

**ARTICLES  
OF  
ASSOCIATION**

**Amended on 14 April 2021**

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## **ARTICLES OF ASSOCIATION OF BANKA KOMBETARE TREGTARE SH.A.**

*Approved by the General Assembly of Shareholders dated 31 March 2010  
and amended by the General Assemblies of Shareholders on dates 31 March 2011; 28 March 2012; 27 March 2013;  
17 October 2014; 26 March 2015; 24 March 2016; 29 March 2017; 25 October 2017; 27 March 2018; 13 August  
2018; 20 March 2019; 01 April 2020, 28 January 2021 and 14 April 2021.*

### **CHAPTER I** **NAME, LEGAL SEAT, DURATION, PURPOSE**

#### **Article 1**

- 1.1 “Banka Kombetare Tregtare” Sh.A. – or abbreviated BKT (hereinafter referred to as the “Company” or the “Bank”) is established in the form of a joint stock company in accordance with the legislation in force and in particular with the Law no. 9901 dated 14.04.2008 “On Entrepreneurs and Commercial Companies” (hereinafter referred to as the “Company Law”) and the Law no. 9662 dated 18.12.2006 “On Banks in the Republic of Albania”( hereinafter referred to as the “Banking Law”).
- 1.2 The Bank has its own logo and seal containing the letters “BKT” in a stylized form. The exact configuration of the seal is determined by the Board of Directors and may upon its decision be subject to changes from time to time in accordance with the Albanian legislation.

#### **Article 2**

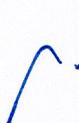
- 2.1 The Bank has its Legal Seat at the address: Rruga e Vilave, Lunder 1, Tirane, Albania.
- 2.2 The Bank, upon the approval of the Bank of Albania, may extend its network through establishing branches, agencies, representative offices within the territory of the Republic of Albania or abroad, as well as providing cross-border services, in accordance with the requirements set out by the Banking Law.
- 2.3 The Bank can invest in the purchasing of the share capital of another company, non – bank or financial institution in accordance with the requirements of the Banking Law.

#### **Article 3**

- 3.1 The purpose of the Bank is to conduct banking and financial activities for an unlimited duration.
- 3.2 The Bank, in accordance with the license issued by the Bank of Albania and the criteria defined by the Banking Law, may perform the following activities:



- (1) Receiving of monetary deposits and the funds repayable from the public;
  - (2) Lending of all types, including consumers' credit and mortgage;
  - (3) Factoring and financing of commercial transaction;
  - (4) Leasing;
  - (5) All payments and money transferring services;
  - (6) Guarantees and commitments;
  - (7) Trading for own account or for the account of clients, whether on a foreign exchange, in an over-the-counter market or otherwise the following:
    - i. Money market instruments (cheques, bills, certificates of deposits, etc);
    - ii. Foreign exchange;
    - iii. Derivative products, including, but not limited to, futures and options;
    - iv. Exchange rates and interest rate instruments including products such as swaps and forward agreements;
    - v. Transferable securities;
    - vi. Other negotiable instruments and financial assets including bullion;
    - vii. Participation in issues of all kinds of securities including, underwriting and placement as agent (whether publicly or privately) and provision of services related to such issues;
  - (8) Money broking;
    - i. Asset management such as cash or portfolio management, fund management, custodial, depository and trust services;
    - ii. Settlement and clearing services for financial assets, including securities, derivative products and other negotiable instruments;
    - iii. Provision and transfer of financial information, and financial data processing and related software by providers of other financial services;
  - (9) Advisory, intermediation and other auxiliary financial services of all activities listed in letters (1)-(9) above, including credit reference and analyses, investment and portfolio research and advice, advice on acquisitions and on corporate restructuring and strategy;
  - (10) Custodial services for Government securities;
  - (11) Issue and management of payment instruments, (such as credit, debit and charge cards, travelers cheques, banker's draft and mobile phone payments), etc. including the issue of electronic money.
  - (12) Providing intermediation for insurance and reinsurance activity.
- 3.3 In accordance with the license issued by the Bank of Albania and within the limits set out by the law provisions in force, the Bank may conduct any other activities and offer other financial and banking services, provided that such shall be licensed and permitted by the relevant authority.



#### **Article 4**

The organs of Banka Kombetare Tregtare are the followings:

- a) The General Assembly of Shareholders
- b) The Board of Directors
- c) The Directorate
- d) The Audit Committee

### **CHAPTER II SHARE CAPITAL AND SHARES**

#### **Article 5**

- 5.1 The subscribed and paid – in share capital of the Bank is USD 300,000,000 (three hundred million USD), divided into 24,291,498 (twenty-four million and two hundred ninety-one thousand and four hundred and ninety-eight) shares having a par value of USD 12.35 (twelve US Dollars and thirty-five US cents) each.
- 5.2 The authorized shares are numbered from 1 to 24,291,498 including the number of the last share.

#### **Article 6**

The shares are nominative and ordinary shares. Each share entitles the respective shareholder to one voting right.

#### **Article 7**

- 7.1 The shares are transferred in accordance with the provisions of the Company Law, the Banking Law and the present Articles of Association.
- 7.2 Each shareholder is entitled to the pre-emption right for every proposed transfer of shares in proportion with its existing participation into the share capital.
- 7.3 The transfer of the ownership title over the shares, as well as the creation or transfer of any other right related thereto is registered with the Shares Registry kept in accordance with the Company Law and the Banking Law.

### **CHAPTER III GENERAL ASSEMBLY OF SHAREHOLDERS**

#### **Article 8**

- 8.1 The General Assembly of Shareholders is the supreme decision-making body of the Bank.
- 8.2 In case of issues to be decided on simple majority, the General Assembly takes valid decisions, only if the shareholders that possess more than 50 per cent of the shares, are present or represented.



- 8.3 In case of issues to be decided on qualified majority, the General Assembly takes valid decisions, only if the shareholders that possess more than 70 percent of the shares, are present or represented.
- 8.4 If the General Assembly cannot be assembled due to the lack of the quorum mentioned in point 8.2 and 8.3 of this article, the General Assembly will be assembled again, not later than 30 days, with the same agenda.

