

**ÈS ECZACIBAŐI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR
SANAYİ VE TİCARET A.Ő.
ORDINARY GENERAL ASSEMBLY FOR 2019
INFORMATION DOCUMENT**

The Ordinary General Assembly Meeting of our Company will be held on Thursday, **April 9, 2020**, at 09:00 hrs at **Altın Damlası Meeting Room**, within the Company Headquarters, located at **Büyükdere Caddesi Ali Kaya Sokak, No:5 Levent - İstanbul** to discuss the following agenda.

Shareholders of our company may attend the Ordinary General Assembly Meeting in person or via proxies either physically or by electronic means. Attending to the company's general assembly meetings by electronic means will be conducted through the Electronic General Assembly System ("EGKS") medium to be provided by the Central Registry Agency (CRA). Shareholders who will perform transactions via EGKS must first register themselves with e-MKK Portal (electronic Central Registry Agency Portal) and must also have a secure electronic signature.

Shareholders or their proxies who want to attend the meeting via electronic means must fulfill their obligations as set out in the "Regulation Regarding General Assemblies of Joint Stock Companies to be held in the Electronic Media" published on the Official Gazette Dated 28 August 2012 and No. 28395, and the "Communiqué on Electronic General Meeting System applicable to General Meetings of Joint Stock Companies" published on the Official Gazette Dated 29 August 2012 and No. 28396.

Those listed below may attend to the General Assembly Meeting to be held physically;

- Real person shareholders by submitting their id cards,
- Legal entity shareholders by submitting id cards of individuals authorized to represent and bind the legal entity along with their letters of authorization,
- Representatives of the real and legal entities by submitting their id cards and letters of representation,
- representatives authorized through the Electronic General Assembly System by submitting their identities,

and by signing the list of attendees.

The shareholders who will attend the meeting via proxy are required to fulfill obligations laid down in the Communiqué on Casting Votes by Proxy and Collection of Letters of Proxy by way of Call no II-30.1 of the Capital Markets Board and to submit the Power of Attorney issued by a notary public based on the power of attorney form shown below. The aforesaid power of attorney form is available at the Company headquarters and under investor relations section of www.eis.com.tr and www.eczacibasi.com.tr. The attorney appointed via EGKS is not required to present a physical proxy document and such proxy may attend the General Assembly meeting, both physically and also through EGKS. The proxy who will be physically attending the meeting by proxy is required to submit an identity card at the meeting regardless of being appointed by a notarized power of attorney or through EGKS.

The right to attendance and voting at the General Assembly pursuant to paragraph 4, article 415 of the Turkish Commercial Code no. 6102 and paragraph 1, article 30 of the Capital Market Law no. 6362 may not be subjected to the requirement of depositing the share certificates. In this framework, in the event that our shareholders wish to attend the General Assembly Meeting, they do not have to block their shares.

Our shareholders who will attend the general assembly meeting via electronic means via EGKS may get information about the procedures and principles of participation, assignment of proxies, making of proposals, declaration of opinions and voting from www.mkk.com.tr, the website of the CRA.

The Financial Statements of our company for 2019, Independent Auditors' Report, Corporate Governance Principles Compliance Report and the Annual Report of the Board of Directors containing the profit distribution proposal of the Board of Directors and the following agenda items and also the "General Assembly Information Document" containing the necessary explanations for compliance with the regulations of the Capital Markets Board will be made available three weeks prior to the meeting, within the legally required period, at the Company Headquarters and under investor relations section of www.eis.com.tr and www.eczacibasi.com.tr and at the Public Disclosure Platform and EGKS for examination by shareholders.

Respectfully submitted for the information of the distinguished shareholders.

Best Regards,

BOARD OF DIRECTORS

EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş.

ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH CMB REGULATIONS

Of the additional disclosures required to be made pursuant to the CMB's Corporate Governance Communiqué No. II-17.1 as put into effect on 3 January 2014, those related to the items of agenda have been made in the respective item of the agenda below, and other mandatory general disclosures have been provided in this section for your information:

1. Shareholding structure and voting rights

All shares representing the capital of our Company are bearer shares. Each share with a nominal value of 1 Kr has one voting right in the General Assembly meetings. There are no privileged shares in the capital of the Company.

