

**ÈS ECZACIBAŐI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR
SANAYİ VE TİCARET A.Ő.
ORDINARY GENERAL ASSEMBLY FOR 2015
INFORMATION DOCUMENT**

The Ordinary General Assembly meeting of our Company will be held on **26 April 2016**, Tuesday **at 09:00** at the **Wyndham Grand Hotel** located at Esentepe Mahallesi Büyükdere Caddesi No:177-183 Şişli - Istanbul 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 2015 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.

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 (TRL) | Share Ratio (%) | Share Amount and Voting Right | Voting Right and Voting Right Ratio (%) |
|---|-----------------------|-----------------|-------------------------------|---|
| Eczacıbaşı Holding A.Ş. | 277,476,368.35 | 50.62 | 27,747,636,835 | 50.62 |
| Eczacıbaşı Yatırım Holding Ortaklığı A.Ş. | 157,922,432.92 | 28.81 | 15,792,243,292 | 28.81 |
| Other (Listed) | 112,809,198.73 | 20.57 | 11,280,919,873 | 20.57 |
| Total | 548,208,000.00 | 100.00 | 54.820.800.000 | 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 ORDINARY GENERAL ASSEMBLY MEETING DATED 26 APRIL 2016

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 2015,

The Report of Board of Directors for the year 2015 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 2015 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 approvals of our shareholders at the General Assembly Meeting.

4. Reading, discussion and approval of the Financial Statements for the fiscal year 2015,

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 2015,

The release of each of the members of our Board of Directors in relation to the activities, transactions and accounts for the year 2015 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 2015 to 31st December 2015 prepared by our Company in the frame of Turkish Trade Law (TTL) and CMB provisions in line with the Turkish Accounting Standards and controlled by the DRT Independent Audit and Independent Accountant and Financial Consultation Inc. Co. (member of Deloitte Touche Tohmatsu Limited), there has occurred "Consolidated Net Profit for the Year" of which TRL 67,647 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 regarding the delicate balance between the current profitability and cash statement of our company in accordance with the Dividend Policy of the Company, capital needs, investment and finance policies of our Company, subsidiaries and associates, possible expectations of our shareholders and long-term growing strategies of our company foreseen is attached to the **ANNEX-1**.

7. Negotiating and deciding upon the amendment of article 7 of the Company's Articles of Association, entitled "Authorized Capital", provided that the necessary authorization has been obtained from the Capital Markets Board and the Ministry of Customs and Trade of the Republic of Turkey;

Taking into account the fact that the authorization for the authorized capital upper limit of our company will expire in 2017, the Board of Directors has decided, at its meeting dated 17 March 2016:

- 1) To increase the new authorized capital upper limit from TL 548,208,000.- (Five hundred and forty-eight million two hundred and eight thousand Turkish Lira) to TL 1,920,000,000.- (one billion nine hundred and twenty million Turkish Lira) to be effective between the years 2016 and 2020;
- 2) Accordingly, to lodge necessary applications with the Capital Markets Board and the Ministry of Customs and Trade of the Republic of Turkey in order to amend article 7 of the articles of association, entitled Authorized Capital, in accordance with the text of amendment in **ANNEX-2**, and to submit the amended article to the General Assembly for approval after the permissions are obtained;

The application for the amendment of the Articles of Association, lodged by the Company with the Capital Markets Board on 21 March 2016, has been approved with the letter of the Capital Markets Board dated 25 March 2016 and numbered 29833736-110.03.02-E.3557, and an application has been submitted to the Ministry of Customs and Trade to obtain the required authorization.

8. 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. Akın Dinçoy and Mr. Şenol Süleyman Alanyurt be nominated as the Independent Board Members at the General Assembly.

Currently, our Board of Directors is comprised of 6 members. Mr. Ferit Bülent Eczacıbaşı (Chairman), Mr. Rahmi Faruk Eczacıbaşı (Vice Chairman), Mr. Mustafa Sacit Basmacı, Mrs. Ayşe Deniz Özger, Mr. Akın Dinçoy (Independent Member) and Mr. Şenol Süleyman Alanyurt (Independent Member) act as the Board members. Our Board of Directors will propose to the shareholders at the General Assembly that the existing members be re-elected.