### Article 9

- 9.1 Each shareholder is entitled to participate in the General Assembly of Shareholders, to express its opinion, as well as to exercise the voting rights in proportion with the number of shares in its ownership.
- 9.2 Each shareholder may be represented by another shareholder, or any other person authorized through written special power of attorney granting the powers to exercise the voting right of the represented shareholder, in accordance with the procedures and restrictions set out by the Company Law.

### Article 10

- 10.1 The General Assembly is convoked by the Board of Directors or General Manager, or any member of the Board of Directors, as often as is seen necessary for the well functioning of the Bank, as well as by other structures/ subjects, to whom, through specific articles of the Law, this right is recognized under specific circumstances. The convoking is done through notification made by registered mail or through e-mail which should be sent to the shareholders – at the domicile address as indicated in the Shareholders Register – as well as to the members of Board of Directors and Audit Committee, at least 21 (twenty-one) days before the date of the meeting.

The General Assembly of Shareholders must be convoked at least once a year, for the approval of the annual financial statements, within 4 (four) months following the end of the financial year.

The General Assembly of Shareholders is convoked in all cases and in accordance with the procedures set forth for such purpose by the legislation into force.

- 10.2 The notice for the convocation of the General Assembly of Shareholders should be performed in the form, content, terms and procedures set out by the Company Law.
- 10.3 The meetings of the General Assembly of Shareholders may be held in places other than the headquarter of the Bank.

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- 10.4 The General Assembly of Shareholders shall be deemed regularly held even if the convocation procedures have not been observed, provided that the entire shareholders are present or represented in the meeting.
- 10.5 The General Assembly of Shareholders may be held also through participation of shareholders that are located in different places, interconnected through the telecommunication means, which are appropriate for massive communication, according to the principles of good faith and the equal treatment of shareholders. The convocation, procedures and other things related to the progress/validity of the meeting performed through electronic means, shall be performed in accordance with the requirements of the Company Law related to such kind of meeting.
- 10.6 In case the Bank is owned by a sole shareholder, the rights and obligations of the General Assembly of Shareholders are exercised by the sole shareholder. All decisions taken by the sole shareholder are recorded with the register of decisions, which data may not be subject to amendments or deletion. In particular are subject to record, but not limited to, the following decisions:
- a. approval of the annual financial statements and the activity progress reports;
  - b. distribution of dividends and coverage of loss;
  - c. increase or decrease of the share capital;
  - d. decisions on investments; and
  - e. reorganization and dissolution of the Bank.

### **Article 11**

- 11.1 Each meeting of the General Assembly of Shareholders is presided by a shareholder or other person appointed by the Assembly.
- 11.2 The Chairperson should ascertain the validity of participation of the attendants, should verify that the meeting has been validly convoked and held. The Chairperson defines the order of the discussions of the agenda and the voting procedures.
- 11.3 The Decisions of the General Assembly of Shareholders must be signed by the present shareholders or their representatives, as well as by the Chairperson and the Secretary of the Meeting.

### **Article 12**

- 12.1 The General Assembly of Shareholders has exclusive powers to adopt resolutions on the following matters and may not delegate these powers to any other organ:
1. Amendments of the Articles of Association;
  2. Approval on dividends' policy, quantity declaration and methods of payment of the dividends including any interim dividend;



3. Approval of the increase or decrease of the share capital;
4. Merger, sale, dissolution, division and liquidation of the Bank (including any contribution in kind done in relation to such reorganization);
5. Changes of the name of the Bank;
6. Establishment of the mandatory reserves and other reserves;
7. Purchase by the Bank of its own shares;
8. Appointment of the independent chartered accountants;
9. Appointment of the liquidators;
10. Emission of shares and terms of subscription or changes of the nominal value of the shares and shares' currency and other related rights;
11. Approval of the annual financial statements of the Bank;
12. Appointment and dismissal of the members of the Audit Committee;
13. Policies on the remuneration of the Board of Directors and Audit Committee;
14. Amendments of the object of activity of the Bank;
15. Approval of the experts' assessments on the contribution in kind in the share capital; and
16. Appointment and dismissal of the members of the Board of Directors;

#### **Article 13**

- 13.1 For the issues determined in Article 12.1, clauses (1) to (10) inclusive, the General Assembly takes valid decisions with a qualified majority of three quarters of the shareholders that participate in voting.
- 13.2 For the issues determined in Article 12.1, clauses (11) to (16) inclusive, the General Assembly takes valid decisions with the simple majority of the shareholders that participate in voting.
- 13.3 The voting methods are determined by the Assembly of Shareholders and may be the following: by raising hands, call of names, secret vote, or through signing a written resolution by shareholders, in accordance with the provisions of the Company Law.
- 13.4. Each decision is voted separately.

### **CHAPTER IV BOARD OF DIRECTORS AND GENERAL MANAGER**

#### **Article 14**

- 14.1. The Board of Directors is the decision making and supervisory organ of the bank, which is composed of not less than 5(five) members and maximum of 9 (nine) members.
- 14.2. Each member of the Board of Directors should meet the requirements foreseen by the Banking Law.
- 14.3. The Board of Directors appoints among its members a Chairperson and a Vice – Chairperson, as well as a Secretary that is not necessarily a member.



- 14.4. The members of the Board of Directors are entitled to the reimbursement of the expenses incurred in relation to their office, as well as to remuneration to be determined by the General Assembly of Shareholders.
- 14.5. The members of the Board of Directors are appointed for a four-year term. The members of the Board of Directors may be reappointed for the same term duration, without limitation.
- 14.6. The continuity and interruption of the office, the dismissal and replacement of the members of the Board of Directors should be made in accordance with the provisions of the Company Law and the Banking Law.

