



**SEMA YAZAR
YOUTH FOUNDATION
DEED
2020**

SECTION I – Establishment Provisions

Establishment

ARTICLE 1 – “SEMA YAZAR YOUTH FOUNDATION” was established on July 13, 1990 to be managed in accordance with the laws and the provisions of this official deed and to provide useful services to the public, and is referred to by its short name (Foundation) in the following articles.

The Foundation has the right to tax immunity with the decision of the Council of Ministers dated 29 November 1994 and numbered 94/6398.

Headquarters

ARTICLE 2- The headquarters of the foundation is located in 41. Street No: 24/1 Çukurambar / Ankara. Within the framework of the laws, branches, representative and liaison offices can be opened with the proposal of the Foundation Board and the permission of the competent official authorities in order to provide a better service suitable for the purpose of the foundation.

Purpose of the Foundation

ARTICLE 3 – To make financial and moral contributions in order to bring all kinds and degrees of education and training activities, and scientific research and development activities aimed at seeking new technologies in various fields or aiming to improve existing technology to the quality and quantity that will meet the economic, social and cultural needs of the youth who are the essence of our national presence, the guarantee of our great nation and the hope and trust of our Republic, and to provide new resources for this purpose, and especially to establish scientific research and development institutions and especially establishing scientific research and development institutions, schools, colleges, establishing faculties at all levels and opening them to education and training. Besides, to help young people meet and build the needs of facilities that will meet all kinds of health services, to build new facilities.

To undertake or assist the treatment of young people in need of treatment in Turkey and abroad

In order to make the young people spend their energy and leisure time in a useful way, to organize all kinds of sports activities or to contribute to these kinds of activities besides especially to establish organizations related to the care and treatment of horses or to those who are established. Set up awards on behalf of SEMA YAZAR in science, art, sport, education, health or culture sites and organize competitions in these fields.

To cooperate with similar institutions with the permission of the competent authorities at home and abroad. Raise mentally and physically disabled children and provide opportunities for their rehabilitation.

The activities that the Foundation will do to reach its objective

ARTICLE 4 -The activities that the Foundation will do to reach its objective

4.1) In educational institutions:

a) Prepares and provides printed educational materials and equipment needed by institutions, such as textbooks and supplementary textbooks.

b) It contributes to meet all kinds of material and moral needs of young people. In this regard, it contributes to marriages and weddings of young girls who have reached the age of marriage and whose financial situation is not favorable.

4.2) It helps the opening of educational institutions of all kinds and levels, and the purchase, construction and repair of buildings and facilities.

4.3) It provides support to young people who are capable and in need of financial aid in order to carry out their education in Turkey and abroad.

4.4) It provides opportunities for advanced specialization studies for undergraduate, graduate and professionally charged personnel.

4.5) It raises intellectual intellectuals with a modern understanding of science, national ideals and spiritual values, to open application and research centers in higher education institutions and their units, to study the development of culture, arts and sports, to conduct scientific studies and research, to publish, seminars and scientific meetings and organizes award-winning competitions.

4.6) It provides financial aid to poor and homeless persons and families to raise their financial life levels and improve their economic situation.

4.7) It opens rehabilitation centers for physically and mentally handicapped youth and helps these centers. It contributes to the treatment of young people.

4.8) It organizes music, travel, sports, scientific competitions suitable for its purpose and organizes weeks or festivals.

4.9) While doing all these works, young people's talents and financial situations are taken into consideration.

4.10) It supports and helps talented people without financial strength to start a business.

4.11) It provides financial and moral assistance for people who need help in cases such as illness, old age, orphans, death; in order to lead a respectable life in society.

Legal savings related to realizing the objective

ARTICLE 5 – As provided by the law no 48 of the Turkish Civil Code, The Foundation is authorized to own and use movable and immovable property (of which the quantity and value are not limited) by means of will, purchasing and renting; to sell, transfer, alienate what the Foundation owns and to take and spend its income pursuant to law provisions regarding foundations; to administer and economize the foundation-owned immobile property and money , to buy securities and appraise, sell them when it requires the objective of the Foundation; to collaborate with other institutions, with domestic foundations who perform work or a study similar to the Foundations and with foreign foundations in case of getting legal permission; to receive support from domestic and foreign foundations and from other establishments, in order to provide this support; become a partner to the companies who form asset, and join their management, to acknowledge incorporeal rights of immovables from properties such as easement, usufruct, right of residence and construction, lien and mortgage; to exercise these rights, ensure everything including the line of movable and

