

**DEVA HOLDİNG A.Ş.**  
**ARTICLES OF ASSOCIATION**

**INCORPORATION**

**Article 1-** The undersigned founders have founded a joint-stock company to be managed in compliance with the Turkish Commercial Code and these Articles of Association and in accordance with the principles of immediate incorporation.

**FOUNDERS**

**Article 2-** The Company's founders are the persons who have signed these Articles of Association and whose names, surnames and addresses are specified below.

Dist. Prof. Dr. İhsan Şükrü Aksel, Cumhuriyet cd. Stadyum Palas D.3 Taksim- İstanbul,  
Dist. Prof. Dr. Ekrem Şerif Egeli, Çatalçeşme cd. Orhanbey apt.K.2 Cağaloğlu-İstanbul,  
Dist. Prof. Dr. Naşit Erez, Mete cd. No.14 K.1 Taksim-İstanbul,  
Dist. Prof. Dr. Kazım İsmail Gürkan, Kızılay cd. No.6 Kardeşler apt. 1 Cağaloğlu- İstanbul,  
Dist. Prof. Dr. İrfan Titz, Anafartalar cd. Çocuk Esirgeme Kurumu apt. 12 Ankara,  
Prof. Dr. Halit Ziya Konuralp, İstiklal cd. 258 Beyoğlu-İstanbul,  
Prof. Dr. Gıyas Korkud, Talimhane Recep Paşa cd. No.15/3 Beyoğlu-İstanbul,  
Prof. Dr. Müfide Küley, Türkocağı cd. No.7 Cağaloğlu-İstanbul,  
Prof. Dr. Necmettin Polvan, Lamartin cd. No.17 Taksim-İstanbul,  
Prof. Dr. Münir Ahmet Sarpyener, İstiklal cd. 133 Beyoğlu-İstanbul,  
Prof. Dr. Sezai Bedrettin Tümay, Moda cd. 60 Kadıköy-İstanbul,  
Dr. Ahmet Rasim Onat, Halaskargazi cd. No.266 Çankaya apt. Şişli-İstanbul,  
Assoc. Prof. Dr. Suphi Artunkal, Lamartin cd. 10 Taksim-İstanbul,  
Assoc. Prof. Dr. Naci Ayrıl, Anafartalar cd. No.168 D.2 Ankara,  
Assoc. Prof. Dr. Vehbi Göksel, 3.Beyler sk. No.28 İzmir,  
Assoc. Prof. Dr. Safa Karatay, Cihangir, Soğancı sk. No.7 Beyoğlu-İstanbul,  
Assoc. Prof. Dr. Hayrullah Kocaoğlu, 2.Beyler sk. No.25 İzmir,  
Assoc. Prof. Dr. Rauf Saygın, İstiklal cd. No.99 Beyoğlu-İstanbul,  
Assoc. Prof. Dr. Necdet Sezer, Piyerloti cd. No.15 Belediye-İstanbul,  
Assoc. Prof. Dr. Ziya Üstün, İstiklal cd. No.471 Beyoğlu-İstanbul,  
Assoc. Prof. Dr. Osman Yemni, Galatasaray, Güney Palas No.9 Beyoğlu-İstanbul,  
Dr. Feridun İzmiroğlu, 1.Beyler sk. No.46 İzmir,  
Dr. İzzet Tok, 2.Beyler sk. No.43 İzmir,  
Dr. Erdoğan Kırdar, Ankara cd. No.74 Pendik-İstanbul,  
Rauf Karadeniz, Bachelor of Economics, Fermeneciler cd. 16-18 Galatasaray-İstanbul,  
İhsan Şensoy, Tayyareci Cemal sk. No.28/1 Şişli- İstanbul,  
Phar. Ertuğrul Tunçatay, Sancak Öğdül sk. No.45 Üsküdar-İstanbul,  
Dr. Vasıf Topçu, Ağahamamı cd. Ağakulah sk. 16/17 Beyoğlu-İstanbul.

