

ECZACIBASI INVESTMENT HOLDING CO.

ARTICLES OF ASSOCIATION

SECTION 1

Incorporation

Corporation and Founders

Article 1. A joint-stock company is hereby founded by and among the founders identified herein with their names, addresses and nationalities, in accordance with the “immediate incorporation related” provisions of the Turkish Commercial Code

1. Eczacıbaşı Holding A.Ş. Kat 6 Şişli, İstanbul	Turkish	Büyükdere Cad No 15/A Tam Han
2. Nejat F. Eczacıbaşı İstanbul	Turkish	Köybaşı Cad No 8 Yeniköy,
3. Haluk Eczacıbaşı Nişantaşı, İstanbul	Turkish	Vali Konağı Cad No 35/1 D 3
4. Melih Eczacıbaşı Şişli, İstanbul	Turkish	Halaskargazi Cad No 297 D 1
5. Şakir Eczacıbaşı Şişli, İstanbul	Turkish	Büyükdere Cad Çukurova Apt D5

Trade Name

Article 2. – Trade name of the company is “Eczacıbaşı Yatırım Holding Ortaklığı Anonim Şirketi”. (Hereinafter referred to as “the company”)

Purpose

Article 3. - The purpose of the company is; to participate in the capital and management of companies which are founded or to be founded, to allocate the sources in line with its decisions regarding investments, to provide consultancy in investment, marketing, organization and management matters.

Scope

Article 4. - The company may engage in the following transactions and dispositions in order to carry out the purpose outlined above.

- a) The company may become a shareholder of any type of company, provided that the partnership does not involve engagement in any brokerage activity or portfolio management.
- b) Without engaging in any brokerage activity or portfolio management, and with the purpose of making use of unproductive reserves or complying with legal liabilities, the company may buy; securities, profit and loss sharing certificates, mortgage debt bonds and annuity bonds issued by the companies stated in the above clause; securities, bonds and treasury bonds issued by government and other public corporate entities; participation certificates issued by investment funds as well as all other legal securities.
- c) In the event of foundation, capital increment or issuing of securities of the companies which the company participates in either directly or indirectly, the company may act as

a guarantor for guaranteeing the results and preserving the values of these transactions to the issuers or buyers and/or public corporations. The company may act as a guarantor for its affiliates against third parties for transactions stated in the Capital Markets Law, provided that these transactions do not involve brokerage activity and comply with the provisions of the Capital Markets Board.

- d) The company may sell its securities in cash or credit, and/or exchange with other securities, or pledge them whenever necessary, without engaging in brokerage and portfolio management activities.
- e) The company may acquire immovable and movable property necessary for executing its activities, in accordance with the provisions of the Civil Code. Provided that the provisions of the Capital Markets Board are met, it may execute all obligatory, real and disposal actions in favor of and in opposition to these.
- f) The company may borrow from banks or other financial lenders against pledge of its movable and immovable assets, pledge of commercial enterprise or other guarantees regarding its purpose or scope; or without guarantee
- g) Provided that the provisions set forth by the Capital Markets Board are met, the company may acquire or give all types of real or private guarantees in order to collect or acquire its rights and receivables. It may require registry, removal and annulment in the title deed. The company may acquire movable and immovable assets collateralized to it, in order to collect its rights or receivables, if it needs to do so. The company may also sell these.
- h) The company may establish guarantee, mortgage and pledge on behalf of itself or third parties, provided that the provisions of Capital Markets Law are met.
- i) The company may provide consulting services on investment, finance, organization, marketing and managerial matters.
- j) The company may provide financial support or donations to foundations, associations, universities and similar organizations established with a social purpose, provided that the provisions of the Capital Markets Board are met.
- k) In case of amendments made in the purpose and scope of the company, required approvals should be obtained from the Ministry of Industry and Commerce and Capital Markets Board.

Term of the Company

Article 5. The company is established for an indefinite period of time, and may be terminated upon legal reasons or upon the decision of three fourths majority of votes in the General Assembly attended by at least three fourths of the issued capital. In the event that the above mentioned quorum is not met, the same quorum shall be required for future meetings. This article, which constitutes an acquired right for the share owners, may only be amended unanimously by the shareholders.

Head Office

Article 6. Head office of the company is in Istanbul. Address of the company is: Büyükdere Caddesi, Kanyon Ofis 185, Levent. If the address changes, the new address must be registered in the Trade Registry and announced in the Turkish Trade Registry Gazette and declared to the Ministry of Industry and Commerce and Capital Markets Board. All notifications made to the registered and announced address shall be deemed to have been made to the company. Moving out of the registered and announced address and not

registering the new address within the statutory time limit is a reason for termination for the company.