#### **Article 15**

- 15.1 The Board of Directors is convoked at least once a quarter, at the headquarter of the Bank or in any other place; or each time it is considered necessary by the Chairperson of the Board of Directors or it is requested by at least one third of the members of the Board of Directors or of the Audit Committee.
- 15.2 The notification of the meeting that includes the time, day, place where meeting will be held and also agenda, must be sent to the members of the Board of Directors, through mail, telegram, telex, fax, e-mail or in any other electronic mean that guarantees its receipt, at least 5 (five) days ahead of the set date of the meeting. In cases of urgency, the notification can be reduced down to 48 (forty-eight) hours.
- 15.3 The meeting of Board of Directors is valid if the majority of its members is present. The Decisions are taken with the simple majority of votes. In the event of parity of votes, the vote of the Chairperson of the Board of Directors is determinant. The Board resolutions should be signed by the Board members present at the relevant meeting either physically or by telecommunication means as well as the Chairperson of the Board of Directors and its Secretary.
- 15.4 The meetings of the Board of Directors may be held by utilizing the telecommunication means. If such is the case, the location of the Chairperson and Secretary shall constitute the location of the meeting as well. Furthermore, for all the participants must be made possible the identification and follow up of the discussions, direct participation on the discussed issues and also the necessary arrangements must be made so that they can receive, give or discuss papers. The Board of Directors can discuss and take decisions via emails too, and in such cases, the decision will be considered as a “circulated decision”.

#### **Article 16**

- 16.1 The Board of Directors is empowered to the ordinary and extraordinary administration of the Bank within its object, except for the powers that in virtue of the law or the present Articles of Association, pertain exclusively to the General Assembly of Shareholders.

- 16.2 The Board of Directors may delegate the powers on the administration of the Bank, to the General Manager and/or to its executive bodies, except for those powers/competencies the delegation of which are bound with restrictions specified by the Company Law or Banking Law”.
- 16.3 The Board of Directors has the power to decide on the following:
- Appointment and dismissal of the General Manager, the Group and Division Heads and the members of the Internal Audit Division as well as the determination of their remuneration and powers;
  - Submission of the annual financial statements to the General Assembly of Shareholders and proposals for the distribution of dividends;
  - Determination of the strategic plans;
  - Establishment of committees for the executive direction of the Bank;
  - Opening and closing of the branches, agencies and representative offices;
  - Approval of any credit exposure exceeding EUR 2,500,000 (two million and five hundred thousand Euro);
  - Establishment, participation or capital transfer in other Commercial Companies or Subsidiaries, either foreign or domestic;
  - Purchase, sale and exchange of tangible or intangible fixed assets having a value exceeding EUR 1,000,000 (one million Euro);
  - Creation or release of liens in excess of EUR 2,500,000 (two million and five hundred thousand Euro) in value;
  - Any borrowing in the form of syndicated or subordinated loans, exceeding EUR 2,500,000 (two million and five thousand hundred Euro);
  - Approval of the Operating Policy Statement; and
  - Approval of the business plan and annual budget of the Bank.

### **Article 17 GENERAL MANAGER**

- 17.1 The Board of Directors, in accordance with the requirements of the Company Law and the Banking Law shall appoint the General Manager of the Bank. In case a member of the Board of Directors is appointed as the General Manager, he or she can not act as Chairperson or the Vice - Chairperson of the Board of Directors and can not attend the Board meetings where the appointment or dismissal of the General Manager is discussed and voted.
- 17.2 The General Manager of the Bank is empowered with all those issues related to the administration of the Bank, which in virtue of the law and the present Articles of Association are not subject to decision of the Assembly of Shareholders, Board of Directors or Audit Committee, including but not limited to the representation of the BKT in the General Assembly of Shareholders of its Subsidiaries.



## **CHAPTER V** **AUDIT AND ACCOUNTS**

### **Article 18** **AUDIT COMMITTEE**

- 18.1 The Audit Committee consists of 3 (three) members, appointed by the General Assembly of Shareholders for a four-year term, renewable.
- 18.2 Each member of the Audit Committee should meet the requirements foreseen by the Banking Law.
- 18.3 The General Assembly of Shareholders determines the remuneration of the members of the Audit Committee who shall also be entitled to reimbursement of all the expenses incurred during the exercise of their office.
- 18.4 The members of the Audit Committee are entitled to participate in the meeting of the General Assembly of Shareholders.
- 18.5 The organization, meetings and powers of the Audit Committee are governed in accordance with the Banking Law provisions.
- 18.6 The executive officers and directors of the Bank may not be appointed as members of the Audit Committee.

### **Article 19** **ACCOUNTS AND INDEPENDENT CHARTERED ACCOUNTANTS**

- 19.1 The Bank shall keep the accounts and prepare the financial reports in order to provide a correct framework and in accordance with the accounting standards and rules, of the financial situation of the Bank on individual and consolidated bases.
- 19.2 Within the legal time limits, the Bank shall prepare the accounts and the financial statements, in accordance with the Albanian legislation and the Law "On accounts and the financial statements", and in accordance with the International Accounting Standards.
- 19.3 The annual profit and loss accounts and balance sheets are prepared by the Board of Directors and reported to the Audit Committee along with the economic report, at least 15 (fifteen) days before the notification on the meeting of the General Assembly of Shareholders which shall examine them.
- 19.4 The General Assembly of Shareholders may decide not to distribute the profits, or to provide for their allocation in the fund of reserves or to be used for purposes of capital increase.



**CHAPTER VI**  
**MISCELLANEOUS**  
**Article 20**

In case of liquidation of the Bank for any reason and at any time, the General Assembly of Shareholders shall determine the liquidation scheme of the Bank and shall appoint one or more liquidators by indicating their powers and remunerations in accordance with the legislation in force.

**Article 21**

- 21.1 The participants in the meeting of the General Assembly of Shareholders, the Board of Directors and the Audit Committee may use materials either in Albanian or English language.
- 21.2 In case of controversies in relation to acts and documents as mentioned above, the Albanian version shall prevail.

**Article 22**

All the matters not expressively foreseen in this Articles of Association shall be governed by the provisions of the Law no. 9901 dated 14.04.2008 "On Entrepreneurs and Commercial Companies" and of the Law no. 9662 dated 18.12.2006 "On Banks in the Republic of Albania", as well as by the provisions of the legislation in force in the Republic of Albania.

