to third parties, to real persons or institutions by making cash payments in provision of the said claims, and to implement any organization regarding research and investigation within the limits of the applicable laws, providing consultancy, accountancy and similar services to the customers to which factoring services have been provided, in accordance with the laws, rules, practice, legislation and procedures of factoring.

Provided to be within its scope of business or to be a support to achieve the objectives, and to comply with the applicable factoring laws and legislation the Company may perform the following transactions and conduct the following activities:

a- To take over from, discount, transfer to persons and entities in Turkey or abroad their receivables based on written documents, and to keep the records on these transactions, and to provide any kind of services including collection services, to set up the organization required for the collection of the receivables assigned to the Company;

b- Within the scope of business of the Company, in order to secure its debts and receivables, to grant or to be granted all kind of rights in rem (including the ships), mortgage, pledge, seizure, surety and other personal rights, to remove or make them remove when necessary, to purchase any kind of movable and immovable in Turkey or abroad, to sell, lease or rent them, in order to fund the advance payments to be done to the sellers in consideration of the taken over receivables to get loans from domestic or international markets in short, middle or long terms, to get credit facilities for advance payment or sureties, to be a surety or to accept the surety to be provided by others, to establish rights in rem, precautionary measures, attachments over the immovables owned by the Company or third parties and to make them removed, to apply and request, in relation with these transactions, attachment, measures, annotation, and establishment and removal of mortgage, to follow up these transactions before the Land Registry, Execution Offices, Public Notaries, Naval Register, Courts and other public institutions, and to issue proxies for these matters;

c- Provided to be within the scope of business of the Company, to incorporate new companies with Turkish or foreign real person or legal entities, to subscribe to the existing companies' share capital and to acquire and sell these companies' shares, provided that such transfer remains outside the scope of brokerage activities, to have or be correspondents of local and foreign institutions having similar activities, to become member of national or international factoring associations or unions, to assess its funds in order to strengthen its financial position within the limits of the laws and regulations, to ensure funding, to set up the organizations required for the provision of factoring services, and to provide consultancy services;

d- To purchase, sell, rent and lease any and all equipment, motor vehicles or other vehicles, road or naval vehicles or aircrafts, to attend local or international meetings related with the scope of its business, to assign observers for such meetings, to proceed with studies and researches, to carry out training activities for the Company's employees;

e- To develop, register on his name, take over, license, be a licensee of, and dispose of as a collateral and to dispose anyhow any and all kinds of intellectual and industrial property rights, licenses and privileges, patents, copyrights, trade marks, know-how and other intellectual property rights owned by third parties, to execute any agreements, understandings, to follow up the necessary operations before the private and public institutions and to set up the required organizations.

If the Company wishes to engage in other activities other than those mentioned above, and permitted by the laws and deemed beneficial and necessary for the Company in the future, the Company may engage in such activities upon the resolution of the Board of Directors and the approval of the General Meeting of shareholders to that effect, provided that the necessary registrations are accomplished. To implement this resolution which constitutes an amendment to these articles of association, The Company shall inform the Banking Regulation and Supervision Agency ("Agency"), and in case the Agency does not give any negative opinion within fifteen days, such amendments shall be included within the agenda of the general assembly meeting of the Company and the results of such meeting will be informed to the Banking Regulation and Supervision Agency. Furthermore the Company shall have the permission of the Ministry of Customs and Trade for amendments in the articles of association.

The provisions of the Law regarding the Financial Leasing, Factoring and Financing Companies, concerning the forbidden activities and transactions of the Company are however reserved.

HEAD OFFICE AND BRANCHES OF THE COMPANY

ARTICLE 4- Head office of the Company is in Istanbul, at the address Yener Sokak No.1 K.7-8 Gayrettepe-İstanbul'dur.

In the event of a change in the address of the Company, the new address shall be registered with the Trade Registry and announced in the Turkish Trade Registry Gazette and duly notified to the the Banking Regulation and Supervision Agency.

