

KONTROLMATİK TECHNOLOGY ENERGY AND ENGINEERING JOINT STOCK COMPANY

ARTICLES OF ASSOCIATION

FOUNDERS

Article 1-

The following names, surnames, titles, settlements and nationalities are Deciphered among the founders in a written Anonymous

Order No	Founding	Address	Nationality	ID No
1	SAMI ASLANHAN	Bakirkoy/Istanbul	TURKEY	462*****26
2	ÖMER ÜNSALAN	Başakşehir/Istanbul	TURKEY	212*****44
3	ALI SALMAN	Istanbul	TURKEY	671*****34

TITLE

Article 2-

The Title of the Company is **Kontrolmatik Teknoloji Enerji ve Mühendislik Anonim Şirketi**

PURPOSE AND SUBJECT

Article 3-

The purpose and subject of the company are mainly as follows:

1. In order to meet the needs of all private and public legal person institutions and organizations, electronic, communication, information technologies to build hardware and systems, all kinds of software and hardware providing service services with its activities and software for all kinds of engineering solutions, hardware and system development, integration, creation of data processing systems, data transfer, data security, data analysis and data mining operations, information technology business intelligence production, installation, purchase, sale of solutions, maintenance, service, warranty and repair services and to produce, buy, sell, import and export all kinds of electronic information system tools and equipment to participate in tenders at home and abroad, to make commitments, established for this purpose or to become a partner in the companies to be established, to take a partner, to transfer or to take over.
2. The company conducts research and development both related to its subject and in the production of other goods and services to carry out studies, to provide engineering and consultancy services on these issues, to Decode R& D in its field to carry out studies, to carry out studies on increasing quality and efficiency in production, this topic to carry out related educational activities, to

carry out studies in both technical and technological fields to carry out studies that will help to solve the problems that will arise in the field of activity and do.

3. All kinds of conventional and renewable energy in the public or private sector at home and abroad production facilities, energy and electricity transmission and distribution facilities, oil refinery, natural gas terminals, mining facilities, all kinds of industrial facilities, underground and above-ground all kinds of rail and road transport system, air and sea ports, road and railway tunnels, canal, bridge, electrical, electromechanical, mechanical, structural and construction works of hospitals, factories and shipyards turnkey or piece-by-piece construction, project design, architectural design, administrative projects, professional and technical management, establishment of facilities, engineering and consultancy services to provide, to put the facilities into operation, to maintain, all kinds of electronic measurements of the facilities, testing, design, manufacture, installation and maintenance of monitoring, protection, control systems, to ensure the integration of the systems with each other and to make them ready for operation.

4. To develop energy and industrial management systems software at home and abroad and this to install, operate, provide maintenance and repair services from end-to-end turnkey systems, software and to carry out the manufacturing, buying and selling, import and export operations of the systems.

5. A new generation of rechargeable Flow Batteries (flow battery) for the purpose of storing electrical and thermal energy, Fuel Cell batteries, Thermal energy storage (Thermochemical battery) systems, innovative energy to develop storage and transmission systems. Types of electrical, electronic, mechanical related to the subject, to carry out R&D (product research, development and testing) activities related to chemical products, R & Dec all products, systems, materials, mechanical and chemical components, electronics resulting from their activities to carry out internal and external trade of cards, software and system, to provide service and maintenance

6. Assets and licenses of all kinds related to power plants, refineries and all kinds of industrial facilities receiving, giving, renting, renting, transferring, taking over.

7. Turnkey mobile power plant, mobile energy and electricity distribution center, mobile substation, mobile industrial facility, mobile health center to design, manufacture, installation, maintenance and operation to do domestic and foreign trade

8. All kinds of electrical and electronic automation panels, distribution panels, medium voltage and weak current to manufacture, buy and sell, import and export of panels.

9. All kinds of electrical (high voltage and low voltage), instruments, mechanical materials or systems to perform tests in accordance with the standards, to produce, sell, rent and rent test equipment to give

10. With distribution companies and energy production companies that have been established or will be established without establishing control entering into an affiliate relationship.

