

**EİS ECZACIBAŞI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR  
SANAYİ VE TİCARET A.Ş.  
ORDINARY GENERAL ASSEMBLY FOR 2013  
INFORMATION DOCUMENT**

The Ordinary General Assembly meeting of our Company will be held on 15 April 2014, Tuesday at 10:30 at the Grand Hyatt Istanbul Hotel located at Taşkişla Caddesi No:1 Taksim - 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 Assembly System ("EGAS") 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](http://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" or to have the identity details of the proxy to attend the meeting registered with EGAS 1 day prior to the scheduled date of meeting. A proxy appointed through EGAS is not required to submit a hard copy of the proxy, and such proxy appointed through EGAS is entitled to attend the meeting in person or through EGAS. 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 EGAS.

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 2013 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](http://www.eis.com.tr), Public Disclosure Platform and EGAS 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.	277,476,368.34	50.62	27,747,636,834	50.62
Eczacıbaşı Yatırım Holding Ortaklığı A.Ş.	136,778,378.92	24.95	13,677,837,892	24.95
Other (Listed)	133,953,252.74	24.43	13,395,325,274	24.43
<b>Total</b>	<b>548,208,000.00</b>	<b>100.00</b>	<b>54.820.800.000</b>	<b>100.00</b>

### 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 15 APRIL 2014**

**1. Opening and election of the Meeting Board, granting authorization to the Meeting Board 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, discussing and approval of the Annual Report prepared by the Board of Directors for the year 2013,**

The Report of Board of Directors for the year 2013 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](http://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 2013 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](http://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, discussing and approval of the Financial Statements for the fiscal year 2013,**

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](http://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. The acquittal of the Members of the Board of Directors for their affairs in the year 2013,**

The acquittal of each of the members of our Board of Directors in relation to the activities, transactions and accounts for the year 2013 will be presented separately for approval of the General Assembly in accordance with the provisions of the TCC and the Regulation.

**6. Informing shareholders about the "Profit Distribution Policy" of the Company for the year 2014 and subsequent years pursuant to the Capital Markets Board regulations,**

The "Profit Distribution Policy" of our Company as contained in **ANNEX-1** shall be presented to the General Assembly for information and made available for review by our shareholders in the Company's head office and our Company's website ([www.eis.com.tr](http://www.eis.com.tr)) as well as in the Electronic General Assembly System of the Central Registry Agency for three weeks prior to the scheduled date of the General Assembly Meeting, and it has also been inserted to Article 6 of the Corporate Governance Principles Compliance Report.

**7. Discussion and resolution of profit distribution principles for the year 2013,**

According to our consolidated financial statements for the fiscal year of 1 January 2013 - 31 December 2013, which have been prepared by our Company in compliance with the International Financial Reporting Standards in accordance with the provisions of the Turkish Commercial Code and Capital Market Law and audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (member of Deloitte Touche Tohmatsu Limited), a "Consolidated Net Period Profit" of the parent company amounting to TRL 61,414 thousand has been earned; the table showing our profit distribution proposal, prepared on the basis of our company's current profitability and cash position, the capital requirements of our Company, our subsidiaries and our affiliates, investment and finance policies, prospects of our shareholders, and projected long-term growth strategies of our Company is provided as **ANNEX-2**.

**8. Election of the members of the Board of Directors and Independent Members of the Board of Directors, determination of their remuneration and term of office,**

Number of members of the Board of Directors and their office 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. Akin 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. Akin Dinçsoy (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 payment be made 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 2014 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 Office to take office for one year.

**9. Submission of the Independent Audit Firm for the fiscal year 2014 as selected by the Board of Directors in accordance with Article 399 of the Turkish Commercial Code and Capital Markets Board regulations to the General Assembly for its approval,**

In line with Turkish Commercial Code and Capital Markets Board legislation, during the board of directors meeting dated 31 March 2014, 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 2014 accounting period, and this decision will be presented to confirmation of General Assembly.

