

REPORT OF BOARD OF DIRECTORS AS OF 30 SEPTEMBER 2015

REPORT OF BOARD OF DIRECTORS AS PREPARED IN ACCORDANCE WITH THE COMMUNIQUÉ NO. II-14.1 OF THE CAPITAL MARKETS BOARD ON PRINCIPLES OF FINANCIAL REPORTING IN CAPITAL MARKETS

EIS Eczacibaşı İlaç, Sınai and Finansal Yatırımlar Sanayi ve Ticaret A.Ş. ("Company") has been established on October 24th, 1951. Company does not have an actual production and has a holding structure with its existing Subsidiaries, Joint Ventures and Affiliates. In this structure, it directly performs property development activities; and engages in healthcare, consumer products, cosmetics and personal care products sectors through its subsidiaries.

The registered address of the Company is Büyükdere Caddesi, Ali Kaya Sokak No.5, Levent 34394, Istanbul, Turkey and registered with Istanbul Trade Registry Office under Registry No. 44943. The Company's website is www.eis.com.tr and the investor details are available at www.eczacibasi.com.tr.

Report Period

This report has been prepared in accordance with the Capital Markets Board's Communiqué No. II-14.1, "Principles of Financial Reporting in Capital Markets" for EIS Eczacibaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret A.Ş., its subsidiaries, joint ventures and affiliates; and it includes information on important developments that took place during the financial year January 1 - 30 September 2015, along with the impact of these particulars on financial statements and explanations on any critical risk or uncertainties that may be arising from these for the rest of the financial year.

Boards and committees authorized during the period

Board of Directors

Name - Surname	Position	
F. Bülent Eczacıbaşı	Chairman of Board	Non Executive
R. Faruk Eczacıbaşı	Vice Chairman of Board of Directors	Non Executive
M. Sacit Basmacı	Member	Non Executive
Ayşe Deniz Özger	Member	Executive
Şenol S. Alanyurt	Independent Member	Non Executive
Akın Dincsov	Independent Member	Non Executive

- The members of the Board of Directors have been elected for a term of one year at the Ordinary General Assembly Meeting on 13 April 2015 to take office till the Ordinary General Assembly Meeting to be held in 2016
- The Board of Directors is authorized to take all business decisions with the exception of decisions that must be taken at the General Assembly as specified in the Articles of Association.
- There are no Managing Directors at the Board of Directors.
- The members of the Board of Directors have not acted in contrary to the competition prohibition during the period of 1 January 30 September 2015.

The curricula vitae of the members of the Board of Auditors are available in the introduction section of the annual report as well as in the Investor Relations section at www.eczacibasi.com.tr.

The independence statements of the Independent Members of Board of Directors are available in the General Assembly Info Document as well as the website of the Company, (www.eczacibasi.com.tr).

There are two senior officers holding signatory powers in addition to the members of the Board of Directors as of 30 September 2015.

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Committee in charge of the Audit

Name - Surname	Position
Şenol S. Alanyurt	Chairman
Akın Dinçsoy	Member

Corporate Governance Committee

Name - Surname	Position
Akın Dinçsoy	Chairman
M. Sacit Basmacı	Member
Gülnur Günbey Kartal	Member

Early Detection of Risk Committee

Name - Surname	Position
Akın Dinçsoy	Chairman
Ayşe Deniz Özger	Member

Assessment of the Board of Directors regarding efficiency of the Committees

Committee established in order to ensure the Board of Directors perform its tasks and responsibilities gathered at a frequency as stipulated under the regulations of the Capital Markets Board and Turkish Commercial Code concerning the scope defined. The Board of Directors provided full support and resources required by the Committees. The committees informed the Board of Directors both orally and in writing about the activities they carried out.

Detailed information regarding the working principles of the Committees including the frequency of the meetings and activities carried out is given in Article 5.3 of Section V of the Corporate Governance Compliance Report.