The company may open branches in Turkey and abroad upon the decision of the Board of Directors provided that the Ministry of Industry and Commerce is notified accordingly. Additionally, the company may establish units such as representatives, reporter offices, agencies, liaison offices in Turkey and abroad upon the decision of the Board of Directors.

SECTION II

Capital, Shares, Securities

Registered Capital

Article 7. The company has adopted registered capital system in accordance with the provisions of the Capital Markets Law, and has implemented this system with the Authorization No. 181 of 13.6.1984 issued by the Capital Markets Board.

The registered capital of the company is TRY 200.000.000.- (two hundred million) and it is divided into 200.000.000 registered shares, each having a nominal value of TRY1.- The Board of Directors is authorized to increase the issued capital when it deems necessary, by issuing shares up to the upper limit of the registered capital, in accordance with the provisions of the Capital Markets Law.

The Board of Directors is authorized to issue shares above nominal value and restrict the right of shareholders to buy new shares. No new shares are issued until all issued shares are sold and their values are collected.

Issued Capital

Article 8. The issued capital of the company is, wholly paid TRY50.000.000,-(fifty million). The capital is composed as follows:

Cash Equivalent	TRY112.020,00
Addition of profit of shares to the capital	TRY6.660.480,00
Appraisal Surplus Fund	TRY413,37
Appraisal Surplus Fund in Participants	TRY424.894,39
Cost Increase Fund	TRY255.879,36

Return on Sales of Participants' Shares	TRY17.262.819,85
Premium on Issued Shares	TRY18.071,43
Extraordinary reserve	TRY320.960,00
Immovable Assets from Participants and Return on Sales of Participants' Shares	TRY1.758,53
Inflation Adjustments on Equity	TRY24.942.703,07

Issued capital is represented with 50.000.000 bearer shares, each having a nominal value of TRY1.-

Nominal value of shares has been changed in accordance with the Turkish Commercial Code No. 5274, from TL1.000,- to TRY1. Due to this change, the number of total shares has decreased, therefore a share of TRY1,- will be issued in exchange with 1000 shares of TL1.000,- each. The rights of shareholders arising from this change regarding their shares are reserved.

Shares representing the capital are monitored in line with dematerialization rules.

Transfer of Shares

Article 9. Transfer of shares are subject to the provisions of Turkish Commercial Code and capital market regulations.

Book of Shares

Article 10. Keeping of book of shares and registration of book shares is subject to the provisions of this articles of association and Turkish Commercial Code.

Liability of Shareholders

Article 11. Shareholders are only liable for the amount of nominal value of their shares. Shareholders may not be liable for more than the amount of total nominal value of their shares.

Increasing or Reducing of Capital

Article 12. The registered capital of the company may be increased or reduced, upon approval of relevant authorities.

Decisions on increasing or reducing the registered capital are subject to the provisions of Article 388 of the Turkish Commercial Code.

Board of Directors may increase issued capital by issuing shares up to the amount of registered capital, in accordance with the relevant legislation.

In case of increasing the capital by adding extraordinary reserve to the capital, it may be decided to increase the value of existing shares, or issuing new shares to the existing shareholders, in respect with their proportion of shares, free of charge.

Issuing of Bonds, Profit Sharing Certificate (Participation Bond) and Financial Bill

Article 13. The company may issue participation bonds, secured or unsecured shares, convertible bonds and financial bills upon the decision of Board of Directors and in accordance with the Capital Markets Law and its communiqués. In such case, the provisions of Articles 423 and 424 of the Turkish Commercial Code do not apply. Unless all issued bonds are sold, and unsold financial bonds are cancelled, new ones are not issued.

SECTION III
Organization of the
Company

Board of Directors

Article 14. The company is administered and represented by a Board of Directors consisting of 5-9 persons who are elected by the General Assembly for a maximum term of office of three years in accordance with the provisions of Turkish Commercial Code and this articles of association. Legal persons may not be a member of Board of Directors. Nevertheless, real persons who represent legal persons may be elected for Board of Directors.

A board member whose term of office expires may be re-elected.

Deposit of Shares

Article 15. Each Board Member is liable for depositing the documents showing his/her ownership of shares, before beginning his/her duty as Board Member, in accordance with Article 313 of Turkish Commercial Code.

Vacancy of Board Membership

Article 16. Should a vacancy occur in the membership of the board due to death, resignation or other reasons, Board of Directors elects a new member. This election is submitted to the approval of the first General Assembly. The new member serves until the end of the term of office of the board member whom he/she succeeds.

Meetings and Work Order

Article 17. The Board of Directors appoints a chairman and a vice chairman to represent him in his absence, at the beginning of the term of office.