**COMPANY'S TRADE NAME:**

**Article 3-** The Company's trade name is "DEVA HOLDİNG A.Ş."

**PURPOSE AND SCOPE:**

**Article 4-** The main purpose and scope of the Company are as follows:

- a) Participating in capitals and/or management of all kinds of domestic and foreign companies incorporated or to be incorporated for commercial, industrial, agricultural, economic and financial purposes,

- b) Manufacturing, selling, importing and exporting all kinds of medicines, which can be sold with or without prescription, including medical, pharmaceutical, chemical and biological ones as well as drugs, chloramphenicol levogyre synthesis, chloramphenicol succinate and other lyophilized patent medicines and new veterinary medicines,
- c) Preparing, purchasing and trading pharmaceutical substances and materials, medical devices and equipment, preparations; producing, buying, selling, marketing, importing and exporting all kinds of patent medicines which can be sold with or without prescription, veterinary medicines, pesticides, chemical substances and medicines, foodstuffs and food supplements,
- d) Producing, buying, selling in or out of the country, marketing, importing and exporting any and all products produced by the Company and all kinds of supplies, packaging materials, medical pharmaceuticals, drugs and active raw materials of drugs and chemical substances; establishing, buying and selling, managing, hiring and renting factories for making such substances semi-finished and finished products,
- e) Apart from the above-mentioned activities, establishing, managing, hiring, renting and participating in private hospitals, polyclinics, dispensaries, laboratories, health centers and facilities, health cabinets, maternities, oral and dental health and denture treatment centers and health facilities of other purposes in order to offer all kinds of health services; providing ambulance services and having the same provided,
- f) Opening, managing, equipping, hiring, renting consulting offices, clinics and hospitals related to eye health services; producing all kinds of frames for eyeglasses, lenses for eyeglasses, contact lenses and lens solutions, providing fitting and application services in this respect, and being engaged in the trade, import, export, marketing and distribution of the same,
- g) Producing, buying, selling, marketing, importing and exporting all kinds of perfumery, perfume and cosmetic products, makeup products, hair gels, colognes, essences, soaps, natural products used in the production of soaps, abrasive products, polishes, shaving creams, toothpaste and other dental care products, toothbrushes, adhesives, insecticides, papers for cleaning purposes, pads, cotton, care sets,
- h) Producing, buying, selling, marketing, importing and exporting all kinds of devices and equipment, materials for surgical, medical, dentistry and veterinary services, hypodermic needles, surgical suture, artificial respiration devices, tension gauges, hearing devices, analysis equipment and devices for medical purposes, radiological devices for medical purposes, x-ray units, x-ray generating devices, first aid kits, other medical devices and equipment and materials required for protection therefrom, all kinds of birth control materials and products, artificial organs and prostheses, medical orthopedic materials, all kinds of health products such as operating room clothes and sterile covers and tincture of iodine, hydrogen peroxide, plaster etc.,
- i) Producing, buying, selling, marketing, importing and exporting all kinds of baby food, baby supplies, baby care sets, baby stroller, feeding chair, baby slings, baby car seats, baby walkers, travel accessories, nappies, bath products, baby health products, baby radios, baby monitor cameras, all kinds of other baby feeding and baby care products,
- j) Producing, buying, selling, marketing, importing and exporting all kinds of colognes, all kinds of detergents, bleach, softener, products and materials for cleaning, painting and polishing leather and leather goods, products and materials for cleaning, painting and polishing all kinds of metal and glassware, anti-odor products, shampoos, soaps, disinfectants and other chemical substances, medical ampoules, boxes and covers made of glass, plastic, metal, cardboard and similar materials to be used in the pharmaceutical industry, printed package and other materials,

The Company may;

- a) carry out the activities within its scope and purposes directly or through contracting,
- b) locally buy, produce, construct and trade machines, equipment, materials and other commodities necessary for the activities within its scope of undertaking and imports the necessary ones from abroad; be engaged in the production, domestic sales and export of the equipment, materials and commodities, and also in temporary and permanent import of its machines and materials by virtue of its undertakings abroad,
- c) establish facilities and factories in and out of the country, establish facilities any and all semi-finished products to be used for the production of the above-mentioned materials, procure from domestic and foreign markets machines, equipment, installations, spare parts and semi-finished products and raw materials which are necessary for the same; buy, sell, manage, hire and rent facilities and factories established and to be established for this purpose; and merge with, enter into partnership, take over or transfer companies incorporated for these purposes,

The Company is also entitled to be engaged in the following:

