

**EİS ECZACIBAŞI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR
SANAYİ VE TİCARET A.Ş.
2010 ORDINARY GENERAL ASSEMBLY MEETING
INFORMATION DOCUMENT**

Our Company's Ordinary General Assembly will convene on 6 May 2011, Friday, at 08:30 at Hyatt Recency Hotel, Taşkılla Caddesi, Taksim / Istanbul, to analyze 2010 performance and discuss and resolve the following written agenda.

Our shareholders who have their shares kept with the Stock Brokers' investor accounts as per the Central Registry Agency ("CRA") and who would like to attend the meeting, should act in line with the articles that regulate the "General Assembly Blockage" procedures available in the updated "CRA Business and Information Technology Principles and Rules" booklet annexed to the General letter No: 2005/28 of CRA (www.mkk.com.tr); and register their names at the General Assembly Blockage List. Shareholders who do not register themselves in the CRA Blockage List are not permitted to attend the Meeting, by law.

General Assembly Blockage implementation will start at 15:00 hours on 11 April 2011, Monday; and will end at 17:00 on 29 April 2011, Friday. Our shareholders are requested to register their shares in the general assembly blockage at the CRA or by applying to registered stock brokers within this time period and bring the General Assembly Blockage Certificates to the General Assembly Meeting.

As expressed in the General Letter No: 294 of the CRA; Capital Markets Law, Provisional Article 6 stipulates that shareholders who have not dematerialized their shares will not be entitled to exercise their shareholder rights, as they will not be entitled to attend the General Assembly Meeting. Requests submitted by shareholders, who have not dematerialized their shares, to attend the General Assembly Meeting can only be fulfilled after the dematerialization of their shares. Required information on this subject can be obtained from the Investor Relations Unit at our headquarters. Shareholders who physically keep their shares at hand are requested first to apply to either the Investor Relations Unit at our headquarters, or to Eczacıbaşı Menkul Değerler A.Ş., which carries out dematerialization process on behalf of our Company, to dematerialize their shares. In line with the dematerialization procedures, the dematerialization process requires some time. Thus, our shareholders who would like to attend the General Assembly Meeting are advised to take this into consideration when obtaining their blockage certificates and delivering them to our headquarters and try to conclude the required processes at their soonest convenience.

Shareholders who will not be able to attend the meeting in person can exercise their voting rights through their proxies, whom they can appoint by completing the proxy form, which can be found attached as Appendix 1, and should fulfill the requirements of Communiqué Series IV, No.8 of the Capital Market Board, which was published in the Official Gazette No: 21872 dated 9 March 1994, before submitting the notarized proxy form to our Headquarters latest by the end of office hours on 29 April 2011, Friday. Foreign shareholders' proxies should be notarized Turkish translations.

At the General Assembly Meeting voting will be done by open ballots by raising hands for all agenda items.

This General Assembly Meeting Information Document, which includes Board of Directors' Report, Auditors' Report, Independent Auditor's Report, Financial Statements, Board of Directors' proposal for profit distribution for the financial year 2010, and information on the agenda items; will be available 21 days before the General Assembly Meeting at the Company's Headquarters and the company website www.eczacibasi.com.tr to be reviewed by shareholders.

All shareholders and stakeholders are invited to our General Assembly Meeting, which would be open to participation of media members.

We hereby acknowledge Our Shareholders.

BOARD OF DIRECTORS

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

INFORMATION ON THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 6 MAY 2011

1. Opening and election of the Presiding Committee, authorizing the Presiding Committee to sign the minutes of the meeting;

The Chairman and the Presiding Committee to direct the General Assembly will be elected within the framework of the "Turkish Commercial Code" (TCC) and the "Regulation on General Assemblies of Capital Stock Companies and Commissioners of the Ministry of Industry and Commerce to be present at such Meetings" (the Regulation).

Voting will be called for the General Assembly to authorize the Presiding Committee to record the resolutions of the General Assembly as per the provisions of TCC and the Regulation.

2. Reading of, deliberations on and the approval of the Board of Directors' Report for 2010;

Board of Directors' Report, which has been made available at the Company's headquarters and website www.eczacibasi.com.tr to be reviewed by our shareholders since 8 April 2011 as per the provisions of TCC and the Regulation, will be read out at the General Assembly and presented to our shareholders for discussion and approval. The subject reports, the Annual Report including the Corporate Governance Compliance Report and other relevant documents are available on our Company website for our shareholders' review.