The Board of Directors convenes upon the invitation of the chairman or the vice chairman. The date of the meeting may be determined by the decision of Board of Directors.

It is compulsory for the Board of Directors to convene at least once a month. The meetings may be held in the head office of the company, or elsewhere.

Management and Representation

Article 18. The company is managed and represented by the Board of Directors. The Board of Directors is authorized to make decisions regarding all issues which fall outside of the authority granted to the general assembly in line with the Turkish Commercial Code and this articles of association hereby.

Management and Authority for Representation

Article 19. Having the authority to manage and represent the company, the Board of Directors is authorized to; execute all transactions and dispositions regarding the purpose and scope of the company, to appoint and discharge managers, officers and servants, establish branches, agencies, representations, offices and report offices, to buy shares, bonds, treasury bonds and bills and immovable and movable assets, to sell, transfer and grant the bought securities and immovable and movable assets, to establish, register and cancel all rights on these, to collateralize and indemnify in real and private, to undertake debts and commitments.

Special Duties of Board of Directors

Article 20. The Board of Directors informs the shareholders about the capital investments made, and partnership activities.

Salaries and Honorarium

Article 21. The salaries and honorarium to be granted to the Board Members are determined by the General Assembly.

General Manager

Article 22. The Board of Directors may appoint a general manager chosen from the Board of Directors or from outside, in accordance with the Article 342 of the Turkish Commercial Code, for the execution of the business and the operations of the company.

Board of Directors may appoint the general manager for a term of office longer than that of the Board of Directors, under appropriate conditions. General manager executes the operations of the company, within the instructions of the Board of Directors. The Board of Directors may transfer some of its authorizations to the general manager.

Signatures

Article 23. In order for the documents, transactions and agreements issued by the company to bind the company, they must be signed under the company title by the persons authorized to represent the company.

Auditors

Article 24. The General Assembly may appoint one or two auditors either from amongst the shareholders or from outside, for a term of at most three years. The auditors whose regular term is over, can be re-elected. The fee of the auditors is determined by the General Assembly.

Duties and Responsibilities of Auditors

Article 25. In addition to being responsible for the execution of duties mentioned in Article 353 of the Turkish Commercial Code, the auditors are authorized to make proposals to the Board of Directors regarding measures they deem to be necessary to be taken to provide the proper management of the company and to protect the company's benefits. If necessary, the auditors are authorized to call General Assembly to meet, to determine the meeting agenda and to prepare the written report stated in Article 354 of the Law. In case of essential reasons and urgency, the auditors must immediately use their authorization herein. The auditors are severally liable for not executing the duties given to them in accordance with the law and this articles of association.

Shareholders General Assembly

Article 26. Shareholders meet in ordinary or extraordinary general assemblies. The Ordinary General Assembly is held at least once a year within three months after the end of the accounting period of the company, in accordance with Article 369 of the Turkish Commercial Code. In the meeting, the balance sheets, annual transactions and accounts and other items in the agenda are discussed, the necessary decisions are taken, and wishes regarding future are expressed. Extraordinary General Assembly may be called to meet, if and when the business and operations of the company require so.

The meetings may be held in the head office of the company, or in another place determined by the Board of Directors, in the city of the head office, provided that it is announced beforehand. Holders of bearer shares wishing to attend the General Assembly must obtain entrance pass to the General Assembly by submitting their shares, or the documents indicating that their shares are situated in places stated in the laws, at least one week prior to the date of the meeting.

Notification of the Ministry and Attendance of a Commissar

Article 27. Ordinary and extraordinary General Assembly meetings are notified to the Capital Markets Board and Ministry of Industry and Commerce; copies of the agenda and related documents are sent to the aforementioned Ministry. It is compulsory to have a commissar of the Ministry of Industry and Commerce, attend these meetings.

Right of Voting

Article 28. Each share has one voting right in the General Assembly. Shareholders may have themselves represented in the General Assembly by a proxy appointed from amongst other shareholders or externally, in accordance with Article 360 of the Turkish Commercial Code. The regulations of the Capital Markets Board, regarding voting via proxy are reserved.

List of Attendants

Article 29. A list of attendants showing the names and the share amounts of the shareholders and their proxies attending the General Assembly is prepared by the Board of Directors before the meeting commences. A copy of this list is placed where it is visible to the attendants, another copy is submitted to the clerkship of the General Assembly.

