

DOCUMENTS SOUGHT FOR ESTABLISHMENT OF COMPANIES

1. Draft articles of association for partnership, which are signed by founders.
2. Detailed feasibility report analyzing benefits expected of establishment of the company and explaining types of transaction intended to be carried out and a report containing estimated balance sheets and statement of profit and loss where three-year targets from establishment are projected.
3. Declaration for founders with a natural person status and natural persons holding or controlling a share of ten per cent or more in founders with a legal entity status (Annex 4).
4. Declaration for legal entities and legal entities having or controlling a share of ten per cent or more in founders with a legal status (Annex 5).
5. Certificates received from the Commercial Courts of First Instance and Executive Courts certifying that founders and natural persons and legal entities having or holding a share of ten per cent or more in founders with a legal entity status are not bankrupt and that they have not declared any debt rescheduling.
6. Certificates received from the Commercial Courts of First Instance certifying that there are no certified applications pending by founders with a legal entity status and natural persons holding or controlling a share of ten per cent or more in founders with a legal status for restructuring through reconciliation or that no postponed decisions of bankruptcy have been ruled against them.
7. Criminal records also containing achieve records to be requested for submission to the Board, which have been received from the General Directorate of Criminal Records and Statistics or Offices of Public Prosecutors in the last six months, about the founders with a natural person status and natural persons holding or controlling a share of ten per cent or more in founders with a legal status (Annex 6)
8. Copies of resolutions adopted by competent boards in connection with admission of founders with a legal status into the company as partners.
9. Declaration certifying that founders and natural persons and legal entities holding or controlling a share of ten per cent or more in founders with a legal status have not directly or indirectly held or controlled a share of ten per cent or more in the banks, the operating licenses of which have been discontinued or which have been transferred to the Savings Deposit Insurance Fund except for cases of voluntary liquidation or in the banks which have been transferred to the Fund prior to the entry into force of Banking Law Nr. 5411 (Annex 7).
10. Declaration certifying that founders and natural persons and legal entities holding or controlling a share of ten per cent or more in founders with a legal status have not directly or indirectly held or controlled a share of ten per cent or more in factoring, financial leasing, financing and insurance companies and organizations operating in money and capital markets, the operating licenses of which have been discontinued except for cases of brokers forced into liquidation and voluntary liquidation (Annex 8).

11. Trade Registry Gazette in connection with establishment of founders with a legal entity status and copies of the Trade Registry Gazette indicating any amendments made to the articles of association up to the date of application.
12. Lists indicating partnership compositions and privileged shares, if any, of founders with a legal status, detailed explanation on fields of operation and areas of investment and activities and last three years' balance sheets and statements of profit and loss certified by chartered accountants as per Law Nr. 3568 dated June 1, 1989.
13. Partnership compositions to the extent allowing identification of partner(s) with a natural person status in case another legal entity owns the possession or control of a share of ten per cent or more in the capital of founders with a legal status.
14. Certificates to be received from tax offices and Social Security Agency to the effect that founders have no overdue tax and premium debts.
15. Income statements or corporate tax returns of founders for the last three years as certified by tax offices and annexes thereto.
16. Detailed CV's of founders with a natural person status and Executive Board members and general manager to be appointed, if already determined, also containing information if they have been employed by any financial organizations in the last ten years.
17. Notarized copies of powers of attorney issued to person or persons authorized to represent founders.
18. **(Amended: OG:14/01/2011-27815)** Except for those of whom ID and address information can be reached on electronic environment using the systems built within the scope of Law on Population Services dated April 25, 2006 Nr. 5490, ID cards for persons with foreign nationality or a notarized copy of their passports as well as their certificate of residence.

ANNEX-2

1. Certificates that the charge payment obligation for financial operation license, which has been attached to Tariff Nr. (8) annexed to Law on Charges Nr. 492 dated July 2, 1964 pursuant to Article 34 of Law Nr. 4008 dated June 24, 1994 has been duly met.
2. Notarized copy of the Trade Registry Gazette where the articles of association have been published.
3. Notarized specimens of signature belonging to persons holding signature powers.
4. Documents certifying that Executive Board members and general manager meet the conditions listed by Articles 14 and 15 of this Regulation.
5. Information and documents demonstrating that appropriate service units and systems of internal control, accounting, data processing and reporting have been established, that an adequate number of staff positions are in place for such units and that there are definitions of duties and powers and responsibilities of staff meeting this.