Changes in key managerial positions during the year and name, surname and professional experience of current key managers

Mr. Sedat Birol, the head of Pharmaceutical Division, Eczacibaşı Holding is also the General Manager of the Company. He is a Chemical Engineer, MS, and has 28 years of experience in managerial positions in the pharmaceutical and chemical sectors. Sedat Birol is also a member of the Board of Directors at Eczacibaşı İlaç Pazarlama A.Ş., Eczacibaşı İlaç Ticaret A.Ş., Eczacibaşı Sağlık Hizmetleri A.Ş., Eczacibaşı - Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş., RTS Renal Tedavi Hizmetleri San. ve Tic. A.Ş., EHP Eczacibaşı Health Care Products Joint Stock Co, Eczacibaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş., Moleküler Görüntüleme Ticaret ve Sanayi A.Ş., Eczacibaşı Ortak Sağlık ve Güvenlik Birimleri., Capintec Inc. and Eczacibaşı Bilişim Sanayi ve Ticaret A.Ş.

As from 1 August 2011, Ayse Deniz Ozger has been appointed as Deputy Chairman of Healthcare Group, in charge of Business Development activities. Ayşe Deniz Özger is also a member of the Board of Directors at and Eczacıbaşı Sağlık Hizmetleri A.Ş., and Eczacıbaşı Ortak Sağlık ve Güvenlik Birimi A.Ş.

The Financial Director of the Company, Bülent Avcı, used to be a Tax Accountant at the Ministry of Finance and he is qualified as a Certified Public Accountant. Bulent Avci is also a chief auditor. of the Eczacibaşı Holding A.Ş.

Amendments made to the Articles of Association during the reporting period and reasons

No amendment is made in the Articles of Association of the company.

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Shareholding structure and changes in share capital

The Company's share capital is TRL 548,208,000 and it has not been changed during the reporting period. Our Company has not acquired its own shares.

Issued share capital of our Company is divided into 54,820,800,000 shares, each having a value of 1 Kr, all of which are bearer shares. There is no privileged share or voting rights in the share capital of our Company and the shareholding structure is as follows:

	30 September 2015		31 December 2014	
	Share	Share	Share	Share
Shareholder	Ratio (%)	Amount (TRL)	Ratio (%)	Amount (TRL)
Eczacıbaşı Holding A.Ş.	50.62	277,476,368	50.62	277,476,368
Eczacıbaşı Yatırım Holding Ortaklığı A.Ş. (*)	27.30	149,664,236	25.84	141,682,393
Diğer (halka açık kısım)	22.08	121,067,396	23.54	129,049,239
Total	100.00	548,208,000	100.00	548,208,000

(*) The amount and dates of share acquisitions made until 30 September 2015 are as follows;

Share Purchase		
Date	Quantity (lots)	
13 March 2015	1,000,000	
8 June 2015	310,501	
9 June 2015	93,138	
10 June 2015	133,906	
11 June 2015	316,913	
12 June 2015	108,062	
13 June 2015	22,981	
18 June 2015	500,000	
22 June 2015	500,000	
30 June 2015	500,000	

Share Purchase		
Date	Quantity (lots)	
11 August 2015	818,451	
12 August 2015	500,000	
19 August 2015	1,000,000	
24 August 2015	1,013,955	
3 September 2015	378,936	
4 September 2015	150,000	
8 September 2015	635,000	

The amount and dated of share acquisitions made after 30 September 2015 are as follows:

Share Purchase		
Date	Quantity (lots)	
2 November 2015	1,250,00	

As a result of such acquisitions share ration of Eczacibaşı Yatırım Holding Ortaklığı A.Ş. in our company has risen to 27.53%.

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Profit distribution policy and ratio

In accordance with the CMB Communiqué (CMB), No.II- 14.1 "Principles of Financial Reporting in Capital Markets", the Board of Directors have decided at the Ordinary General Assembly dated 19 March 2015 that distributable net profit is not generated for the year in the consolidated financial statements audited and distributable net profit is TRL 49,023,286 in the statutory financial statements by 31 December 2014.