For and on behalf of

**BANKA KOMBETARE TREGTARE SH.A**

**SOLE SHAREHOLDER**

**ÇALIK FINANSAL HİZMETLER A.Ş.**

Abdulvahap Vergili

Date 14.04. 2021

M. Sayin Gencab



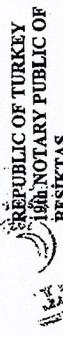
09 NİSAN '2021'

IT BEARS EMBOSSED  
STAMP

April 06, 2021  
No: 07267  
Ref: 2021/79

SOĞUK DAMGA  
SOĞUK DAMGA

№ 07566



BESİKTAS  
NOTERLİĞİ

19. NOVEMBER 2021  
Cevrimiçi  
Saklık-Emlak-Konular  
D.6 Levant-Besiktas 15<sup>th</sup>  
07/12/2021 13:55:59 03  
1.1.8.0.1

POWER OF ATTORNEY

1. Ülker/County/Pays/Staat TÜRKİYE - LA TURQUIE  
( Convention de La Haye du 5 Octobre 1981 )

İşbu resmi belge/This public document/l'e présent acte public/Dieses zeugnis wurde

2. OMER SERTAC DEDE tarafından imzalanmıştır./Habe been signed by/a été signé par/durch...

3. (İmzalayanın ismi) Kılıfı/din/ Acting in the capacity of/Agitant en qualité de/Titel des Unterzeichneter

4. Beşiktaş 19. Nömreli 'nın muhür/damgasını tasıtmaktadır-/Bears the seal/stamp of/est revêtu du sceau/numbre de-trägt Siegel/Stempel von

TASDIK / CERTIFIED / ATTESTE / BEGLÄUBIGUNG:

5. Şili Kaymakamlığı' da/da/Am

6. 04.2021 günde/Heute/Am

7. Set Sayıları SENOCAK tarafından/bardurch denöide

8. No. 74933 ile tescit edilmiştir./No/zous Nr/unter Nr.

9. Mohr - Dangu/Seal/Stamp/Seau-

İmbre/Seige-Stempel:

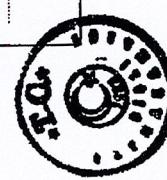
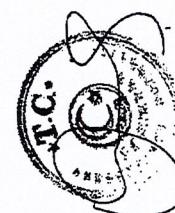
10. İmza/Signature/Signature/Unterschrift:

POWER OF ATTORNEY IS GRANTED BY:

MEHMET USTA  
Büyükdere Caddesi, No:163, 34394 Esençe-Sıhhi-Esenbe  
(signed)

jointly authorized to represent ÇALIK FINANSAL HİZMETLER ANONİM ŞİRKETİ

(signed and sealed)



|  |  |   |  |
|--|--|---|--|
| 1. Ülker/County/Pays/Staat TÜRKİYE - LA TURQUIE<br>( Convention de La Haye du 5 Octobre 1981 ) | 2. OMER SERTAC DEDE tarafından imzalanmıştır./Habe been signed by/a été signé par/durch... | 3. (İmzalayanın ismi) Kılıfı/din/ Acting in the capacity of/Agitant en qualité de/Titel des Unterzeichneter | 4. Beşiktaş 19. Nömreli 'nın muhür/damgasını tasıtmaktadır-/Bears the seal/stamp of/est revêtu du sceau/numbre de-trägt Siegel/Stempel von |
| TASDIK / CERTIFIED / ATTESTE / BEGLÄUBIGUNG:   |  |   |  |
| 5. Şili Kaymakamlığı' da/da/Am   | 6. 04.2021 günde/Heute/Am  | 7. Set Sayıları SENOCAK tarafından/bardurch denöide   | 8. No. 74933 ile tescit edilmiştir./No/zous Nr/unter Nr.   |
| 9. Mohr - Dangu/Seal/Stamp/Seau-<br>İmbre/Seige-Stempel:                                       | 10. İmza/Signature/Signature/Unterschrift:   |   |  |

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NO: 2019/1

LIST OF AUTHORIZED SIGNATURES

I hereby attest that the signatures at the foot of this power of attorney which has been attested externally and brought to the notary public's office for attestation belong to AHMET ÇALIK, who is acting as the AUTHORIZED OFFICER of ÇALIK FINANSAL HİZMETLER ANONİM ŞİRKETİ with tax registration number 2250413211 and whose Turkish Citizenship No. is 49801115896 and was born on 1/3/1958 and whose father's name is Mahmut and mother's name is Diniye and serial number A12H17203 issued by Ministry of Interior of the Republic of Turkey is valid until 06/07/2028 and stated that he was literate and to MEHMET USTA who is acting as the AUTHORIZED OFFICER of ÇALIK FINANSAL HİZMETLER ANONİM ŞİRKETİ with tax registration number 2250413211 whose Turkish Citizenship No. is 37522870712 and was born on 18/1/1950 and whose father's name is İlyas and mother's name is Hüsnü and serial number A13177848 issued by Ministry of Interior of the Republic of Turkey is valid until 06/06/2027 and stated that he was literate and that they have appended their signatures at their office at Büyükdere cad. no.163 Esentepe İstanbul as they could not come to our office because of their busy schedule. Six April, Two Thousand Twenty-One, Tuesday 06/04/2021.

BASIS: As a result of a review of the list of authorized signatories attested by the 19th Notary Public of Beşiktaş on 22/01/2019 with book entry number 1960, it was established that AHMET ÇALIK and MEHMET USTA had been authorized to represent the company named ÇALIK FINANSAL HİZMETLER A.Ş.