Failure of the Company to duly and timely register its new address upon moving from its previously registered and announced address is a ground for dissolution of the Company. Any notification or communication delivered to the registered and announced address shall be deemed to be validly served to the Company.

The Company may open branches in Turkey and abroad by a resolution of its Board of Directors and by having permission of the Banking Regulation and Supervision Agency in accordance with the relevant provisions of the Turkish Commercial Code and the Law on Financial Leasing, Factoring and Finance Companies. The branches in Turkey shall start business after their registration before the Trade Registry and the publication in the Trade Registry Gazette within three months following the date of permission of the Agency. It is mandatory to send a copy of the related Trade Registry Gazette to the Agency. The changes in the branches' addresses must be informed to the Agency within month.

DURATION OF THE COMPANY

ARTICLE 5- The Company is incorporated for an indefinite term and shall continue its operations unless it is decided to be dissolved by its shareholders or by the competent court under a just cause in accordance with the provisions of the Turkish Commercial Code. However; duration of the Company may be limited by a decision of its General Assembly by the quorums and conditions specified in the Turkish Commercial Code.

COMPANY'S SHARE CAPITAL

ARTICLE 6- The Company's share capital is TRY. 50.000.000,- (FIFTY MILLION Turkish Liras) divided into 50.000.000,- (FIFTY MILLION) registered shares, each with a nominal value of ONE Turkish Lira.

1- Out of TRY.30.000.000,- which corresponds to the previous share capital,

a- TRY. 11,250,000.- has been fully paid by the shareholders in cash.

b- TRY.16.042.169,78.- was provided by the extraordinary reserve funds, TRY.1.087.199,54.- was provided by Positive Distinction from Share Capital Adjustment, TRY.1.620.630,68 was provided by the Positive Differences of Inflation Adjustment belonging to Legal Reserves, and for this part of the share capital gratis shares were delivered to the shareholders pro rata to their shareholding before the capital increase.

- 2- This time, of TRY.20.000.000,- which constitutes the increased portion of the capital and divided into 20.000.000,- registered shares each with a nominal value of ONE Turkish Lira; TRY.19.918.873,18- shall be provided by the Undistributed Profits under Extraordinary Reserve Accounts; TRY.81.126,82 shall be provided from the Reserve Fund Account Allocated in Accordance with the General Assembly Resolution under Extraordinary Reserve Accounts, and in connection with this capital increase, for this part of the share capital gratis shares shall be delivered to the shareholders pro rata to their shareholding before the capital increase.

The Board of Directors is authorized to issue share certificates in various different series, and if and when deemed necessary for the sake of easy safekeeping, to issue share certificates in denominations representing more than one share, and if required, dividing the shares into different denominations, in strict compliance with the terms and conditions of the applicable laws.

SHARE CAPITAL INCREASE AND DECREASE

ARTICLE 7- The Company's share capital may be increased in accordance with the Turkish Commercial Code and other applicable legislation provisions and, decreased provided not to be lower than the limit set forth in the Law on the Financial Lease, Factoring and Financing Companies.

SHARE CERTIFICATES

ARTICLE 8- Share certificates shall be registered and issued in accordance with the provisions of the Turkish Commercial Code and other relevant legislations.

The pertinent provisions of the Turkish Commercial Code, the Law on the Financial Lease, Factoring and Financing Companies and other applicable legislation shall apply to the transfer of the shares.

The binding effect of transfer and assignment of the share certificates on the Company and on third parties requires the approval of the transfer by the Company's Board of Directors and its registration into the Company's share ledger.

ISSUE OF BONDS AND OTHER SECURITIES

ARTICLE 9- By a decision of its General Assembly and subject to the Turkish Commercial Code, Capital Markets Law and other relevant laws, decisions the Company may issue bonds, financial bonds, profit and loss sharing certificates, and other capital market instruments.

Unless otherwise provided in the law, the general assembly may assign the Board of Directors with the power to issue a security and to determine the terms and conditions of that issue for a period of fifteen months utmost.