- a) making all kinds of dispositions and establishing and releasing real rights over all kinds of movable and immovable properties, buying and selling, acquiring through financial leasing, repairing and reconstructing, hiring or renting the same, establishing and releasing all kinds of servitude and usufruct rights and real estate encumbrances over the same, providing the same as mortgage and pledge in favour of itself or third parties in compliance with the principles laid down by the Capital Markets Board, receiving the same as mortgage and pledge and releasing the existing mortgages and pledges and conducting all other kinds of legal and economic connections and transactions; standing as a guarantor in the capacity of primary or joint debtor and several guarantor within the framework of its purpose, scope and social purposes,
- b) Buying and selling, changing and transferring all kinds of share certificates, profit-sharing certificates and bonds and capital shares provided that those are not related to security portfolio management and brokerage,
- c) being engaged in all kinds of business and trade transactions and joining tenders which are related to the above-mentioned matters and/or deemed to be useful for such activities,
- d) Cooperating with domestic and foreign capital companies, participating in other companies, receiving and granting distributorships in respect of the above-mentioned matters, and acquiring, using, buying and selling, hiring, renting, managing or transferring letters patent, trademarks, patents, brands, licenses and privileges, industrial drawings and models, copyrights, trade names, know-how, technological rights and similar intangible rights,
- e) Issuing all kinds of bonds and commercial papers, receiving and granting distributorships and agencies in and out of the country as required for the activities of the Company,
- f) Establishing repair workshops, warehouses, laboratories, manufacturing plants, worksites, offices and stores entering into temporary business partnerships with persons and entities in respect of its scope of activity, being engaged in all kinds of business and trade transactions, joining tenders and conducting the necessary legal procedures in relation to the activities specified in the above paragraphs.
- g) To make all kinds of donations and aids to the organization of violating the hidden earnings execution regulations of the Capital Market Law and the relevant legislation, to make the necessary special case disclosures and to make all kinds of donations and aids in a way that does not hinder their own business information, with the uploads of the donations made during the year by the partners of the general

assemblies, authorized in matters. The upper limit of the donations made is determined by the General Assembly.

With the decision of the General Assembly, the company may engage in the realization of the purposes listed here, which it deems relevant to the discussion or useful for the subject, provided that it fulfills the requirements within the framework of the legislation and does not constitute an organization that violates the legislation.

#### **COMPANY'S HEAD OFFICE:**

**Article 5-** The Company's head office is in Istanbul. Its address is Halkalı Merkez Mah. Basın Ekspres Cad. No.1 34303 Küçükçekmece-ISTANBUL.

In case of a change of address, the new address shall be registered with the Trade Registry and announced in the Turkish Trade Registry Gazette, and it shall also be registered with the Capital Markets Board and the Ministry of Commerce.

The notification made to the registered and announced address shall be deemed to have been made to the company. For the Company, which has not registered its new address in due time, although it has left its registered and announced address, this situation is considered as a reason for termination.

The company may open branches and representative offices in the country and abroad with the decision of the Board of Directors, provided that the Ministry of Commerce, the General Directorate of Foreign Capital and the Capital Markets Board are informed.

#### **COMPANY'S TERM**

**Article 6 -** The Company's term is indefinite.

#### **COMPANY'S CAPITAL**

**Article 7 -** The Company has adopted the registered capital system pursuant to provisions of the Capital Markets Law and has started to use this system under the permission of the Capital Markets Board no. 68/19 dated 18.3.1983. The upper limit of the Company's registered capital is TL 500,000.000 (five hundred million Turkish Liras).

The company's previously issued capital of TL 200,019,287.78 (two hundred million nineteen thousand two hundred and eighty-seven Turkish Liras and seventy-eight Kurushes) has been fully paid free of collusion.

The Company's issued capital consists of 20,001,928.778 shares, each having a nominal value of 1 (one) Kurush. Out of this amount, a total of 10 shares, being 5 from Group (A) and 5 from Group (A), are registered shares, and 20,001,928.768 from Group (C) are bearer shares.

The permission granted by the Capital Markets Board for the upper limit of the registered capital is valid for the years 2023-2027 (five years). Even though the permitted upper limit of the registered capital is not reached by the end of 2027, it is required to obtain a permission from the Capital Markets Board for the previously permitted upper limit or a new upper limit and to obtain authorization from the General Assembly for a new period of maximum 5 years in order for the Board of Directors to take a resolution of capital increase.

The shares representing the capital are recorded in compliance with the principles of dematerialization.