ANNEX-3

1. Articles of association accompanied by Turkish translation thereof and document to be received in the country of nationality certifying engagement in the relevant field of operation.
2. A detailed feasibility report prepared in connection with the company's intended operation in Turkey, which contains explanations about the types of transaction contemplated to be carried out.
3. Balance sheets and schedules of profit and loss and activity reports of last three years.
4. Declaration to be completed by the company (Annex 5).
5. Documents certifying that partners with a natural person status having a share of ten per cent or more in the company and partners with a natural person status holding a share of ten per cent or more in partners with a legal status meet the qualifications listed by Article 5 of this Regulation.
6. Documents certifying that member of the Executive Board meet the conditions listed by Articles 14 and 15 of this Regulation, which are sought for general managers.
7. Decision models adopted by competent boards for establishment of branches in Turkey.
8. Documents indicating the partnership composition of the company.

**DECLARATION FOR COMPANY FOUNDERS / SHARE TRANSFEREES
(NATURAL PERSONS)**

| | | | |
|---|------------------------------|---|-----------------------|
| NAME & SURNAME : | | Photograph | |
| PLACE AND DATE OF BIRTH : | | | |
| NATIONALITY : | | | |
| MOTHER'S NAME : | | | |
| FATHER'S NAME : | | | |
| ADDRESS OF DOMICILE : | | | |
| EDUCATION STATUS : (In detail) | | | |
| TITLE AND ADDRESS OF CURRENT EMPLOYER : | | | |
| PROFESSION AND TITLE : | | | |
| TAX ID NO : | | | |
| PREVIOUS EMPLOYERS : | | | |
| | TITLE OF EMPLOYER (1) | DATES OF START & END OF EMPLOYMENT | POSITION TITLE |
| 1 | | | |
| 2 | | | |
| 3 | | | |
| 4 | | | |
| ANNUAL INCOME TAXES AND INCOME TAX PAID IN LAST FIVE YEARS (TRY MILLION) | | | |
| YEAR | NET INCOME | INCOME TAX PAID | |
| | | | |
| | | | |
| | | | |
| | | | |

COMPANIES IN WHICH HE/ SHE HAS PARTNERSHIP (2)

| | COMPANY TITLE | FIELD OF ACTIVITY | CAPITAL | SUM OF SHARES |
|---|----------------------|--------------------------|----------------|----------------------|
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |
| 4 | | | | |

REAL ESTATE OWNED (3)

| | LOCATION | TYPE | MAP SECTION | ISLAND | PARCEL | INCUMBRANCES |
|---|-----------------|-------------|--------------------|---------------|---------------|---------------------|
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |

SECURITIES (IN DETAIL) (4) (5)

| |
|--|
| |
|--|

DETAILED DOCUMENT OF RESOURCES BY WHICH SUBSCRIBED CAPITAL IS TO BE MET

| | |
|---|--|
| 1 | |
| 2 | |
| 3 | |
| 4 | |
| 5 | |

OTHER ASSETS OWNED

| |
|--|
| |
|--|

| | | | | | |
|---|------------------------------|-----------------------|------------|-----------------|-----------|
| BANKS COOPERATED WITH (6) (7) | 1 | 2 | 3 | 4 | 5 |
| BANK TITLE | | | | | |
| BRANCH TITLE | | | | | |
| DEPOSITS (YTL MILLION) | | | | | |
| INSTALLMENT | | | | | |
| CALL | | | | | |
| CREDIT (YTL MILLION) | | | | | |
| SUM | | | | | |
| GUARANTEES | | | | | |
| TYPE | | | | | |
| MATURITY | | | | | |
| | 6 | 7 | 8 | 9 | 10 |
| BANK TITLE | | | | | |
| BRANCH TITLE | | | | | |
| DEPOSITS (TRY MILLION) | | | | | |
| INSTALLMENT | | | | | |
| CALL | | | | | |
| CREDIT (TRY MILLION) | | | | | |
| SUM | | | | | |
| GUARANTEES | | | | | |
| TYPE | | | | | |
| MATURITY | | | | | |
| PAYABLES TO NATURAL PERSONS AND LEGAL ENTITIES OTHER THAN BANKS | | | | | |
| | CREDITOR TITLE / NAME | OF RECEIVABLES | | | |
| | | TYPE | SUM | MATURITY | |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| <p align="center">BY WHICH FIELDS OF OPERATION AN APPLICATION HAS BEEN MADE TO OPERATE IN THE FINANCIAL SECTOR IN TURKEY OR ANOTHER COUNTRY PREVIOUSLY AND REASONS IF THE APPLICATION HAS BEEN REJECTED OR PERMISSION RECEIVED HAS BEEN CANCELLED (8):</p> | | | | | |

