

**EİS ECZACIBAŞI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR
SANAYİ VE TİCARET A.Ş.
ORDINARY GENERAL ASSEMBLY FOR 2018
INFORMATION DOCUMENT**

The Ordinary General Assembly meeting of our Company will be held on **11 April 2019**, Thursday **at 08:30** at the **WYNDHAM GRAND İstanbul Levent Hotel** located at Esentepe Mahallesi Büyükdere Caddesi No:177-183 Şişli - İstanbul in order to discuss the items of the agenda specified below.

The shareholders of our Company may attend the Ordinary General Assembly Meeting personally or via electronic media either in person or via their representatives. Electronic participation at the meeting shall take place through Electronic General Meeting ("e-GEM") supplied by the Central Registry Agency (CRA), and the shareholders or their representatives, who wish to attend the meeting by electronic means, are required to comply their obligations under the "Regulation on the General Assembly Meetings of Joint Stock Companies to be Held via Electronic Media" published in the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué on Electronic General Assembly System to be Followed during the General Assembly Meetings of Joint Stock Companies" as published in the Official Gazette dated 29 August 2012 and numbered 28396 and to make required definitions at CRA.

General Assembly Meetings to be held physically may be attended:

- by natural person shareholders by presenting their ID cards,
- by the corporate shareholders through their representatives authorized to bind and represent that corporate shareholder by presenting their I D cards and proxies,
- by the representatives of natural person and corporate shareholders by presenting their ID cards and proxies, and
- by the representatives authorized through Electronic General Assembly System by presenting their signatures, and in each case, by signing the list of attendants.

The shareholders who will attend the meeting by proxy are required to submit the power of attorney to be issued by notary public in favor of third party proxies, a sample of which is attached hereto, and available at our Head Office and online at www.eis.com.tr in accordance with the provisions of the Communiqué No. II-30.1 of the Capital Markets Board "Voting by Proxy and Proxy Meetings by Call". A proxy appointed through e-GEM is not required to submit a hard copy of the proxy, and such proxy appointed through e-GEM is entitled to attend the meeting in person or through e-GEM. It is mandatory for the proxy who shall attend the meeting by proxy and in person to present notarized power of attorney and ID card irrespective that he / she has been appointed through e-GEM.

Pursuant to paragraph 4 of article 415 of the Turkish Commercial Code numbered 6102 and paragraph 1 of article 30 of the Capital Markets Law numbered 6362, the right to attend General Assembly meetings and to cast vote may not be conditioned upon the depositing of the share certificates. Accordingly, there is no requirement for our shareholders that will attend the General Assembly Meeting to have their shares blocked.

Annual Report of Board of Directors containing Financial Statements, Independent Audit Report, Corporate Governance Principles Compliance Report and profit distribution proposal of the Board of Directors for the year 2018 and the General Assembly Information Document containing the following items of the agenda and the explanations required for compliance with the regulations of the Capital Markets Board shall be made available for review by our shareholders at the Registered Office of the Company, the internet website at www.eis.com.tr, Public Disclosure Platform and e-GEM three weeks in advance of the meeting date.

Kindly submitted to the attention of our esteemed shareholders.

Yours sincerely,

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 changes in the management and activities of our Company or subsidiaries which may materially affect the Company's activities:

There is no management or activity change which may materially affect the current or projected activities of our Company or subsidiaries which may materially affect our Company.

3. Information about the requests of shareholders to add items to the agenda:

There is no written request communicated to our Investor Relations Department by the shareholders to add new items to the agenda.

ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING AT 11 APRIL 2019

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 2018

The Report of Board of Directors for the year 2018 including Corporate Governance Principles Compliance Report which has been made available for review by our shareholders at our Company's Head Office, its website (www.eis.com.tr), and Electronic General Assembly System of the Central Registry Agency for a period of three weeks prior to the General Assembly Meeting in accordance with the provisions of the Turkish Commercial Code, the Regulation and Capital Market Law and relevant regulations shall be read and presented for the opinions and approvals of our shareholders at the General Assembly Meeting.