The Board of Directors is authorized to increase the issued capital by issuing new shares, to issue shares at call price over their nominal value and to limit the shareholders' right to acquire new shares, as and

when it deems necessary, in compliance with the provisions of the Capital Markets Law. The authority to limit the right to acquire new shares cannot be exercised in a way to lead to inequality between shareholders.

The Company's capital can be increased or decreased where necessary in compliance with the provisions of the Turkish Commercial Code and the Capital Markets Law and other relevant legislation.

Shares to be issued in capital increases can be distributed according to the share groups they own, in proportion to their shares.

#### **SHARES:**

**Article 8** - Shares are registered and bearer shares.

Privileged shares issued to be handed to the founders are divided into two groups, being group (A) and group (B). In addition to the rights held by group C shares; group A and group B shares, each containing five shares, also have voting right and the below-specified privileges in terms of participation in profit. In terms of voting right, each group A and group B privileged share has voting right ten times more than group C shares. In terms of participation in profit, 10 percent of the profit to be allocated from the annual profit of the company in accordance with the order and principles specified in Article 20 of these Articles of Association only to the sum of group A privileged shares..

Shares are transferred in compliance with the provisions of the Turkish Commercial Code, the Capital Markets Law and the relevant legislation

The transfer of one of the privileged shareholders to a third party or the desire to establish a usufruct right is an important reason that will cause a change in the common environment. In this case, the Board of Directors has the right to reject the approval request in accordance with the provisions of Article 493 of the Turkish Commercial Code, or to propose to the transferor to buy the shares at the actual value at the time of application for the account of the Company or other shareholders or third parties.

#### **INTEGRITY OF SHARES AND RIGHTS AND RESPONSIBILITIES OF SHAREHOLDERS:**

**Article 9** - Each share constitutes an indivisible integrity for the company and, if a share is held by more than one shareholder, then those shareholders can only exercise their rights by means of appointing a joint representative. Provisions of Articles 432 and 477 apply in this respect.

In the event that those who hold the usufruct right of a share and those who hold its possession are different, then those shall also exercise their rights by means of a joint representative.

In case of disagreement between such persons, the company recognizes only the usufruct right holder and, if it is more than one person, the representative to be appointed by them both in terms of the notice to be served and the participation and voting in the General Assembly.

Shareholders are liable only in proportion to the capital share subscribed by them and to the shares they hold.

#### **AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION:**

**Article 10** - The Company's articles of association may be amended in accordance with the Turkish Commercial Code and the Capital Markets Board.

The validity of the General Assembly resolutions violating the rights represented by the Group A and Group B privileged shares is possible with the approval decision of the Group A and Group B privileged shareholders with at least 3/4 majority of the total votes of each of them in separate groups and each ratification decision binds only its own group.

## **ISSUANCE OF BONDS AND OTHER CAPITAL MARKET INSTRUMENTS OF A DEBT INSTRUMENT NATURE**

**Article 11** - The Company may issue bonds, commercial papers and other capital market instruments of a debt instrument nature to be marketed in or out of the country by means of a resolution of the Board of Directors within the framework of the provisions of the Capital Markets Law and within the legal limitations laid down by the Capital Markets Law and the relevant legislation. The authority for such issuance has been assigned to the Board of Directors for an indefinite period.

## **BOARD OF DIRECTORS:**

**Article 12** - The Company is managed and represented by the Board of Directors consisting of five persons. The Board of Directors is authorized in all matters pertaining to the Company's business, with the exception of the management of the Company's business and all its properties, and the subject of the Company's operation and which are legally left to the authority of the General Assembly.

The Board of Directors is elected by the General Assembly for a duty term of three years, provided that, out of five members, two members are elected from the candidates nominated by group A and group B privileged shareholders at a meeting to be held by them among by group A privileged shareholders.

The number and qualifications of the independent members who will take office in the Board of Directors are determined according to the regulations of the Capital Markets Board regarding corporate governance. Members of the Board of Directors can be re-elected. The Board of Directors elects a chairman and a vice-chairman from among the Board Members at its first meeting.

The provisions of the relevant legislation are applied regarding the formation, duties and working principles of the committees that the Board of Directors is obliged to establish within the scope of the capital market legislation, the Turkish Commercial Code and the relevant legislation, and their relations with the Board of Directors.