It shall be decided that no 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 2016 and the independence statements of the Independent Members of the Board of Directors are provided in **ANNEX-3**; and the said candidates will be elected by the General Assembly to perform their duties for one year.

9. Submitting for the approval of the General Assembly the Independent Audit Firm for the fiscal year 2016 conducted 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 31 March 2016, obtaining the opinion of the

Audit Committee, it has been resolved DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (member of Deloitte Touche Tohmatsu Limited) will be assigned to audit corporate accounts for the 2016 financial year, and this decision will be presented to confirmation of General Assembly.

10. Informing General Assembly regarding the donations and grants made by the Company in 2015, 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 2016,

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-4** prepared by the Board of Directors will be submitted to the approval of the General Assembly.

In 2015, an amount of TRL 1,725 has been donated (entirely donated to the foundations). Furthermore, the upper limit of the donations to be made in 2016 shall be fixed by the general assembly.

11. 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 2015 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 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. 20 of the Consolidated Financial Statements dated 31 December 2015.

12. 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-5**.

13. 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 2015 and to perform any other transactions pursuant to articles 395 and 396 of the Turkish Commercial Code for the year 2016,

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 2015 shall be provided.

14. Wishes.

ANNEX-1 PROFIT DISTRIBUTION PROPOSAL

The Board of Directors determined at its meeting held on 29 March 2016 that the Company's net distributable profit as of 31 December 2015 was TRL 62,349,762 based on the consolidated financial statements prepared as per the Communiqué no. II-14.1 of the Capital Markets Board ("CMB") on "Principles of Financial Reporting in Capital Markets" and approved by independent auditors; whereas, it was TRL 100,647,521 based on financial statements as per statutory records.

Net distributable profit shown in the consolidated financial statements prepared in accordance with the CMB regulations has been taken into account in distribution of the profit for the year 2015 pursuant to the regulations of the CMB as related to the profit distribution, Article 26 of the Articles of Association and the principles laid down in the "Profit Distribution Policy" of our company as disclosed to the public, also has approved to have a profit distribution from the "previous year profits" in the consolidated financial statements and "extraordinary reserves" in the legal financial statements and approved to present them to the General Assembly.

Accordingly it was resolved to present the following proposal to shareholders at the Ordinary General Assembly Meeting to be held for the 2015 on 26 April 2016:

- 1) Dividends in the amount of TRL 219,283,200 corresponding to 40% of the Company's issued share capital will be distributed,
- 2) The Dividend Pay being covered from;
 - The amount of 54.820.800 TL accounted for the 10% of the Company's issued share capital from the period income,
 - The amount of 164.462.400 TL accounted for the 30% of the Company's issued share capital from the "previous year profits" at the consolidated financial statements, "extraordinary reserves" at the legal financial statements as below;

| | TL |
|---|-----------------------|
| Extraordinary Reserves of the year 2014 | 44.566.623,36 |
| Extraordinary Reserves of the year 2013 | 16.496.881,39 |
| Extraordinary Reserves of the year 2012 | 39.930.016,60 |
| Extraordinary Reserves of the year 2011 | 11.642.331,19 |
| Extraordinary Reserves of the year 2010 | 2.844.805,13 |
| Extraordinary Reserves of the year 2009 | 26.752.169,05 |
| Extraordinary Reserves of the year 2008 | 65.609,56 |
| Extraordinary Reserves of the year 2007 | 22.163.963,71 |
| | 164.462.400,00 |

- 3) Dividend per share for TRL 1 nominal value will be 40% gross; for our resident individual shareholders and for our non-resident individual or corporate shareholders the net dividend calculated by deducting the withholding ratios as per the tax legislation will be paid,
- 4) After deducting the legal obligations from TRL 132,796,514 profit before tax for the term based on statutory records, the remaining amount will be transferred to Extraordinary Reserves,
- 5) Distribution will start on 10 May 2016.