For the accrual of the purpose and subject of the company;

a- Raw materials, auxiliary materials, machinery and equipment necessary to carry out the work related to the subject, it can and does manufacture, import and export equipment, spare parts.

b- It can carry out other activities related to its subject, such as packaging, packaging, storage, and this can establish facilities for the realization of activities.

c- Can participate in tenders for all kinds of official and private works related to the subject at home and abroad, offer jobs can give, with different business models (contractor, subcontractor, integrator, build-operate-transfer, operator) jobs you can perform

d- He can participate in the necessary fairs and exhibitions related to his subject at home and abroad for the purpose of promotion.

e- A special situation required within the framework of the capital market legislation to ensure public disclosure by making the necessary disclosures and necessary transactions required by the legislation, the capital market not to be contrary to the regulations of the legislation on the transfer of implicit earnings and to provide investment services and provided that it does not constitute an activity; In order to realize the purpose and subject of the Company, the subjects of activity may establish partnerships with real and legal persons who perform the entering works, participate in the established partnerships may purchase their shares and other securities with the registration of not acting as an intermediary, may sell, transfer, take over, show a pledge, take a pledge, usufruct right over them can establish, acquire usufruct rights, make other legal savings, do joint work, it can take over partnerships together with active and passive, at home and abroad, and in free zones it can open branches and outlets, and sales warehouses.

f- The necessary machinery and facilities for the company to achieve its purpose, as well as transport vehicles, watercraft, he can buy and sell securities and real estate. Easement, usufruct, sukna on real estates, it can establish real estate liability and floor easement, transfer and renounce.

g- Subject to compliance with the principles determined by the Capital Markets Board, short, medium and may conclude long-term stabilizations, provide loans, issue, accept or endorse any securities Jul real estate and securities owned by the Company for the guarantee of its receivables and debts it can place pledges, sureties and mortgages on it, on real estate and securities belonging to others he can place pledges, sureties and mortgages, take guarantees, and can make and amend the necessary ones, can conclude leasing contracts and other contracts.

h- May participate in domestic and foreign official and private tenders related to the subject, and may make commitments. Dealerships, agencies, representatives can buy, give.

i- Patents, projects, passion acquittal, mastery (know-how) and other intellectual and industrial property related to the purpose of the company can acquire and transfer property rights, as well as make licensing agreements for them.

j- The Company may acquire all kinds of rights and add all kinds of debts in order to realize its objectives, may conclude a contract, acquire, sell, transfer securities and real estate, these are may establish and transfer all kinds of real and personal rights and obligations on it, he can lift, he can fek, he can make other savings.

k- In accordance with the provisions of the legislation related to the decision of the board of directors, bonds, financing bonds and it may issue other capital market instruments that are debt instruments.

l- The implicit profit transfer regulations of the capital market legislation and other related legislation not to violate the provisions, to make the necessary special situation statements and to provided that the donations made are presented to the shareholders at the General Assembly, the purpose and subject of the Company can donate and help in a way that does not interfere. The limit of the donation to be made is determined by the general assembly.

m- The company wants to engage in other jobs that it deems useful and necessary other than the jobs shown above from the Ministry of Trade and Capital

COMPANY HEADQUARTERS

Article 4-

The headquarters of the company is located in SARIYER district of ISTANBUL province.

Address is HUZUR MAH. AHMET BAYMAN CAD. N:2 İÇ KAPI N:2 SARIYER/İSTANBUL

In case of change of address, the new address is registered in the Trade Registry and announced in the Turkish Trade Registry Gazette and it is also notified to the Ministry of Trade and the Capital Markets Board. Made to the registered and announced address the notification is deemed to have been made to the Company. Although he has left his registered and announced address, his new address for the company that does not register within the time limit, this is considered the reason for termination.

TIME:

Article 5-

The term of the company is indefinite from the date of registration and announcement.

CAPITAL AND SHARES:

Article 6-

The Company has accepted the registered capital system in accordance with the provisions of the Capital Market Law No. 6362 and

It has been transferred to the registered capital system with the permission of the Capital Markets Board dated 02.04.2020 and numbered 19/456.

The registered capital ceiling of the Company is 750.000.000 (Seven Hundred and Fifty Million) Turkish Liras, each of which is 1 (one) Turkish it is divided into 750.000.000 shares worth lira.

The authorized capital ceiling permit granted by the Capital Markets Board is valid for the years 2022-2026 (5 years). Even if the authorized capital ceiling allowed at the end of 2026 has not been reached, the given ceiling or the new not to exceed 5 years from the General Assembly by obtaining permission from the Capital Markets Board for a ceiling amount it is necessary to obtain authorization for a new period. In case of failure to obtain the said authority, the Management no capital increase can be made with the decision of the Board.

The issued capital of the company is 200.000.000 (Two hundred million) Turkish Liras, each one 1 (one) Turkish Lira nominal value total 200.000.000 (Two hundred million) pieces divided into shares. The issued capital has been fully paid off without collusion the shares representing the capital are registered and these shares are registered within the framework of dematerialization principles it is monitored. The capital of the Company, the provisions of the Turkish Commercial Code and the capital market legislation, if necessary it can be increased or decreased within its framework.

