ARTICLES OF ASSOCIATION OF
EİS ECZACIBASI PHARMACEUTICAL AND INDUSTRIAL INVESTMENT CO.

ARTICLE 1 - FOUNDATION

A joint stock company was incorporated with the trade name “Eczacıbaşı İlaç Sanayi ve Ticaret Anonim Şirketi (Eczacibasi Pharmaceutical Industry and Trade Joint Stock Company)” by the shareholders of “Eczacıbaşı İlaçları Limited Şirketi”, registered with Istanbul Trade Registry Office with Registry No. 44943, under their decision No. 968/4 which they have unanimously resolved at the general assembly held on 28.03.1968, in order to convert the type of the company in accordance with the provision of Article 152 of Turkish Commercial Code so as to bring in a body appropriate to extending activities of the company and to utilize it as the continuation of legal personality of “Eczacıbaşı İlaçları Limited Şirketi” and to keep its assets, rights, claims, undertakings, liabilities and obligations, real estates, licenses, permissions, patent and trademark rights as well as all kinds of agreements exactly the same on declaration date of registration (in accordance with the provisions of Turkish Commercial Code on instantaneous foundation of Joint Stock Companies).

Aforesaid shareholders of “Eczacibasi Pharmaceutical Limited Company” are the founders of Joint Stock Company by retaining their number of shares in Limited Company exactly the same as stated in this articles of association.

ARTICLE 2 - FOUNDERS

This Joint Stock Company has been established by and between the natural persons whose names and residence addresses are written in the enclosed list (Founders of the Company) in accordance with the provisions of Turkish Commercial Code on instantaneous foundation of Joint Stock Companies.

ARTICLE 3 - TRADE TITLE OF THE COMPANY

The trade title of the company is EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret Anonim Şirketi (EIS Pharmaceutical, Industrial and Financial Investments Industry and Trade Joint Stock Company). It shall hereinafter be referred to as the “Company”.

ARTICLE 4 - PURPOSE AND SCOPE

The operating purposes of the Company is 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, and to generate, sell and distribute all kinds of energy.

The company may engage notably in the following transactions in order to realize the operating purposes outlined above.

A. 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.
B. To participate in the management and capital of the companies founded or to be founded with the commercial, industrial, financial and agricultural objectives related to aforesaid purposes provided that the provisions of Article 21/1 of the Capital Markets Law are reserved.

C. To perform merger with, get into a partnership with, acquire or transfer the companies and to enter into all kinds of legal agreements with Holding Companies.

D. Provided that it does not have the nature of intermediary or brokerage activity and portfolio management; to issue all kinds of debentures with or without security, profit and loss sharing certificates (profit participation bond) and the bonds with the right to receive and change and all kinds of securities and other capital market instruments for sale to natural and legal entities at home or abroad.

The Company may issue debentures and financing bonds and other capital market instruments as borrowing instruments for sales at home and abroad in accordance with the Capital Market Law, and within the statutory limits set forth in the Turkish Commercial Code, Capital Market Law and other applicable regulations subject to the decision of the Board of Directors. The authority to issue such instrument has been delegated with the Board of Directors perpetually.

E. To obtain all kinds licenses, authorization, patents, trademark patent rights and all similar certificates subject to permission, and to acquire over, transfer or lease them to affiliates or others.

F. To perform purchase, sale, construction, leasing, rent all kinds of securities and real estates (including ships) 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.

G. The company may provide financial support or donations to foundations, associations, universities and similar organizations established with a social purpose provided that the purpose of the Company is not impaired thereby and provided further that the provisions of the Capital Markets Board are satisfied. The upper limit of the donations to be made shall be fixed by the General Assembly. No donation in excess of that limit is allowed and any donations are added to the tax base for distributable profit. The donations should always follow the provisions of the Capital Markets Board as related to the disguised earnings. Special disclosure is made as
required for the donations. The donations made throughout the year are communicated to the shareholders at the General Assembly.

H. The Company may accept as pledge and/or acquire its own shares in accordance with the relevant provisions of the Turkish Commercial Code and Capital Market Law and other applicable legislation.