3. Reading of the summary of Independent Audit Report for the fiscal year 2018 and briefing about the audit activity and its results to the General Assembly

The summary of the Independent Audit Report prepared in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board and made available for review by our shareholders at the Head Office, the web site (www.eis.com.tr) of our Company as well as the Electronic General Assembly System of the Central Registry Agency for a period of three weeks prior to the General Assembly Meeting in accordance with the provisions of the Turkish Commercial Code and the Regulation shall be submitted for the opinions and briefing to our shareholders at the General Assembly Meeting.

4. Reading, discussion and approval of the Financial Statements for the fiscal year 2018

The Financial Statements of our Company have been made available for review by our shareholders at our Company's Head Office, in the Company web site (www.eis.com.tr), Public Disclosure Platform and Electronic General Assembly System of the Central Registry Agency for a period of three weeks prior to the General Assembly Meeting in accordance with the provisions of the Turkish Commercial Code, the Regulation and Capital Market Law and relevant regulations shall be submitted for the opinions and approvals of our shareholders at the General Assembly Meeting.

5. Release of the members of the Board of Directors for their affairs in the year 2018

The release of each of the members of our Board of Directors in relation to the activities, transactions and accounts for the year 2018 will be presented separately for approval of the General Assembly in accordance with the provisions of the TCC and the Regulation.

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 tables of account period from 1st January 2018 to 31st December 2018 prepared by our Company in the frame of Turkish Trade Law (TTL) and CMB provisions in line with the Turkish Accounting Standards and audited by the PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., there has occurred "Consolidated Net Profit for the Year" of which TL 240,119 thousand belong to the equity holders of the parent. The Profit Distribution Table prepared in accordance with the format in the Dividend Guide announced in the attachment of the communiqué on dividends with no. II-19.1 of CMB with the profit distribution proposal that has been prepared by our Board of Management in accordance with the Dividend Policy of the Company, is attached to the **ANNEX-1**.

7. Election of the new members of the Board of Directors and Independent Members, determination of their remuneration and duty terms

Number of members of the Board of Directors and their duty terms shall be determined in accordance with the Turkish Commercial Code, Regulation and CMB regulations and pursuant to the principles laid down in the Articles of Association as related to the election of the members of the Board of Directors, and then new members shall be elected instead of those members whose term have expired. In addition, independent member of the Board of Directors shall be elected as part of the compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

In the Board of Directors recommended to be comprised of 6 members, it is compulsory that 2 members should meet the independence criteria as defined in the CMB's compulsory Corporate Governance Principles.

Upon the proposal of the Corporate Governance Committee that evaluated the candidates presented to it based on the criteria laid down in the Corporate Governance Communiqué No. II-17.1, our Board of Directors resolved that Mr. Hasan Toker Alban and Mrs. Zühal Atanan be nominated as the Independent Board Members at the General Assembly.

Our Board of Directors nominees to be submitted to the approval of shareholders in the General Assembly are: Mr. Ferit Bülent Eczacıbaşı, Mr. Rahmi Faruk Eczacıbaşı, Mr. Mustafa Sacit Basmacı, Mr. Atalay Muharrem Gümrah, Mr. Hasan Toker Alban (Independent Member) and Mrs. Zühal Atanan (Independent Member).

It shall be decided that no additional remuneration merely related to membership be paid to the members of the Board of Directors other than Independent Members in accordance with the provisions of the Turkish Commercial Code and the Regulation

and the principles specified in our articles of association and that the remuneration payable to the Independent Members be determined.

The names and résumés of the candidates notified to our company for the year 2019 and the independence statements of the Independent Members of the Board of Directors are provided in **ANNEX-2**; and the said candidates will be elected by the General Assembly to perform their duties for one year.

8. Submitting for the approval of the General Assembly the Independent Audit Firm for the fiscal year 2019 proposed by the Board of Directors pursuant to the Article 399 of the Turkish Commercial Code and Capital Markets Board regulations

In line with Turkish Commercial Code and Capital Markets Board legislation, during the board of directors meeting dated 28 March 2019, obtaining the opinion of the Audit Committee, it has been resolved PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. will be assigned to audit corporate accounts for the 2019 financial year, and this proposal will be presented to confirmation of General Assembly.