| EİS ECZACIBAŞI İLAÇ, SİNAİ VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş. | | | |
|--|--|-------------------------------------|---------------------------------|
| PROFIT DISTRIBUTION TABLE FOR 2015 (TRL) | | | |
| 1. | Paid-in/Authorised Share Capital | | 548.208.000 |
| 2. | General Legal Reserves (as per Statutory Records) | | 53.032.699 |
| 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 | | 86.321.000 |
| 4. | Taxes (-) | | (18.674.000) |
| 5. | Net Profit for the Period (=) | | 67.647.000 |
| 6. | Prior Years' Losses (-) | | 0 |
| 7. | Legal Reserve Fund (-) | | (5.297.238) |
| 8. | NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=) | | 62.349.762 |
| 9. | Grants made during the year (+) | | 1.725 |
| 10. | Net distributable profit including grants | | 62.351.487 |
| 11. | First Category Dividend to Shareholders | | |
| | - Cash | | 54.820.800 |
| | - Shares | | 0 |
| | - Total | | 54.820.800 |
| 12. | Dividends Distributed to Preferred Shareholdres | | 0 |
| 13. | Other Dividends Distributed | | |
| | - Members of the Board of Directors | | 0 |
| | - Employees | | 0 |
| | - Non-shareholders | | 0 |
| 14. | Dividends Distributed to Holders of Usufruct Right Certificate | | 0 |
| 15. | Second Category Dividend to Shareholders | | 0 |
| 16. | Legal Reserve Fund | | 19.187.280 |
| 17. | Status Reserves | | 0 |
| 18. | Special Reserves | | 0 |
| 19. | EXTRAORDINARY RESERVES | | 4.787.922 |
| 20. | Other Sources Planned for Distribution | | 164.462.400 |

INFORMATION ON DIVIDEND PER SHARE

| | GROUP | TOTAL DIVIDEND AMOUNT | | TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD | DIVIDEND PER SHARE FOR 1 TRL NOMINAL VALUE | |
|---------|-------|-----------------------|--------------|---|--|-----------|
| | | CASH (TRL) | SHARES (TRL) | RATIO (%) | AMOUNT (TRL) | SHARE (%) |
| NET (*) | - | 186.390.720 | 0 | 298,94 | 0,34000 | 34,00 |