ARTICLE 5 - COMPANY HEAD OFFICE AND BRANCHES

The head office of the company is in Istanbul. Address of the company is Büyükdere Caddesi, Ali Kahya Sokak No: 5, Levent. In case of any changes of address, the new address shall be announced in the Turkish Trade Registry Gazette. Any notices served to such registered and announced addresses shall be deemed to have been duly served to the Company. Should the company fail to register its new address in due time it may be considered a good reason for the termination of the company. The company may open branch offices at home and abroad.

ARTICLE 6 - TERM OF COMPANY

The term of the Company is unlimited and it expires with a termination decision taken due to legal reasons or taken with favorable votes of the shareholders representing at least three fourth of registered capital. In the event that the above mentioned quorum is not satisfied at the first meeting, the same quorum shall also be required for future meetings.

ARTICLE 7 - REGISTERED CAPITAL

According to the provisions of the Capital Market Law, the Company has chosen the authorized capital system, and has switched to the said system as per the permission of the Capital Markets Board dated 16.5.1991 and numbered 333.

Authorized capital of the company is TL 1,920,000,000 (one billion nine hundred twenty million) and it is divided into 192,000,000,000 shares with a nominal value of 1 (one) kurus each.

The permission for the authorized capital ceiling granted by the Capital Markets Board is valid from 2016 to 2020 (for 5 years). Even if the permitted authorized capital ceiling is not reached at the end of 2020, in order for the Board of Directors to make a decision on capital increase after 2020, it is compulsory for the Board to get authorization from the General Meeting for a period no longer than 5 years by obtaining the permission of the Capital Markets Board for either the previously permitted ceiling or a new ceiling amount. No capital increase can be made based on a board resolution if the said authorization is not obtained.

The issued capital of the company in the amount of TL 685,260,000 (six hundred eighty five million two hundred sixty thousand) has been paid up in cash free from collusion.

The issued capital of the Company has been divided into 68,526,000,000 shares with a nominal value of 1 kurus.

The shares representing the capital are tracked in dematerialized form in accordance with dematerialization principles.

The capital of the company can be increased or decreased according to the provisions of the Turkish Commercial Code and the Capital Market Code, when necessary.
The Board of the Directors is authorized to increase the issued capital as much as permitted authorized capital ceiling when it deems necessary in accordance with provisions of the Capital Markets Board and issue a board resolution in matters regarding the limitation of the shareholders’ right to acquire new shares and the issuance of shares with premium and issuance of shares below their nominal value. The power to limit the right of buying new shares cannot be used so as to cause inequity among the shareholders.

**ARTICLE 8 - SPECIALTIES OF SHARES**

Shares of the company are to the bearer.

The company accepts one holder per share. In the event there more than one holders for one share, such holders can use their rights through a representative to be selected among them.

**ARTICLE 9 - BOARD OF DIRECTORS**

The Company is managed and represented by the Board of Directors consisting of at least 5 to maximum nine members to be elected by the general assembly in accordance with the provisions of the Turkish Commercial Code.

The number and qualifications of the independent members to be elected to the Board of Directors are determined in compliance with the Capital Market Board’s corporate governance regulations and according to the provisions of the Capital Market Law.

The Board of Directors may establish committees within the Board of Directors in order to ensure that the duties and responsibilities of the Board of Directors are performed properly and the duties and working principles of such committees are determined in accordance with the Turkish Commercial Code, Capital Markets Law, the regulations of the Capital Markets Board as related to the corporate governance and other applicable legislation. It is mandatory under the Turkish Commercial Code to establish a Committee for Early Detection of Risks.

The members of Board of Directors must bear the qualifications stated in the Turkish Commercial Code and the Capital Market Legislation.

The Board of Directors may assign all or part of its authorities and duties for the management of the company to one or more of its members or third persons, in accordance with article 367 of the Turkish Commercial Code. The provisions of he Article 375 of the Turkish Commercial Code are reserved.

**ARTICLE 10 - OFFICE TERM OF BOARD OF DIRECTORS**

The members of the Board of Directors are elected for a period of one year. The Director whose office term has expired may be re-appointed.

**ARTICLE 11 - MEETINGS OF BOARD OF DIRECTORS**

The members of the Board of Directors elect a chairman and a deputy chairman to act in his/her absence among themselves on an annual basis.

The meeting of the Board of Directors is held whenever deemed required for the corporate business and transactions.
The Board of Directors convenes and resolves with the absolute majority of the members attending at the meeting.