For  
19TH NOTARY PUBLIC OF BEŞİKTAŞ  
Zekeriya DEMİR

Deputy  
Chief Clerk with Authorized Signatory  
Necla AYDEMİR  
(signed and sealed)

Company's Name... : ÇALIK FINANSAL HİZMETLER ANONİM ŞİRKETİ

Registration Number. : 512587

Address..... : Büyükdere Cad. No.163 Esentepe-Şişli/İstanbul

According to resolution no. 2018/3 of 26.10.2018 adopted by the Board of Directors of our company, whose name, registration number, and address are written above, which resolution was certified by the 19th Notary of Beşiktaş on 17/12/2018 under the journal entry number 29438 and for the registration and announcement of which an application was made with the İstanbul Trade Registry on 08.01.2019, it is resolved that:

I- To annul the Internal Directive No. 1 dated 18.11.2015 and to adopt Internal Directive No. 2 dated 26.10.2018,

II- Following the division of tasks made among the Members of the Board;

- Ahmet ÇALIK (Turkish ID Number: 49801115896) at Büyükdere Cad. No.163 Esentepe-Şişli/İstanbul is appointed as Chairman of the Board;

- Çalık Holding A.Ş. at Büyükdere Cad. No. 163 Esentepe-Şişli/İstanbul, registered with the Major Taxpayers Tax Office, having the tax number 6090007406, is appointed as Vice Chairman of the Board (to be represented by Mehmet Ertıçgrul GÜRLER with Turkish ID Number 49852215736); and

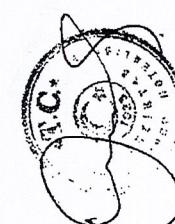
- Mehmet USTA (Turkish ID Number: 37522870712) at Büyükdere Cad. No. 163 Esentepe-Şişli/İstanbul, is appointed as Member of the Board.

III- Ahmet Çalık, Chairman of the Board, shall represent and bind the Company in every respect in the widest manner by signing under the Company's seal or name jointly with any one of the authorized signatories of group (A);

IV- The signing authorities with the Company's seal or name shall be applicable for the validity of all documents and papers binding upon the Company;

1. To procure that these resolutions related to the appointment of the company's authorized signatories and their powers are registered with the Trade Registry and promulgated; to annul previous list of authorized signatories and all kinds of signing powers previously granted after the registration and promulgation of this resolution and to issue a new list of authorized signatures setting forth the issues referred to above,
2. The new list of authorized signatures to be issued shall also be applicable at the domestic and foreign branches and representations where the Company operates and/or will operate under the same name,

3. These changes in the authorized signatories of the Company and in their authorities shall immediately following their registration be notified to all domestic and/or foreign banks and financial institutions or private organizations with which the Company has a continuous business relationship.



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- All transactions, contracts, and letters of undertaking related to obtaining cash/non-cash credit from banks and finance institutions (domestic/foreign);
  - Buying immovable property, selling immovable property owned by the Company, establishing mortgages on such property, establishing pledges on movable property, providing Company's immovable property as security in favour of third parties, establishing usufructs, servitudes and other restrictive real rights upon immovable property, amending and discharging them, discharging mortgages and lifting pledges;
  - Selling and transferring all patents, trademarks, licences and other intellectual property rights owned by the Company, establishing, amending and discharging other restrictive rights on them;
  - Holding or selling equity interests in other companies, joining partnerships that exist or that will be established, signing joint venture declarations;
  - Equity participations in official or public enterprises;
  - Issuing share certificates, bonds, and financing paper;
  - Documents of arbitration, settlement, and release;
  - All types of powers of attorney certified or not certified by a notary, except the matters specified in Article III in relation to powers of attorney;
  - Contracts and undertakings, guarantee letters, contracts and undertakings related to opening letters of credit, tenders, all purchases, issuing cheques, bonds, drafts and other transactions, other payment and transfer orders, instructions for transfer between Company's accounts at various banks, all instructions by the Company for transfer between banks, and all other legal transactions, up to USD 500,000 (Five Hundred Thousand United States Dollars) or its equivalent in TL or another currency at the date of transaction as a result of a single transaction or a series of related transactions.

**III. For the validity of the following transactions, any two authorized signatories of Group (A) must jointly sign under the Company's seal or name:**

  - Contracts and undertakings, guarantee letters, contracts and undertakings related to opening letters of credit, tenders, all purchases, issuing cheques, bonds, drafts and other transactions, all payment and transfer orders, instructions for transfer between Company's accounts at various banks, all instructions by the Company for transfer between banks, and all other legal transactions, up to USD 500,000 (Five Hundred Thousand United States Dollars) or its equivalent in TL or another currency at the date of transaction as a result of a single transaction or a series of related transactions;

**Powers of attorney including the limited authorities below:**

  - All actions related to tenders except participating in tenders and making bids (price offers);
  - Authorizing consultant firms and/or individuals;
  - Actions aimed at business development in a certain region;
  - Sales of vehicles, machinery, equipment, assets and immovable property up to USD 100,000 (One hundred thousand United States Dollars) or its equivalent in TL or another currency at the date of transaction, and authorizing third parties and/or Company personnel to carry out transactions up to such amount.

卷之三

4. The Internal Directive on the Company's limited powers is provided below.

INTERNAL DIRECTIVE ON LIMITED POWERS GRANTED BY  
CALIK FINANSAL HİZMETLER ANONİM SİRKETİ

Date : 26.10.2018

No. 2

## OBJECTIVE, SCOPE, BASIS AND DEFINITIONS

## Objective and Scope

- Equity participations in official or public enterprises;
- Issuing share certificates, bonds, and financing paper;
- Documents of arbitration, settlement, and release;
- All types of powers of attorney certified or not certified by a notary, except the matters specified in Article III in relation to powers of attorney;
- Contracts and undertakings, guarantee letters, contracts and undertakings related to opening letters of credit, tenders, all purchases, issuing cheques, bonds, drafts and other transactions, other payment and transfer orders and all other legal transactions, in excess of USD 500,000 (Five Hundred Thousand United States Dollars) or its equivalent in TL or another currency at the date of transaction as a result of a single transaction or a series of related transactions.