immovable property for the contract which the Foundation will form with its current and future income; to accept or borrow the valid bails of the bank when needed in order to put the objective of Foundation in practice and its service issues; to earn income from all kinds of work and project conducted or will be conducted in conformity with the objective and service issues of the Foundation and to get into a partnership, to establish companies and economic enterprises who will work according to the usual business principles with the object of earning income and run these companies directly or under the supervision of an operator; to do a work that will evaluate the stock certificates of companies of which the Foundation is a partner; to participate in capital increase, to make suggestions or start an entreprise pertain to their administration; to develop and implement competent management principles; to make contracts such as construction, acquisition of property, venture and savings that seen as useful and necessary in order to realize one or all of the service issues and of the objective of the Foundation.

The Foundation can not use these authorizations and its incomes for the purpose prohibited by law, can not do a work or spend out of purpose.

The Asset of the Foundation

ARTICLE 6 – The establishment asset of the Foundation is 500.000.000 TL that allocated and blocked by the founders to VakıfBank. Besides the asset includes all kinds of resource and attempts in article 5 and incomes in article 17.

SECTION II – Management Provisions

ORGANS OF THE FOUNDATION

ARTICLE 7 – The organs of the Foundation are shown below.

7.1) Board of Trustees

7.2) Board of Directors

7.3) Auditor

Members of the Board of Trustees

ARTICLE 8 – Members of the Foundation's Board of Trustees adhere to human rights, to the reforms and principles with the understanding of nationalism determined by Ataturk, to secular and democratic republic principles and protects and maintains these qualities in its works and services.

Board of Trustees

ARTICLE 9 – Members of the Board of Trustees comprise of individuals who are from lineage and procedure of the founders and of those who have embraced the goals of the foundation. The Board of Trustees is the authorized decision-making body of the foundation and the provisions regarding its formation and work are shown below.

9.1) The Board of Trustees consists of members whose names are mentioned in the 22nd article of the official deed. New members may be replaced Trustees among those who leave or removed including the qualifications stipulated in article 8 by the Board of Director's proposal and the decision of the Board of Trustees. The Board of Trustees cannot fall below 15 people in any way, the number of Board of Trustees cannot exceed 50 people. Conditions for removal from the Board of Trustees; Not coming to 3 consecutive meetings, committing an embarrassing crime and being constantly sick in case of failure to work. The student members of the Board of Trustees, will lose their membership if they fail the class, be expelled from school, or in case of withdrawal of their scholarship..

The founders of the foundation and the descendants of the founders are members of the Board of Trustees on the condition of life.

9.2) Those who make great donations to the Foundation or who give great support to the Foundation's objectives and service issues, can be elected as “honorary member” with the proposal of the Board of Directors and 2/3 majority vote of the Board of Trustees. Honorary Members can also attend the Board of Trustees meetings; however, they do not have the right to vote, to elect and to be elected, as they are not taken into account in the quorum.

9.3) The Board of Trustees convenes with the overall majority of its members in the first three months of each year in line with the agenda and call prepared by the Board of Directors.. In case of an insufficient number of members in the first meeting, the meeting is held with the members who attend one week later.

However, in the second meeting, the condition of having twice as many members as the original members of the Board of Directors is required. If necessary, upon the decision of the Board of Directors or the written request of 1/3 of the members of the Board of Trustees or the reasoned written request of the auditor, they are invited to the extraordinary meeting with a certain agenda by the Chairman of the Board of Trustees.

9.4) In the ordinary meetings of the Board of Trustees, an article may be added to the agenda upon the request of 1/3 of the members present. However, in extraordinary Board of Trustees meetings, articles cannot be added to the agenda.

9.5) The Board of Trustees meetings are chaired by the Divan, consisting of a vice president who is elected by open ballot as an assistant to the Chairman of the Board of Trustees and a secretary. Members can attend the meeting in person or they can give a written attorney to another member. A member can only obtain a person's proxy.

9.6) The Board of Trustees makes decisions with the overall majority of those attending the meeting.

Duties and Powers of Board of Trustees

ARTICLE 10 – The duties and powers of the Board of Trustees are shown below.

10.1) To make the necessary decisions about the objectives and services of the Foundation, wills and suggestions and other issues with the provisions stipulated by law.