BOARD OF DIRECTORS

ARTICLE 10- The Company shall be managed, represented and bound by a Board of Directors to be composed of minimum three members to be elected by the General Assembly. The general manager, and in his absence, his deputy is a natural member of the board.

The provisions of the Law on the Financial Lease, Factoring and Financing Companies concerning the appointment and qualifications of the Board members are, however, reserved.

The number and term of office of the Board members shall be determined prior to their election by the General Assembly. The Board of Directors shall perform the duties and functions arising out of the pertinent provisions of the Turkish Commercial Code, this Articles of Association and other applicable laws and regulations together with those vested by decisions of the General Assembly.

The relevant provisions of the Turkish Commercial Code regarding the un-assignable powers and duties of the Board of Directors are reserved.

TERM OF OFFICE OF THE BOARD OF DIRECTORS

ARTICLE 11- The Board members shall be appointed for a term of three years utmost. At the expiry of this term, the new Board members shall be elected by the General Assembly. The Board members, whose term of office has expired, may be re-appointed.

General Meeting of Shareholders can change any director at any time.

MEETINGS OF THE BOARD OF DIRECTORS AND ITS ORGANIZATION

ARTICLE 12- The Board of Directors shall meet when deemed necessary in the course of business of the Company.

At the first meeting to be held following their appointment, the Board of Directors shall elect a chairman and a vice chairman among its own members.

The meetings of the Board of Directors shall be convened at the Company's headquarter or any other convenient place in Turkey or abroad provided that the agenda of the meetings is sent to the directors in advance.

Persons who are entitled to participate to the Board of directors' meeting may participate on electronic media as well as per article 1527 of the Turkish Commercial Code. In accordance with the "Communiqué regarding the Joint Stock Companies' Meetings except the General Assembly Meetings to be held on Electronic Media", the Company shall either directly install the Electronic Meeting System allowing the related parties to participate the meetings and to vote on electronic media or supply services from other services in that respect. In the meetings to be held in that way, it shall be ensured that the related parties shall be able to exercise, through the system installed or supplied from third parties, their rights defined in the relevant legislation within the scope defined by the Communiqué.

The discussions of the Board of Directors require the presence of the simple majority of the members. The decisions shall be adopted by the majority of the members attending the meeting.

Unless a Board Member demands a meeting with personal participation under the provisions of the Turkish Commercial Code, the Board of Directors' resolutions may be adopted without meeting. In such case, any Board of Directors' resolution may be adopted by being signed by the simple majority of the existing members.

MANAGEMENT, REPRESENTATION AND BINDING OF THE COMPANY

ARTICLE 13- The Company shall be managed and represented by the Board of Directors.

In order to be valid and binding on the Company, all of the documents and contracts of the Company must be signed, under the seal and title of the Company, by two persons appointed by the Board of Directors.

The Board of Directors may establish committees and/or commissions and may authorize them for some defined matters, to monitor the business, to draft reports for the matters to be submitted to the board, to make its decisions implemented or for internal auditing purposes where there may be board members as well.

The Board of Directors, through an internal guideline to be issued, is authorized to delegate the administration, partially or totally, to one or several board members or a third party. Such internal guideline shall regulate the management of the Company, shall define the terms of reference, the work place, and particularly state who is obligated to report and provide information who. The term of office of such delegated person is not limited with the board of directors' term of office. The Board of Directors shall determine with the regulations to be issued the work definitions and the employees' duties and responsibilities.

The General Manager and Managers shall be appointed by the Board of Directors in line with the qualifications required in the Law regarding the Incorporation and Activities of the Financial Lease, Factoring and Financing Companies and the relevant legislation. Term of office of such authorized officers is not limited to the term of the Board of Directors.

FINANCIAL RIGHTS OF THE BOARD MEMBERS

ARTICLE 14- Board Members shall receive a monthly or yearly remuneration to be determined by the General Assembly in line with these Articles of Association.