9. Informing General Assembly regarding the donations and grants made by the Company in 2018, submitting the Donation and Grants Policy to the approval of General Assembly and determining the upper limit of donations to be made in the year 2019

Pursuant to Article 6 of the CMB's Profit Share Communiqué No. II-19.1, the upper limit of donations to be made should be determined by the General Assembly if no provisions are contained in the Articles of Association and it is mandatory to present the donations and payments made throughout the year to the approval of the shareholders at the General Assembly meeting.

In this content, the "Donation and Grants Policy" in **ANNEX-3** prepared by the Board of Directors will be submitted to the approval of the General Assembly.

In 2018, an amount of TL 400 (of this amount, TL 300 was donated to TEV, TL 100 was donated to TEMA Vakfi) has been donated (entirely donated to the foundations). Furthermore, the upper limit of the donations to be made in 2018 shall be fixed by the general assembly.

10. Giving information to the General Assembly regarding collaterals, pledges, mortgages and sureties granted by the Company to third parties and revenues and compensations obtained in 2018 pursuant to the Corporate Governance Principles

Pursuant to Article 12/4 of the CMB's Corporate Governance Communiqué No. II-17.1; it is required that any collaterals, pledges, mortgages and sureties granted by the Company and/or its subsidiaries to secure the debts of the third persons as well as the revenues or compensations obtained therefrom be inserted as a separate item to the agenda of the ordinary General Assembly meeting. Information has been supplied in this respect in the Footnote No. 18 of the Consolidated Financial Statements dated 31 December 2018.

11. Giving information to the General Assembly about the "Remuneration Policy" defined for the members of the Board of Directors and key management personnel

The principles for remuneration of the members of the Board of Directors and the senior officers pursuant to Article 4.6.2 of the CMB's "Corporate Governance Communiqué" No. II-17.1 have been arranged by our Company in writing as the "Remuneration Policy"; and it will be presented for information to the shareholders as a separate item and the shareholders will be allowed to express their opinions in relation thereof in the General Assembly meeting. The "Remuneration Policy" prepared to this effect is provided in **ANNEX-4**.

12. Authorizing the shareholders holding the management control, the members of the Board of Directors, the senior executives with administrative responsibility and their spouses and relatives related by blood or affinity up to the second degree second degree to compete with and to carry out transactions that might cause conflict of interest with the Company itself or its subsidiaries, to conduct the activities under the scope of the line of business of the Company directly or on behalf of others and to participate in the companies conducting such kind of activities in the year 2018 and to perform any other transactions pursuant to articles 395 and 396 of the Turkish Commercial Code for the year 2019

The members of our Board of Directors may perform the transactions set forth under the paragraph 1 of article 395 of the Turkish Commercial Code (Prohibition of Transaction with the Company and Prohibition of Indebtedness to Company) and article 396 (Non-Competition) only subject to the approval of the General Assembly.

Pursuant to Article 1.3.6 of the CMB's "Corporate Governance Communiqué" No. II-17.1, if and when the controlling shareholders, the the members of the Board of Directors and senior officers, and their spouses and blood relatives and relatives by marriage up to second degree enter into a material transaction which may lead to conflict of interests with the Company or its affiliates, and/or engage in their own name or on the account of third parties in any commercial transaction within the fields of business of the Company or its affiliates, or enter as an unlimited liability partner in another company engaged in the same type of business with the Company, such transactions are put on the agenda of the General Assembly as a separate item and entered in the General Assembly minutes provided that detailed information is provided at the General Assembly in this respect.

In order to satisfy the requirements laid down in such regulations, the said consent shall be submitted to the General Assembly and information as to whether or not such a transaction has been conducted in 2018 shall be provided.

13. Wishes.

ANNEX-1 PROFIT DISTRIBUTION PROPOSAL

During the meeting of our Board of Directors held on 8th March 2019;

It was determined that our company's net distributable profit including grants of the period as of 31st December 2018 was TL 226,994,563 on 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 249,371,907 on the financial statements issued according to the legal records.