## **REPRESENTATION, BINDING AND ASSIGNMENTS OF THE COMPANY**

**Article 13** - The board of directors is authorized to represent and bind the company. In order for all documents, promissory notes, power of attorney, undertaking, contract and all other documents, offers, demands, acceptances and declarations related to the company to be valid and to bind the Company, the procedure to which they are authorized to sign and how they will be signed by the Board of Directors must be registered and announced. It is possible with the signatures of the person or persons to be placed under the company title. Unless otherwise agreed, the members of the Board of Directors represent the Company with a double signature. The method of signing the persons authorized to bind the company is determined by the Board of Directors.

The Board of Directors is authorized to transfer the management partially or completely to one or more members of the board of directors or a third party in accordance with an internal directive to be issued pursuant to article 367 of the Turkish Commercial Code, excluding the non-transferable duties and powers defined in article 375 of the Turkish Commercial Code. . At least one member of the board of directors must have the authority to represent.

## **BOARD OF DIRECTORS MEETINGS**

### **Article 14**

1) Board of Director meetings;

The Board of Directors convenes when necessary. Meetings of the Board of Directors are held at the Company's headquarters or at another location to be determined.

2) Meeting and Decision Quorum:

Quorum for the meeting of the Board of Directors is possible if at least four members are present at the meeting. Decisions in Board of Directors meetings; taken with the affirmative vote of four members. In

this regard, the provisions of the Turkish Commercial Code, the Capital Markets Law and other legislation are reserved.

3) Those who are entitled to attend any meeting of the Board of Directors of the Company may also attend such meetings via electronic media as per the article 1527 of the Turkish Commercial Code. The Company may install an Electronic Meeting System which shall allow those who are entitled to join and cast votes in such meetings on electronic media as per the provisions of the Communiqué Concerning the Meetings to Be Held on Electronic Media Other than the General Assembly Meeting of Joint-Stock Companies or purchase services from such systems established for this purpose. Those who are entitled to attend are allowed to exercise their rights as stated in the relevant legislation within the framework of the provisions stipulated in the Communiqué via the system installed as per this provision of the Articles of Association of the Company or via the system from which supportive service shall be purchased.

#### **FEES**

**Article 15** - Members of the Board of Directors May be paid attendance fees, salaries, bonuses, premium and annual profit shares in the amount to be determined by the Articles of Association or by a resolution of the General Assembly.

#### **AUDIT**

**Article 16**- Provisions of the Turkish Commercial Code and the Capital Markets Law apply to the audit of the Company and the items stipulated in the Turkish Commercial Code, the Capital Markets Law and other relevant legislation.

#### **GENERAL ASSEMBLY:**

**Article 17** - The following principles are applied in the General Assembly meetings:

1- Form of Invitation: General Assemblies meet as ordinary and extraordinary. At this meeting, the issues on the agenda prepared by the Board of Directors, taking into account the relevant provisions of the Turkish Commercial Code, are discussed and resolved. The Extraordinary General Assembly convenes when the business of the company requires and takes decisions.

In the invitation to these meetings, the relevant provisions of the Turkish Commercial Code and the Capital Markets Law are applied.

The functioning of the General Assembly meeting is regulated by an internal directive. The General Assembly meeting is held in accordance with the provisions of the Turkish Commercial Code and the internal directive.

2 - Participation In General Assembly Meetings Via Eletronic Media: Those who are entitled to attend General Assembly Meetings of the Company may also attend such meetings via electronic media as per Article 1527 of the Turkish Commercial Code. The Company may install the Electronic General Assembly System which shall allow those who are entitled to attend, disclose their opinion, make proposals and cast votes on electronic media in such meetings as per the provisions of the Regulations on General Assembly Meetings of Joint-Stock Companies to be Held on Electronic Media or purchase services from such systems established for this purpose. Those who are entitled to attend are allowed to exercise their rights as stipulated in the provisions of the mentioned Regulations via the system installed as per this provision of the Articles of Association of the Company in all the General Assembly meetings.

3- Meeting period : The Ordinary General Assembly convenes within the first three months as from the expiry of each activity period and once a year, the extraordinary General Assembly, convenes as required by the Company's business at appropriate times and locations.

4 – General Assembly meetings place: The General Assembly convenes at the Company's head office or pursuant to a decision by the Board of Directors, at another location within the administrative jurisdiction

of the Company's headquarters..