The Board of Directors is registered when it deems it necessary in accordance with the provisions of the Capital Market Law in order to increase the issued capital by issuing new shares up to the capital ceiling, the shareholders are required to decision on the issue of shares with a premium or below their nominal value with the limitation of the right to receive he is authorized to receive. The authority to restrict the rights to receive new shares will lead to inequality among shareholders Decisively it cannot be used in this way.

The shares are subject to the provisions of the Turkish Commercial Code, the Capital Market Law, this articles of association and the relevant legislation.

BOARD OF DIRECTORS

Article 7-

The affairs and administration of the Company are carried out by a Board of Directors consisting of at least 5 members to be elected by the General Assembly for a maximum of 3 years in accordance with the provisions of the capital market legislation and the Turkish Commercial Code. The number of members of the Board of Directors is determined by the General Assembly. If the General Assembly deems it necessary, the Turkish Provided that it complies with the Commercial Code and other relevant legislation, the Board of Directors may change its members at any time. It is possible for the member whose term has expired to be re-elected. In case of vacancy in the Board of Directors membership during the year, the provisions of Article 363 of the Turkish Commercial Code are applied.

A sufficient number of independent Board members are elected to the Board of Directors by the General Assembly within the framework of the principles on the independence of the members of the Board of Directors set out in the Corporate Governance Principles of the Capital Markets Board. Independent members are required to meet the requirements set out in the corporate governance regulations of the Capital Markets Board. Independent board members with the term of accordingly, the regulations of the Capital Markets Board regarding corporate governance are complied with.

The Board of Directors is authorized to take decisions other than the decisions to be taken by the General Assembly in accordance with the Turkish Commercial Code, the Capital Markets Law and other relevant legislation and this Articles of Association.

The Board of Directors is authorized to transfer the management powers and responsibilities partially or completely to one or several Board members or third parties in accordance with an internal directive to be issued within the framework of the provisions of the Turkish Commercial Code.

By the board of directors, the duties and responsibilities of the board of directors within the board for healthy realization of the Turkish Commercial Code, Capital Markets Law, in relation to the capital market Board Corporate Governance Committees are required according to the provisions of the

regulations and other relevant legislation is created. The formation of the committees, their areas of duty, working principles, which members they will consist of and their relations with the Board of Directors are determined by the Board of Directors in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board on corporate governance and other relevant legislation and disclosed to the public. Within the body of the Board of Directors, the existence of the Company, an Early Detection of Risk Committee is established in order to diagnose the causes that endanger its development and continuation early, apply the necessary measures and remedies for this, and manage the risk. The Board of Directors, to follow the progress of the works, to prepare the issues to be presented to him, all important it may establish as many committees or commissions as necessary from among the members on various issues such as Decisioning the preparation of the balance sheet and overseeing the implementation of the decisions taken.

The fees to be given to the members of the Board of Directors and the financial expenses to be given to the members of the Board of Directors other than the remuneration the General Assembly is authorized for the rights and the regulations of the Capital Markets Board are complied with.

REPRESENTATION OF THE COMPANY and DISTRIBUTION OF DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

Article 8-

The management of the company and its representation towards the outside belongs to the board of directors. In order for all documents to be issued by the Company and contracts to be valid, they must bear the signature of the person or persons who are placed under the Company's title and authorized to bind the company.

Upon the decision to be taken by the Board of Directors, the representative authority of the Company may be transferred to one of the members of the Board of Directors or one or more managing members or third parties as directors with a single signature. The powers of the members and directors appointed in this way may be removed at any time by the Board of Directors. At least one, it is essential that the member of the Board of Directors has the authority of representation. Indicates the persons authorized to represent and their forms of representation Unless the decision is registered and announced in the trade registry, the transfer of representation authority will not be valid. The limitation of the power of representation does not constitute a provision against third parties who have goodwill; however, the representation the registration and announced restrictions on the use of the authority specific only to the affairs of the center or a branch or together apply. The provisions of Articles 371, 374 and 375 of the Turkish Commercial Code are reserved.

The Board of Directors may appoint members of the Board of Directors who are not authorized to represent, or those who are bound to the company by a service agreement, as commercial agents or other merchant assistants with limited authority. The duties and powers of those who will be appointed in this way are determined by the Turkish Commercial Code 367. it is clearly determined in the internal directive to be prepared according to the article. In this case, registration and announcement of the internal directive is mandatory.

MEETINGS OF THE BOARD OF DIRECTORS

Article 9-

At the first Board of Directors meeting following the annual ordinary General Assembly meeting, the members elect a Chairman of the Board of Directors and a Vice-Chairman of the Board of Directors to act as his deputy when the Chairman is not present.