The Board of Directors’ resolutions are recorded in the book of resolutions and signed by the present chairman and members of the Board of Directors.

Unless a discussion is requested by another member, resolutions of the Board of Directors may also be adopted by obtaining approvals of the other members for any proposal made by a member. Such decisions may be adopted subject to the written ratification by the simple majority of the members. The fact that the same proposal has been made to all of the members of the Board of Directors is a precondition of a valid decision to be adopted in that way. It is not necessarily required that the members sign the same paper; but all of the papers signed by the members for approval should be attached to the decision book of the Board of Directors or it should be made into a written decision containing all the signatures of those accepting the proposal and entered into the decision book so that the decision becomes valid.

The Capital Market Board’s regulations in accordance with the provisions of the Turkish Commercial Code and the provisions of the Capital Market Law shall apply for the mode of meeting, the meeting and resolution quorums, the use of votes, the duties and authorities of the Board of Directors, resignation or death of any Board Member, and election of new member for any vacancy arising from the lack of independence of any Independent Board Member or any cases preventing performance of the tasks by any Board Member.

ARTICLE 12 - REPRESENTATION AND BINDING OF COMPANY

The Board of Directors represents and binds the company with third parties

In order that the documents, agreements, written requests, orders and announcements to engage the Company may be valid they must bear the signatures of two members of the board or person or persons authorized under Article 13 of Articles of Association to represent the Company by their signatures affixed under the Company seal.

ARTICLE 13 - DUTIES OF THE MEMBERS OF BOARD OF DIRECTORS

The Board of Directors represents and binds the company. The Board of Directors may entitle one or more members with the authority to administer and represent the Company severally and jointly at all or particular issues by acting jointly in the capacity of executive director.

The Board of Directors may also establish technical committees from among the shareholders or from outside, appoint manager or managers, representatives or agents and grant the authority to represent and bind the Company at all or particular issues in accordance with Article 366 of the Turkish Commercial Code. It is mandatory that at least one of the members of the Board of Directors has representation powers.

ARTICLE 14 - REMUNERATION AND HONORARIA OF BOARD OF DIRECTORS

The remuneration, honoraria and other financial benefits to be paid to the Chairman, Deputy Chairman, members and executive members of the Board of Directors are determined by the General Assembly.
The General Assembly may decide that bonus be paid, in addition to regular remuneration and honoraria, to the executive member and the members of the Board of Directors who are assigned for specific matters for their services and performances based on any benefits provided thereby to the Company.

The Capital Market Board’s regulations on corporate governance in accordance with the provisions of the Capital Market Law shall apply for the financial rights and benefits granted to the Chairman, Deputy Chairman and Members of the Board of Directors and senior officers. Share options or performance-based remuneration plan of the Company will not be used for remuneration of the independent Board members.

**ARTICLE 15 - AUDIT**

The audit of the Company and other particulars set forth under the Turkish Commercial Code and Capital Market Law and other applicable regulations shall be subject to the provisions of Turkish Commercial Code and Capital Market Law. The Board of Directors may create committees and commissions for the internal audit of the Company in accordance with Article 366 of the Turkish Commercial Code.

**SECTION 16 - GENERAL ASSEMBLY**

The General Assembly meetings are held ordinarily and extraordinarily; and the chairman of the Board of Directors, or in his absence, the deputy chairman of the Board of Directors shall act as president at general assembly meetings.

The ordinary general meeting of shareholders shall be held once a year within three months following the expiration of the operating period. At such meetings, the shareholders discuss and decide over the election of the management bodies, financial statements, the annual report of the Board of Directors, use of the profit, determination of the distribution ratio of the profit and earnings, acquittal of the members of the Board of Directors and any other matters related to the operating period or which are deemed necessary.

The extraordinary general assembly meeting is held whenever deemed required for the corporate business and transactions in accordance with the provisions of the law and the articles of association.

A president and, if required, a vice president, who may not necessarily be a shareholder, is elected who shall be in charge of the management of the general assembly, among the candidates proposed during the opening of the general assembly meeting. Then, the president delegates at least one secretary and, if deemed necessary, a vote counter. The president, vote counter and secretary constitute the meeting board.