**10. Presentation of information to the shareholders on charitable contribution during the reporting period and fixing the upper limit for the donations to be made in 2014,**

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 2013, an amount of TRL 1,300 has been donated (entirely donated to the foundations). Furthermore, the upper limit of the donations to be made in 2014 shall be fixed by the general assembly.

**11. Informing shareholders about the pledges, guarantees and securities granted by the Company to third parties and revenues and benefits obtained in 2013 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 guarantees, pledges, mortgages and sureties granted by the Company and/or Subsidiaries to secure the debts of the third persons as well as the revenues or benefits 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 2013.

**12. Informing shareholders about the "Remuneration Policy" defined for the members of the Board of Directors and Senior Officers,**

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**.

**13. Informing shareholders about the "Information Policy" of the Company,**

The "Information Policy" prepared by our Company in accordance with article 17 of the CMB's "Material Events Disclosure Communiqué" No. II-15.1 is provided in **ANNEX-5**, and it has also been made available for review by our shareholders at our Company's Head Office, Electronic General Assembly System of the CRA, and in the Company's web site ([www.eis.com.tr](http://www.eis.com.tr)) for a period of three weeks prior to the General Assembly Meeting.

**14. Authorization of the shareholders with 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 2013 and to perform any other transactions pursuant to articles 395 and 396 of the Turkish Commercial Code for the year 2014,**

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 2013 shall be provided.

**15. Wishes.**



## **ANNEX-1 PROFIT DISTRIBUTION POLICY**

The Board of Directors adopted the application of a profit distribution policy as described below within the framework of the provisions of the Turkish Commercial Code, Capital Markets Legislation, Tax Regulations and other relevant legislation as well as the provisions of our Articles of Association governing the distribution of profits.

- In principle, based on the net profit of the period shown in the financial statements prepared and independently audited in accordance with the Capital Markets Legislation, it has been adopted to distribute dividends in cash and/or in terms of free shares over the "distributable profit of the period" as calculated according to the Capital Markets Legislation and other applicable legislation.
- Our articles of association does not contain a special provision about preferred shares, founder redeemed shares and distribution of profit to members of the Board of Directors and employees regarding distribution of profit.
- In preparing its profit distribution proposals presented to the approval of the General Assembly, the Board of Directors takes into consideration the sensitive balances between the Company's existing profitability, the probable expectations of our shareholders and prescribed growth strategies of our Company.
- Dividend payments (cash and / or bonus shares) are made as soon as possible after the General Assembly and within the legal time limit set by legislation.

## **ANNEX-2 PROFIT DISTRIBUTION PROPOSAL**

The Board of Directors determined at its meeting held on 18 March 2014 that the Company's net distributable profit as of 31 December 2013 was TRL 55,161,497 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 118,797,558 based on financial statements prepared as per statutory records.

Net distributable annual 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 2013 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.

Accordingly it was resolved to present the following proposal to shareholders at the Ordinary General Assembly Meeting to be held for the 2013 on 15 April 2014:

- 1)** Dividends in the amount of TRL 52,627,968 corresponding to 9.6% of the Company's issued share capital will be distributed,
- 2)** Dividend per share for TRL 1 nominal value will be 9.6% 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,
- 3)** After deducting the legal obligations from TRL 153,243,174 net profit for the term based on statutory records, the remaining amount will be transferred to Extraordinary Reserves,
- 4)** Distribution will start on 6 May 2014.