10.2) To examine and vote the Foundation Board of Directors work report, balance sheet, income-expense charts and the auditor's audit report for the past working period; to quitclaim the Members of the Board of Directors and the Auditor; to discuss, review and vote the Foundation Board of Directors work schedule, income and expense budget for the next working period; To elect and replace the original and substitutes of the Chairman of the Board of Trustees and the Members of the Board of Directors and the Auditor for 3 years, and to change when necessary

10.3) Upon the proposal of the Foundation Board of Directors; To decide on vacant position of the candidates of the Board of Trustees or Board of

Trustees candidates related to Honor Memberships and the Board of Trustees that should be dismissed from the Foundation according to Article 9.1 of the Deed.

10.4) Upon the proposal of the Board of Directors of the Foundation, to discuss the changes in the Foundation's official deed and take the necessary decisions; (The name "SEMA YAZAR" in the title of the Foundation cannot be changed in any way)

10.5) Making decisions about the dissolution of the foundation and other issues as required by law.

10.6) To approve the regulations proposed by the Board of Directors exactly or by correcting them

Chairman of the Board of Trustees

ARTICLE 11- The Chairman of the Board of Trustees is elected by the Board of Trustees for a period of 3 years. If the Chairman of the Board of Trustees becomes vacant before the term, the Chairman of the Board of Directors shall deputize until the first Board of Trustees meeting.

Board of Directors

ARTICLE 12- The Board of Directors is the authorized management and implementation body of the Foundation, having the authority to represent the Foundation's legal personality, and its provisions regarding its formation and activities are shown below.

12.1) The Board of Directors consists of the members of the Board of Trustees or (7) permanent members who are elected for 3 years from outside for the prevention of majority. Besides, (5) alternate members are elected.

12.2) The Board of Directors elects a chairman from among its own members at the first meeting. Foundation legal personality is represented by the Chairman of the Board.

12.3) The Board of Directors convenes at least once every 3 months.

12.4) If the main membership of the Board of Directors is vacated for any reason, the first member of the Board of Directors is called by the Chairman of the Board of Directors within one week.

Duties and Powers of the Board of Directors

ARTICLE 13 –Foundation Legal Entity is represented by the Chairman of the Board in line with the decisions to be taken by the Board of Directors. The Board of Directors is also authorized to take and implement the decisions it deems necessary in any matter not left to another body of the Foundation in this deed. Mainly:

13.1) To carry out works for the purposes of the foundation, to carry out and implement the legal procedures stipulated in article 5 of the official deed; To direct the management and service works of the foundation, to provide efficiency to its applications and to issue circular of signatures.

13.2) Preparing the income report of the previous term, balance sheet income and expense schedules, the next working program, preparing the income and expense budget and submitting it to the approval of the Board of Trustees (The actual status until the Board of Trustees meetings is also shown in the income and expense budget.)

13.3) To ensure the management of foundation goods, protection and preservation of their value, and the operation of income sources, to decide on the establishment of incorporeal rights on the immovables of the Foundation and the immovables to be bought or to be sold for the benefit of the foundation

13.4) Preparing the draft proposals for the change of the foundation official bill and submitting it to the Board of Trustees for approval; Prepare the necessary regulations for the functioning of the foundation and apply it after the approval of the Board of Trustees

13.5) Deciding on opening branches, liaison offices, representative offices, and establishment of economic enterprises, partnerships and companies on condition that they comply with the budget targets,

13.6) Appoint and replace office staff and senior managers, change if necessary; Continuously establishing Foundation management and service committees, establishing research and development centers, discussing and approving work programs, authorizing for their implementation, and monitoring their implementation.

Auditor

ARTICLE 14- In order to ensure the internal audit of the Foundation, a principal and a substitute auditor are selected from among the members of the Board of Trustees or from outside for a period of 3 years.

Duties and powers of the auditor are shown below.

14.1) When necessary, to advise the Board of Directors on its findings regarding the Foundation's activities with a report.

14.2) To present the subjects and suggestions of the Foundation and its Economic Enterprise regarding the general assessment they will make on the balance sheet and income-expense tables with a report and to submit an opinion to the Board of Trustees whether the Board of Directors should be quitclaimed or not.

Allowance of Attendance Fee of Board Members and Auditor

ARTICLE 15 – It is determined by the Board of Trustees whether the members of the Board of Directors and the Auditor will be given an allowance of attendance fee with the proposal of the Board of Directors and if it is to be given, the amount is determined by the Board of Trustees every year together with the Foundation budget.