The total number of shares showing the shareholding structure of our Company and the related voting rights as of the date of announcement of this Information Document are shown below:

Shareholders	Share Amount (TL)	Share Ratio (%)	Share Amount and Voting Right	Voting Right and Voting Right Ratio (%)
Eczacıbaşı Holding A.Ş.	346,845,460.43	50.62	34,684,546,043	50.62
Eczacıbaşı Yatırım Holding Ortaklığı A.Ş.	203,294,584.39	29.67	20,329,458,439	29.67
Other (Listed)	135,119,955.19	19.72	13,511,995,519	19.72
Total	685,260,000.00	100.00	68,526,000,000	100.00

2. Information on the changes in management and operations that will have a significant impact upon operations of our Company or our subsidiaries:

Our partnership or subsidiaries with a great impact upon our partnership do not have a management and operation change that either materialized in the past accounting period or is planned for the future accounting periods which may have an impact upon partnership operations to a great extent.

3. Information on the requests of shareholders regarding the inclusion of items in the agenda:

There is no request sent in writing to our Company's Investor Relations Department regarding the inclusion of items to the agenda by the shareholders of the partnership.

ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING AT 09 APRIL 2020

1. Opening and election of the Meeting Council, granting authorization to the Meeting Council to sign the minutes of the meeting

The election of the president of the meeting that will moderate the General Assembly Meeting in accordance with Article 7 of the Internal Regulation of our Company shall be conducted in accordance with the provisions of the "Turkish Commercial Code No. 6102" (TCC) and the "Regulation concerning the General Assembly Meetings of the Capital Stock Companies and the Commissioners of the Ministry of Customs and Trade that will attend such Meetings (Regulation)".

The issue of authorization of the President by the General Assembly for writing the decisions taken in the General Assembly into the minutes of the meeting in accordance with the provisions of the TCC and the Regulation shall be voted.

2. Reading, discussion and approval of the Annual Report prepared by the Board of Directors for the year 2019

Annual Report of 2019 containing the Corporate Governance Principles Compliance Report made available for examination by shareholders for three weeks prior to the General Assembly Meeting in line with the TCC, Regulation and regulations related to the Capital Market Law, at the Company Headquarters, under investors relations section of www.eis.com.tr and www.eczacibasi.com.tr and at the Public Disclosure Platform and EGKS will be read and submitted to our shareholders for consideration and approval.

3. Reading of the summary of Independent Audit Report for the fiscal year 2019 and briefing about the audit activity and its results to the General Assembly

Summary of the Independent Audit report drawn up in accordance with the TCC and Capital Markets Board regulations made available for examination by shareholders for three weeks prior to the General Assembly Meeting in line with the TCC, Regulation and regulations related to the Capital Market Law, at the Company Headquarters, under investors relations section of www.eis.com.tr and www.eczacibasi.com.tr and at the Public Disclosure Platform and EGKS will be read and submitted to our shareholders at the General Assembly for information purposes.

4. Reading, discussion and approval of the Financial Statements for the fiscal year 2019

Financial Statements drawn up in accordance with regulations of the Capital Markets Board made available for examination by shareholders for three weeks prior to the General Assembly Meeting in line with the TCC, Regulation and regulations related to the Capital Market Law, at the Company Headquarters, under investors relations section of www.eis.com.tr and www.eczacibasi.com.tr and at the Public Disclosure Platform and EGKS will be read and submitted to the General Assembly for approval.

5. Release of the members of the Board of Directors for their affairs in the year 2019

In accordance with the provisions of the Turkish Commercial Code and the Regulation, the release of the members of the Board of Directors for their activities, transactions and accounts in the year 2019 will be presented to the General Assembly for approval.

6. Discussion and determination of the proposal of the Board of Directors in accordance with the Dividend Distribution Policy of the Company

According to our consolidated financial statements pertaining to the accounting period between January 1, 2019 and December 31, 2019 drawn up by our Company in line with the Turkish Accounting Standards and pursuant to the provisions of TCC and CMB and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., "Consolidated Net profit for the Period pertaining to the Parent" amounting to TL 162,728 thousand was derived. The Profit Distribution Table, as prepared in line with the profit distribution proposal prepared by our Board of Directors in line with the Company's Profit Distribution Policy according to the format shown in the Profit Share Guide announced as an annex to the Profit Share Communiqué of CMB no. II-19.1 is attached hereto as **ANNEX-1**.