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

ANNEX-2 ARTICLES OF ASSOCIATION AMENDMENT TEXT

| FORMER TEXT | NEW TEXT |
|---|---|
| <p>ARTICLE 7 - REGISTERED CAPITAL</p> <p>The company has adopted registered capital system in accordance with the provisions of the Capital Markets Law No. 2499, and has implemented this system with the Authorization No. 333 of 16.5.1991 issued by the Capital Markets Board.</p> <p>The registered capital of the company is TRL 548,208,000 (five hundred and forty eight million two hundred and eight thousand) and it is divided into 54,820,800,000 registered shares, each having a nominal value of 1 (One) Kr.</p> <p>The authorization granted by the Capital Markets Board for the registered capital cap is valid for the years 2013-2017 (5 years). In the period ended 2017, even if the registered capital ceiling levels are not attained, in order for the Board of Directors to take capital increase decision for the period after 2017, the Board of Directors must get authorization for a new period not exceeding 5 years at the General Assembly from the Capital Market Board for a previously approved ceiling level or a new level. In case the company fails to get such an authorization, it will be considered as signed out from the registered capital system.</p> <p>The issued share capital of the Company being 548,208,000 (five hundred and forty eight million two hundred and eight thousand) TRL has been fully paid up in cash free of any collusive transactions.</p> <p>Issued share capital of the Company is divided into 54,820,800,000 shares, each having a value of 1 Kr, all of which are bearer shares.</p> <p>Shares representing the capital are monitored in line with dematerialization rules.</p> <p>The share capital may be increased or decreased in accordance with the provisions of the Turkish Commercial Code and Capital Market Legislation.</p> <p>The Board of Directors is authorized to increase the issued capital when it deems necessary, up to the upper limit of the registered capital, to restrict the rights of the shareholders to acquire new shares and to issue shares below the nominal value in accordance with the provisions of the Capital Markets Law. The authority to restrict the rights to acquire new shares cannot be exercised so as to give rise to any inequality among the shareholders.</p> <p>Nominal value of shares has been changed in accordance with the Turkish Commercial Code No. 5274, from TRL 1,000 to 1 Ykr. Due to this change, the number of total shares has decreased, therefore a share of 1 Ykr will be issued in exchange with 10 shares of TRL 1,000 each. The rights of shareholders arising from this change regarding their shares are reserved.</p> | <p>ARTICLE 7 - REGISTERED CAPITAL</p> <p>The company has adopted registered capital system in accordance with the provisions of the Capital Markets Law No. 2499, and has implemented this system with the Authorization No. 333 of 16.5.1991 issued by the Capital Markets Board.</p> <p>The registered capital of the company is TRL 1,920,000,000 (five hundred and forty eight million two hundred and eight thousand) and it is divided into 192.000.000.000 registered shares, each having a nominal value of 1 (One) Kr.</p> <p>The authorization granted by the Capital Markets Board for the registered capital cap is valid for the years 2016-2020 (5 years). In the period ended 2020, even if the registered capital ceiling levels are not attained, in order for the Board of Directors to take capital increase decision for the period after 2020, the Board of Directors must get authorization for a new period not exceeding 5 years at the General Assembly from the Capital Market Board for a previously approved ceiling level or a new level. In case the company fails to get such an authorization, Unless such authorization is obtained, no capital increase can be made with a decision of the board of directors.</p> <p>The issued share capital of the Company being 548,208,000 (five hundred and forty eight million two hundred and eight thousand) TRL has been fully paid up in cash free of any collusive transactions.</p> <p>Issued share capital of the Company is divided into 54,820,800,000 shares, each having a value of 1 Kr, all of which are bearer shares.</p> <p>Shares representing the capital are monitored in line with dematerialization rules.</p> <p>The share capital may be increased or decreased in accordance with the provisions of the Turkish Commercial Code and Capital Market Legislation.</p> <p>The Board of Directors is authorized to increase the issued capital when it deems necessary, up to the upper limit of the registered capital, to restrict the rights of the shareholders to acquire new shares and to issue shares below the nominal value in accordance with the provisions of the Capital Markets Law. The authority to restrict the rights to acquire new shares cannot be exercised so as to give rise to any inequality among the shareholders.</p> |

ANNEX-3 RESUMES OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS and STATEMENT OF INDEPENDENCE OF INDEPENDENT CANDIDATE MEMBERS

F. Bülent Eczacıbaşı

Born in 1949 in Istanbul, Bülent Eczacıbaşı, Chairman of the Eczacıbaşı Group, graduated from the Imperial College of Science and Technology, London, and obtained his master's degree in chemical engineering from the Massachusetts Institute of Technology. After initiating his professional career in 1974 in Eczacıbaşı Holding, Bülent Eczacıbaşı held a variety of management positions in Eczacıbaşı Group companies.

Over the years, Bülent Eczacıbaşı has been involved in a large number of civic associations, including TUSIAD, the Turkish Industry and Business Association, where he was Chairman of the Board (1991-1993) and Chairman of the High Advisory Council (1997-2001). He was also founding Chairman of the Turkish Economic and Social Studies Foundation (TESEV) (1993-1997) and Chairman of the Board of the Turkish Pharmaceuticals Manufacturers' Association (2000-2008).

Presently, Bülent Eczacıbaşı continues to serve TUSIAD as Honorary Chairman, TESEV (The Turkish Economic and Social Studies Foundation) as a member of the High Advisory Board, and the Turkish Pharmaceuticals Manufacturers' Association as Honorary President. He is also the Chairman of the Board of Trustees of the Istanbul Modern Art Foundation, the Chairman of the Board of Directors of Istanbul Foundation for Culture and Arts (IKSV).

R. Faruk Eczacıbaşı

Born in Istanbul in 1954, Faruk Eczacıbaşı is a graduate of the Istanbul German Lycee 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 in 1980. After working in the United States for several years, he served in various positions in the Eczacıbaşı Group. Currently Vice Chairman of Eczacıbaşı Holding, Faruk Eczacıbaşı was instrumental in the Group's e-Transformation as head of Eczacıbaşı's IT company, Eczacıbaşı Information and Communication Technologies.