**ÈS ECZACIBAŐI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ő.**  
**PROFIT DISTRIBUTION TABLE FOR 2013 (TRL)**

1.	Paid-in/Authorised Share Capital		548,208,000
2.	General Legal Reserves (as per Statutory Records)		44,180,023
Information concerning preferred shares, if, as per the Company's Articles of Association, there are any exceptions for preferred shares in distribution of dividend			There are no preferred shares.
		<b>As per Capital Markets Board</b>	<b>As per Statutory Records</b>
3.	Profit for the Period	90,410,000	153,243,174
4.	Taxes (-)	(28,996,000)	(28,193,113)
5.	Net Profit for the Period (=)	61,414,000	125,050,061
6.	Prior Years' Losses (-)	0	0
7.	Legal Reserve Fund (-)	(6,252,503)	(6,252,503)
8.	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>	55,161,497	118,797,558
9.	Grants made during the year (+)	1,300	
10.	Net distributable profit including grants	55,162,797	
11.	First Category Dividend to Shareholders		
	- Cash	52,627,968	
	- Shares	0	
	- Total	<b>52,627,968</b>	
12.	Dividends Distributed to Preferred Shareholdres	0	
13.	Other Dividends Distributed	0	
	- Members of the Board of Directors	0	
	- Employees	0	
	- Non-shareholders	0	
14.	Dividends Distributed to Holders of Usufruct Right Certi	0	
15.	Second Category Dividend to Shareholders	0	
16.	Legal Reserve Fund	2,521,757	
17.	Status Reserves	0	0
18.	Special Reserves	0	0
19.	<b>EXTRAORDINARY RESERVES</b>	11,772	63,647,834
20.	Other Sources Planned for Distribution	0	0

**INFORMATION ON DIVIDEND PER SHARE**

GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TRL NOMINAL VALUE	
	CASH (TRL)	SHARES (TRL)	RATIO (%)	AMOUNT (TRL)	SHARE (%)
<b>NET (*)</b>	44,733,773	0	81.10	0.08160	8.16

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

## **EK-3 RESUMES OF THE CANDIDATE MEMBERS OF THE BOARD OF DIRECTORS and STATEMENT OF INDEPENDENCE OF INDEPENDENT CANDIDATE MEMBERS**

### **F. Bülent Eczacıbaşı**

Born in Istanbul in 1949, Bülent Eczacıbaşı graduated from Istanbul German High School (Deutsche Schule Istanbul) and then completed his higher education at the University of London and obtained his master's degree in the department of chemical engineering at the Massachusetts Institute of Technology in the USA.

Starting its professional career in 1974 in Eczacıbaşı Holding, Bülent Eczacıbaşı held a variety of management positions in Eczacıbaşı Group Companies. He served as the Chairman of TÜSİAD (Turkish Industrialists' and Businessmen's Association) between the years of 1991-1993, as the Chairman of the High Advisory Council of TÜSİAD between the years of 1997-2001, as the Founding Chairman of the Board of Directors of TESEV (Turkish Economic and Social Studies Foundation) between the years of 1993-1997, and as the Chairman of the Board of Directors of the Pharmaceutical Manufacturers Association of Turkey between the years of 2000-2008.

Currently acting as the Chairman of the Board of Directors of Eczacıbaşı Holding, Bülent Eczacıbaşı still continues to serve as the Honorary Chairman of TÜSİAD, the Honorary Chairman of the Pharmaceutical Manufacturers Association of Turkey, the Chairman of the Board of Trustees of Istanbul Modern Art Foundation incorporating also Istanbul Modern Art Museum, the Chairman of the Board of Directors of İKSV (Istanbul Foundation for Culture and Art), and the member of the European Round Table of Industrialists (ERT). Eczacıbaşı is also a member of the High Advisory Board of TESEV and the International Advisory Board of Akbank.

### **R. Faruk Eczacıbaşı**

Born in Istanbul in 1954, Faruk Eczacıbaşı graduated from Istanbul German High School and then obtained his bachelor's and master's degrees at the School of Management in Berlin Technical University. He started his professional career in 1980 in Eczacıbaşı Group. After gaining experience in the U.S.A. for a while, he assumed positions at various levels under the structure of Eczacıbaşı Group.

Currently acting the Vice Chairman of the Board of Eczacıbaşı Holding, Faruk Eczacıbaşı managed "e-transformation" process of the Group after assuming the management as the head of "Eczacıbaşı Information and Communication" company under the structure of Eczacıbaşı Group.