Submission of Reports and Balance Sheets to the Relevant Authorities

Article 30. Board of Directors report, the auditor report, annual balance sheets and profit-loss sheets, minutes of the General Assembly, list of attendants showing the names and share amounts of the shareholders and their proxies attending the General Assembly are submitted to the relevant authorities within the legal time period, and related documents are announced within the related time period. Financial statements and reports regulated by the Capital Markets Board and independent auditing report (if subject to independent auditing) shall be submitted to the Capital Markets Board and announced to the public, within the procedures and principles determined by the Capital Markets Board.

Presidential Board of the General Assembly

Article 31. Chairman of Board of Directors, or a member chosen by the general assembly from amongst shareholders, presides the General Assembly meetings.

One person is selected from amongst the shareholders to count and classify the votes. It is not mandatory to have clerks selected from amongst the shareholders.

Mode of Voting

Article 32. The mode of voting in the General Assembly meetings is open voting. However, upon the request of the attendants who own one tenth of the capital, written voting may be done.

The Signing of Minutes of the General Assembly

Article 33. General Assembly may authorize the presidential board for signing the minutes of the General Assembly meetings.

Applicable Provisions

Article 34. Matters which the articles of association herein does not contain a provision in opposition to, and which are related to General Assembly meetings, discussions and quorums are subject to the provisions of the Turkish Commercial Code.

SECTION IV

Annual Accounts and Financial Liabilities

Accounting Period

Article 35. Accounting period (year) of the company commences on the first day of January and ends on the last day of December. The company may assign a special accounting period for a period of twelve months upon the decision of the Board of Directors, in accordance with the permission of the Ministry of Finance.

Net Profit

Article 36. Net profit is obtained by the deduction of the expenses in accordance with the Capital Markets Law, Turkish Commercial Code, Income Tax Law, Corporation Tax Law and regulations of the Capital Markets Board, from the income amount acquired in the accounting period.

Distribution of Profit

Article 37. The following order and principles are applicable to the distribution of net profit.

- a) From the net profit to remain after deduction of the taxes payable by the company and losses of previous years (if any), 5% is set aside as legal reserve not less than one fifth of the capital.
- b) First dividend is set aside in the amount and rate specified by the Capital Markets Board, out of the amount remained.
- c) No decision can be made to set aside any legal reserve, to carry over profits to the next year or to distribute profit share to Board Members, to officers, workers and servers, holders of redeemed/founder redeemed shares, preferred shareholders, foundations founded for various purposes, and person/institutions in similar qualifications, unless the reserves set forth in applicable legislation set aside and first dividend is distributed to the shareholders as mentioned in the Articles of Association in cash and/or in the form of share certificates.
- d) The remaining amount may be distributed wholly or partially to shareholders, in accordance with the guidelines set forth by the General Assembly. General Assembly may allocate extraordinary reserve fund for the development of the company, for covering future depreciation and ensuring a stabilized profit distribution.
- e) Dividend is distributed equally to all shares existing as of the end of the accounting period, regardless of acquisition dates thereof.

Distribution of Profit

Article 38. General Assembly determines the date and the method of distribution of annual profit to shareholders.

However, time periods stated in the Capital Markets Board communiqués are adhered to, when determining the date of distribution. Profits distributed in accordance with the provisions of this articles of association are non-refundable.

Legal Reserves

Article 39. Legal reserves to be set aside in accordance with Clause 1 of Article 466 of the Turkish Commercial Code are set aside not less than one fifth of the paid capital. In the event of impairment of legal reserves, legal reserves are continued to be set aside in the following years.

General reserves not exceeding one half of the issued capital, may be used exclusively to cover losses, to provide continuation of operations of the company in times of poor business, to take measures for preventing unemployment or for recovering from the results of unemployment.

Extraordinary and special reserves are unlimited provided that the first dividend is not effected negatively. Provisions of subparagraphs 1 and 2 of paragraph 2 of Article 466 of the Turkish Commercial Code are reserved.

Announcements

Article 40. Announcements related to the company are made through a daily newspaper, provided that provisions of Article 37/4 of the Turkish Commercial Code are reserved.

Announcements related to the call of the General Assembly to the meeting are published at least two weeks prior to the meeting, excluding the announcement and meeting days, in accordance with Article 368 of the Turkish Commercial Code.

Announcements related to reducing the capital or liquidation are published in accordance with the provisions of the Turkish Commercial Code.

Articles of Association To Be Sent To the Ministry

Article 41. The company distributes copies of this articles of association to shareholders and sends enough copies to Capital Markets Board and Ministry of Industry and Commerce.

Termination and Liquidation

Article 42. The company is terminated and liquidated in accordance with the provisions of the Turkish Commercial Code and articles of association herein.

Applicable Provisions of the Law

Article 43. For matters which are not regulated by this articles of association: Provisions of the Turkish Commercial Code and Capital Markets Law are applicable.