III. SECTION – Financial Provisions

Foundation Budget

ARTICLE 16 – The working period of the foundation starts on January 1 each year and ends on December 31. The Foundation's budget is prepared according to the annual budget implementation regulations and income-expense tables. The annual budget regulation includes topics such as foreseen revenues and allocated expense allowances, expense authorizations and authorities, the manners of income generation, document layout for expenditure and expenses, the amount of money to be left in the safe, transfer authorizations to be made in sections and articles.

Incomes of the Foundation

ARTICLE 17– The incomes of the Foundation are shown below.

17.1) Fees and benefits to be collected within the framework of laws from the services to be provided in accordance with the Foundation's objectives and service issues,

17.2) Rents, premiums, dividends, commissions, interest, income share and other income to be obtained from the movable and immovable properties and securities of the Foundation and the increase in value from their sales,

17.3) Income from the facility, economic enterprise, company and other partnerships that the Foundation owns or is a partner of.

17.4) Conditional or unconditional donations to be made in line with the Foundation's objectives and services, and net earnings made through death-related transactions.

17.5) Income and compensations from brochures, bulletins, videos, CD-DVD tapes, film magazines, newspapers, catalogs and book publications, and conferences, panels, symposiums, open sessions, forums, festivities, contests and scientific meetings,

17.6) Food items donated within the scope of food banking in accordance with the provisions of the Income Tax General Communiqué in the implementation of projects carried out and to be carried out in accordance with the objectives and services of the Foundation,

17.7) Income to be provided in accordance with the provisions of the Aid Collection Law.

17.8) Income from joint activities with other foundations and associations.

Foundation Expenses

ARTICLE 18 – At least 80% of the gross income obtained during the year needs to be separated and spent. The amounts that should be allocated and spent for foundation purposes cannot be used for any other purpose. However, with administration and maintenance expenses, It is possible to spend all or part of the amount allocated for investments to increase the assets of the Foundation and for reserves.

18.1) All or some of the allocated allowances for management and management maintenance expenses, and investments to increase assets of the Foundation and of the contingency reserves can be allocated to services related to the Foundation's objectives and service issues or to Foundation assets.

18.2) It is obligatory for the Foundation to spend the appropriations allocated to its objectives and services during the working period.. However, all or some of these allowances can be held in a fund for a certain period of time for the realization of certain projects.

18.3) In any case, the appropriations allocated to the aims and services of the Foundation cannot be used for any other purpose and service. Appropriations allocated to management and management maintenance expenses can be used for reserves or investments that will increase the Foundation's assets.

18.4) Makes the necessary expenses in joint activities with other organizations in line with its purpose.

Economic Enterprises of the Foundation

ARTICLE 19 – Economic enterprises of the foundation can be established to realize the objectives and service issues of the foundation.

Relevant provisions such as the purpose and service subjects of the foundation, the working subjects of the business, the management style and representation of the business, the responsibility and principles of the business management, the subject of financial transactions, the tax immunity, the audit of the business are included in the information regarding the registration in the status of the Foundation economic enterprise to be accepted by the Foundation Board of Directors.

Foundation economic enterprises are registered in accordance with the provisions of the Trade Registry Regulation and enter into force on the date of registration.

SECTION IV – FINAL PROVISIONS

Foundation Dissolution

ARTICLE 20- If it is believed that the realization of the Foundation's objectives and service issues has become impossible, it may be decided to disband the Foundation in accordance with the recommendation of the Board of Directors and the decision of the Board of Trustees.

The Board of Directors requests the registration of the disintegration by applying to the civil court of first instance, where the registration of the Foundation is made, and the proceedings begin by taking the opinion of the General Directorate of Foundations. Dissolution procedures are carried out by the Board of Directors.

The assets of the Foundation which will be issued in accordance with the break-up balance sheet after the Foundation's dissolution and its legal entity ends will be transferred to an organization with similar purposes as determined by the Board of Directors or to Turkey Red Crescent Society.

Foundation Founders

ARTICLE 21 – The names and surnames of the founders of the Foundation are shown below.

21.1) Mehmet Yazar

Ex-Minister of National Defence, Ex-State Minister, Honorary President of the Foundation

21.2) Kübra Yazar

Chairwoman of the Foundation's Board

21.3) Yasemin Yazar

Founder of the Foundation

Board of Trustees

ARTICLE 22 - The names and surnames of the Board of Trustees of the Foundation are shown below.