He has helped to prepare various research reports and contributed in the shaping of the related policies while he worked as the chairman of the Turkish Informatics Foundation (TBV), which was founded in 1995 to transform Turkey into an information society.

During various activities conducted in this context, he served in the e-Transformation Executive Board established under the framework of the e-Transformation Turkey Action Plan. He played an influential role in establishing and maintaining, jointly with TÜSİAD, the e-Turkey Awards, the Turkey's first and only private sector awards for the public sector. He participated in the efforts for implementation of the Turkish National Program for the

Adoption of the European Union Acquis Communautaire. He pioneered in the establishment of Turkey's first company providing legal and technical infrastructure to secure e-commerce and e-government applications in Turkey. He also led the efforts to generate public consensus in favour of the EU internet standards in place of internet surveillance. Continuing to serve as the Chairman of TBV, Eczacıbaşı is performing studies for creating the technology map of Turkey.

Faruk Eczacıbaşı is also the President of Eczacıbaşı Sports Club, holding this position since the year 1999.

### **M. Sacit Basmacı**

Born in 1952, Basmacı completed his secondary and high school education at Istanbul Male High School in 1970 and graduated from the Department of Economics-Finance in the Faculty of Political Sciences at Ankara University in 1974.

Having worked as a Tax Accountant in the Tax Inspectors Board of the Ministry of Finance and Customs between the years of 1974-1981, and as an Auditor in Eczacıbaşı Holding between the years of 1981-1983, Basmacı served as the Financial and Administrative Affairs Coordinator and then became the Member of the Board of Directors and of the Executive Board at Cankurtaran Holding A.Ş. between the years of 1984-2002; then, he continued his career as a Certified Public Accountant and Financial Advisor.

Basmacı worked as the Assistant Coordinator of Financial Affairs in Eczacıbaşı Holding between the years of 2003-2004; and he became the Coordinator of Financial Affairs in Eczacıbaşı Holding and the General Manager of Eczacıbaşı Holding after the year 2004. Sacit Basmacı still serves as the Financial Affairs Group President of Eczacıbaşı Holding and the General Manager of Eczacıbaşı Holding.

### **Ayşe Deniz Özger**

Ayşe Özger, who was born in 1959, completed her undergraduate studies at Hacettepe University, Pharmaceuticals Faculty in 1981.

Özger, who commenced her career in 1982 at Eczacıbaşı İlaç Sanayi as Product Manager, has served the same company as Group Product Manager between 1986 – 1988, as Marketing Manager at Eczacıbaşı İlaç Pazarlama between 1989-1991, as Vice General Manager responsible for Marketing and Sales at the same company between 1992-1994. Özger served as the General Manager between 1995-2003 at Eczacıbaşı-Rhone Poulenc.

Ayşe Özger, who served as the General Manager of Eczacıbaşı İlaç Pazarlama between 2003-2011, has been appointed as the Group Vice President (Business Development) effective as of 1 July 2011 as a result of which she will report to the Health Group Directorate and be responsible for the conduct of all business development activities of the group.

### **Şenol Süleyman Alanyurt**

Şenol Süleyman Alanyurt, who was born in 1941, in Çarşamba, Samsun, completed his undergraduate studies at Istanbul Technical University and his graduate studies at Istanbul University, Faculty of Economics, Institute of Business and Economics.

Şenol Süleyman Alanyurt, who started his professional life in 1968 at Eczacıbaşı İlaç Sanayi as the Head of Business Studies Department, has continued with his professional career respectively as Baxter Serum Department Head in 1971, Serum Plant Project Manager in 1979, Serum Plant Manager in 1982, Hospital Products Industry General Manager in 1989, Board of Directors member and consultant of Eczacıbaşı Baxter in 1994 and Eczacıbaşı Özgün Chemical Industry General Manager in 2000 and has retired in 2002.