7. Election of the new members of the Board and Independent Board Members, determination of their term of office and determination of their remunerations

In accordance with the TCC, Regulation and CMB regulations, and within the framework of the principles regarding the election of the members of the Board of Directors, the number of members and their office terms will be determined and new members will be elected to replace those whose office term has expired. In addition, independent members will be elected to comply with the CMB's Corporate Governance Communiqué No. II-17.1.

2 members of the Board of Directors, proposed to be composed of 6 members in total, must meet the independence criteria defined in the CMB's Corporate Governance Principles that are compulsory to be complied.

In line with the recommendation of the Corporate Governance Committee which has evaluated the candidates communicated to it, within the scope of the criteria set out in Corporate Governance Communiqué No. II-17.1, the General Assembly has resolved that Mr. Hasan Toker Alban and Ms. Zühal Atanan be nominated as the Independent Members of the Board of Directors.

Our candidates for Board of Directors membership to be submitted to shareholders at the General Assembly for approval: Mr. Ferit Bülent Eczacıbaşı, Mr. Rahmi Faruk Eczacıbaşı, Mr. Atalay Muharrem Gümrah, Mr. Seyfettin Sarıçam, Mr. Hasan Toker Alban (Independent Member) and Ms. Zühal Atanan (Independent Member).

In accordance with the provisions of the TCC and the Regulation, as well as the principles covered in our Articles of Association, the issues will be resolved upon not to pay any remuneration to the Board Members, except for the Independent Board

Members, for their service and to determine the remuneration to be paid to the Independent Members of the Board of Directors.

The curriculum vitae of the candidate members of the Board of Directors and the declaration of independence of the candidate independent members are provided in **ANNEX-2**, and all members will be elected by the General Assembly to take office for a period of one year.

8. The election of the Independent Auditing Company proposed by the Board of Directors for the year 2020 under Article 399 of the Turkish Commercial Code and regulations of the Capital Markets Board

In accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board, upon receiving the opinion of the Committee responsible for Auditing at the meeting of our Board of Directors dated March 11, 2020, it has been decided to propose PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş for auditing the financial statements of our company pertaining to the accounting period of 2020 and to carry out the other activities set forth in the respective regulations in the mentioned laws and this proposals will be submitted to General Assembly for approval.

9. Negotiation and approval of the amendment to the Article 7 of the Articles of Association of the company entitled "Authorized Capital"

At its meeting dated January 13, 2020, our Board of Directors resolved that the validity period for our Company's authorized capital ceiling amounting to TL 1,920,000,000 be extended and set as the period from 2020 to 2024, necessary applications be filed with the Capital Markets Board and Republic of Turkey Ministry of Commerce for amendment of article 7 of the Articles of Association entitled "Authorized Capital" be changed as per the amendment text attached hereto as **ANNEX-3**, and following receipt of the said permits and approvals, the amendment to the Articles of Association be submitted to shareholders for approval at the next General Assembly meeting. Accordingly, the application made on 16 January 2020 to the Capital Markets Board for the amendment in the Articles of Association was approved with the letter number 29833736-110.04.04-E.1022 dated 23 January 2020 by the Capital Markets Board, and permission was obtained with the letter number 50035491-431.02-E-00051827625 dated 29 January 2020 by the Ministry of Trade of the Republic of Turkey. The said amendment to the Articles of Association will be submitted to the General Assembly for approval.

10. Informing shareholders about donations and grants made during the year, submitting the "Donation and Support Policy" to the approval of the shareholders, and setting the upper limit for the donations to be made in 2020

In accordance with Article 6 of the "Dividend Communiqué" numbered II-19.1 of the Capital Markets Board, the limit of the donations to be made will be determined by the general assembly if there is no provision in the articles of association covering this matter, and it is obligatory to present the donations and payments made during the year to the information of the shareholders at the ordinary general meeting.

In this context, the "Donation and Support Policy" drawn up by the Board of Directors of the company and presented in **ANNEX-4** will be submitted to the approval of the General Assembly. In 2019, TL 100 in total was donated to the Turkish Education Foundation. Additionally, the upper limit of the donations to be made in 2020 will be determined by the general assembly.