5- The General Assembly Chairman: The General Assembly selects a chairman, who could either be a shareholder or not.

6- Voting and Appointment of Proxy: The shareholders or their proxies present at the General Assembly meeting use their voting rights in proportion to the total nominal value of their shares. Each Group C share has one voting right, and each Group A and B Group privileged share has 10 (ten) votes.

At the General Assembly meetings, the shareholders can have themselves represented by a proxy by either they appoint from among the other shareholder or from outside. Shareholders who are representing other shareholders pursuant to proxies are authorized to vote on behalf of the shareholders they represent, apart from their own votes.

The regulations of the Capital Markets Board regarding voting by proxy shall be complied with.

7- Method of Voting: In the General Assembly meetings, the votes are cast openly and by raising hands. However, upon the request of the shareholders representing one-tenth of the shares present at the meetings, secret voting can be applied. In this regard, the regulations of the Capital Markets Board are complied with.

8-Quorum for Meetings and Decisions: The provisions of the Turkish Commercial Code and the Capital Markets Law are complied with regarding the meeting and decision quorums in the General Assemblies.

9- Presence of a Ministry representative: In both ordinary and extraordinary General Assembly meetings, It is obligatory for the Ministry of Commerce Representative of the Republic of Turkey to be present and to sign the meeting minutes together with the relevant parties. Decisions to be taken at the General Assembly meetings to be held in the absence of the Ministry Representative and meeting minutes that do not bear the Ministry Representative's signature are not valid.

## **ANNOUNCEMENTS**

**Article 18** - Announcements regarding the Company are made in compliance with the provisions of the Turkish Commercial Code, the Capital Markets Law and the relevant legislation.

## **COMPANY'S ACCOUNTS:**

**Article 19** - The fiscal year of the company is the calendar year. The Company's accounts are kept as stipulated in the Turkish Commercial Code, the Capital Markets Law and the Tax Procedure Law and under books required by the laws.

## **DISTRIBUTION OF PROFIT**

**Article 20** - The Company abides by the provisions of the Turkish Commercial Code and the regulations in the Capital Markets legislation in respect of the profit distribution.

The net profit of the period, which remains after the deduction of the overhead expenses of the Company and various amounts required to be paid or allocated by the company such as depreciation as well as the taxes to be paid by the Company as a legal entity from the incomes determined in the end of the Company's activity period and which is indicated on the annual balance sheet, is stated below, upon the deduction of the losses from previous years, if any:

General Legal Reserve:

a) 5% is allocated to legal reserve until it reaches to 20% of the issued capital.

The First Dividend:

b) From the remaining amount (over the amount to be calculated by adding the amount of donations made

within the year, if any), the first dividend is allocated in compliance with the Turkish Commercial Code and the Capital Markets legislation.

- c) Without prejudice to the first dividend as determined in the paragraph (b), 10% of the amount to be calculated after allocating five percent legal reserve as per the paragraph (a) and making a deduction in the rate of 6% of the issued capital is distributed to the group A privileged shareholders as vested interests.
- d) Provided that the rate of 5% of legal reserves are set aside in accordance with paragraph (a) and without prejudice to the first dividend determined in paragraph (b); 5% of the difference between the general income accounts and the general expense accounts, which will be calculated according to the trial balance to be prepared as of the end of the calendar year, is allocated to the members of the Board of Directors as profit share. The Board of Directors is authorized to determine distribution principles.

The Second Dividend:

- e) The General Assembly is entitled to wholly or partially distribute the amount, which remains from the net profit of the period following the deduction of the amounts specified in paragraphs (a), (b) and (c), as the second dividend or allocate such amount as contingency reserve that it allocates at its own discretion as per Article 521 of the Turkish Commercial Code.

Unless the reserves to be allocated as per the provisions of the law and the dividends stipulated for shareholders in the Articles of Association are distributed in cash, it cannot be decided to allocate other reserves, to transfer profit to the next year, or to distribute dividends to the members of the Board of Directors and officers, employees, personnel, foundations established for various purposes and similar persons and/or organizations.

Dividend is distributed equally to all shares which are present at the date of distribution, without regard to dates of issuance and acquisition of such shares.

The decision to distribute dividend taken by the General Assembly in accordance with the provisions of these Articles of Association cannot be reversed.