The minutes of the meeting is issued and countersigned by the president of the meeting and observer of the Ministry, if attended, in accordance with the applicable legislation. The Board of Directors is obliged to immediately provide the notarized copy of the minutes to the Trade Registry Office and to perform the registration and announcement of the particulars specified therein; the minutes is also uploaded in the website of the Company.
ARTICLE 17 - MEETING PLACE AND ATTENDANCE AT GENERAL ASSEMBLY MEETING ELECTRONICALLY

The General Assembly 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.

The persons entitled to attend the general assembly meetings of the Company may also attend such meetings by electronic means pursuant to Article 1527 of the Turkish Commercial Code. The Company may install electronic general meeting system to enable the relevant persons to attend the general assembly meetings by electronic means, to state their opinions, to make proposals and cast vote or outsource such a system from third parties pursuant to the provisions of the Regulation on General Assembly Meetings of Joint Stock Companies to be Held Electronically. At all the general assembly meetings, it is ensured that all the eligible persons and their representatives to exercise their relevant rights over that electronic system installed pursuant to this provision of the articles of association.

ARTICLE 18 - ATTENDANCE OF THE OBSERVER OF THE MINISTRY AT THE MEETINGS

In the ordinary and extraordinary meetings of General Assembly, an observer from the Ministry of Customs and Trade is required to attend the meetings and countersign the minutes if it is compulsory to do so in accordance with the applicable legislation.

ARTICLE 19 - QUORUM FOR THE MEETINGS

Unless otherwise provided for in Turkish Commercial Code, Capital Market Law and relevant regulations, General Assembly is held with the attendance of the shareholders or their proxies representing minimum twenty-five percent of the share capital of the Company. In the event that such quorum can not be obtained at the first meeting, General Assembly is authorized to discuss issues and render resolutions regardless of the rate of the shares represented by the attending shareholders.

ARTICLE 20 - VOTING RIGHT

The shareholders and their assignees presenting in the ordinary and extraordinary company meetings will have one (1) vote for each share. In case of shares with different nominal values, the voting rights are exercised in proportion to the total nominal value. The resolutions in General Assembly Meetings shall be rendered with the majority of attendees personally or by proxy, save for the exceptional cases envisaged under the Turkish Commercial Code.

ARTICLE 21 - REPRESENTATION OF SHAREHOLDERS

The shareholders are entitled to represent themselves by the proxies in the general assembly meetings appointed through the other shareholders or some other people that they may time to time assign among independent persons. The proxies who are having their own shares in the company are entitled to vote for their own as well as the vote entitled by the shareholder whom he/she represents in the meeting. The regulations of the Capital Markets Board and Capital Market Legislation regarding the voting by proxy are complied with.
ARTICLE 22 - VOTING PROCEDURE

Voting is conducted by raising hands at the general meetings of shareholders. However, upon request of the shareholders representing minimum ten percent (1/10) of the shares attending the meeting then voting by ballot shall be required. The provisions of the applicable legislation shall apply with respect to the General Assembly Meetings to be Held Electronically at Joint Stock Companies.

ARTICLE 23 - ANNOUNCEMENTS

Without prejudice to the provisions of the Paragraph 4 of Article 35 of the Turkish Commercial Code, the announcements related to the Company are made in accordance with the provisions of the Turkish Commercial Code and Capital Market Law and other applicable regulations.

Announcements related to the call of the General Assembly to the meeting are published at least 3 (three) weeks prior to the meeting, excluding the announcement and meeting days, in accordance with the relevant provisions of the Turkish Commercial Code and Capital Markets Law.

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

ARTICLE 24 - AMENDMENT TO ARTICLES OF ASSOCIATION

Any amendments to the articles of association shall be decided at a duly convened General Assembly meeting in accordance with the applicable laws, regulations of the Board and the provisions of the articles of association after required authorization is obtained from the Capital Markets Board and the Ministry of Customs and Trade. Such amendments shall be deemed as valid upon their announcement following the approval in due form and registration with the Trade Registry.

ARTICLE 25 - FISCAL YEAR

The fiscal year of the Company begins on the first day of the month of January and ends at the last day of the month of December.