11. In accordance with the Corporate Governance Principles, shareholders will be informed about the income and benefits generated by the Company in 2019 as a result of the guarantees, pledges, mortgages and sureties given in favor of the third parties

In accordance with paragraph 4, article 12 of the Corporate Governance Communiqué No II-17.1 of the Capital Markets Board, the guarantees, pledges, mortgages and sureties given by the Company and/or its Subsidiaries in favor of the third parties will be included in the ordinary general meeting agenda as a separate item. Information on this matter is provided in footnote 19 of our Consolidated Financial Statements dated December 31, 2019.

12. Informing the shareholders about the "Remuneration Policy" determined for Members of the Board of Directors and Senior Executives

Pursuant to article 4.6.2 of the "Corporate Governance Communiqué" numbered II-17.1 of the CMB; the remuneration principles for members of the Board of Directors and senior executives have been compiled as a written text entitled "Remuneration Policy" by our Company and these will be submitted for the shareholders' information as a separate agenda item in the General Assembly meeting and the shareholders will have the opportunity to share their opinions in this regard. The "Remuneration Policy" prepared for this purpose is submitted in **ANNEX-5**.

13. Providing information to the shareholders about the activities conducted in 2019 in the scope of the authorization vested in the shareholders holding the management control, members of the Board of Directors, executives with administrative responsibility, their spouses and relatives related by blood or marriage up to the second degree to conduct a significant transaction which might cause conflict with the Company or its subsidiaries and/or a commercial business covered by the line of business of the Company or its subsidiaries for their own account or on behalf of others, or to participate in their capacity as a shareholder with unlimited liability in another company conducting the same kind of business; and authorizing the Members of the Board of Directors for the said activities as per Articles 395 and 396 of the Turkish Commercial Code for the year 2020

Members of our Board of Directors may perform the transactions indicated in paragraph 1, article 395 of the TCC entitled "Prohibition of Transactions with the Company and Borrowing Funds from the Company" and article 396 entitled "Prohibition of Competition" only with the approval of the General Assembly.

As per article 1.3.6 of the "Corporate Governance Communiqué" of CMB no. II-17.1, in the event that shareholders having management control, or the Board members, or the senior executives having administrative responsibility, and their spouses and second degree relatives by blood and marriage perform a material transaction which might cause conflict of interests with the partnership or its subsidiaries and/or

perform any transaction in type of commercial business within the subject of the business of the partnership or its subsidiaries on behalf of them or on behalf of others, participate in another partnership in their capacity as the shareholder with unlimited responsibility, the said transactions are included in the general assembly agenda as a separate agenda item with a view to giving detailed information on the subject matter at the general assembly and entered into the general assembly minutes.

In order to satisfy these regulations, granting of such consent will be submitted to the General Assembly for approval, and information will be provided that such transactions were not carried out in 2019.

14. Wishes.

ANNEX-1 PROFIT DISTRIBUTION PROPOSAL

At the meeting of our Board of Directors dated 6 March 2020;

It was determined that our company's net distributable profit including grants of the period as of 31st December 2019 was TL 151,751,268 in the consolidated financial statements, which were issued pursuant to the "Communique on Principles Related to Financial Reporting in Capital Market" number II-14.1 of Capital Markets Board ("CMB") and which were independently audited, and was TL 208,559,802 on the financial statements issued according to the legal records.

Related to the distribution of the profit of 2019, the distributable net profit of the period included in the consolidated financial statements was taken as basis for the share distribution of the period in accordance with the regulations of CMB on profit distribution, the article 26 of our Articles of Association and the principles indicated in our Profit Distribution Policy; and it was deemed appropriate to distribute profit as indicated below, and it was decided to submit it to the General Assembly.

Accordingly;

- 1)** To distribute cash dividend of TL 50,023,980 corresponding to 7.3% of the issued capital of our company,
- 2)** To pay dividend of gross 7.3% in cash to a share of TL 1 nominal value, and of the net amount found, after deducting the withholding rates included in the tax laws, to our full taxpayer real person partners and to our limited taxpayer real and legal person partners,
- 3)** To transfer the balance amount of TL 156,959,724 after deducting the legal obligations and the forecasted dividend to be distributed from the pre-tax period profit of TL 297,060,134 accrued according to the legal records, to the Extraordinary Reserves,
- 4)** And to start the distribution on 20th May 2020,

at the Ordinary General Assembly Meeting for 2019, it was decided to send suggestions to our shareholders.