3. Reading of, deliberations on and the approval of the Auditors' Report and report of independent external audit company for 2010;

Auditors' Report and report of independent external audit company, which have been made available at the Company's headquarters and website www.eczacibasi.com.tr to be reviewed by our shareholders since 8 April 2011 as per the provisions of TCC and the Regulation, will be read out at the General Assembly and presented to our shareholders for discussion and approval.

4. Reading of, deliberations on and the approval of 2010 financial statements;

Financial statements that have been prepared in accordance with International Financial Reporting Standards ("IAS/IFRS") as determined by CMB's Communique Serial XI, No: 29 and presented in accordance with CMB's financial reporting regulations; which have been made available at the

Company's headquarters and website www.eczacibasi.com.tr to be reviewed by our shareholders since 8 April 2011 as per the provisions of TCC and the Regulation, will be read out at the General Assembly and presented to our shareholders for approval.

5. Deliberations and resolution on the profit distribution for 2010;

According to the consolidated financial statements for the fiscal year 1 January 2010 - 31 December 2010 of our Company, prepared in accordance with International Financial Reporting Standards pursuant to CMB's Communiqué Serial:XI, No:29, and audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (member of Deloitte Touche Tohmatsu Limited), the "Consolidated Net Profit for the Period" attributable to equity holders of the parent is TRL 60,380 thousand. The table provided below, and published on our Company website www.eczacibasi.com.tr, is prepared based on our dividend distribution proposal, taking into consideration the Company's profitability and cash position; the capital requirements of the Company, its affiliates and subsidiaries; investment and financing policies; and the sensitive balance between the expectations of shareholders and the Company's prescribed growth strategies.

PROFIT DISTRIBUTION PROPOSAL

The Board of Directors determined at its meeting held on 13 April 2011 that the Company's net distributable profit as of 31 December 2010 was TRL 58,137,881 based on the consolidated financial statements prepared as per the Capital Market Board (CMB) regulations and approved by independent auditors; whereas, it was TRL 42,600,262 based on financial statements kept as per statutory records. Based on CMB Decree No. 2/51, dated 27 January 2010, the net distributable profit calculated on the basis of the consolidated financial statements prepared and announced to the public in accordance with the CMB Communiqué Serial XI, No: 29 "Principles of Financial Reporting in Capital Markets" was used for the basis of 2010 profit distribution.

Accordingly it was resolved to present the following proposal to shareholders at the Ordinary General Assembly Meeting on 6 May 2011;

- 1)** Dividends in the amount of TRL 38,374,560, corresponding to 7% of the Company's issued share capital will be distributed,
- 2)** Dividend per share for TRL 1 nominal value will be 7% 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 and agreed dividend payments from the TRL 49,645,979 net profit for the term based on statutory records, the remaining amount will be transferred to Extraordinary Reserves,
- 4)** Distribution will start on 24 May 2011.

İS ECZACIBAŞI İLAÇ, SINAİ VE FİNANSAL YATIRIMLAR SAN. VE TİC. A.Ş.
PROFIT DISTRIBUTION FOR 2010 (TRL)

1.	Paid-in/Authorised Share Capital		548,208,000
2.	Total Legal Reserves (as per Statutory Records)		33,037,261
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 in distribution of dividend.
		As per CMB	As per Statutory Records
3.	Profit for the Period	75,399,000	49,645,979
4.	Taxes (-)	(15,019,000)	(4,803,598)
5.	Net Profit for the Period (=)	60,380,000	44,842,381
6.	Prior Years' Losses (-)	0	0
7.	First Legal Reserves (-)	(2,242,119)	(2,242,119)
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	58,137,881	42,600,262
9.	Grants made during the year (+)	450	
10.	Net distributable profit including grants, as the first level dividend base	58,138,331	
11.	First Level Dividend to Shareholders		
	- Cash	38,374,560	
	- Shares	0	
	- Total	38,374,560	
12.	Dividends Distributed to Preferred Shareholders	0	
13.	Dividends distributed to members of the board, employees, etc.	0	
14.	Dividends Distributed to Usufruct Right Certificate Holders	0	
15.	Second Level Dividend to Shareholders	0	
16.	Second Legal Reserves	1,096,416	
17.	Status Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	18,666,905	3,129,286
20.	Other Sources Planned for Distribution	0	0
	- Prior Years' Income	0	0
	- Extraordinary Reserves	0	0
	- Other Distributable Reserves as per the Legislation and Articles of Association	0	0

