

MEMORANDUM OF UNDERSTANDING

At the signing today of the Agreement Between the Government of the United States of America and the Government of the Republic of Turkey to Improve International Tax Compliance Through Enhanced Exchange of Information (the "Agreement"), the representatives of the United States of America and the Republic of Turkey wish to confirm their understanding of the following:

1. It is understood that, in the case of securities registered in the Turkish Central Securities Depository (Merkezi Kayıt Kuruluşu Anonim Şirketi) as defined in Articles 13, 80 and 81 of the Turkish Capital Market Law of December 6, 2012, nr. 6362 that are held by or through one or more other Financial Institutions, the relevant Financial Accounts are to be treated as held by such other Financial Institutions, and such other Financial Institutions are to be responsible for any reporting required with respect to such Financial Accounts. Notwithstanding the foregoing, in accordance with paragraph 3 of Article 5 of the Agreement, the Central Securities Depository may report on behalf of such other Financial Institutions.

2. In reference to paragraph 1 of Article 10 (Term of Agreement), the Government of the United States understands that the Government of the Republic of Turkey intends to introduce legislation that is to enable the Agreement to be implemented in Turkey, with the goal of having the Agreement enter into force by September 30, 2015. Based on this understanding, as of the date of signature of the Agreement, the United States Department of the Treasury continues to treat each Turkish Financial Institution, as that term is defined in the Agreement, as complying with, and not subject to withholding under, section 1471 of the U.S. Internal Revenue Code during such time as Turkey is pursuing the necessary internal procedures for entry into force of the Agreement. The United States further understands that the Turkish Revenue Administration intends to contact the United States Department of the Treasury as soon as it is aware that there might be a delay in the Turkish internal approval process for entry into force of the Agreement such that Turkey would not be able to provide its notification under paragraph 1 of Article 10 of the Agreement prior to September 30, 2015. If upon consultation with Turkey, the United States Department of the Treasury receives credible assurances that such a delay is likely to be resolved in a reasonable period of time, the United States Department of the Treasury may decide to continue to apply FATCA to Turkish Financial Institutions in the manner described above as long as the United States Department of the Treasury assesses that Turkey is likely to be able to send its notification under paragraph 1 of Article 10 by September 30, 2016. It is understood that should the Agreement enter into force after September 30, 2015, any information that would have been reportable under the Agreement thereafter (and prior to its entry into force) had the Agreement been in force by September 30, 2015, is owed on the September 30 next following the date of entry into force.

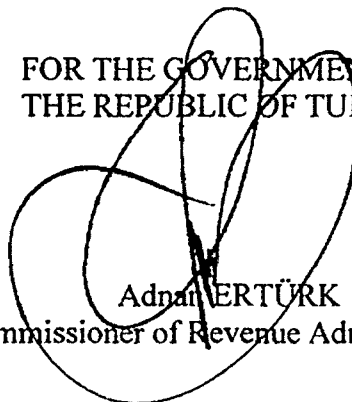
Signed at Ankara, in duplicate, in the English and Turkish languages, both texts being equally official, this 29th day of July, 2015.

FOR THE GOVERNMENT OF
THE UNITED STATES OF AMERICA



John R. BASS
Ambassador

FOR THE GOVERNMENT OF
THE REPUBLIC OF TURKEY



Adnan MERTÜRK
Commissioner of Revenue Administration