EİS ECZACIBAŞI İLAÇ, SINAI VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş.
PROFIT DISTRIBUTION TABLE FOR 2019 (TL)

1.	Paid-in/Authorised Share Capital		685,260,000
2.	General Legal Reserves (as per Statutory Records)		102,082,692
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 (*)	193,117,000	258,088,127
4.	Taxes (-)	(30,389,000)	(38,551,493)
5.	Net Profit for the Period (=)	162,728,000	219,536,634
6.	Prior Years' Losses (-)	0	0
7.	Legal Reserve Fund (-)	(10,976,832)	(10,976,832)
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	151,751,168	208,559,802
9.	Grants made during the year (+)	100	0
10.	Net distributable profit including	151,751,268	208,559,802
11.	First Category Dividend to Shareholders		
	- Cash	50,023,980	50,023,980
	- Shares	0	0
	- Total	50,023,980	50,023,980
12.	Dividends Distributed to Preferred Shareholdres	0	0
13.	Other Dividends Distributed		
	- Members of the Board of Directors	0	0
	- Employees	0	0
	- Non-shareholders	0	0
14.	Dividends Distributed to Holders of Usufruct Right Certificate	0	0
15.	Second Category Dividend to Shareholders	0	0
16.	Legal Reserve Fund	1,576,098	1,576,098
17.	Status Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	100,151,090	156,959,724
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 TL NOMINAL VALUE	
		CASH (TL)	SHARES (TL)	RATIO (%)	AMOUNT (TL)	SHARE (%)
NET (**)	-	42,520,383	0	28.02	0.06205	6.205

(*) Pursuant to a resolution of our Board of Director dated March 22, 2019, a portion equal to 75% of the share sale profit resulting from transfer of our entire stake held at Eczacıbaşı Şire Sağlık Ürünleri Sanayi ve Ticaret A.Ş. to Baxalta GmbH be transferred to a special fund account in order to be able to take advantage of the exemption specified in clause (e), paragraph (1), article 4 of the Corporation Tax Law. In this context, the exemption gain amounting to TL 38,972,007 to be transferred to the special fund account is deducted from the profit for the period calculated according to legal records shown in the profit distribution table.
Inclusion of share sale profit in the fund account is to take place between beginning of the accounting period following the year when the sale has taken place and corporate tax return pertaining to the period when the gain has been declared is filed.

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

ANNEX-2 RESUMES OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS and STATEMENT OF INDEPENDENCE OF INDEPENDENT CANDIDATE MEMBERS

F. Bülent Eczacıbaşı

Eczacıbaşı Holding Chairman Bülent Eczacıbaşı began his professional career in 1974 and held numerous management positions in Eczacıbaşı Group companies before becoming chairman in 1996. He has also served at the senior level of prominent business associations, including TÜSİAD, the Turkish Industry and Business Association, where he was Chairman of the Board (1991-1993) and Chairman of the High Advisory Council (1997-2001); and the Turkish Pharmaceuticals Manufacturers Association (İEİS), where he was Chairman of the Board (2000-2008). Bülent Eczacıbaşı continues to serve both TÜSİAD and İEİS as Honorary Chairman. He is also an Honorary Member of the Foreign Economic Relations Board (DEİK) and Turkish Enterprise and Business Confederation (TÜRKONFED), and a member of the High Advisory Council of the Aegean Industrialists and Businessmen Association (ESİAD).

Bülent Eczacıbaşı is on the board of several major civic organizations, as well. He is Chairman of the Board of Trustees of the Istanbul Modern Art Foundation, Chairman of the Board of Directors of the Istanbul Foundation for Culture and Arts (IKSV), and a member of the High Advisory Board of the Turkish Economic and Social Studies Foundation (TESEV), which he previously served as the Founding Chairman (1993-1997).

Bülent Eczacıbaşı graduated from the Department of Chemistry of the Imperial College of Science and Technology, London, and obtained his master's degree in chemical engineering from the Massachusetts Institute of Technology. He has received French and Italian awards of merit, respectively the "Chevalier dans l'Ordre National de la Légion d'Honneur" and "Commendatore dell'Ordine della Stella d'Italia". He is the author of "İşim Gücüm Budur Benim" (That's My Job), a book about his experiences in business and the new roles and responsibilities of business leaders, published in 2018.

R. Faruk Eczacıbaşı

Faruk Eczacıbaşı began working in the Eczacıbaşı Group in 1980 after completing his graduate work at Berlin Technical University, and for many years managed the Group's e-transformation process.