Faruk Eczacıbaşı is Chairman of the Turkish Informatics Foundation (TBV), which was founded in 1995 to assist Turkey make the transformation to an information society. In this role, he has helped to prepare various research reports and contributed to the shaping of public policy. He served on the e-Transformation Executive Board established by the e-Transformation Turkey Action Plan and was influential in establishing jointly with the Turkish Industry and Business Association (TÜSİAD) Turkey's first and only private sector awards for the public sector, the e-Turkey Awards. He participated in national efforts to align Turkey's legislation with the EU Acquis Communautaire and helped to establish Turkey's first company providing legal and technical infrastructure for secure e-commerce and e-government. He has also led efforts to generate public consensus in favor of EU internet standards in place of internet surveillance. Currently, he is working on a project to create Turkey's first technology map. Faruk Eczacıbaşı is also President of the Eczacıbaşı Sports Club, a position he has held since 1999.

M. Sacit Basmacı

Born in 1952, Sacit 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 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.

Ayşe Deniz Özger

Born in 1959, Ayşe Deniz Özger received her undergraduate degree from the Pharmaceuticals Faculty of Hacettepe University in 1981.

Özger commenced her career in 1982 at Eczacıbaşı Pharmaceuticals Manufacturing, where she served first as Product Manager and then Product Group Manager. In 1989, she was appointed Marketing Manager at Eczacıbaşı Pharmaceuticals Marketing, and, in 1992, Vice General Manager in charge of Marketing and Sales. In 1995, Özger became General Manager of Eczacıbaşı-Rhone Poulenc, and in 2003, General Manager of Eczacıbaşı Pharmaceuticals Marketing. In 2011, Özger was appointed Vice President of the Eczacıbaşı Group's Healthcare Division in charge of Business Development, where she remained until January 2015.

Presently, Özger continues her involvement with the Eczacıbaşı Group as an advisor to the Executive Vice President of the Healthcare Division.

Şenol Süleyman Alanyurt

Born in Samsun in 1941, Şenol Alanyurt completed his undergraduate studies at Istanbul Technical University and his graduate studies at Istanbul University, Faculty of Economics, Institute of Business and Economics.

Şenol Alanyurt started his professional life in 1968 at Eczacıbaşı Pharmaceuticals Manufacturing as the Head of Business Studies Department. Alanyurt was appointed as Baxter Serum Department Head in 1971 and assumed the posts of Serum Plant Project Manager in 1979, Serum Plant Manager in 1982, Hospital Products General Manager in 1989, Board of Directors member and consultant of Eczacıbaşı-Baxter Hospital Products in 1994 and Eczacıbaşı Fine Chemical Products General Manager in 2000. Alanyurt retired in 2002.

Currently, Şenol Alanyurt is the independent board member of the company.

Akın Dinçsoy

Born in Erzincan in 1943, Akın Dinçsoy completed his undergraduate education in the department of Chemical Engineering at the Faculty of Chemistry in Istanbul University and his postgraduate education in the same department of the same university and thus, became a Chemical Engineer, MSc.

Starting to work in 1970 as the production supervisor at Eczacıbaşı Pharmaceuticals Manufacturing, Dinçsoy was appointed as the Production Planning Manager in 1980, Production Manager in 1989, Assistant General Manager for Production in 1990, and Production and Technical Assistant General Manager in 2001. After continuing to serve in this position at Eczacıbaşı Health Products, which was founded in 2004, he retired.

He served as a board member at Eczacıbaşı Fine Chemical Products between the years of 2003-2007 and at Eczacıbaşı Health Products between the years of 2004-2007. He also served as the advisor to the General Manager between the years of 2005-2007.

He served as the manager of Eczacıbaşı Pharmaceuticals Manufacturing responsible before the Ministry of Health between the years of 1985-2005; and in addition to this position, he has also acted as the Chairman of the Product Development Sub-Committee, Member of the Supreme Board of Product Development, the Chairman of the Occupational Health and Safety Committee, and the Chairman of GMP (Good Manufacturing Practice) Committee in the last 10 years.

