

**EIS ECZACIBASI PHARMACEUTICAL AND INDUSTRIAL INVESTMENT CO.  
MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY HELD ON 03 NOVEMBER 2011**

EIS Eczacibasi Pharmaceutical and industrial investment co. held its Extraordinary General Assembly on 03 Nov 2011, at 09:00 A.M. at Büyükdere Caddesi Ali Kaya Sokak No:5 34394 Levent-İstanbul, under supervision of Ceyda Calik, Ministry Supervisor, appointed by the Ministry of Industry and Trade, Istanbul Province Industry and Trade Office's letter dated 02 Nov 2011, No. 20168.

The invitation to the meeting was made on the issue of the Turkish Trade Registration Paper dated 11th October 2011, no. 7918, to contain the agenda, and the issue of the daily Dunya Newspaper dated 12th October 2011, No. 10573-9562, within the stipulated time.

From the examination of the attendance list, out of 54.820.800.000 shares corresponding to the capital TRY 548.208.000 (five hundred forty eight millions two hundred and eight thousand Turkish Liras), 38.933.102.827 were represented in person, and a total of 38.933.102.827 shares corresponding to TRY 389.331.028 were present at the meeting, so the quorum required by the Law or the Articles of Incorporation was present, and the meeting was opened by the Chairman Mr. Ferit Bulent Eczacibasi and the agenda was discussed.

1. Z. Fehmi Ozalp was appointed as the chairman of the Meeting, Onal Baskaya and Bulent Avci as the vote counter and Elif Durgut as the clerk, and the committee of the meeting was authorized to undersign the minutes of the meeting.
2. The amendment of the Article 4 of the Articles of Incorporation titled "Purpose and Scope" was discussed and the text of amendment, approved by the CMB through the letter dated 26 September 2011, No. 9019 and Turkish Ministry of Industry and Trade dated 05 October 2011 No.1393.

**ARTICLE 4 AS AMENDED: PURPOSE AND SCOPE**

- a) To produce all kinds of medical pharmaceuticals, veterinary medicinal products, chemicals, goods and food products used in cosmetics, medicine and veterinary, all kinds of medical supplies, medical and sanitary papers, real estate and construction materials, and to engage in trade, import and export of such goods. **Generation, sales and distribution of all kinds of energy.**
- b) For these purposes; to associate with factories, laboratories and companies through the construction, purchase and establishment of buildings, factories and laboratories, to assume their representatives or sales agencies and to perform manufacturing, import, export, domestic trade and undertaking activities.
- c) To join the management and capital of the companies founded or to be founded with the commercial, industrial, financial and agricultural objectives related to aforesaid purposes.
- d) To perform merger with, get into a partnership with, take over, or hand over the companies founded with aforesaid purposes and to enter into all kinds of legal agreements with Holding Companies.
- e) Provided that it does not have the nature of intermediation activity and portfolio management; to perform the purchase and sale of all kinds of stocks and bonds, and if necessary, to issue profit and loss sharing certificates (participation bond) and commercial papers to real and legal persons inland or abroad pursuant to legal provisions.  
Issuing of bonds, profit sharing certificates and financing bonds covered or not covered by a security, as well as determination of maximum profits will be subject to General Assembly resolution. The Board of Directors may authorize the Board of Directors for determination of other conditions.

- f) To obtain all kinds of purpose and scope related licenses, authorization, patents, trademark patent rights and all similar certificates subject to permission, and to take over, handover or lease them to affiliates or others.
- g) To perform purchase, sale, construction, leasing, rent all kinds of securities and real estates (including ship) for aforesaid purposes, to buy and sell, lease, rent and take out a loan on real and other rights related to foregoing, to grant real rights for and against securities and real estates, to take, give and release mortgage, to sign surety and give security to third parties and affiliates provided that the requirements of the Capital Markets Board are satisfied.

Provided that the requirements of the Capital Markets Board are satisfied; to dispose for third parties, to establish and alienate easement, usufruct, construction servitude, building and construction rights to third parties, to execute and perform all activities permitted by law, to establish such rights and abolish the established ones, **to transfer or donate conditionally or unconditionally part of its property (including power transformers) subject to the plan to government authorities such as municipalities pursuant to the Land Development Legislation.**

To take all kinds of real and personal securities for the collection and establishment of company rights and receivables, and to perform registration, cancellation and all other transactions before land registry office, tax offices and similar public and private institutions.

On the condition to comply with the requirements of the Capital Markets Board, to mortgage company real estates, to lend them as securities and commercial enterprise pledge, to establish property ownership, to establish the rights set forth in Civil Code and Property Ownership Law as rights-holder and obligor, to take over real estate possession of foregoing at land registry office as independent and permanent right with registration on separate papers or perform agreements for the handover of them, to perform modification of type and to annotate personal rights to land registration.

- h) To provide financial assistance and donation to social institutions such as foundations, associations and universities within the principles determined by Capital Markets Board.

3. The meeting was ended as there was no further request.

The Chairman of the Meeting closed the meeting, thanking the attending parties.

3 November 2011

**COMMISSIONER FROM THE MINISTRY OF  
INDUSTRY AND TRADE**

CEYDA ÇALIK

**CHAIRMAN OF MEETING**

Z. FEHMİ ÖZALP

**VOTE COUNTER**

ÖNAL BAŞKAYA

**VOTE COUNTER**

BÜLENT AVCI

**CLERK**

ELİF DURGUT