Related to the distribution of the profit of 2018, 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, it was decided to make proposal to our partners regarding the following issues;

- 1)** To distribute cash dividend of TL 205,578,000 corresponding to 30% of the issued capital of our company,
- 2)** To pay dividend of gross 30% 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 26,662,407 after deducting the legal obligations and the forecasted dividend to be distributed from the pre-tax period profit of TL 315,571,673 accrued according to the legal records, to the Extraordinary Reserves,
- 4)** And to start the distribution on 20th May 2019,

during the Ordinary General Assembly Meeting to be held for the calendar year 2018.

EİS ECZACIBAŞI İLAÇ, SINAI VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş.
PROFIT DISTRIBUTION TABLE FOR 2018 (TL)

1.	Paid-in/Authorised Share Capital		685,260,000
2.	General Legal Reserves (as per Statutory Records)		88,957,855
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	295,281,000	315,571,673
4.	Taxes (-)	(55,162,000)	(53,074,929)
5.	Net Profit for the Period (=)	240,119,000	262,496,744
6.	Prior Years' Losses (-)	0	0
7.	Legal Reserve Fund (-)	(13,124,837)	(13,124,837)
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	226,994,163	249,371,907
9.	Grants made during the year (+)	400	0
10.	Net distributable profit including grants	226,994,563	249,371,907
11.	First Category Dividend to Shareholders		
	- Cash	205,578,000	205,578,000
	- Shares	0	0
	- Total	205,578,000	205,578,000
12.	Dividends Distributed to Preferred Shareholders	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	17,131,500	17,131,500
17.	Status Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	4,284,663	26,662,407
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 (*)	-	174,741,300	0	76.98	0.2550	25.50

(*) 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

Born in Istanbul in 1954, Faruk Eczacıbaşı is a graduate of the Istanbul German Lycée and Berlin Technical University's School of Management, where he earned his undergraduate and MBA degrees.

Faruk Eczacıbaşı began his professional career in the Eczacıbaşı Group's Strategic Planning Department in 1980. Soon after, he took on the mission of "computerizing" the Eczacıbaşı Group, which later evolved into the Group's e-transformation process. In 1996, Faruk Eczacıbaşı was appointed Vice Chairman of the Eczacıbaşı Group, a position he continues to hold today.

Additionally, Faruk Eczacıbaşı is President of the Turkish Informatics Foundation (TBV) which he co-founded in 1995 to assist in Turkey's transformation to an information society. In this role, he is contributing to the preparation of numerous studies on related issues as well as the shaping of public policy.

Drawing on all these experiences, Faruk Eczacıbaşı wrote a book in 2018 that analyzes the transformational changes taking place in Turkey and around the world as a result of new digital technologies. Entitled "Daha Yeni Başlıyor" (This is Only the Beginning), the book looks at the economic and social impact in Turkey and worldwide of the accelerating pace of technological change, considers the challenges for individuals, institutions and societies, and discusses ways to prepare for the positive and negative aspects of this new future.

Faruk Eczacıbaşı is also President of the Eczacıbaşı Sports Club, a position he has held since 1999.

M. Sacit Basmacı

Born in 1952, Basmacı received his undergraduate degree from the Economics-Finance Department of the Faculty of Political Science of Ankara University in 1974.

Sacit Basmacı began his career in the Ministry of Finance as a tax accountant between 1974 and 1981. In 1981, he joined Eczacıbaşı Holding as an auditor, remaining here through 1983. In 1984, he moved to Cankurtaran Holding as Vice President of Financial and Administrative Affairs, later becoming a member of the Management and Executive Board, and Certified Public Accountant and Financial Advisor.

Basmacı returned to the Eczacıbaşı Group in 2003 as Assistant Vice President of Financial Affairs. Since January 2004, Basmacı has served as Executive Vice President, Head Comptroller and Legal Affairs, and General Manager of Eczacıbaşı Holding. M. Sacit Basmacı continues to serve as Chief Audit Executive.

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.

Atalay Gümrah is married, has two children, and speaks English, French and Italian.

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.

1st March 2019

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.

1st March 2019

Zühal ATANAN

ANNEX-3 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-4 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.