Currently, Şenol Süleyman 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, M. Sc.

Starting to work in 1970 as the production supervisor at Eczacıbaşı Pharmaceuticals, 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 Sağlık Ürünleri Sanayi ve Ticaret A.Ş., which was founded in 2004, he retired.

He served as a board member at EÖS Eczacıbaşı Özgün Kimyasal Ürünler Sanayi ve Ticaret A.Ş. between the years of 2003-2007 and at Eczacıbaşı Sağlık Ürünleri Sanayi ve Ticaret A.Ş. 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 EİS Eczacıbaşı İlaç Sanayi ve Ticaret A.Ş. 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.

3 March 2014

**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.

3 March 2014  
**Akın Dinçsoy**



## **ANNEX-4 REMUNERATION POLICY FOR THE BOARD OF DIRECTORS AND TOP-LEVEL MANAGERS**

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 are considered private and personal, confidentiality is essential and our employees are requested to pay attention to this issue.

Any extra fee for membership has not been paid to the members of the board of directors in our company for long years; and the executive board members are remunerated under the scope of the policy determined for top-level managers as detailed below.

The Company's performance-based remuneration plans cannot be used for remuneration of the independent board members.

The Board members 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 (the expenses such as transportation, telephone, insurance, etc.) due to their contributions in the Company may be borne by the Company.

The top-level manager 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.

## ANNEX-5 DISCLOSURE POLICY

- 1. Purpose:** The Information Policy aims to share complete, fair, sound and comprehensive information concerning the Company's past performance, future expectations, strategies, objectives, vision and the knowledge base, excluding trade secrets; with the public, respective authorities, current and potential investors and shareholders equally, so that active and open communications preserved.

Our Company shows utmost care to comply with the Capital Markets Legislation, BIST regulations, and the Corporate Governance Principles issued by the CMB in implementing its information policy.

- 2. Authority and Responsibility:** The Board of Directors has the authority and the responsibility to establish, control, review and develop the Company's Information Policy. Once approved by the Board of Directors, the Information Policy is made available to public through the Company's website. The head of the Investor Relations Department is responsible for the coordination of the Information Policy. This department performs its responsibility in close cooperation with the Board of Directors and the Corporate Governance Committee.

Those responsible also cooperate closely with the Investor Relations officers of the Eczacıbaşı Holding A.Ş.

- 3. Public Disclosure Methods and Instruments:** Our Company uses the following methods and instruments for determining its public disclosure and information policy in accordance with the CMB and BIST regulations and the provisions of the Turkish Commercial Code:

- Material event disclosures arranged in the Notifications Software (BIY) environment and announced to the public electronically via the Public Disclosure Platform (PDP) (*The said disclosures are also published in our Company's Internet website both in Turkish and English languages*),
- The financial statements and their footnotes as well as the independent audit report and statements prepared in BIY environment and announced to the public electronically via the PDP (*The said reports are also published in our Company's Internet website both in Turkish and English languages*);
- Annual reports (*The said reports are made available for the related persons and authorities both in Turkish and English languages in the form of printouts and electronically on our Company's Internet website*)
- The Company's Website, and the Website containing the Investor Relations details ([www.eis.com.tr](http://www.eis.com.tr), [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr)),
- Central Registry Agency's "e-YONET: Corporate Governance and Investor Relations Portal"
- Notices and announcements made through the Turkish Trade Registry Gazette and Daily Newspapers;
- Press disclosures made via the printed and visual media;
- The disclosures made to the data delivery institutions such as Reuters, Foreks, Bloomberg, etc.;
- The information meetings and discussions held with the capital market participants face-to-face or via telephone calls;
- The disclosures made by using the methods and means of communications such as telephone, electronic mail, telefax, etc.

- The texts of prospectuses, circulars, announcements and the other documents required to be arranged as per the provisions of the Capital Market Law.