INFORMATION ON THE DISTRIBUTED PROFIT RATIO					
INFORMATION ON DIVIDEND PER SHARE					
			DIVIDEND PER SHARE FOR 1 TRL NOMINAL VALUE		
			AMOUNT (TRL)	SHARE (%)	
GROSS	Common shareholders		38,374,560	0.07000	7.00
	TOTAL		38,374,560		
NET (*)	Common shareholders		32,618,376	0.05950	5.95
	TOTAL		32,618,376		

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

THE RATIO OF DISTRIBUTED PROFIT TO THE DISTRIBUTABLE PROFIT INCLUDING GRANTS	
TOTAL DISTRIBUTION TO SHAREHOLDERS (TRL)	THE RATIO OF DISTRIBUTED PROFIT TO THE DISTRIBUTABLE PROFIT INCLUDING GRANTS (%)
38,374,560	66.01

6. Discharge of the Board of Directors from liability in respect of the Company's 2010 operations and accounts;

As per the provisions of the Turkish Commercial Code and the Regulation, the discharge of each member of the Board of Directors from liability in respect of the Company's 2010 operations, activities and accounts will be submitted to the General Assembly for approval.

7. Discharge of Auditors from liability in respect of the Company's 2010 operations and accounts;

As per the provisions of the Turkish Commercial Code and the Regulation, the discharge of each member of the Board of Auditors from liability in respect of the Company's 2010 operations, activities and accounts will be submitted to the General Assembly for approval.

8. Re-election of the current Board Members or extending their terms of service, determining their remuneration and term of service;

As per the Turkish Commercial Code and the Regulation, members of the Board of Directors will be elected in compliance with the principles governing the election of Board of Directors in our Articles of Association.

Articles 9 and 10 of our Articles of Association stipulate that: “The Company is directed by a Board of Directors consisting of 3 to 7 members that are elected by the General Assembly as per the provisions of the Turkish Commercial Code. The term of service for board members is one year. The Members of the Board of Directors may be re-elected upon completion of their term of service.”

Currently, the Board of Directors consists of six members. Mr. Ferit Bülent Eczacıbaşı (chairman), Mr. Rahmi Faruk Eczacıbaşı (vice chairman), Mr. Osman Erdal Karamercan, Mr. Mustafa Sacit Basmacı, Mr. Sedat Birol, Mr. Levent Avni Ersalman are the members of the Board.

Names and resumes of the candidates that have been submitted for 2011 are provided below, and these candidates will be elected for a term of one year by the General Assembly.

F. Bülent Eczacıbaşı

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

After initiating his professional career in Eczacıbaşı Holding in 1974, Bülent Eczacıbaşı held a variety of management positions in Eczacıbaşı Group companies. He was Chairman of Board of TÜSİAD (Turkish Industrialists’ and Businessmen’s Association) in the period 1991-1993, and the Chairman of the High Advisory Council of TÜSİAD in the period 1997-2001, the founding Chairman of TESEV (Turkish Economic and Social Studies Foundation) in the period 1993-1997, and the Chairman of the Board of the Turkish Pharmaceutical Manufacturers Association in the period 2000-2008.

Presently, Bülent Eczacıbaşı is the Chairman of the Board of Eczacıbaşı Holding Yönetim, Honorary Chairman of TÜSİAD, Honorary Chairman of the Turkish Pharmaceutical Manufacturers Association, Chairman of the Board of Trustees of the İstanbul Modern Art Foundation which owns the İstanbul Modern Art Museum, Chairman of the Board of İKSV (İstanbul Foundation for Culture and Arts) and a member of the ERT- European Round Table of Industrialists. Additionally, Mr Eczacıbaşı is a member of the International Advisory Boards of the Harvard Kennedy School and Akbank.

R. Faruk Eczacıbaşı

Born in 1954 in Istanbul, Faruk Eczacıbaşı graduated from Istanbul German Lycee (High School) and attended Berlin Technical University’s School of Management, earning his BA and MBA.