Meetings of the Board of Directors are held at regular December intervals determined by the Board of Directors.

The relevant provisions of the Turkish Commercial Code are applied in terms of the quorum of meetings and decisions at the Board of Directors meetings.

The Board of Directors meets with the majority of the full number of members as the business and operations of the company require, and a decision is taken with the majority of the members present at the meeting. If the votes are equal, this issue is left to the next meeting. If there is equality at the second meeting, the proposal in question is considered rejected. Each member of the Board of Directors has the right to one vote.

If none of the members requests a meeting, decisions of the Board of Directors may also be made by obtaining the written approval of at least the majority of the full number of members of a proposal made by one of the board members on a specific issue, written in the form of a decision. The same proposal to all members of the board of directors fact that it has been made is a condition for the validity of the decision to be taken in this way. It is not necessary that the approvals are on the same paper; however, it is necessary for the validity of the decision to paste all the papers with the approval signatures into the decision book of the board of directors or to convert them into a decision containing the signatures of the acceptors and put them in the decision book.

The Board of Directors may meet at the Company's headquarters or in any city in Turkey.

Board of Directors meetings can be held physically or electronically. Those who have the right to attend the Board of Directors meetings of the Company may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that will allow rights holders to participate and vote in these meetings electronically, as well as purchase services from systems created for this purpose, in accordance with the provisions of the Communiqué on Electronic Meetings to be Held in Trading Companies Other than Joint Stock Company General Meetings. In the meetings to be held, it is ensured that the rights holders can use the rights specified in the relevant legislation within the framework specified in the provisions of the Communiqué through the system established in accordance with this provision of the company agreement or through the system where support services will be received.

INDEPENDENT AUDIT:

Article 10-

The relevant provisions of the Turkish Commercial Code and the capital market legislation shall apply to the audit of the Company and other matters stipulated in the legislation.

GENERAL ASSEMBLY:

Article 11-

A) Invitation to the Meeting

The General Assembly of the Company convenes on an ordinary or extraordinary basis in accordance with the provisions of the Turkish Commercial Code and capital market legislation. The Ordinary General Assembly convenes at least once a year and within three months from the end of the Company's operating period. Extraordinary general assembly meetings are held in cases and times when it is necessary for the Company's business.

The place of the General Assembly meeting is the Company headquarters. However, if necessary, the Board of Directors may call the General Assembly to a meeting at another convenient location in the city where the Company's headquarters are located.

The provisions of the Turkish Commercial Code, the Capital Market Law and other relevant legislation are applied when the General Assembly is called for a meeting.

The announcement of the General Assembly meeting, in addition to the procedures stipulated in the legislation, is made at least three weeks before the date of the General Assembly meeting, excluding the announcement and meeting days, by using all kinds of communication means, including electronic communication.

B) Conducting Negotiations

The person who will chair the General Assembly meetings is elected by the General Assembly. The duty of the Chairman of the General Assembly Meeting is to ensure that the negotiations are conducted in a regular manner in accordance with the agenda, and that the minutes are kept in accordance with the laws and the provisions of the articles of association.

The Board of Directors prepares an internal directive containing the rules on the working procedures and principles of the General Assembly within the framework of the Turkish Commercial Code and the secondary legislation issued within the framework of the Turkish Commercial Code and submits it to the approval of the General Assembly. The internal directive approved by the General Assembly is registered and announced.

C) The Right to Vote

Each shareholder has the right to 1 (one) vote in the ordinary and extraordinary General Assembly meetings of the Company.

At the General Assembly meetings, shareholders may have themselves represented by other shareholders or by a proxy to be appointed from outside the shareholders.

Capital market legislation and related legislation are complied with in proxy voting transactions.

The right to participate in the General Assembly and to vote cannot be conditioned on the fact that the shareholder stores his shares with any organization.

D) Quorums

The provisions of the Turkish Commercial Code, the provisions of the capital market legislation and the regulations of the Capital Market Board regarding the corporate governance principles are complied with regarding the General Assembly meetings and decision quorums.

E) Participation in the General Assembly Meeting in Electronic Form

The provisions of the Turkish Commercial Code and the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the relevant provisions of the Regulation on the Representatives of the Ministry of Commerce who will be Present at these Meetings shall apply to the appointment of a Representative of the Ministry representing the Ministry of Commerce at the ordinary and extraordinary General Assembly meetings of the Company.

Announcement

Article 12-

The announcements of the Company are subject to the regulations contained in the Turkish Commercial Code and capital market legislation and it is done by complying with the specified deadlines.

