

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

The Extraordinary General Assembly meeting of our Company will be held on **3 July 2017**, Thursday **at 14:30** 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 Extraordinary 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.

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.

OUR ADDITIONAL DISCLOSURES UNDER THE SCOPE OF THE 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.	201.116.812,39	29,35	20.111.681.239	29,35
Other (Listed)	137.297.727,19	20,04	13.729.772.719	20,04
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.

**OUR EXPLANATORY NOTES RELATED TO THE ITEMS ON THE
AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY
MEETING DATED 3 JULY 2017**

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. As the transaction to be discussed as the 3. item of the agenda is considered as a material transaction under the article 23 titled "material transactions of partnerships" of the Capital Market Law (CML) number 6362, the subparagraph (b) of paragraph 1 of article 5 titled "material transactions" and the subparagraph (c) of paragraph 1 of article 6 titled "materiality criterion" of the "Communiqué on Common Principles Regarding Material Transactions and the Right to Separate" number II-23.1 of the Capital Markets Board (CMB); our shareholders have the right to separate and the process regarding separation price and exercise of the right to separate will be submitted to our shareholders for information purposes as follows:

- a) In accordance with article 9 titled "exercise of the right to separate" of the Communiqué, our shareholders have the right to separate by way of selling their shares to the Company provided that they attend to General Assembly Meeting where the transaction is to be approved and that they have their statement of opposition registered to the minutes of the meeting;
- b) In accordance with the provisions of article 24 titled "right to separate" of the CML and of article 10 titled "price of the exercise of the right to separate" of the Communiqué, the price of the exercise of the right to separate has been calculated as TRY 3.3823 for a share with a nominal value of TRY 1 (one Turkish Lira) (*pursuant to article 7 of the articles of association of our Company, as the nominal value of one share is 1 Kurus, the price of the exercise of the right to separate for one share with a nominal value of TRY 0.01 will be TRY 0.033823*);
- c) In order to adopt the transaction, to be discussed as the 3. item of the agenda, at the General Assembly Meeting, it will be required to have two third of the shares with voting rights present at the General Assembly Meeting vote affirmatively without seeking quorum pursuant to paragraph 1 of article 7 titled "general assembly meetings to vote material transactions" of the Communiqué; however, if at least half of the shares with voting rights representing the capital is present at the meeting, the resolution will be taken with the majority votes of shares with voting rights present at the General Assembly Meeting;
- d) In accordance with paragraph 2 of article 7 titled "general assembly meetings to vote material transactions" of the Communiqué, for voting the 3. item of the agenda at the General Assembly Meeting; the real persons being shareholders with ultimate controlling party status according to paragraph 1 of article 436 of the Turkish Commercial Code and the partnerships in which such real persons have management control will not vote if this transaction will cause direct personal result for such real persons; however, our shareholders not included within that status and for whom the transaction will not cause direct personal result will vote at the meeting;

- e) Under the provisions of paragraph 6 of article 9 titled "exercise of the right to separate" of the Communiqué, the "exercise of the right to separate" will begin within 6 (six) working days at the latest after the General Assembly Meeting and the exercise period for "the right to separate" will be 10 (ten) working days maximum;
- f) According to paragraph 7 of article 9 titled "exercise of the right to separate" of the Communiqué; our shareholders, who would exercise their "right to separate", will make the sales (exercise of the "right to separate") by delivering their shares, which are subject to the "right to separate", to İş Yatırım Menkul Değerler A.Ş., who would perform the purchasing on behalf of our Company, in line with the general provisions and within framework announced for the process of exercising the right to separate; and our shareholders, who made an application to the said intermediary institution to exercise the "right to separate", will be paid the price for their shares on the following working day after the "sale" at the latest;
- g) According to paragraph 9 of article 9 titled "exercise of the right to separate" of the Communiqué, it is compulsory for our shareholders to exercise their "right to separate" for all the shares they have as of the date of the General Assembly Meeting;
- h) According to paragraph 3 of article 9 of the Communiqué; where there is usufruct on shares and where voting right is exercised by beneficial owners, it is not possible for beneficial owners to exercise the right to separate and in such case, in order for shareholder to exercise the right to separate, it is compulsory for shareholder to attend the General Assembly Meeting and cast negative vote for the material transaction and to have its statement of opposition registered to the minutes of the Meeting;
- i) Where the 3. item of the agenda subjecting of the right to separate is rejected at the General Assembly Meeting, there will not be the "right to separate";

the above issues are submitted to the shareholders for information purposes and the shareholders will be informed in this regard also at the General Assembly Meeting.

3. As publicly announced on 28th April 2017 on the Public Disclosure Platform, the sale transaction of all of our shares in Eczacıbaşı Girişim Pazarlama Tüketim Ürünleri Sanayi ve Ticaret A.Ş., in which we hold the shares of 48.13% of the capital, to Eczacıbaşı Holding A.Ş. for the price of TRY 37,541,400 calculated based on the valuation report dated 2nd June 2017 issued by KPMG Akis Bağımsız Denetim ve SMMM A.Ş. will be submitted to our shareholders for approval;

Pursuant to the resolution adopted on 28.04.2017 by the Board of Directors of the Company in accordance with the Communiqué on Common Principles Regarding Material Transactions and the Right to Separate (II-23.1) of the Capital Markets Board; information will be provided to our shareholders about the said sale transaction and these transactions will be submitted to our shareholders for approval.

4. Wishes.