Faruk Eczacıbaşı is President of the Turkish Informatics Foundation (TBV) which he co-founded in 1995. In this role, he contributes to the preparation of numerous studies on related issues as well as the shaping of public policy.

In 1996, Faruk Eczacıbaşı assumed his current position as Vice Chairman of the Eczacıbaşı Group. In 1999, he also became President of the Eczacıbaşı Sports Club.

Faruk Eczacıbaşı has written a book on the transformational changes taking place in Turkey and around the world as a result of new digital technologies. Published in Turkish in 2018, the book considers the challenges for individuals, institutions and societies, and discusses ways to prepare for the positive and negative aspects of the digital future.

Atalay M. Gümrah

Atalay Gümrah graduated from Galatasaray Lycée and Boğaziçi University's Industrial Engineering Department. After receiving a master's degree in Industrial Engineering from the same university, he completed the Harvard Business School Personal Leadership Program.

Gümrah initiated his career in 1992 at Ekom Eczacıbaşı Foreign Trade as Regional Manager. In 1994, he was appointed Commercial Manager of Vitra UK, and in 1997, General Manager of the Group's newly established marketing and sales company in Russia, EBM Jsc., where he was given the responsibility of developing its business. In 1999, Gümrah joined Intema Building Materials Marketing and Sales, where he served respectively as Projects and Operation Manager, Sales Operation Manager, Assistant General Manager, and General Manager, a position he held between 2006 and 2011. In January 2011, he was appointed Vice President of the Eczacıbaşı Building Products Division (Bathrooms) and General Manager of Eczacıbaşı Building Products, and in October 2013, he was given the additional role of Executive Vice President of the Eczacıbaşı Building Products Division. Gümrah was appointed CEO of the Eczacıbaşı Group on 1 February 2017.

In addition to serving on the boards of several Eczacıbaşı Group companies, Gümrah was assigned the additional post of General Manager of Eczacıbaşı Holding on 1 January 2019. He is also the Chairman of the Clay, Ceramic, Cement and Glass Industry Employers Association of Turkey.

Seyfettin Sarıçam

Seyfettin Sarıçam graduated from Boğaziçi University's Industrial Engineering Department in 1995 and received his MBA degree from New York University Stern School of Business in 1999.

Sarıçam started his career in the audit department of PwC Istanbul Office between 1995 and 1997. After completing his MBA, he worked respectively for JPMorgan Chase in New York and London as Investment Banking Associate (1999-2001), the Istanbul-based corporate finance and advisory boutique Antika Partners as Vice President (2002-2006), and Merrill Lynch Turkish Investment Banking department as Vice President (2006-2008) and Director (2008-2010). Sarıçam joined Deutsche Bank's Turkish Investment Banking department in 2010 and became Head of Turkish Corporate Advisory in 2014.

Sarıçam joined the Eczacıbaşı Group in July 2016 as Deputy Vice President of Strategic Planning and Finance and became Executive Vice President in October 2016. Seyfi Sarıçam continues to serve as Chief Financial Officer since January 2019.

H. Toker Alban

Born in Istanbul in 1946, Toker Alban completed his secondary education at Ankara College and his undergraduate degree in the Department of Finance and Economics of Ankara University's Faculty of Political Sciences. Subsequently, he completed a postgraduate degree in economics at Oxford University.

Alban worked as an Economist and Project Specialist in the State Investment Bank from 1969 to 1976 and as Education Manager, Assistant General Manager and Board Member of DESİYAB from 1976 to 1980; he was also a member of the Board of Directors of Taksan and Testaş. In 1980, he joined the Eczacıbaşı Group as Planning and Budget Control Manager at Eczacıbaşı Seramik Sanayi ve Ticaret A.Ş. Later, he moved to Eczacıbaşı Holding where he served respectively as Assistant Coordinator of the Building Products Division, Assistant General Manager, Planning and Finance Coordinator, and Head of the Strategic Planning and Finance Department. Alban retired in January 2009.

Toker Alban is an independent member of the Company's and İntema Building Materials Marketing and Sales' board of directors since April 2018.

Zühal Atanan

Born in Çanakkale in 1954, Zühal Atanan completed her secondary education at Robert Academy, her undergraduate degree in Boğaziçi University's Faculty of Administrative Sciences and continued her studies at the University of California, Berkeley, where she obtained an MBA.