AUDITORS

ARTICLE 15- The General Assembly shall appoint for each activity year an auditor to audit the Company's yearend and consolidated financials, reports, accounts, inventory and accountancy as per the Turkish Auditing Standards published by Turkish Public Oversight Accounting and Auditing Standards Authority which are in line with international auditing standards. Audit of the financial information included within the Board of Directors' yearly report, whether they are consistent with the audited financials and their accuracy are included within the scope of audit as well. Such audit covers also the compliance with Turkish Accounting Standards, the provisions of the law and the provisions of the articles of association regarding the financials.

It is mandatory to appoint the auditor among those meeting the conditions sought in the Turkish Commercial Code and other related legislation, The elected auditor shall be registered by the Board of Directors and published in the Turkish Trade Registry Gazette and posted on the Company's web site.

ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY MEETINGS

ARTICLE 16- The General Assembly of the Company shall meet at ordinary or extraordinary meetings.

Ordinary meetings of the General Assembly shall be held once a year within three months following the end of each accounting period of the Company. In ordinary meetings, the topics listed in the Turkish Commercial Code shall be discussed and the necessary decisions shall be taken.

The Board of Directors shall prepare an internal directive setting forth the working principles and procedures of the general assembly and shall enact it following the

approval of the General Assembly. The internal directive shall be registered and published.

Extraordinary meetings of the General Assembly shall be held whenever it is necessary for the Company's business and the necessary decisions shall be taken pursuant to the Turkish Commercial Code and the provisions of the relevant legislations and the Articles of Association.

The ordinary and extraordinary general assembly meeting may be called by the Board of Directors. When the prerequisites are met, the provisions of the Turkish Commercial Code regarding the meeting without announcement shall apply.

Meetings of the General Assembly shall be chaired by the chairman of the Board of Directors. In his absence, by the vice chairman, or in the absence of this latter, by a shareholder to be elected by the General Assembly of Shareholders shall chair the meeting.

The Chairman shall appoint a secretary and, when needed, a vote collector.

MEETING PLACE

ARTICLE 17- The General Assembly shall meet at the Company head office or at any convenient place in the city where the head office is located.

The date, time and place and agenda of the meeting shall be announced and indicated in the invitations to be sent to the holders of registered shares and to the shareholders who deliver a share certificate to the Company and notify their address prior to the meeting.

PRESENCE OF A MINISTRY REPRESENTATIVE AT THE MEETING

ARTICLE 18 - Both in the ordinary and extraordinary general assembly meetings a representative of the Ministry of Customs and Trade must be present.

Resolutions adopted at meetings held in the absence of the Ministry Representative are invalid.

MEETING AND DECISION QUORUM

ARTICLE 19- The meeting and decision quorums for the General Assembly meetings are subject to the pertinent provisions of the Turkish Commercial Code.

VOTING RIGHT

ARTICLE 20- Shareholders or their proxies present in both ordinary and extraordinary meetings of the General Assembly shall have one vote for each share they hold or represent.

Voting rights may be delegated to a proxy who may or may not be a shareholder. The form of the power of attorney and/or certificate of authorization to be issued for such delegation purpose shall be determined by the Board of Directors in compliance with the applicable laws and regulations of relevant authorities.

Holders of registered shares or holders of shares for which share certificates are not issued yet or their proxies may directly attend the meetings of the General Assembly of Shareholders.

In the meetings of the General Assembly of Shareholders, votes are used by show of hands. Providing however that balloting is essential upon demand of shareholders holding at least one-tenth of the capital represented by the shareholders present in the meeting.

ANNOUNCEMENTS

ARTICLE 21- Without prejudice to the relevant article of the Turkish Commercial Code, announcements of the Company shall be posted on the Company's web site. However, calls for meetings of the General Assembly of Shareholders must be published no later than two weeks in advance, excluding the announcement and meeting days, in accordance with the relevant article of the Turkish Commercial Code. The mandatory provisions of the Turkish Commercial Code pertaining to the format and duration of announcements are reserved.