The method and time of distribution of the profit decided to be distributed is determined by the General Assembly upon the proposal of the Board of Directors in this regard, in accordance with the provisions of the capital market legislation.

#### **TERMINATION AND LIQUIDATION OF THE COMPANY**

**Article 21-** The provisions of the Turkish Commercial Code, capital market legislation and other relevant legislation shall apply to the dissolution and liquidation of the company and how the related transactions shall be carried out.

#### **COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES:**

**Article 22 -** The Company shall abide by the Corporate Governance Principles, with which the Capital Markets Board requires compliance. Transactions performed and board resolutions adopted in breach of the obligatory principles are invalid and deemed to be contrary to the Articles of Association.

The regulations of the Capital Markets Board regarding corporate governance are abided by in the transactions which are considered to be of a significant nature in terms of the implementation of the Corporate Governance Principles, in the transactions with related parties, and in the transactions related to providing security, guarantee, pledge and mortgage in favour of the third parties.

#### **LEGAL PROVISIONS**

**Article 23 -** The provisions of the Turkish Commercial Code and other relevant legislation shall apply to

matters not included in this articles of association.

I hereby certify that this copy is the final version of the articles of association (as amended from time to time) of DEVA HOLDİNG A.Ş., which is registered in the Istanbul Trade Registry Office under registration no. 70061/5967 and the incorporation of which was certified by the Ministry of Commerce with the title D.E.V.A. (Doktorlar, Ecza ve Alat Sanayi ve Ticaret Anonim Şirketi) on 4.8.1958 and approved by Istanbul 1. Commercial Court of First Instance on 14.8.1958 under file no. 958/431 and decision no. 958/441, and it has been prepared in consideration of;

- The articles of incorporation published in the Turkish Trade Registry Gazette no. 468 dated 22.9.1958, (Capital: TL 500,000)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 1343 dated 22.8.1961, (Increase of the capital from TL 500,000 to TL 10,000,000)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 3247 dated 4.1.1968, (Increase of the capital from 10 million to 75 million and amendment of the articles of association in respect of article 7 regarding capital, article 9 regarding share certificates, article II regarding dividend shares and article 26)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 3934 dated 22.4.1970, (Amendment of the articles of association in respect of the change of the title D.E.V.A (Doktorlar, Ecza ve Alat Sanayi ve Ticaret A.Ş.) to DEVA HOLDİNG A.Ş., and article 3 regarding the company's trade name, article 4 regarding the purpose and subject, article 7 regarding the company's capital, and article 9 regarding the share certificates)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 223 dated 22.9.1975, (Increase of the capital from 75 million to 200 million, article 7)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 445 dated 4.4.1978, (Amendment of the articles of association in respect of the amendments to articles 9, 27 and 28 of the Company's articles of association [in the general assembly dated 24.3.1978])
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 492 dated 27.4.1982, (in the general assembly dated 26.3.1982, new version of article 14, regarding the authority to issue bonds)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 695 dated 17.2.1983, (Increase of the capital from 200 million to 250 million)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 751 dated 6.5.1983, (Amendment of the articles 4, 8, 14, 15, 20, 22, 23, 35, 38, 40, 41, 43 and 49 of the articles of association of the Company)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 801 dated 21.7.1983,

(introduction of the registered capital system and determination of the upper limit of the registered capital as 1 billion (in the extraordinary general assembly meeting dated 6.7.1983))

- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 980 dated 2.4.1984,  
(Increase of the capital from 250 million to 650 million; within the registered capital upper limit of TL 1,000,000,000)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 1021 dated 30.5.1984,  
(Increase of the issued capital from 650 million to 900 million; within the registered capital upper limit of TL 1,000,000,000)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 1420 dated 31.12.1985  
(Completion of the procedures regarding the increase of the issued capital from 900 million to 1 billion)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 1928 dated 6.1.1988,  
(Increase of the issued and paid capital from 1 billion to 1 billion 100 million, the upper limit of the registered capital being 5 billion TL, and amendment of articles 4, 7, 9, 14 and 43)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 2061 dated 14.7.1988,  
(Approval of the agreement on merger with Dilpa İlaç San. ve Paz. A.Ş., the issued capital of the company being TL 1,100,005,000, and amendment of article 27 in the 3rd extraordinary general assembly meeting dated 10.6.1988)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 2134 dated 31.10.1988,  
(Letter of permission of the Capital Markets Board regarding the increase of the issued and paid capital from TL 1,100,005,000 to 4 billion)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 2508 dated 16.4.1990,  
(Increase of the upper limit of registered capital from 5 billion to 50 billion, and the paid capital being 4 billion)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 2550 dated 18.6.1990,  
(Increase of the paid capital from 4 billion to 20 billion)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 2623 dated 4.10.1990,  
(By which the procedures regarding the increase of the paid capital from 4 billion to 20 billion within the upper limit of registered capital are duly completed)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 2762 dated 25.4.1991,  
(Amendment of article 9 of the articles of association)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 2795 dated 11.6.1991,  
(Registration and announcement of the letter of permission of the Capital Markets Board regarding