Atanan started her business life as a planning specialist at Eczacıbaşı Holding A.Ş. Over the next 30 years, she held numerous strategic planning positions at Eczacıbaşı Holding while also serving on the board of directors of various Eczacıbaşı Group companies. Atanan retired from her final post as Strategic Planning and Business Development Director in July 2009.

Zühal Atanan is an independent member of the Company's and İntema Building Materials Marketing and Sales' board of directors since April 2018.

STATEMENT OF INDEPENDENCE

I hereby declare that within the framework of the legislation, the articles of association, and the criteria specified in the Corporate Governance Communiqué of the Capital Markets Board, I am a candidate for taking the office as an "independent member" in EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar San. ve Tic. A.Ş. (Company), and within this scope;

- That there has been no employment relation at manager level to undertake significant roles and responsibilities, that more than 5 percent of capital or voting rights or privileged shares has not been collectively or individually acquired or that no material commercial relationship has been established during the last five years between the Company, partnerships in which the Company has management control or material effect, partners having management control on the Company or having material effect on the Company, legal persons in which such partners have management control, and me, my spouse and my second degree relatives by blood and marriage;
- That during the last five years, I have not taken office as a partner (5 percent and above), employee in capacity of manager to undertake significant roles and responsibilities or member of the board of directors in the companies from/to which the Company has considerably purchased/sold service or product, within framework of the agreements concluded including notably the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, for the period during which such service or product purchase or sales transactions have been performed;
- That I have the professional education, knowledge, and experience to carry out properly the duties that I shall undertake as an independent member of the board of directors;
- That I will not work as a full-time employee in public institutes and institutions, except for being a faculty member at a university and provided that it is consistent with the legislation, after being elected as a member;
- That I am considered a resident of Turkey pursuant to the Income Tax Law;
- That I possess strong ethic standards, professional reputation, and experience to make positive contributions to the Company's activities, to preserve my impartiality in any conflict of interest between the company and its shareholders, and to decide independently taking into account the interests of the stakeholders;
- That I will spare time for works of the Company to such extent that I can track functioning of the Company's activities and completely fulfill the requirements of the duties I assume;
- That I have not served as a board member at the Company's board of directors for more than six years in the last ten years;
- That I do not take office as an independent member of the board of directors in the Company and in more than three of the companies controlled by the partners having management control on the Company and, in total, in more than five of the companies being traded in the stock market;
- And that I have not been registered and announced in the name of a legal entity that has been elected as a member of the board of directors.

2st March 2020

Hasan Toker ALBAN

STATEMENT OF INDEPENDENCE

I hereby declare that within the framework of the legislation, the articles of association, and the criteria specified in the Corporate Governance Communiqué of the Capital Markets Board, I am a candidate for taking the office as an "independent member" in EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar San. ve Tic. A.Ş. (Company), and within this scope;

- That there has been no employment relation at manager level to undertake significant roles and responsibilities, that more than 5 percent of capital or voting rights or privileged shares has not been collectively or individually acquired or that no material commercial relationship has been established during the last five years between the Company, partnerships in which the Company has management control or material effect, partners having management control on the Company or having material effect on the Company, legal persons in which such partners have management control, and me, my spouse and my second degree relatives by blood and marriage;
- That during the last five years, I have not taken office as a partner (5 percent and above), employee in capacity of manager to undertake significant roles and responsibilities or member of the board of directors in the companies from/to which the Company has considerably purchased/sold service or product, within framework of the agreements concluded including notably the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, for the period during which such service or product purchase or sales transactions have been performed;
- That I have the professional education, knowledge, and experience to carry out properly the duties that I shall undertake as an independent member of the board of directors;
- That I will not work as a full-time employee in public institutes and institutions, except for being a faculty member at a university and provided that it is consistent with the legislation, after being elected as a member;
- That I am considered a resident of Turkey pursuant to the Income Tax Law;
- That I possess strong ethic standards, professional reputation, and experience to make positive contributions to the Company's activities, to preserve my impartiality in any conflict of interest between the company and its shareholders, and to decide independently taking into account the interests of the stakeholders;
- That I will spare time for works of the Company to such extent that I can track functioning of the Company's activities and completely fulfill the requirements of the duties I assume;
- That I have not served as a board member at the Company's board of directors for more than six years in the last ten years;
- That I do not take office as an independent member of the board of directors in the Company and in more than three of the companies controlled by the partners having management control on the Company and, in total, in more than five of the companies being traded in the stock market;
- And that I have not been registered and announced in the name of a legal entity that has been elected as a member of the board of directors.