After having started to work in Eczacıbaşı Holding Planning Department in 1980, he went to the USA to work at American Hospital Supply Co. On his return to Turkey, he worked in various positions at Eczacıbaşı İlaç Sanayi ve Ticaret A.Ş. until 1984, when he became the General Manager of Padeko İlaç ve Kimya Sanayi ve Ticaret A.Ş., and later the Vice President of the Planning and Projects Department of Eczacıbaşı İlaç Sanayi ve Ticaret A.Ş..

At present he is Vice Chairman of Eczacıbaşı Holding and Chairman of the Board of Eczacıbaşı Bilişim ve Ticaret A.Ş.. Faruk Eczacıbaşı has been actively involved in the companies specializing in information and communication technologies and he is a member of the Board of TÜBİSAD, and a member of the High Informatics Council, as well as being the Chairman of the Board of the Turkish Informatics Foundation.

Dr. O. Erdal Karamercan

Born in 1950 in İstanbul, Dr. Karamercan graduated from İstanbul Erkek Lisesi in 1968, and completed his undergraduate degree in Chemical Engineering at Boğaziçi University in 1973.

He became a graduate student in Chemical Engineering at the University of Virginia, USA, where he obtained MSc. and Ph.D. in 1977. He started his Professional career in Eczacıbaşı Holding and worked in order of date, as a Project Manager of Intema, Plant Manager of Artema, Foreign Trade Manager of Eczacıbaşı Holding, General Manager of Ekom Eczacıbaşı Dış Ticaret, General Manager of İpek Kağıt, and Group Vice President in charge of Pharmaceuticals and Consumer Products. Presently, Dr. Erdal Karamercan is the CEO of the Eczacıbaşı Group.

Dr. Karamercan is a Member of TÜSİAD, Vice President of the Turkish Paper Manufacturers' Union, Founding Member of the Turkish Advertisers' Association, and Member of the Board of İstanbul Erkek Liseliler Educational Foundation. Other memberships include various foundations, community organizations and sport clubs.

M. Sacit Basmacı

Born in 1952, Mr Basmacı graduated from İstanbul Erkek Lisesi in 1970 and the Economics - Finance Department of the Faculty of Political Science of Ankara University in 1974.

Mr Basmacı worked as a tax accountant at the Ministry of Finance, Tax Auditors Board in between 1974-1981, as an Auditor at Eczacıbaşı Holding in between 1981-1983, as the Vice President of Finance and Administration, Member of the Board and Executive Board at Cankurtaran Holding A.Ş. in between 1984-2002. Later, he continued his career as a Certified Public Accountant and Financial Advisor.

Basmacı returned to Eczacıbaşı Holding as Assistant Vice President of Financial Affairs in 2003. Since 2004 he became the Vice President of Financial Affairs and the General Manager of the Holding. At present, Sacit Basmacı is the Vice President of Financial Affairs and the General Manager of the Eczacıbaşı Holding.

Levent A. Ersalman

Born in 1960, Levent Ersalman graduated from St. Joseph High School and completed his undergraduate degree in Mechanical Engineering at Boğaziçi University. He obtained his graduate degree in Business Administration at University of Akron, USA in 1985.

Between 1986-1988, Ersalman worked in the Marketing Department of Koçbank and moved to BEKSA in 1988 as Finance Manager. At the end of the year he returned to Koçbank as Assistant Marketing Manager. Ersalman worked as Manager of Istanbul Main Branch between 1991-1994, Treasury Group Manager between 1994-1996, Assistant General Manager in charge of Treasury between 1996-1998 at Koçbank. In 1998, Ersalman joined the Boyner Group as Assistant General Manager in charge of the Call Center and Sales at Benkar A.Ş., later becoming advisor to the CEO of Boyner Holding, and General Manager of Benkar A.Ş.. Levent Ersalman worked as General Manager of Beymen between 2002-2003, and was a Member of the Board of Directors at the independent board of directors at Yapı Kredi Bank between 2003-2004.

Between 2005-2007 Ersalman was the Coordinator of Marmaris Martı Otel İşletmeleri A.Ş., and a member of the board of directors of Alternatifbank and EST Elektronik Sanal Ticaret Bilişim Hizmetleri A.Ş.. Presently, Ersalman is the Vice President in charge of Strategic Planning and Finance at Eczacıbaşı Holding.