III. For the validity of the following transactions, any two authorized signatories of Group (A) must jointly sign under the Company's seal or name:

letters of credit; tenders, all purchases, issuing cheques, bank payment and transfer orders, instructions for transfer between banks, all instructions by the Company for transfer by transactions, up to USD 500,000 (Five Hundred Thousand equivalent in TL or another currency at the date of transaction; or series of related transactions;

- Powers of attorney including the limited authorities below:
    - All actions related to tenders except participating in tenders and making bids (price offers);
    - Authorizing consultant firms and/or individuals;
    - Actions aimed at business development in a certain region;
    - Sales of vehicles, machinery, equipment, assets and immovable property up to USD 100,000 (one hundred thousand United States Dollars) or its equivalent in TL or another currency at the date of transaction, and authorizing third parties and/or Company personnel to carry out transactions up to such amount.

letters of credit, tenders, all purchases, issuing cheques, bonds, payment and transfer orders, instructions for transfer between banks, all instructions by the Company for transfer between transactions, up to USD 500,000 (Five Hundred Thousand equivalent in TL or another currency at the date of transaction as or a series of related transactions;

- Powers of attorney including the limited authorities below:
    - All actions related to tenders except participating in tenders and making bids (price offers);
    - Authorizing consultant firms and/or individuals;
    - Actions aimed at business development in a certain region;
    - Sales of vehicles, machinery, equipment, assets and immovable property up to USD 100,000 (one hundred thousand United States Dollars) or its equivalent in TL or another currency at the date of transaction, and authorizing third parties and/or Company personnel to carry out transactions up to such amount.

GENERAL

GUIDELINES RELATED TO DELEGATION OF LIMITED POWERS

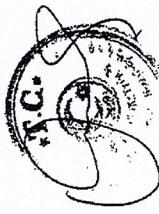
Powers and limitations specified in the following articles lay down the framework of powers to be delegated to officers with limited powers to be appointed within the company.

- I. GENERAL**
  - a. The authorized signatories shall exercise their powers to represent and bind the company and take related actions and carry out transactions in accordance with the Company's objective and business Constitution, Turkish Commercial Code, applicable laws, Articles of Association, and resolutions adopted by the Board of Directors and resolutions of General Assembly and act like a prudent merchant based on the principles of efficiency and profitability.

b. Every higher group shall have the powers delegated to any lower group(s).

c. Monetary/financial limits may be increased and/or decreased by the Board of Directors.

II. To represent and bind the company in respect of the following issues, one of the jointly signatures to be appended under the company's common seal or trade name shall belong to the Chairman of the Board or the other shall belong to a person who is a Group (A) or (B) authorized signatory.





QARKORIA E NËNSHKRIMEVE TË AUTORIZUARA

Nr. 2019/1

Nr. 14108

Vërtetoi se nënshkrimet e vendosura në fund të kësaj prokure, drifit i të cilës është hartuar jashtë dhe u soll për vërtetim në zyrën e notent publik, i përkasin z. AHMET ÇALIK, NËPUNËS I AUTORIZUARI ÇALIK FINANSAL HİZMETLER ANONİM ŞİRKETI me numër identiteti 01.03.1958, i biri i Mahmut dhe me kartë identiteti të lëshuar nga Ministria e Brendshme e Republikës së Turqisë, seria A12H17203, e vlefshme deri më 07.02.2028, i cili deklaron se është i arsimuar, dhe z. MEHMET USTA, i cili vepron si NËPUNËS I AUTORIZUARI ÇALIK FINANSAL HİZMETLER ANONİM ŞİRKETI me numër identifikimi i tijmoris 2250413211, me numër të shtetësisë turke 37522870712, lindur më 18.1.1950, i biri i Ilyas dhe Hüsne, die Kartë identiteti të lëshuar nga Ministria e Brendshme e Republikës së Turqisë, e vlefshme deri më 05.02.2027, peria A0327848, i cili deklaron së është i arsimuar;

Gjithashu vërtetoi se ata kanë vendosur nënshkrimet e tyre në zyrën e tyre nr. 163 Esentepe-Cad. Nr. 163 Esentepe, Stamboll, sepse nuk kishin mundësi të vinin në zyrën time për shkak të proraktikës së tyre të njësieshur.

Gjastë Prilli, dy mijë e njëzet e një, e martë, 6.4.2021.

BAZA:

Si rezultat i rishikimit të qarkores së nënshkruesve të autorizuar, vërtetuar nga Noteri Publik i 19-të i BEŞİKTAS më 22.01.2019 me Nr. regjistri 1960, vërehet se AHMET ÇALIK dhe MEHMET USTA janë të dy të autorizuar për të përfaqësuar shoqërinë ÇALIK FINANSAL HİZMETLER ANONİM ŞİRKETI me nënshkrimet e tyre.

Për illogari të:

**NOTERIT PUBLIK TË 19-TË TË BEŞİKTAS**  
Zekeria DEMİR

Sekretari i autorizuar për të nënshkruar  
Necia AYDEMİR

[nënshkrimi dhje vuja]

Emri i Shoqërisë: ÇALIK FINANSAL HİZMETLER ANONİM ŞİRKETI  
Numër Regjistrimi: 512587  
Adresa: Büyükdere Cad. No. 163 Esentepe-Şişli/Stamboll

Në bazë të vendimit 2018/3 të datës 26.10.2018, marr nga Bordi i Drejtoreve të shoqërisë tonë me emri, numër regjistrimi dhe adresën e shkruar me lartë vendim i cilës është legalkuar nga Notori i 19-të i Basikas datë 17.12.2018 me numër legalizimi 2958 dhe është regjistrat dhe publikuar nga Zyra e Regjistrat Tregtar Stamboll datë 08.01.2019, është vendosur që:

I- Të anullohet Udhëzimi i Brendshëm Nr. 1 datë 18.11.2015 dhe të marratohet Udhëzimi i Brendshëm Nr. 2 datë 26.10.2018;

II- Në pajtim me ndarjen e detyrave të Bordit të Drejtoreve,

- Z. Ahmet ÇALIK (me ID turke nr. 4980115896), Büyükdere Cad. No. 163 Esentepe-Şişli/Stamboll – emrirohet Kryetar i Bordit;

- Çalik Holding A.S., regjistruar në Zyrën e Taksave të Mëdhenj me numër tatuim 6090007406 pranë Büyükdere Cad. No. 163 Esentepe-Şişli/Stamboll, emrirohet 2ëvendeskryetar i Bordit (përfaqësuar nga Z. Mehmet Ertugrul GÜRLER me ID turke Nr. 49852215736); dhe

- Z. Mahmet USTA (me ID turke 37522870712), Büyükdere Cad. No. 163 Esentepe-Şişli/Stamboll, emrirohet Anëtar Bordi.