2st March 2020

Zühal ATANAN

ANNEX-3 MAIN CONTRACT AMENDMENT TEXT

OLD TEXT	NEW TEXT
<p>ARTICLE 7 - REGISTERED CAPITAL</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>The issued capital of the Company has been divided into 68,526,000,000 shares with a nominal value of 1 kurus.</p> <p>The shares representing the capital are tracked in dematerialized form in accordance with dematerialization principles.</p> <p>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.</p> <p>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.</p>	<p>ARTICLE 7 - REGISTERED CAPITAL</p> <p>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.</p> <p>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.</p> <p>The permission for the authorized capital ceiling granted by the Capital Markets Board is valid from 2020 to 2024 (for 5 years). Even if the permitted authorized capital ceiling is not reached at the end of 2024, in order for the Board of Directors to make a decision on capital increase after 2024, 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.</p> <p>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.</p> <p>The issued capital of the Company has been divided into 68,526,000,000 shares with a nominal value of 1 kurus.</p> <p>The shares representing the capital are tracked in dematerialized form in accordance with dematerialization principles.</p> <p>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.</p> <p>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.</p>

ANNEX-4 DONATION AND GRANTS POLICY

The Donation and Grants Policy of our Company has been specified as the below in subclause G of article 4 of the Company Main Agreement:

"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."

Every Year in the General Assembly Meeting every year, shareholders decide the upper limit of donations to be made that year.

ANNEX-5 REMUNERATION POLICY FOR THE BOARD OF DIRECTORS AND KEY MANAGEMENT PERSONEL

This policy document defines the system and practices for remuneration of our Board members and top-level managers assuming administrative responsibilities under the scope of the CMB regulations.

The wage management in Eczacıbaşı Group is essentially based on determination of the wages considering the employees' education levels, competencies, performances and market values. In this context, market wage surveys are performed every year by the Human Resources Group Directorate of Eczacıbaşı Group including also our Company; and each company's wage structure is compared considering the companies out of the Group and as a result, the senior managements of the companies are duly informed. Since all information related to wages is considered private and personal, confidentiality is essential and our employees are requested to pay attention to this issue.

The Company's performance-based remuneration plans cannot be used for remuneration of the independent board members. Independent members of the Board of Directors are paid such remuneration determined in accordance with the decisions of the General Assembly.

Payments are made to executive members, Chairman and Vice-chairman of the Board of Directors in the scope of a policy established for senior managers as set out in further detail below.

The Board members can be paid a remuneration due to the services they render and commensurate with their performances and positions provided that they are at the same time employees, and are paid on a pro rata basis considering their period of service as of the dates of appointment to and resignation from office; and the costs and expenses incurred by the board members (expenses such as transportation, telephone, insurance, etc.) due to their contributions to the Company may be borne by the Company.

The key management personel wages are comprised of two different parts such as fixed payments and performance-based payments.

Our remuneration policy is arranged and applied considering the wage and fringe benefits management; and the fair, objective, and competitive criteria appreciating, rewarding and motivating high performance.

Our remuneration policy is based on the concepts of volume of business, performance, contribution in the activities, knowledge/skills and competencies; and aims recruitment and retention by our Company of the workforce with desired qualifications that will allow for establishment of intra-company and inter-company wage balance and the market competitiveness, motivating the employees and increasing their loyalty and achievement of our company's objectives. The Job Family Model that we apply under the structure of our Company is based on an objective system; in this model, the roles in the organization, the basic responsibilities, knowledge/skills/experience and competencies and performance indicators are defined and the fixed wages are determined accordingly.

The Variable Wage Management, which is similarly applied in our Company, aims to reward success and to encourage our employees to display superior performance and to completely establish target-oriented performance culture in our company in order to achieve our Company's budget targets and to support the achievement of business results exceeding such targets.

The "fringe benefits" intended to support the wage management with additional benefits are taken as an important integral part of the total reward management; and the fringe benefits that we provided as a company are at arm's length and also bear the competitive and equitable characteristics.