Sedat Birol

Born in 1955, Sedat Birol completed his undergraduate degree in Chemical Engineering of Aachen University in Germany and his master's degree in Organic Chemistry at Florida Atlantic University, USA.

Before joining the Eczacıbaşı Group in 1990, he worked respectively at Bayer Türk, Process Products (USA), ICC Chemicals (USA).

Birol served as General Manager of Eczacıbaşı Özgün Kimyasal Ürünler Sanayi ve Ticaret A.Ş. between 1990-1994, General Manager of Eczacıbaşı-Baxter Hastane Ürünleri San. ve Tic. A.Ş. between 1994-2001 and General Manager of Eczacıbaşı İlaç Sanayi ve Ticaret A.Ş. between 2001-2004. He has been Executive Vice President of Eczacıbaşı Healthcare Division since January 2004 and General Manager of Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. since 2008.

Sedat Birol is a Chamber Member at the İstanbul Chamber of Industry (ICI), Member at the ICI Professional Committee, Member of the Board of Turkish Pharmaceutical Manufacturers Association and Executive Board Member of Turkish-American Business Council.

As per the Turkish Commercial Code and the Regulation, and in accordance with the provisions of the Articles of Association, a resolution will be taken not to remunerate the members of the Board of Directors.

9. Election of the members of the Board of Auditors, determining their remuneration and term of service;

As per the Turkish Commercial Code and the Regulation, members of the Board of Auditors will be elected in compliance with the provisions of our Articles of Association.

Article 15 of our Articles of Association stipulates that: "The General Assembly may elect 1 to 3 auditors from amongst shareholders or outside not to exceed a term of one year. Auditors may be re-elected. Monthly or annual remuneration of the auditors will be determined by the General Assembly".

As per the Turkish Commercial Code and the Regulation, and in accordance with the provisions of the Articles of Association, a resolution will be taken not to remunerate the auditors.

Names and resumes of the candidates that have been submitted for 2011 are provided below:

Tayfun İçten

Born in 1963 in Polatlı, Tayfun İçten graduated from Polatlı Lisesi in 1980 and the Management Department of the Faculty of Political Science of Ankara University in 1985.

Mr İçten worked as a tax accountant at the Ministry of Finance Tax Auditors Board in between 1985-1993, and started working at Eczacıbaşı Holding in 1993 as a member of the Board of Auditors. Presently, he is the Head Comptroller in charge of Building Products and Consumer Products divisions at Eczacıbaşı Holding A.Ş..

Selahattin Okan

Born in 1963 in Ordu, Selahattin Okan graduated from the Management Department of the Faculty of Political Science of Ankara University in 1984.

He started working as an assistant tax accountant at the Ministry of Finance Tax Auditors Board in the same year, and upon passing a qualification exam, received the Tax Account title in 1987. He resigned from the Ministry of Finance Tax Auditors Board in 1991, and started working at Eczacıbaşı Holding

as a member of the Board of Auditors. He obtained the title of Certified Public Accountant in 1995, and from then on served the Eczacıbaşı Group companies as a certified public accountant under As Yeminli Mali Müşavirlik Ltd. Şti.. He became Deputy General Manager of Eczacıbaşı Menkul Değerler A.Ş. in 2001.

10. General Assembly's approval of the Independent Auditing Company determined by the Board of Directors;

In compliance with the Section 1, Article 6 of CMB's Communiqué Serial: X, No: 22, "Decree on Independent Audit Standards in Capital Market", and taking the opinion of the Auditing Committee, the Board of Directors resolved in its meeting dated 23 March 2011, to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (member of Deloitte Touche Tohmatsu Limited) to audit the Company's 2011 fiscal year. This resolution will be presented to General Assembly for approval.

11. Informing shareholders on the donations made during the year;

In accordance with Communiqué Serial: IV, No:27, Article 7/b of the Capital Markets Board, donations made within the year should be submitted to the General Assembly for information. This item is not subject to approval by the General Assembly, but only bears an informative purpose. According to Article 4/h of our Company's Articles of Association "Donations may be made to social institutions like foundations, associations, universities, etc. in line with the provisions of the Capital Markets Board." In compliance with this, donations amounting to a total of TRL 450 (all to Turkish Education Foundation) were made.