Currently, Akın Dinçsoy is the independent board member of the company.

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate as an "independent member" of the Board of Directors of EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar San. ve Tic. A.Ş. ("Company") in accordance with the legislation, articles of association and the criteria determined by the Corporate Governance Principles announced by the Capital Market; and accordingly;

- that there is no employment relationship between myself, my wife, second degree blood and affinity relatives and the management control of the Company and partnerships that it has significant effect, and the partners holding the management control of the company and the legal entities that these partners have their management control, at a manager position to undertake major duties and responsibilities in the last five years; that I do not have, together or alone, more than 5 % of the capital or voting rights or privileged shares or that I do not have a significant business relationship,
- in the last five years, I have not served as a partner (5% and above), at a manager position to undertake major duties and responsibilities and / or as a board member, particularly for control (including tax audit, statutory audit, internal audit), grading and counseling of the company, in the companies that the company has sold or purchased significant amount of products or services in the framework of the investigations, in the selling or purchasing products or services period,
- I have the professional training, knowledge and experience in order to fulfil the tasks that I will assume as an independent member of the board of directors;
- I will not work on full-time basis at public entities and organization once I have been elected as the member except for acting as lecturer at universities provided that the provisions of applicable legislation are complied with,
- I am considered as a resident in Turkey in respect of the Income Tax Law;
- I have strong ethical standards, professional reputation and experience to contribute positively to the Company activities, to maintain my objectivity on the conflicts of interest between the company and the shareholders, to decide freely considering stakeholders' rights,
- I will spare the time for the Company's affairs in order to follow-up the functioning of the Company's activities and to fully meet the requirements of the tasks that I will assume.
- I have not served as board member more than six months in the Board of Directors of the Company, in the last ten years,
- I have not served as an independent board member in more than three of the companies that the Company or the partners who hold management control of the Company hold management control and in more than a total of five of the companies which are traded at the stock exchange, and
- I have not been registered and announced for and on behalf of the legal entity elected as the member of the Board of Directors.

Şenol Süleyman Alanyurt

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate as an "independent member" of the Board of Directors of EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar San. ve Tic. A.Ş. ("Company") in accordance with the legislation, articles of association and the criteria determined by the Corporate Governance Principles announced by the Capital Market; and accordingly;

- that there is no employment relationship between myself, my wife, second degree blood and affinity relatives and the management control of the Company and partnerships that it has significant effect, and the partners holding the management control of the company and the legal entities that these partners have their management control, at a manager position to undertake major duties and responsibilities in the last five years; that I do not have, together or alone, more than 5 % of the capital or voting rights or privileged shares or that I do not have a significant business relationship,
- in the last five years, I have not served as a partner (5% and above), at a manager position to undertake major duties and responsibilities and / or as a board member, particularly for control (including tax audit, statutory audit, internal audit), grading and counseling of the company, in the companies that the company has sold or purchased significant amount of products or services in the framework of the investigations, in the selling or purchasing products or services period,
- I have the professional training, knowledge and experience in order to fulfil the tasks that I will assume as an independent member of the board of directors;
- I will not work on full-time basis at public entities and organization once I have been elected as the member except for acting as lecturer at universities provided that the provisions of applicable legislation are complied with,
- I am considered as a resident in Turkey in respect of the Income Tax Law;
- I have strong ethical standards, professional reputation and experience to contribute positively to the Company activities, to maintain my objectivity on the conflicts of interest between the company and the shareholders, to decide freely considering stakeholders' rights,
- I will spare the time for the Company's affairs in order to follow-up the functioning of the Company's activities and to fully meet the requirements of the tasks that I will assume.
- I have not served as board member more than six months in the Board of Directors of the Company, in the last ten years,
- I have not served as an independent board member in more than three of the companies that the Company or the partners who hold management control of the Company hold management control and in more than a total of five of the companies which are traded at the stock exchange, and
- I have not been registered and announced for and on behalf of the legal entity elected as the member of the Board of Directors.

Akın Dinçsoy

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.