In distribution of the profit of 2014, net distributable period profit specified in consolidated financial reports which was prepared in accordance with the regulations of CMB, is based on in accordance with regulations of the CMB, article 26 of the Articles of Incorporation and "retained earnings" and "extraordinary reserves for the year 2013".

Accordingly it was resolved to present the following proposal to shareholders at the Ordinary General Assembly Meeting to be held for the 2014 on 13 April 2015:

- 1) Dividends in the amount of TRL 43,856,640 corresponding to 8% of the Company's issued share capital will be distributed,
- 2) Dividend per share for TRL 1 nominal value will be 8% 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**) 3) After deducting the legal obligations from TRL 61,432,737 net profit for the term based on statutory records, the remaining amount will be transferred to Extraordinary Reserves,
- 4) Distribution will start on 5 May 2015.

The profit distribution made during recent last 5 years is shown below.

Year	Profit Distribution	Ratio) (%)	Metho	od (%)
	Start Date	Gross	Net	Cash	Share
2010	24.05.2011	7	5.95	7	-
2011	19.06.2012	10	8.5	10	-
2012	28.05.2013	10	8.5	10	-
2013	06.05.2014	9.6	8.16	9.6	=
2014	05.05.2015	8	6.8	8	-

Financing Sources of the Company

The financial risks of Eczacibaşi İlaç, Sınai ve Finansal Yatırımlar are closely monitored by the management of the Company. Date of 30 September 2015 the Company does not have any open credit lines. In the coming period and as is required credit lines from a number of banks may be used either to finance short term liquidity needs or investments.

Currently a majority of the Company's financial assets are managed in a tripod portfolio including Euro, US Dollar and Turkish Lira components and weight is given to the foreign currency part of it.

The company, which constantly changes its foreign exchange balance in a dynamic manner taking into account the foreign exchange fluctuations, has completed September 2015 with a cash portfolio comprising 40% Euro, 54% US Dollars and 6% Turkish Lira.

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Internal Control System and Internal Audit

Support is obtained in terms of internal control and internal audit from Audit Board comprising of two independent directors, Internal Audit Department which is affiliated to the Managing Director and also reports to the Committee in Charge of Audit, Financial Affairs Department, Strategic Planning and Business Development Department with Eczacıbaşı Holding A.Ş. and chartered financial advisor company. The official records of the subsidiaries, joint ventures and affiliates which are consolidated are audited by a Sworn Financial Advisory Company in terms of compliance with the Turkish Commercial Code, Uniform Chart of Accounts and taxation issues on a quarterly basis. The Internal Audit committee of the Eczacıbaşı Holding A.Ş. audits the consolidated companies' activities on the required processes and/or issues. The Board of Directors is of the opinion that such internal control and audit activities are adequate.

The company is supported in the risk of collecting its receivables in the property development sector by Kanyon Yönetim İşletim ve Pazarlama A.Ş. for the customers in Kanyon complex and Eczacıbaşı Gayrimenkul Geliştirme ve Yatırım A.Ş. for the Ormanada Project. Since the Company has no open credit as of 30 September 2015 and its assets are well above its total commercial debt level, there is no debt risk.

Risk Management

It is accepted by Eczacibaşi İlaç, Sınai ve Finansal Yatırımlar that risks constitute an integral part of business life and these risks are managed by balancing the same according to the risk-return expectations of the entities. In order to manage the sustainable growth and to this effect, to optimize the risks taken and determine these in an efficient manner, these risks are defined and classified from general to specific and then measured and studies are carried out to eliminate/reduce or transform risks into opportunities. As a result of these studies, it is continued to monitor risks and it is re-evaluated all the time whether measures are timely taken and whether these are effective.

