

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF
EİS ECZACIBAŞI İLAÇ, SİNAİ VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET ANONİM ŞİRKETİ
HELD ON 15 APRIL 2014**

The Ordinary General Assembly Meeting of EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret Anonim Şirketi for the operations in 2013 was held on 15 April 2014 at 10:30 at Hotel Grand Hyatt İstanbul, Taşkışla Cad. No:1 Taksim - İstanbul, under the supervision of Ministry Observer **Ceyda Çalık** who was appointed pursuant to letter No 10301 of 14 April 2014 by Governorship of İstanbul / Provincial Directorate of Trade.

The meeting invitation including the agenda was published, as prescribed in the Law and the articles of association, within the legal timeframe, three weeks prior to the Ordinary General Assembly, in the Turkish Trade Registry Gazette No 8533 of 21 March 2014, in Daily Dünya Newspaper No 10573-10309 of 21 March 2014, in the Public Disclosure Platform, at the website of our Company (www.eis.com.tr), and in the Electronic General Assembly System of the CRA.

Upon review of the list of attendants, it has been verified that, out of 54,820,800,000 shares representing the company's share capital of TRL 548,208,000, each having a nominal value of 1 Kurus, a total of 47,157,576,384.60 shares representing the company's share capital of TRL 471,575,763.85 has been represented at the meeting including 16,013,258 shares represented in person and 47,141,563,126.60 by proxy, thereby meeting the minimum quorum requirement as envisaged in the Turkish Commercial Code and Articles of Association and also Board of Directors Mr. Ferit Bülent Eczacıbaşı, Mr. Rahmi Faruk Eczacıbaşı, Mr. Mustafa Sacit Basmacı, Mrs. Ayşe Deniz Özger, Independent Board Members Mr. Şenol Süleyman Alanyurt and Mr. Akın Dinçsoy and indepent auditor Mr. Hasan Ali Bekçe were present at the meeting.

It has been determined that the Company has made the electronic general assembly preparations in accordance with the legal requirements pursuant to the fifth and second paragraphs of Article 1527 of the Turkish Commercial Code. **Ceyla Özgen** who holds "Central Registry Agency Electronic General Assembly System Expertise Certificate" has been appointed by **Mr. Ferit Bülent Eczacıbaşı**, Chairman of the Board of Directors to operate the electronic general assembly system, and the meeting has been opened physically and electronically to discuss over the items of the agenda.

1. It was unanimously decided to elect Mr **Zülkif Fehmi ÖZALP** as the chairman of meeting, Mr. **Bülent Avcı** as Meeting Minute Clerk upon the requirement foreseen by the Chairman and his suggestion and **Deniz Kaya** Vote Collecting Officer and to give authorisation to Meeting Presidency for signing general assembly meeting minutes.
2. According to the resolution given by Council Chairman, it was indicated that Activity Report for 2013 of the Company has been submitted for the information of our partners in 3 weeks before Ordinary General Assembly Meeting within legal period, at Registered Office of Company, web site of the Company, on Public Disclosure Platform (PDP) and Electronic General Assembly System of Central Registry Agency (EGAA).

It was unanimously decided to assume supplementary agenda article of **Management Board Activity Report** related to the year of 2013 as already constituted and read.

Director General **Mr Sedat Birol** made a presentation to shareholders about the activities of company in 2013.

It was unanimously decided to approve **Management Board Activity Report** related to the year of 2013.

3. As representing Independent Audit Company, Mr Hasan Ali Bekçe being present at the meeting read Independent Audit Report related to the year of 2013 and informed General Assembly about audit activities and results.
4. It was indicated that Financial Statements related to the accounting period 2013 have been submitted for the information of our partners in 3 weeks before Ordinary General Assembly Meeting within legal period, at Registered Office of Company, web site of the Company, on Public Disclosure Platform (PDP) and Electronic General Assembly System of Central Registry Agency (EGAA).

Financial Statements related to the accounting period 2013 were read by **Mr Bülent AVCI**. As a result of voting, Financial Statements related to the accounting period 2013 was unanimously accepted.