III- Z. Ahmet Çalik, Kryetar i Bordit, do ta përfaqësjojë dhe angazhojë Shoqërinë në çdo aspekt në mënyrën me të gjérë, duke nënshkuar nën vulën ose emrin e Shoqërisë së bashku me cilindri nga nënshkruesit e autorizuar të grüpit (A);

IV- Kompetencat e nënshkrimit nën vulën ose emrin e shoqërisë do të zbatohen përi efektishminë e të gjitha dokumenteve dhe shkresave detyruese për Shoqërinë;

1. Të sigurohet që këto vendime në lidhje me çaktimin e nënshkruesve të autorizuar të Shoqërisë dhe kompetencat e tyre të regjistrohet Tregtar dhe të publikohen; të anullohet lista e mëparshme e nënshkruesve të autorizuar dhe të gjitha lojet e të drejtave të nënshkrimit të dhëna në parë pas regjistrimit dhe publikimit të këtij vendimi dhe të lëshohet një listë e re e nënshkrimeve të autorizuara në lidhje me çështjet e referuara me sipër;

2. Lista e re e nënshkrimeve të autorizuara që do të lëshohet është gjithashu e vlefshme në degët dhe përfaqësiti në vend dhe jashi vendit, në të cilat Shoqëria vepron dhe/ose do të veprojë me të njëjtin emër tregtar;

[nënshkrim, vuja]

[nënshkrim, vuja]

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[nënshkrim, vuja]

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3. Këto ndryshime në nënshkruesit e autorizuar të Shoqërisë dhe në kompetencat e tyre, menjëherë



pasi tè regjistrohen, i njoftohen tè gjitha bankave kombitare dhe/ose tè huaja, si dhe organizatave publike ose private me iu cilat Shqëria ka marrëdhëniet tè vazdueshme biznesi.

#### 4. Udhëzimi i Brendshëm për kompetencat e kufizuarat e Shoqërisë paragitet më poshtë.

- Të gjitha llojet e transaksioneve, kontratave dhe letrave të angazhimit në lidhje me huatë me para në dorë ose jo, që do t'ë vihen në dispozicion nga bankat dhe institucionet e tjera financiare (vendase/të huaja);

#### UDHËZIM E BRENDSHËM PËR KOMPETENCAT E KUFIZUARA TË DHËNA NGA ÇALIK FINANSAL

##### HİZMETLER ANONİM ŞİRKETİ

Data: 26.10.2018

Nr. 2

#### OBJETIVI, FUSHA E ZBATIMIT, BAZA DHE PËRKUFIZIMET

##### Objktivi dhe fusha e zbatimit

Neni 1 - Objktivi i katij udhëzimi tè brendshëm është përcaktimi i dispozitave dhe procedurave për emërimin e nëpunësve me kompetencia të kufizuarra brenda shqiprisë, në përputhje me dispozitat e Kodit, legjislacionin e zbatueshëm dhe statutin. Ky udhëzim i brendshëm është hartuar si baë përvendet që do t'ë miratohen nga Çalik Finansal Hizmetler Anonim Şirketi për delegimin e kompetencave të kufizuara.

##### Baza

Neni 2 - Ky udhëzim i brendshëm është hartuar nga Bordi i Drejtoreve në përputhje me "Rregulloren përzbatimin e udhëzimeve tè brendshme në lidhje me kompetencat e kufizuarra në shoqëri" sipas numri 367 dhe 371 të Kodit Tregtar të Turqisë nr. 6102.

#### RREULLORE MBTI DELEGIMIN E KOMPETENCEVE TË KUFIZUARA

Kompetencat dhe kufizimet e specifikuara në nenet e mëposhtme përbëjnë kuadrin e kompetencave që do t'u delegohen nëpunësve me kompetencia të kufizuar që do t'ë emërohen brenda shoqërisë.

#### 1. TË PËRGJITHSHME

a) Nënskruesit e autorizuar i ushtronj kompetencat e tyre për të përfaqësuar dhe angazhuar shqipërinë, si dhe për të marrë masat përkatëse dhe për të kryer transaksione në përpunje me: objektivin dhe biznesin e shqipërisë, Kushitjetin, Kadin Tregtar të Turqisë, ligjet e zbatueshme, statutin, vendimet e miratuar nga Bordi i Drejtoreve dhe vendimet e Asamblesë së Përgjithshme, si dhe për të vepruar si tregtarë tè kujdesshëm në bazë të parimeve të efikasitetit dhe përfitusëmërës.

[nënskrim, vu/lë]

[nënskrim, vu/lë]

[nënskrim, vu/lë]

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b) Cdo grup i nivelit tè lartë i delegon kompetencia çdo grupi tè një nivel më të ulët.

c) Kufijtë monetarë/financiarë mund t'ë ritten dñe/ose ulen nga Bordi i Drejtoreve.