With the aim of complying Article 378 of the Turkish Commercial Code, no.6102, the Board of Directors resolved, at its meeting held on 17 May 2013, to establish "Early Risk Detection Committee" that would submit its proposals and recommendations to the Board of Directors in order to detect any operational, financial, legal and similar risks early that may pose hazard for the existence, development and sustainability of the Company, assess such risks and calculate any possibilities, manage, report such risks in accordance with the corporate risk assuming policy of the Company, take required measures for the risks so detected, consider such during decision making process and establish and integrate effective internal control systems. The committee consists of 2 members and Akın Dinçsoy (independent member) was appointed as the Head of the Committee and Ayşe Deniz Özger (executive member) as the member. The Committee held 1 meeting regarding its activities in 2015. The Committee made 5 meetings concerning activities in 2015.

The primary risks that our company is exposed to are monitored under two main titles as financial risks (currency, interest, liquidity and credit) and non-financial risks (strategic and operational).

Financial Risks

Financial risks are the impact of the fluctuations of the variables in the market such as currency, interest, asset prices to the financials of the company in a positive or negative manner. In addition to these risks, liquidity risk and credit risk are also other financial risks that may lead the financial soundness of the company to be adversely affected. Financial risks are examined under four sub-titles: currency risk, interest risk, liquidity risk and credit risk.

Currency Risk

It means any kind of risks resulting from financial or operational interactions through foreign exchange. These risks are being closely watched out by being analysed through exchange position and necessary cautions are taken after the analysis. After the analysis such as financial situation chart, exchange position / equity capital, the impact of changes in exchange rates scenarios to financials are performed, risk avoidance (hedging) operations are carried out, depending on the risk appetite of the institution. Hedging operations such as forward, option and swap, which are performed periodically and between the set limits, are shaped according to the risk taking desire of the

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institution. Besides, in order for the cash and credit portfolio of the institution to be the least affected, market expectations are constantly updated and depending on the latest data, portfolios are being dynamically managed.

Interest risk

The positive or negative impact that the upward or downward position of interests may cause on the financials of the Company are classified as interest risk. While the company primarily manages this risk by balancing its term receivables and term debts that are sensitive to interest rates, the decision on whether to utilize loans on a short, long, fixed or variable interest based on the market expectations of the company and the pre-determined risk limits.

Liquidity risk

Liquidity risk management is constituted of the ability to provide sufficient amount of cash and securities, to enable funding by way of sufficient lending opportunities and closing out market positions. Due to the dynamism of its working environment, the company aims flexibility in funding by keeping means of lending available. Liquidity risk is managed by taking into consideration the financial soundness indicators in the risk reports that are periodically prepared. The financial structure of the company is examined together with indicators such as the current ratio, liquidity ratio, total debt / total assets, NFB / Equity, the ability of the company to pay interest, and is subjected to assessment from the weakest to the strongest points and as a result of this assessment, the necessary actions relating to the working capital management are taken.

Credit risk

This is the risk arising from the joint ventures indebted to the company not being able to repay these debts. This risk is managed by credit rating studies based on historic data, intelligence work, limiting the concentration in a single joint venture in the total portfolio and the collateral structure to be applied to the customers. The company, if need be, carries out transactions for the early collection of its receivables through irrevocable factoring in order to eliminate such risk. It is ensured that the local and foreign receivables are insured within the designated transaction limits upon conducting detailed customer analysis.

Non-financial Risks

In addition to controlling financial risks, other significant risks relating to the operations of our entities are classified as strategic and operational risks.

Strategic risks

Risks such as fluctuations in the demand to the products and services of the company, changes in the market shares, risks resulting from competition-related developments and political risks are all evaluated as strategic risks. In order to reduce the impact of these risks, the markets where sales are made are diversified. Besides, competitive position should be maintained by preserving the quality in products and supporting innovation significantly. Analyses on the changes of dynamics in the market and on the competitors are constantly conducted and accordingly, the necessary measures against risks that may arise are taken

Operational risks

Operational risks include personnel risk, technological risks, organizational risk, legal risks and external risks. Such risks are reduced through efficient Human Resources Management and investments in technologic infrastructure, and insurable risks are frequently reviewed and these are transferred to out of the company by insuring the risks based on a benefit-cost analysis.