5. Acquittance of Management Board due to the activities performed in 2013 was the following subject. Management Board members did not use their voting rights aroused from their own shares during the acquittance process, and Management Board was unanimously acquitted as a result of votes of other shareholders ensuring quorum.
6. By indicating that Dividend Distribution Policy of the Company has been submitted for the information of our partners in Management Board Activity Report and Corporate Management Principles Compliance Report issued together with this report, as part of informative documents within 3 weeks before Ordinary General Assembly Meeting and web site of the Company, partners have been informed about "Dividend Distribution Policy of the Company" related to the years of 2014 and afterwards as required by the regulations of Capital Markets Board.
7. As from the date of 31 December 2013, it was determined in the consolidated financial statements of our company prepared according to the Principles Related to Capital Market Financial Reporting Communiqué" of Capital Markets Board numbered ("SPK") II - 14.1 and examined by independent audit company that distributable net profit of the period is TRL 55.161.497; in the financial statements prepared according to the legal records, it is TRL 118.797.558.

In the distribution of dividend in 2013; as incompliance with the principles indicated in Dividend Distribution Policy of the Company declared to the public and article 26 of our Main Contract, regulations of Capital Markets Board about dividend distribution, distributable net profit of the period included in the consolidated financial statements prepared according to the legislations of Capital Markets Board was taken as basis. Accordingly; the proposal has been discussed and it has been decided

- 1) dividends of TRL 52,627,968 corresponding to 9.6% of the issued capital of our Company be distributed,
- 2) gross 9.6% cash dividend per each share certificate with a nominal value of TRL 1 and net amount dividends be paid to our full-taxpayer real-person shareholders and limited-taxpayer real and legal person shareholders calculated after deduction of the applicable withholding rates specified in the tax laws;
- 3) after deducting the legal obligations from TRL 153,243,174 net profit for the term based on statutory records, the remaining amount be transferred to Extraordinary Reserves,
- 4) the distribution be commenced on 6 May 2014 and the foregoing decisions be proposed to our shareholders at the Ordinary General Assembly Meeting to be held for the 2013 on 15 April 2014.

The profit distribution table related to the said profit distribution proposal is as follows: Upon voting, the proposal has been accepted by the majority of votes with TRL 452,165,209.85 favorable votes against TRL 19,410,554 opposing votes.

EİS ECZACIBAŞI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş.
PROFIT DISTRIBUTION TABLE FOR 2013 (TRL)

1.	Paid-in/Authorised Share Capital		548.208.000
2.	General Legal Reserves (as per Statutory Records)		44.180.023
Information concerning preferred shares, if, as per the Company's Articles of Association, there are any exceptions for preferred shares in distribution of dividend			There are no preferred shares.
		As per Capital Markets Board	As per Statutory Records
3.	Profit for the Period	90.410.000	153.243.174
4.	Taxes (-)	(28.996.000)	(28.193.113)
5.	Net Profit for the Period (=)	61.414.000	125.050.061
6.	Prior Years' Losses (-)	0	0
7.	Legal Reserve Fund (-)	(6.252.503)	(6.252.503)
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	55.161.497	118.797.558
9.	Grants made during the year (+)	1.300	
10.	Net distributable profit including grants	55.162.797	
11.	First Category Dividend to Shareholders		
	- Cash	52.627.968	
	- Shares	0	
	- Total	52.627.968	
12.	Dividends Distributed to Preferred Shareholdres	0	
13.	Other Dividends Distributed	0	
	- Members of the Board of Directors	0	
	- Employees	0	
	- Non-shareholders	0	
14.	Dividends Distributed to Holders of Usufruct Right Certificate	0	
15.	Second Category Dividend to Shareholders	0	
16.	Legal Reserve Fund	2.521.757	
17.	Status Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	11.772	63.647.834
20.	Other Sources Planned for Distribution	0	0

INFORMATION ON DIVIDEND PER SHARE

GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TRL NOMINAL VALUE	
	CASH (TRL)	SHARES (TRL)	RATIO (%)	AMOUNT (TRL)	SHARE (%)
NET (*)	44.733.773	0	81,10	0,08160	8,16

(*) In calculating the net dividend, Income Tax withholding ratio was taken as 15%.