12. Informing shareholders on guarantees, sureties and mortgages given as per Capital Markets Board decision dated 09.09.2009 numbered 28/780;

Within the context of Capital Markets Board decision dated 9 September 2009 numbered 28/780, information on the guarantees, pledges, mortgages and sureties given on behalf of third parties to carry out the regular commercial activities of the Company are provided in footnote 18/d of the Consolidated Financial Statements dated 31 December 2010.

13. Deliberations and resolution on amendment of Article 4, entitled "Purpose and Subject", of the Articles of Association;

The Board of Directors, at its meeting dated 7 February 2011, approved the amendments provided below, which was made public on the same date as a material event disclosure. This proposed amendment will be submitted for approval to the General Assembly.

OLD TEXT	NEW TEXT
Article 4 : Purpose and Subject	Article 4 : Purpose and Subject
<p>A) Manufacture, trade, import and export all kinds of medical preparations, veterinary pharmaceuticals, agricultural pesticides, chemical substances, cosmetics and goods that are used in medicine, veterinary activities and agriculture and food products and all kinds of sanitary materials sanitary and cleaning tissues and paper products, real estate and construction materials.</p> <p>B) For these purposes; construct, purchase and establish buildings, plants, laboratories and establish partnerships with, obtain representation rights or dealerships of companies, involve in commercial activities like manufacturing, import, export and internal trade and contracting.</p> <p>C) Participate in the management or shareholding of commercial, industrial, financial and agricultural companies established or to be established for these purposes.</p> <p>D) Merge, establish partnerships, acquire or divest companies established for the purposes written above and conclude legal contracts of all kinds with Holding Companies.</p> <p>E) Without acting as brokers or performing portfolio management, buy and sell all kinds of shares and bonds, and in compliance with the provisions of legislations, may issue bonds, participation bonds and all kinds of commercial papers to be offered to real and legal persons within the country or abroad.</p> <p>Issuing covered or plain bonds, participation bonds and commercial papers and their maximum amount will be resolved by the General Assembly. General Assembly may authorize the Board of Directors to resolve other terms.</p> <p>F) Acquire, sell, transfer or lease all kinds of concessions, licenses, patent rights, and trademarks and similar intangible rights which are related with the purpose and subject of the Company.</p>	<p>A) Manufacture, trade, import and export all kinds of medical preparations, veterinary pharmaceuticals, agricultural pesticides, chemical substances, cosmetics and goods that are used in medicine, veterinary activities and agriculture and food products and all kinds of sanitary materials sanitary and cleaning tissues and paper products, real estate and construction materials.</p> <p>B) For these purposes; construct, purchase and establish buildings, plants, laboratories and establish partnerships with, obtain representation rights or dealerships of companies, involve in commercial activities like manufacturing, import, export and internal trade and contracting.</p> <p>C) Participate in the management or shareholding of commercial, industrial, financial and agricultural companies established or to be established for these purposes.</p> <p>D) Merge, establish partnerships, acquire or divest companies established for the purposes written above and conclude legal contracts of all kinds with Holding Companies.</p> <p>E) Without acting as brokers or performing portfolio management, buy and sell all kinds of shares and bonds, and in compliance with the provisions of legislations, may issue bonds, participation bonds and all kinds of commercial papers to be offered to real and legal persons within the country or abroad.</p> <p>Issuing covered or plain bonds, participation bonds and commercial papers and their maximum amount will be resolved by the General Assembly. General Assembly may authorize the Board of Directors to resolve other terms.</p> <p>F) Acquire, sell, transfer or lease all kinds of concessions, licenses, patent rights, and trademarks and similar intangible rights which are related with the purpose and subject of the Company.</p>