II. Për të përfaqësuar dhe angazhuar shqipërinë në lidhje me çështjet e mëposhtme, njëri nga

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III. Për qëllime tè vlefshmërisë së transaksioneve tè mëposhtme, nevojiten nënskrimet e çdo dy nënskruesve tè autorizuar të Grupit A, tè vendosura nën vulën ose emrin e Shoqërisë:

- Kontrata dhe sipërmarrje, letra garancie, kontrata dhe sipërmarrje në lidhje me hapjen e Letrave tè Kreditit, tenderë, tè gjitha blierjet, çqe, bono, drate dhe transaksione tè tjera, tè gjitha porositë e pagosës dhe transferimet, udhëzimet për transferim ndërmjet llogarive tè Shoqërisë në bankat tè ndryshme, tè gjitha udhëzimet nga Shoqëria për

nënskrimet e përbashkëta që do t'ë vendosen nën vulën ose emrin tregtar tè shoqërisë duhet t'i përkasë Kryetarit tè Bordit dhe tetri duhet t'i përkasë një nënskruesi tè autorizuar tè Grupit (A) ose (B).

transferim midis bankave dhe të gjitha llojet e transaksioneve të tjera ligjore deri në 500,000 USD (pasëqind mijë dollarë amerikanë) ose ekuivalenten e tyre TL në një monedhe tjeter në datën e transaksiot, si rezultat i një transaksioni të vetëm ose të një serie transaksionesh të lidhura;

Prokura duke përfshirë të drejtat e kufizuara më poshtë:

- Të gjitha transaksionet e tjera në lidhje me tenderët përvëç pjesëmarrjes në tenderë dhe përjas së ofertave (oferta çmimi);
- Autorizimi i firmave dhe/ose personave/konsulentë;
- Veprome që kanë për qëllim zhvillimin e biznesit në një rajon të caktuar;
- Shiftja e automjetive, makinerive, pajisjeve, aseteve dhe pasurisë së paluaitshme deri në 100,000 USD (njësind mijë dollarë amerikanë) ose ekuivalentja e saj në TL ose një monedhe tjeter në datën e transaksiot dhe autorizimi i palëve të treta dhe/ose statit të Shoqërisë për të kryer transaksione deri në një shumë të tillë.

Mehmet USTA  
Riza AĞIN

Ihsan KARAKAS  
Şevda ŞENTÜRK

Ahmet SELÇUK

NËNSHKRUESIT E AUTORIZUAR TË GRUPIT (A):

Zëvendëskryetari i Bordit  
Përfaqësuesi,  
NËNSHKRIMI

Anëtar i Bordit  
NËNSHKRIMI

Drejtori i Çështjeve Financiare  
NËNSHKRIMI

NËNSHKRUESIT E AUTORIZUAR MË TË DREJTAT TË PAKUFIZUARA:

Kryetari i Bordit  
NËNSHKRIMI

Ahmet ÇALIK  
NËNSHKRIMI

NËNSHKRUESIT E AUTORIZUAR TË GRUPIT (B):

ÇALIK HOLDING A.S.  
MEHMET ERTUĞRUL GÜRLER  
NËNSHKRIMI

MEHMET USTA  
NËNSHKRIMI

RIZA AĞIN  
NËNSHKRIMI

İHSAN KARAKAS  
NËNSHKRIMI

NËNSHKRUESIT E AUTORIZUAR TË GRUPIT (B):

Drejtori i Taksave  
NËNSHKRIMI

İhsan Karakas  
NËNSHKRIMI

APOSTYL

(Konventa e Hëgës e 5 tetorit 1961)

1. Shteti: TURQI  
Ky dokument zyrtar:

2. Është nënshtkuar nga: Ömer Şerata DEDE  
Që vepron në cilësinë: Nënshtkuar  
Mban vuaren e noterit të 19-të të Besiktas
3. 4.
5. Në Siçili Kaymakamligi  
Më: 9.4.2021
6. Nga Sevilay SENOCAK  
Me nr. 74933  
Vula/pulla
- 7.
- 8.
- 9.
10. Nënshtkrimi  
[nënshtkrim]

VËRTETOHET



h

**REPUBLIKA E SHQIPËRISË**  
**DHOMA KOMBËTARE E NOTERISË**  
**DEGA VENDORE TIRANË**  
**NOTER DENISA ÇELA**



**DATE 14/04/2021**  
**NR REP 1242**

**VËRTETIM NËNSHKRIMI**

Sot, më datë 14 prill 2021 (dymije njezete e nje), para meje Notere DENISA ÇELA, anëtare në Dhomën Kombëtare të Noterisë, Dega Vendore TIRANË, me zyrë në adresën Tirane, NJESIA BASHKIAKE NR. 10, RR. RESHIT ÇOLLAKU, GODINA NR.7, APARTAMENTI NR.91, HYRJA NR.7, u paraqit personalisht:

**NËNSHKRUES:**

**ABDULVAHAP YEROGLU**, shtetas Turk, lindur në MALATYA dhe banues në Tirane, lindur më 19/05/1972, madhor, me zotësi të plotë juridike për të vepruar, për identitetin e të cilit u garantova me Pasaporte nr. U00356630 dhe nr. personal 53752332998, ne cilesine e perfaqesuesit me prokure leshuar nga Aksionari i Vetem i Banka Kombetare Tregtare SHA, Çalik Finansal Hizmetler A.S.,

**Personi i mesiperm në vullnet të lirë dhe të plotë, u paraqit dhe nënshkroi përpara meje Noteres, “Statut i Banka Kombetare Tregtare SH.A, amenduar dhe nenshkruar me date 14.04.2021”, bashkëlidhur.**

Unë Noter/ja, pasi verifikova identitetin e personit të sipërcituar, nëpërmjet mjetit të identifikimit dhe Prokures se leshuar ne cilesine e Perfaqesuesit te aksionarit te vetem te Banka Kombetare Tregtare SH.A, në përputhje të plotë me nenin 62, pika 1, gërmë “ë”, si dhe nenit 128 të ligjit nr 110/2018 “Për Noterinë”, dhe Udhëzimit të Ministrisë së Drejtësisë nr. 6291, datë 17.08.2005; vërtetoj nënshkrimin e tij.

Në zbatim të ligjit nr. 9887, datë 10.03.2008 “Për mbrojtjen e të dhënave Personale”, unë noterja deklaroj se do të ruaj dhe përpunoj të dhënat personale të subjektit të këtij veprimi në mënyrë të drejtë dhe të ligjshme.

**NOTER**

**DENISA ÇELA**