Provisions of the related articles of the Turkish Commercial Code shall apply to announcements relating to capital reduction or dissolution of the Company.

ACCOUNTING PERIOD

ARTICLE 22- Accounting period of the Company starts in the first day of January and ends in the last day of December, except for the initial accounting period which starts as of the date of foundation of the Company and ends in the last day of December of that year.

FINANCIALS AND REPORTING

ARTICLE 23- At the end of each financial year, the company financials showing the company's financial situation and drawn up in accordance the applicable legislation, and the board of directors yearly activity report and audit report shall be prepared. The Company shall prepare its financials in accordance with the Turkish Accountancy Standards.

The Board of Directors report, the audit reports, financial reports and statements, and the Board of directors' proposal on dividend distribution shall be made available at the Company's headquarters for the shareholders' study at least fifteen (15) days before the General Assembly meeting date.

The General Assembly documentation defined with the relevant legislation shall be delivered to Ministry Representative and Agency representative present at the meeting.

The provisions of the Turkish Commercial Code regarding the documentation to be published and posted on the Company's web site are reserved.

CALCULATION AND DISTRIBUTION OF NET PROFIT

ARTICLE 24- Net profit of the Company is equal to its gross income of all operations during a balance sheet period minus all kinds of expenses, depreciations, paid interests and commissions, and wages, salaries and bonus premiums paid to its employees, and all other expenses incurred for management and the conduct of the Company's business, and all kinds of social and charitable expenses, and provisions, and the taxes due and payable over the operating profit of the Company.

Out of the net profit calculated as above:

- a) 5% shall be set aside as the legal reserve fund,

- b) Out of the remaining balance, 5% of the paid capital shall be set aside as first dividend,
- c) By a resolution of the General Assembly of Shareholders, maximum 10% of the balance may be distributed to the managers, officers and employees of the Company.
- d) The General Assembly of Shareholders is authorized to resolve to distribute the remaining balance of the net profit in full or in part as second dividends, or to set aside the balance of the net profit in full or in part as the extraordinary reserve funds.
- e) The provisions of 3rd sub-paragraph of 2nd paragraph of Article 519 of the Turkish Commercial Code are, however, reserved.

The General Assembly of Shareholders determines the date and method of distribution and payment of the dividends and profit shares decided to be distributed.

RESERVE FUNDS

ARTICLE 25- Every year, it is obligatory to set aside five percent of the yearly net profit as the legal reserve fund up to twenty percent of the paid up share capital.

However, in the event that the legal reserve fund is decreased below twenty percent of the paid-up share capital for any reason whatsoever, the deficiency shall be covered by setting aside legal reserve fund in the subsequent years.

The legal reserve fund shall, unless and until it exceeds half of the share capital, be used solely for settlement of losses and for actions and measures required for survival of the Company.

No profit may be distributed to shareholders unless and until the amount required to be set aside from the net profit pursuant to this Articles of Association, and the applicable law provisions are set aside.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

ARTICLE 26- Before any amendment in the articles of association, the Banking Regulation and Supervision Agency shall be informed. In case the Banking Regulation and Supervision Agency does not raise any negative opinion within fifteen days, such amendment drafts shall be included within the general assembly agenda, and the Banking Regulation and Supervision Agency shall be informed of the resolutions made. However it is mandatory to have the permission of the Ministry of Customs and Trade's permission as per the applicable legislation. The amendment drafts that are subject to negative opinion of the Banking Regulation and Supervision Agency may not be discussed in the General Assembly meeting.

Such amendments are valid as of the date of approval and registration into the Trade Registry. Following the publication of the amendment, a copy of the relevant Trade Registry Gazette shall be sent to the Agency.

STATUTORY PROVISIONS

ARTICLE 27- Any matter that is not provided for in these articles of association shall be governed by the Turkish Commercial Code and other applicable legislation.