**4. Public Disclosure of Material Events and Authorized Persons:** Disclosure of any material events is prepared and signed by the Financial Affairs Director and the Investor Relations Department Officer and then made available to the public via the "Public Disclosure Platform" ([www.kap.gov.tr](http://www.kap.gov.tr)) in a timely, accurate, complete, straightforward, comprehensible, interpretable, cost-effective and easily-accessible manner in order to allow the persons and entities that will benefit from such disclosures to take any decisions in relation thereof. In case of absence of the related persons, such disclosures are signed by the General Manager and the members of the Board of Directors. After such disclosure on the PDP, they are published on the Website ([www.eczacibasi.com.tr](http://www.eczacibasi.com.tr)) containing the Company's Investor Relations information. Such material event disclosures are stored on the Internet site for five years.

**5. Public Disclosure of Financial Statements:** The Company's consolidated financial statements and the related footnotes are prepared in accordance with the International Financial Reporting Standards and within the framework of the provisions specified in the CMB laws and disclosed to the public once they are audited by an independent company according to the International Standards on Auditing.

Before public disclosure of financial statements and the related footnotes, the assent of the Audit Committee is received and they are submitted to the Board of Directors for approval purposes as per the Capital Market Laws. Once the related statement of responsibility is signed by the General Manager and the Chief Financial Officer, the financial statements, the related footnotes, and, if any, the independent audit report, and The Board of Directors' Annual Report are forwarded to the PDP in accordance with the Capital Market Law and the BIST regulations. The said reports can be found both in Turkish and English languages retrospectively on the Website containing the Company's Investor Relations information ([www.eczacibasi.com.tr](http://www.eczacibasi.com.tr)).

**6. Public Disclosure of the Annual Report:** The contents of the annual report are prepared in a manner to contain the minimum elements specified in the CMB's Corporate Governance Principles and in specific details to allow the public to obtain any kind of information about the Company's activities in accordance with the Capital Market laws. After arrangement of the annual report, it is approved by the Board of Directors and disclosed to the public together with the financial statements. The annual report are available in Turkish and English languages on the Website containing the Investor Relations information ([www.eczacibasi.com.tr](http://www.eczacibasi.com.tr)) and its printout copies can be provided from the Investor Relations Department.

**7. The Publications and Announcements made through the Turkish Trade Registry Gazette and Daily Newspapers:** As per the Capital Market Law, Turkish Commercial Code and the Articles of Association, the announcements regarding the General Assembly, increase of capital and dividend payments are made through both the Turkish Trade Registry Gazette and daily newspapers.

**8. Disclosures regarding the Exercise of Participating Rights:** In accordance with the Capital Market regulations, the shareholders are informed via the prospectus and announcement texts about the material transactions that are of concern for the shareholders such as General Assembly, increase of capital, dividend payments, merger and split-off, etc. The said documents are also provided on the Website containing the Company's Investor Relations information.

**9. Press Disclosures made via the Printed and Visual Media:** The communications with printed and visual media are conducted jointly with Eczacıbaşı Holding A.Ş. Corporate Communication and Sustainable Development Group Department.

**10. Company Website:** The Website containing the Investor Relations information on the Company's Internet address ([www.eczacibasi.com.tr](http://www.eczacibasi.com.tr)) is actively used for public disclosure purposes as recommended by the CMB Corporate Governance Principles. The Investor Relations Department is responsible for the preparation and updating of the information contained in the website.

All public disclosures made by our company are accessible via the Company's Website ([www.eczacibasi.com.tr](http://www.eczacibasi.com.tr)). The website is configured and partitioned accordingly. All kinds of measures related with the security of the website are taken duly. The website is prepared in Turkish and English languages and in the form and substance as stipulated by the CMB Corporate Governance Principles and it is constantly updated and developed.