- the increase of the capital from 20 billion to 56 billion within the registered capital upper limit of 50 billion)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 2893 dated 1.11.1991,  
(By which the procedures for increase from 20 billion to 56 billion are completed, and the upper limit of registered capital is set as 56 billion)
  - The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 3050 dated 17.6.1992,  
(Increase of the upper limit of registered capital of 50 billion to 500 billion, and determination of the paid capital as 56 billion)
  - The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 3528 dated 9.5.1994,  
(Completion of the procedures for increase of issued capital from 56 billion to 168 billion within the upper limit of registered capital in compliance with the Capital Markets Law)
  - The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 3673 dated 2.12.1994,  
(Completion of the procedures for increase of the capital from 168 billion to 336 billion within the upper limit of registered capital in compliance with the Capital Markets Law)
  - The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 3763 dated 10.4.1995,  
(Completion of the procedures for increase of the capital from 336 billion to 620 billion within the upper limit of registered capital in compliance with the Capital Markets Law; the upper limit of registered capital reaching to 620 billion)
  - The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 3827 dated 13.7.1995,  
(The registered capital becoming 5 trillion; and determination of the paid capital as 620 billion)
  - The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 3991 dated 6.3.1996,  
(Completion of the procedures regarding the increase of the issued capital from 620 billion to TL 1,500,000,000,000 within the registered capital upper limit of 5 trillion in compliance with the Capital Markets Law and the relevant communiques)
  - The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 4341 dated 28.7.1997,  
(Completion of the procedures regarding the increase of the issued capital from 1.5 trillion to 4 trillion within the registered capital upper limit of 5 trillion in compliance with the Capital Markets Law and the relevant communiques)
  - The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 4554 dated 4.6.1998,  
(Completion of the procedures regarding the increase of the upper limit of registered capital from 5 trillion to 15 trillion in compliance with the Capital Markets Law and the relevant communiques)
  - The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 5266 dated 3.4.2001,  
(Increase of the upper limit of registered capital from 15 trillion to 100 trillion, and determination of the paid capital as 16 trillion)

- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 6117 dated 28.8.2004,  
(Completion of the procedures regarding the increase of the issued capital from 16 trillion to 48 trillion within the registered capital upper limit of 100 trillion in compliance with the Capital Markets Law and the relevant communiques)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 6805 dated 10.5.2007,  
(Amendment of articles 7, 9, 10, 13, 16, 27 and 37 of the articles of association)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 7568 dated 21.05.2010,  
(Increase of the upper limit of registered capital from 100 million to 500 million)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 7724 dated 31.12.2010,  
(Amendment of article 4)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 8112 dated 16.07.2012,  
(Amendment of article 7, 16, 18, 19, 26 and 40; addition of article 51)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 8337 dated 07.06.2013,  
(Amendment of articles 1, 2, 5, 6, 7, 9, 10, 12, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 27, 28, 31, 33, 34, 35, 36, 37, 38, 39, 41, 42, 43, 44, 46, 47, 48, 49, 50; , annulment of article 29, 30, 32, 45; and addition of article 52)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 9096 dated 14.06.2016,  
(Amendment of article 7)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 9828 dated 14.05.2019,  
(Amendment of articles 4, 5, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22 and 23.; annulment of articles 24, 25, 26, 27, 28, 31, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 46, 47, 48, 49, 50, 51 and 52.)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 10313 dated 20.04.2021,  
(Amendment of article 14)
- The amendment of the articles of association published in the Turkish Trade Registry Gazette no. 10831 dated 15.05.2023,  
(Amendment of article 7)