8. It was come to the election of Company Management Board. Upon suggestions, it was unanimously decided to elect Management Board members,
- **Mr. Ferit Bülent ECZACIBASI,** who has stated orally that he is candidate for the membership of the Board of Directors,
 - **Mr. Rahmi Faruk ECZACIBASI,** who has stated orally that he is candidate for the membership of the Board of Directors,
 - **Mr. Mustafa Sacit ECZACIBASI,** who has stated orally that he is candidate for the membership of the Board of Directors,
 - **Mrs. Avşe Deniz ÖZGER,** who has stated orally that she is candidate for the membership of the Board of Directors,
 - **Mr. Senol Süleyman ALANYURT,** who has stated orally that he is candidate for the independent membership of the Board of Directors,
 - **Mr. Akın DİNÇSOY,** who has stated orally that he is candidate for the independent membership of the Board of Directors,

for a period of one year, not to pay the members apart from the independent ones due to their duties in Management board, and to pay Independent Management Board Members gross pay with the amount of 5.500 TL.

9. As incompliance with article 399 of Turkish Trade Code and regulations of Capital Markets Board, in the meeting of our Management Board dated 31 March 2014, by taking opinion of the Committee being responsible from Audit, in order to examine the financial reports for the year 2014 and carry out other activities within the scope of relevant regulations in these laws, it was decided to elect **DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member of Deloitte Touché Tohmatsu)** as the Independent Audit Company, and this election was accepted by General Assembly having a majority vote as a result of affirmative vote corresponding to the amount of TRL 471.475.501,85 against dissentive vote corresponding to the amount of TRL 100.262,00.
10. As required by article 6 of “Dividend Communiqué” numbered II-19.1 issued by Capital Markets Board, partners have been informed that total amount of donation received within year is 1.300 TL.
- It has been resolved by the majority of votes with TRL 420,022,342.85 favorable votes against TRL 51,553,421.00 opposing votes that the upper limit for the donations to be made during 2014 be determined as TRL 500,000.
11. As required by Sub clause 4 of article 12 of Corporate Management Communiqué numbered II-17.1 and issued by Capital Markets Board, in order to maintain ordinary activities of our company, it was informed that the information about deposit, pledge, hypothec and guarantee given in favour of third parties and income or receivables acquired are included in article 20/d related to Consolidated Financial Statements dated 31 December 2013.
12. As required by article 4.6.2 of “Corporate Management Communiqué” of Capital Markets Board, salary principles of Management board members and top management of our company are set in written as “Salary System Principles”, and information has been submitted to our partners in 3 weeks before Ordinary General Assembly Meeting within legal period, at Registered Office of Company, web site of the Company, on Public Disclosure Platform (PDP) and Electronic General Assembly System of Central Registry Agency (EGAA).
13. “Information Policy” was prepared according to article 17 of “Exceptional Cases Communiqué” numbered II-15.1 issued by Capital Markets Board, and has been submitted to our partners in 3 weeks before Ordinary General Assembly Meeting within legal period, at Registered Office of Company, web site of the

Company, on Public Disclosure Platform (PDP) and Electronic General Assembly System of Central Registry Agency (EGAA).

14. As required by article 1.3.6 "Corporate Management Communiqué" of Capital Markets Board, the partners were informed that there is no operation made by shareholders, Management Board members having the authority of management, managers having administrative responsibilities, their partners and relatives by blood or marriage up to second degree within the year of 2013 related to an operation which may cause a conflict of interest of partnership or subsidiaries and/or an operation made on behalf of themselves or other parties in terms of commercial business included into the field of activity of partnership or subsidiaries or to be an associated partner for another partnership operating in the same field of activity.

It was decided by the majority of vote as having affirmative vote with the amount of TRL 467.955.985,85 in return for dissentive vote with the amount of TRL 3.619.778 to permit Management Board members to conduct respective activities (Making Transaction with Company, Indebted to Company, Being Able to Compete with Company) in the articles 395 and 396 of Turkish Trade Code for the year of 2014.

15. The meeting was finalised since there is no observation in the article of suggestions.

The meeting was closed by Meeting Chairman after expressing his thanks to General Assembly members since there is no article left in the agenda.

In witness whereof, this minute has been issued and signed by those present.

15 April 2014

MINISTRY OBSERVER

CEYDA ÇALIK

PRESIDENT OF MEETING

ZÜLKİF FEHMİ ÖZALP

VOTE COLLECTING OFFICER

DENİZ KAYA

MEETING MINUTE CLERK

BÜLENT AVCI