Explanations of special circumstances to be made in accordance with the regulations of the Capital Markets Board and all kinds of explanations to be provided by the Board are made in a timely manner in accordance with the relevant legislation

FINANCIAL STATEMENTS AND REPORTS WITH THE ACCOUNTING PERIOD:

Article 13-

December January The accounting year of the Company starts from the first day of January and ends on the last day of December. The financial statements and reports that are required to be prepared by the Capital Markets Board and are subject to independent audit in case of an independent audit report, the Turkish Commercial Code and capital market legislation. It is prepared within the determined procedures and principles and announced to the public.

DETERMINATION AND DISTRIBUTION OF PROFIT

Article 14-

At the end of the period of activity identified in the company's revenues, the company's general expenses, such as depreciation and sundry companies as a legal entity paid or to be paid by the company with the allocated amounts remaining after deduction of taxes and compulsory seen in the annual balance sheet, profit after the deduction of losses from previous years, if any, respectively, are distributed as shown below:

General Legal Reserve Fund:

- a) Until it reaches 20% of the capital, 5% of it is allocated to the legal reserve fund.

First Dividend:

- b) The first dividend share is allocated from the remaining amount in accordance with the Turkish Commercial Code and capital market legislation within the framework of the Company's dividend distribution policy, in addition to the donation amount made during the year.
- c) After the above discounts have been made, the General Assembly has the right to decide on the distribution of the dividend to the members of the Board of Directors, employees of the partnership and persons other than the shareholder.

The Second Dividend:

d) net income from (a), (B) and (C) of paragraph sums remaining after deduction of the part of the General Assembly, partially or completely, as the second dividend to distribute or allocated in accordance with the Turkish Commercial Code article with your request 521 is authorized to set aside as a reserve.

General Legal Reserve Fund:

e) 10% of the amount found after deducting the dividend at the rate of 5% of the capital from the portion that has been decided to be distributed to shareholders and other persons participating in profit is added to the general legal reserve fund in accordance with the second paragraph of Article 519 of the Turkish Commercial Code. Unless the reserve funds that must be allocated in accordance with the Turkish Commercial Code and the dividend determined for shareholders in the Articles of Association or the dividend distribution policy are allocated; another reserve fund allocation, the following year

It cannot be decided to transfer profits and distribute shares from the profit to the members of the Board of Directors, employees of the partnership and persons other than the shareholder, nor can a share from the profit be distributed to these persons unless the dividend determined for the shareholders is paid in cash. The dividend shall be applied to all existing shares as of the distribution date, taking into account their issuance and acquisition dates.

It is distributed evenly without being taken. The free shares are distributed to the existing shares on the date of the increase. The manner and time of distribution of the profit decided to be distributed shall be decided by the General Assembly upon the proposal of the Board of Directors in this regard, taking into account the capital market legislation. According to the provisions of this Articles of Association, the profit distribution decision made by the General Assembly cannot be reversed.

The Company may also distribute dividend advances to its shareholders within the framework of the Turkish Commercial Code and capital market legislation regulations.

ISSUANCE OF CAPITAL MARKET INSTRUMENTS

Article 15-

The Company may issue all kinds of debt instruments and other capital market instruments regulated by the Capital Market Board within the framework of the provisions of the Capital Market Law and other relevant legislation. Those of these capital market instruments, which can be issued by the

decision of the Board of Directors in accordance with the provisions of the relevant legislation, can be issued by the decision of the Board of Directors. The Board of Directors of the Company has the authority to issue bonds and other capital market instruments that are debt instruments.

In the issues to be made, the limits and considerations stipulated in the framework of the Capital Market Law and the relevant legislation are subject to comply.

COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES:

Article 16-

The Corporate Governance Principles required to be applied by the Capital Markets Board are complied with. Transactions made without complying with the mandatory principles and decisions of the board of directors taken are invalid and are considered contrary to this Articles of Association.

In transactions that are considered important in terms of applying the Corporate Governance Principles, as well as in related party transactions of an important nature of the Company and transactions related to the issuance of collateral, pledges and mortgages in favor of third parties, the regulations of the Capital Markets Board on corporate governance are complied with.

The number and qualifications of the independent members to serve on the Board of Directors are determined in accordance with the regulations of the Capital Markets Board on corporate governance.

TERMINATION AND LIQUIDATION:

Article 17-

The provisions of the Turkish Commercial Code, capital market legislation and other relevant legislation shall apply to the termination, liquidation and related transactions of the Company.

LEGAL PROVISIONS:

Article 18-

The provisions of the Turkish Commercial Code, the capital market legislation and other relevant legislation shall apply to the matters not provided for in this articles of association.