ARTICLE 26 - DISTRIBUTION OF PROFIT

After having deducted the general expenses of the company and other depreciation costs which constitute the compulsory amounts to be paid or retained by the company from the company revenues specified by the end of the year, the remaining amount as indicated in the annual balance sheet will constitute the net profit of the Company which shall be distributed in the following manner after deducting the losses of previous years, if any:

Statutory Legal Reserve:

A. Statutory reserve fund at the rate of 5% is set aside until the sum equals to the one fifth of the paid in capital.
**First Dividend:**

B. First dividend is set aside in the amount to be obtained by adding the amount of donation, if any, made during the year and at such rate as specified in accordance with the Turkish Commercial Code and Capital Market Law and regulations, out of the amount remained.

**Second Dividend:**

C. The General Assembly is authorized to decide that the sum remaining after deducting the sums indicated in (A) ve (B) above from the net profit is distributed partly or totally as the second dividend or to set aside as extraordinary reserve fund pursuant to article 521 of the Turkish Commercial Code.

D. One tenth of the sum remaining after deduction of the dividend at the rate of 5% of the paid up capital from the portion decided to be distributed to the shareholders and other eligible parties is set aside as the second general dividend in accordance with the Article 519 (2) (c) of the Turkish Commercial Code.

E. No other reserve may be set aside nor any profit may be transferred to the following year unless the statutory reserves mandated by the law, as well as the first dividend determined in the articles of association for shareholders are distributed in cash and/or in form of shares; and no share of profit may be distributed to the Board members, to employees and workers, to the foundations established for different purposes, and to persons/entities of the same nature, unless the first bracket profit share is paid either in cash or in the form of bonus share certificates.

The dividend is distributed to all the present shares equally as of the dividend distribution date, regardless of their date of issue and acquisition.

**ARTICLE 27 - FORM OF PAYMENT OF THE PROFIT**

General Assembly determines the date and the method of distribution of annual profit to shareholders upon proposal of the Board of Directors. However, when determining the payment date, the periods specified in Bulletins issued by the Capital Market Council are observed.

The decision to distribute profit as made by the General Assembly in accordance with the provisions of this articles of association may not be revoked.

The profit share may also be distributed in advance. In distributing the profit share in advance, the regulations of the Capital Market Board shall be observed.

**ARTICLE 28 - RESERVE FUND**

In the event that for any reason, the legal reserve fund falls below the amount representing one fifth (1/5) of the paid-in capital of the Company, then legal reserve fund will continue to be reserved from net profit at twenty-five percent (5%) until it reaches this amount again.

The legal reserve fund stated in Article 26 shall be used to cover the losses of the Company, to operate the Company when the business is not progressing well and to prevent unemployment or to mitigate its consequences.
ARTICLE 29 - LEGAL PROVISIONS

Any matters not covered in this articles of association shall be governed by the provisions of the Turkish Commercial Code, Capital Market Law and other applicable regulations.

ARTICLE 30 - TERMINATION AND LIQUIDATION

In cases of dissolution or termination of the Company, the liquidation is subject to the provisions of Turkish Commercial Code.

ARTICLE 31 - COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

The compulsory Corporate Governance Principles stipulated by the Capital Market Board are followed.

Any transactions made and any resolutions taken by the Board Of Directors without compliance with such compulsory principles shall be considered null and void and contrary to the articles of association.

The Capital Market Board’s corporate governance regulations in accordance with the provisions of the Capital Market Law are followed in any transactions considered significant in respect of implementation of the Corporate Governance Principles, any related party transactions of the Company and the transactions for establishing securities, mortgages and pledges in favor of third persons.

ENCLOSED LIST - FOUNDERS OF THE COMPANY

M. Nejat Eczacıbaşı: Turkish Citizen, residing at Köybaşı Cad. Kirazlıbağlar Cad. No:10 Yeniköy, Istanbul

Melih Eczacıbaşı: Turkish Citizen, residing at Halaskargazi Caddesi, Baştımar Apt. Daire:2 Şişli, Istanbul

Haluk Eczacıbaşı: Turkish Citizen, residing at Koruyolu Koruçeşme Sok., No:22, Daire 4 Emirgan Istanbul

Kemal Eczacıbaşı: Turkish Citizen, residing at Şehit Nevres Bulvarı, No: 7, Daire 10 Alsancak İzmir

M. Şakir Eczacıbaşı: Turkish Citizen, residing at Silahhane Cad. Feza Apt. No:18, Maçka, Istanbul