<p>G) Buy, sell, construct, lease, have leased all kinds of movable or immovable property (including ships), and buy, sell, lease and have leased all rights established on these properties, establish collaterals, establish and remove any rights in kind on these properties, grant, withdraw and receive real estate mortgages; and under special circumstances and fulfilling the declaration requirements set by the Capital Markets Board, establish guarantee and sureties on the subject for its affiliates to third parties.</p> <p>Under special circumstances and provided that the disclosure requirements of the Capital Markets Board are met, establish, relinquish and donate disposition, usufruct, servitude freehold flat, construction and usage rights on behalf of third parties; act upon and execute all processes legally allowed and abrogate these rights.</p> <p>Accept all kinds of guarantee either of a personal or real nature in order to collect and secure its rights and receivables, and apply to the land registry, tax offices and other similar institutions for registration, rescinding or other processes with regard to these.</p> <p>Establish mortgages on real estate, collaterals on property and commercial management rights, freehold flat, establish the rights under the context of the Turkish Civil Code and the Condominium Law as beneficiary and sponsor, register these at the land registry individually and resolutely, establish ownership rights on real estate, or contracts to transfer such rights, make type classification, annotate personal rights at the land registry.</p> <p>H) May provide assistance and donations to social institutions like foundations, associations, universities, etc. within the provisions of the Capital Markets Board regulations.</p>	<p>G) Buy, sell, construct, lease, have leased all kinds of movable or immovable property (including ships), and buy, sell, lease and have leased all rights established on these properties, establish collaterals, establish and remove any rights in kind on these properties, grant, withdraw and receive real estate mortgages; and provided that the conditions set by the Capital Markets Board are met, establish guarantee and sureties on the subject for its affiliates to third parties.</p> <p>Provided that the conditions set by the Capital Markets Board are met, establish, relinquish and donate disposition, usufruct, servitude freehold flat, construction and usage rights on behalf of third parties; act upon and execute all processes legally allowed and abrogate these rights.</p> <p>Accept all kinds of guarantee either of a personal or real nature in order to collect and secure its rights and receivables, and apply to the land registry, tax offices and other similar institutions for registration, rescinding or other processes with regard to these.</p> <p>Provided that the conditions set by the Capital Markets Board are met, establish mortgages on real estate, collaterals on property and commercial management rights, freehold flat, establish the rights under the context of the Turkish Civil Code and the Condominium Law as beneficiary and sponsor, register these at the land registry individually and resolutely, establish ownership rights on real estate, or contracts to transfer such rights, make type classification, annotate personal rights at the land registry.</p> <p>H) May provide assistance and donations to social institutions like foundations, associations, universities, etc. within the provisions of the Capital Markets Board regulations.</p>
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14. Proposal to authorize the Board of Directors to perform the activities set forth in Articles 334-335 of the Turkish Commercial Code;

As the General Assembly's approval is required for the members of the Board of Directors to perform any transaction within the framework of Turkish Commercial Code Section 334 entitled "Prohibition to Transact with the Company" and Section 335 entitled "Prohibition to Compete"; granting this permission will be presented to the shareholders for their approval during the General Assembly.

15. Wishes.

PROXY

**EİS ECZACIBAŞI İLAÇ, SINAI VE FİNANSAL YATIRIMLAR
SANAYİ VE TİCARET ANONİM ŞİRKETİ**

I hereby appoint as my proxy authorized to represent me/our Company, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş. that will convene on 6 May 2011 Friday, at 08:30 at the address Taşkılla Caddesi Taksim / Istanbul Hyatt Regency Hotel.

A) SCOPE OF THE REPRESENTATION DOCUMENT

- a** - The proxy is authorized to vote in line with his own views with regard to all agenda items.
- b** - The proxy is entitled vote in line with the following instructions with regard to the relevant items on the agenda.
Instructions: (Special instructions are provided here.)
- c** - The proxy is authorized to vote in line with the recommendations made by the Company's management.
- d** - The proxy is authorized to vote in line with the following instructions with regard to other matters that may arise during the meeting. (If there are no instructions, the proxy may vote freely).
Instructions: (Special instructions are provided here.)

B) INFORMATION ON THE SHARES HELD BY THE SHAREHOLDER

- a** - Unit-Nominal Value :
- b** - Preferred Shares in Voting or Not :
- c** - Are the Shares Issued to Name or Bearer :
- d** - CRA Blockage Registration of Shares :
- e** - Acquisition Method and Date of Shares :

NAME, SURNAME OR TITLE OF THE SHAREHOLDER :

SIGNATURE :

ADDRESS :

Note: 1- In Section (A), one of the options, (a), (b) or (c) should be chosen; if (b) or (d) are chosen, clear instructions should be provided.

In Section (B), the blockage registration form should be appended for item (d). Information marked under (e) is required only for foreign real persons or corporates.

- 2-** The principal should get his signature appearing on the proxy notarized, or should provide a notarized signature circular.