22.1) Prof Ali Husrev BOZER

Graduate of Ankara University Faculty of Law, PhD at the University of Neuchatel, Switzerland. Ex. Deputy Prime Minister, Minister of Foreign Affairs, granted Légion d'honneur, Commercial Law Professor

22.2) Prof. Ali Akyıldız

Graduate of Ankara University Faculty of Law, Administrative Law Professor and Head of Public Law Department at Başkent University

22.3) Prof. İnci MORGİL

Ex-Head of Chemistry Education Department at Hacettepe University Faculty of Education,

22.4) Dr. Namık Kemal Kılıç

Ex-Advisor of The Planning Agency of the State of Michigan, ex-undersecretary of treasury and foreign trade of Republic of Turkey

22.5) Prof. Orhan MORGİL

Graduate of Economics and Finance Department, Faculty of Political Sciences. Ex-Dean of Faculty of Economics and Administrative Sciences at Hacettepe University, ex industry general manager at Ministry of Industry and Technology, ex deputy undersecretary at Ministry of Finance and Customs

22.6) Prof. Zarife Şenocak

She worked as an assistant dean, faculty board memberboard member at Ankara University Faculty of Law, as a director of Vocational School of Justice,has been to Germany frequently for the purpose of education

22.7) Hüveyda Karakış

ex-Supreme Court member, ex-Supreme Court examination judge,retired

22.4) Zuhai KIZILOT

Founder of Kızılot Law Office, Co-founder of NTN Partners

22.10) Aydın Dündar

Graduate of Istanbul University, Department of Economics, investigator at SümerBank, State

Investment Bank, Member of the Ordu Aid Agency, Board member of the company affiliated to the Ordu Aid Agency, Consultant at the Ministry of State, Member of the Board of Bayraktar Holding

22.11) Gülnur Say

Housewife

22.12) Ekrem Dirican

Provincial Coordinator of city of Siirt at Ministry of Industry - Dicle Development Agency

22.8) Ömer Tatlıer

Engineer at ASELSAN

22.14) Ebru Demirel

Partner of Asya Transportation

22.15) Nafiz Yazar

Superior Electrical Engineer graduated from Istanbul Technical University

22.16) Aslı Akıner

Retired English Teacher

22.17) Fatma Öztürk

AİTİA Business School graduate, Independent Accountant and Financial Advisor at Sema Yazar Youth Foundations and its companies

22.18) Hasan Şentürk

Freelance Accountant

22.19) Berna Görgün

Master Architect at Ministry of Culture and Tourism

22.20) Oktay Yazar

Retired from Turkish Standardization Institute.

22.21) Yücel Apiş

Expert in the Ombudsman Institution

22.22) Ö. Faruk Kırçalı

Quality Manager at a private aviation company/ France

22.23) M. Ali Devenci	Associate Professor at KOÇ University Hospitals
<u>22.24) Fatma Kayhan</u>	Working at 2 Michelin star rated Restaurant Coque / Spain
<u>22.25) Burcu Öztürk</u>	Study Lead - Studies and Technology at Rio Tinto/Australia
<u>22.26) Volkan Yazar</u>	Real Estate Agent
<u>22.27) Ufuk Öztürk</u>	Project Manager in International Projects and Business Development Department in TPAO
22.28) Ömer Bulut	Officer at General Directorate of Highways
22.29) Bilge Opal	Biologist at Yıldırım Beyazıt Training and Research Hospital
22.30) Yunus Can Ölmez	TUBITAK MRC – Senior Researcher
22.31) Fulya Yazar	Housewife
22.32) Beste Soysal	Retired Superior Master Industry Engineer
22.33) İlknur Develi	Attorney at Law
22.34) Ahmet Ortak	Auditor at Turkish Court of Accounts
22.35) Emre Uluocak	Culture and Tourism Expert at Sate Opera and Ballet
22.36) Mecit Gökçimen	PA at Çorum Erol Olçok Hospital

22.37) Mehmet Duran

Grid Resources Management
Specialist at ENERJISA

22.38) İlhami Ünal

Specialist at Guven Hospitals

Board of Directors

ARTICLE 23- The names and surnames of the Board of Directors of the Foundation are shown below.

23.1) Kübra Yazar

Chairwoman

23.2) Zuhâl Kızılot

Founder of Kızılot Law Office, Co-founder of NTN Partners

23.3) Ahmet Ortak

Auditor at Turkish Court of Accounts

23.4) Yunus Can Ölmez

TUBITAK MRC- Senior Researcher

23.5) Mehmet Duran

Grid Resources Management
Specialist at ENERJISA

23.6) Ufuk Öztürk

Project Manager in International
Projects and Business Development
Department in TPAO

23.7) Ömer Tatlıer

Engineer at ASELSAN