IF LEGAL PROCEEDINGS HAVE BEEN INSTITUTED AGAINST HIM/ HER ON GROUND OF CREDITS OR ANY OTHER FINANCIAL RESOURCES RECEIVED FROM DOMESTIC OR FOREIGN BANKS OR OTHER FINANCIAL ORGANIZATIONS IN THE LAST FIVE YEARS:

IF ANY OF THE COMPANIES IN WHICH THERE IS A PARTNERSHIP HAS BEEN SUBJECT TO LEGAL PROCEEDINGS ON GROUND OF CREDITS RECEIVED FROM DOMESTIC OR FOREIGN BANKS OR ANY OTHER FINANCIAL ORGANIZATIONS IN THE LAST FIVE YEARS:

IF THERE ARE ANY PUBLIC CASES FILED AGAINST HIM/ HER, THE SUBJECT MATTER OF CASE(S) IF ANY:

IF THERE ARE ANY CASES FILED AGAINST HIM/ HER OTHER THAN CRIMINAL CASES, THE SUBJECT MATTER OF CASE(S) IF ANY:

NAMES & SURNAMES, ADDRESSES AND TELEPHONE NUMBERS OF TWO REFEREES :

DETAILED EXPLANATION ON ANY MAJOR DISPUTES IN WHICH HE/ SHE IS PRESENTLY INVOLVED :

SIGNATURE :
DATE :

.../.../.....

EXPLANATIONS:

- (1) Name or commercial title of the organization, employer or company of previous employment shall be inserted.
- (2) Rate of participation shall be inserted if it is five per cent or more of the company capital participated.
- (3) Any real estate owned including any restrictions thereof shall be inserted here.
- (4) Any holdings of bonds, bills, gold, precious stones and metals, etc., including any restrictions thereof, shall be inserted in this section.
- (5) Shares of the companies indicated in the part, "Companies Where There Is a Partnership", shall be excluded.
- (6) If he/ she use credit of several types from the same bank, such shall be indicated separately.
- (7) If there is business conducted with several branches of the same bank, such shall be indicated separately.

(8) Banks, insurance companies, financial leasing companies, factoring companies, authorized houses and similar other Organizations, etc, operating pursuant to the Capital Market Law shall be inserted as applicable.

Insurance charges of insured assets shall be indicated separately.

NOTE: Additional forms may be used if the sections available on the form are not adequate.

DECLARATION ON COMPANY FOUNDERS/ SHARE TRANSFEREES (LEGAL ENTITIES)

| OF THE LEGAL ENTITY | | | | | | |
|---|------------------------------|-------------------------|---------------------|----------------------|---------------|---------------------|
| TITLE | | : | | | | |
| HEAD OFFICE AND DATE OF ESTABLISHMENT : | | | | | | |
| CAPITAL | | : | | | | |
| (In detail) | | | | | | |
| ADDRESS | | : | | | | |
| FIELD OF OPERATION | | : | | | | |
| SOME BALANCE SHEET SIZES FOR THE LAST FIVE YEARS (YTL MILLION) | | | | | | |
| YEAR | NET PROFIT (LOSS) (1) | EQUITY | TOTAL ASSETS | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (2) | | | | | | |
| | TITLE OF COMPANY | TYPE OF ACTIVITY | CAPITAL | SUM OF SHARES | | |
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| REAL ESTATE OWNED (3) | | | | | | |
| | LOCATION | TYPE | MAP SECTION | ISLAND | PARCEL | INCUMBRANCES |
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |

| | | | | | | |
|--|----------|----------|----------|----------|-----------|--|
| 8 | | | | | | |
| SECURITIES (IN DETAIL) (4) (5) | | | | | | |
| | | | | | | |
| DETAILED DOCUMENT OF RESOURCES BY WHICH SUBSCRIBED CAPITAL IS TO BE MET | | | | | | |
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| BANKS COOPERATED WITH (6) (7) | 1 | 2 | 3 | 4 | 5 | |
| BANK TITLE | | | | | | |
| BRANCH TITLE | | | | | | |
| DEPOSITS (YTL MILLION) | | | | | | |
| INSTALLMENT | | | | | | |
| CALL | | | | | | |
| CREDIT (YTL MILLION) | | | | | | |
| SUM | | | | | | |
| GUARANTEES | | | | | | |
| TYPE | | | | | | |
| MATURITY | | | | | | |
| | 6 | 7 | 8 | 9 | 10 | |
| BANK TITLE | | | | | | |
| BRANCH TITLE | | | | | | |
| DEPOSITS (TRY MILLION) | | | | | | |
| INSTALLMENT | | | | | | |
| CALL | | | | | | |
| CREDIT (TRY MILLION) | | | | | | |
| SUM | | | | | | |
| GUARANTEES | | | | | | |
| TYPE | | | | | | |
| MATURITY | | | | | | |

PAYABLES TO NATURAL PERSONS AND LEGAL ENTITIES OTHER THAN BANKS (8)

| | CREDITOR TITLE / NAME | OF RECEIVABLES | | |
|---|-----------------------|----------------|-----|----------|
| | | TYPE | SUM | MATURITY |
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |
| 4 | | | | |
| 5 | | | | |

MAJOR PROJECTS IT HAS UNDERTAKEN IN ITS FIELD OF ACTIVITY

IF LEGAL PROCEEDINGS HAVE BEEN INSTITUTED ON GROUND OF CREDITS GRANTED BY THE COMPANY OR BY NATURAL PERSONS AND LEGAL ENTITIES HOLDING A SHARE OF MORE THAN 10 PER CENT IN THE COMPANY CAPITAL FROM DOMESTIC OR FOREIGN BANKS IN THE LAST FIVE YEARS:

DETAILED EXPLANATION ON ANY MAJOR LEGAL DISPUTES IN WHICH THE COMPANY IS PRESENTLY INVOLVED:

SIGNATURE :

DATE :

.../.../.....

EXPLANATIONS :

- (1) Sum less the reserves for taxes shall be inserted.
- (2) Rate of participation shall be inserted if it is five per cent or more of the company capital participated.
- (3) Any real estate owned including any restrictions thereof shall be inserted here.
- (4) Any holdings of bonds, bills, gold, precious stones and metals, etc., including any restrictions thereof, shall be inserted in this section.
- (5) Shares concerning participations shall be excluded.
- (6) If credit of several types is used from the same bank, such shall be indicated separately.
- (7) If there is business conducted with several branches of the same bank, such shall be indicated separately.
- (8) Any payables with a sum five per cent or more of the company capital shall be inserted.

Insurance charges of insured assets shall be indicated separately.

NOTE: Additional forms may be used if the sections available on the form are not adequate.

**GENERAL DIRECTORATE OF CRIMINAL RECORDS AND STATISTICS
(OFFICE OF CHIEF PUBLIC PROSECUTOR)**

.....

You are hereby kindly asked to draw up and issue my criminal record also containing archive records for submission to the **Banking Regulation and Supervision Agency**.

Yours Faithfully,

.../.../....

NAME
SIGNATURE

SURNAME :
NAME :
FATHER'S NAME :
MOTHER'S NAME :
PLACE AND DATE OF BIRTH :
PROVINCE OF POPULATION REGISTRATION :
DISTRICT :
SUB DISTRICT / VILLAGE :
VOLUME NO :
FAMILY POSITION NO :
POSITION NO :
ADDRESS :

LETTER OF COMMITMENT

BANKING REGULATION AND SUPERVISION AGENCY

I hereby declare and pledge that I have not directly or indirectly held or controlled a share of ten per cent or more in the banks, the operating licenses of which have been discontinued or which have been transferred to the Saving Deposits Insurance Fund except for cases of voluntary liquidation or in the banks which have been transferred to the Fund prior to the entry into force of Banking Law NR. 5411.