The main headings that can be viewed on our Company's website are listed below:

- Detailed information on corporate identity
- Information regarding the members of the Board of Directors and the top management of the Company
- Committees within the structure of the Board of Directors
- Company organization and shareholding structure
- Company's Articles of Association
- Trade registry details
- Details on shares and share performance
- Financial data and indicators
- Press disclosures
- Material event disclosures
- Information document on the meeting date, agenda and the items of the agenda of General Assembly
- The minutes of the General Assembly and the list of attendants
- Form of Proxy
- Presentations made in the General Assembly meeting
- Corporate governance practices and compliance report
- Dividend distribution policy, history and increases of capital
- Information policy
- Remuneration policy for the Board of Directors and Senior Officers
- Ethic rules disclosed to the public as part of the disclosure policy
- Detailed information on corporate social responsibility

**11. Meetings and Discussions with Investors and Analysts:** The Investor Relations Department has been established under the structure of the Financial Affairs Department for performing the activities aimed at regularly conducting the relations with both existing and potential shareholders, answering and resolving the investor issues in the most effective manner and increasing the company's value. This department is responsible for notifying all meeting requests received from the shareholders to the top level managers and to organize such meetings.

In order to ensure that our Company's operational and financial performance, vision, strategy and goals are communicated in the best manner to the shareholders, the top

management of the company and Investor Relations Department frequently meet with the intermediary firms, analysts and investors. All meeting requests from shareholders are welcomed and fulfilled with opportunities for meetings at the highest level possible. Shareholders and analysts may closely follow events concerning the Company through the website which is updated regularly.

Our company considers the analyst reports as the property of the company preparing such analyst reports and does not publish them on the Website ([www.eis.com.tr](http://www.eis.com.tr) or [www.eczacibasi.com.tr](http://www.eczacibasi.com.tr)); in addition, it does not review, verify, approve, undertake the responsibility of or distribute the analyst reports or the income models, either.

**12. Silent Period:** Our company abstains from discussing the financial results and the other issues with the capital market participants during specific periods of the calendar year in order to prevent asymmetrical distribution of information and unauthorized disclosures about operating results. This period is called as "silent period". For our company, the silent period starts from the 15<sup>th</sup> day of the month following the month when the quarterly or annual fiscal period ends and it ends by one business day after the date of disclosure of financial reports.

During such silent period;

- Our company's financial situation will not be discussed in the one-to-one or group meetings to be held with the capital market participants excluding publicly disclosed information.
- Unless required otherwise and without prejudice to the provisions of the Capital Market Laws, any opinions about the activities and financial status will not be disclosed.
- Excluding publicly disclosed information about the financial results; any questions directed personally or in small groups will not be answered; no statements will be given to such types of groups. In such cases, the statements shall be published on the website ([www.eczacibasi.com.tr](http://www.eczacibasi.com.tr)).

**13. Unfounded News spread in the Market** In principle, our company does not disclose any opinion about the news and speculations in the market. In case of any unfounded news rumored or gossiped in the market, the persons authorized to make public disclosures may publish a press release indicating that it is a part of our company's Information Disclosure Policy not to make any comments and not to disclose any opinions about the news that are rumored or gossiped in the market. However, if required conditions arise, the "confirmation obligation" is fulfilled as regulated by the Capital Market Laws and statements are made about the rumours and gossips spread in the market.

**14. Disclosures related with Future Expectations:** Our company does not provide any statements about expectations regarding interim period and yearly operating results. Instead, it prefers to disclose to the capital market participants the important items allowing a better understanding about the critical issues affecting the operating results, its strategic approaches, the related sector and the environment that the company operates in.

In non-public interviews held with the capital market participants, any important / private (internal) information that is not yet publicly disclosed is not disclosed at all. However, our company may, from time to time, make prospective statements about the

situations that are of great significance. In such case, it should be taken into account that the prospective statements provided in the written documents of our company are made according to some specific assumptions; and serious variations may occur between the actual results achieved and the results expected from prospective statements due to the risks, uncertainties and other factors. Unless specified otherwise in the information disclosure policy, only the persons authorized to make public disclosures may make communications with the capital market participants on behalf of our company.