Important developments observed in between the end of the accounting period and the date when the financial tables would be announced

None.

Nature and value of the capital markets instruments issued

None.

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Studies on Corporate Governance Compliance

By the date of the annexed report, there has been no significant development under the "II-17.1 Corporate Governance Communique" of the Capital Markets Board, published on the Official Gazette, dated 3 January 2014, numbered 28871.

Report on Corporate Governance Compliance is available on Investors Relations section at www.eczacibasi.com.tr

Information concerning donations during the year

As of 30 September 2015, the consolidated total donations to associations and foundations working for public good, universities, health establishments and institutions, social, scientific, artistic organizations and public service organizations with a mandate to support and promote other activities for the good of the nation, regional institutions with annexed budgets, and similar institutions, amounted to TRL 358 thousand (30 September 2014: TRL 331 thousand).

Basic ratios on financial position, profitability and debt servicing position calculated on the basis of the financial statements and information prepared in accordance with the articles of this Decree

		30 September 2015	31 December 2014
Liq	uidity Ratios	_	
*	Current Ratio	2.38	2.75
*	Liquidity Ratio	2.07	2.34
Rat	ios on Financial Structure		
*	Total Liabilities / Total Assets	0.17	0.15
*	Consolidated Equity / Total Assets	0.83	0.85
*	Consolidated Equity / Total Liabilities	4.90	5.50
Pro	fitability Ratios		
*	Net Income / Consolidated Equity	0.04	(0.02)
**	Net Income / Total Assets	0.03	(0.01)
*	Net Income / Net Sales	0.13	(0.04)

Personnel and worker changes, collective bargaining agreements, personnel and worker rights and benefits

As the Company has no manufacturing activity it does not employ any workers. As of 30 September 2015, the Company employs 15 (31 December 2014: 16), and they are all subject to the Labor Law. All employees of Ezcacibaşi Group are subject to the common rights and benefits. These common applications are;

- ❖ 12 month salary and bonus (16 monthly salaries in total),
- Sales bonuses to sales staff based on their results in accordance with the sales premium regulation,
- ❖ Personal accident insurance for employees who need to use a vehicle,
- Group Private Health Insurance, and on a voluntary basis, Group Private Pension System,
- Clothing and moving support,

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- Marriage, birth-death, child support,
- ❖ Meal benefit of TRL 17.5 per day,
- Seniority support premium,
- Depending on the nature of job, mobile phone line and car,
- And other rights and benefits like training programs for personal and professional development and career management.

Information on equity holders of the parent (cross shareholding)

The Company has a 37.28% shareholding in Eczacıbaşı Holding A.Ş., which in turn is the majority shareholder of the Company with a 50.62% shareholding. The Company has no impact or control over operational and managerial policies of Eczacıbaşı Holding A.Ş.

Explanations on the main elements of the Group's internal audit and risk management systems with regard to the preparation process of consolidated financial statements

Support is obtained in terms of internal audit and risk management from Auditing Board comprising of two independent directors, Internal Audit Department which is affiliated to the Managing Director and also reports to the Committee in Charge of Audit, Financial Affairs Department, Strategic Planning and Business Development Department with Eczacıbaşı Holding A.Ş. and chartered financial advisor company. The risk analysis for fixed assets is conducted externally while security, emergency and assets at risk position assessments are conducted at the meetings of Board of Directors.

The official records of the subsidiaries, joint ventures and affiliates which are consolidated are audited by a Certified Councillorship Company in terms of compliance with the Turkish Commercial Code, Uniform Chart of Accounts and taxation issues on a quarterly basis. The Internal Audit committee of the Eczacıbaşı Holding A.Ş. audits the consolidated companies' activities on the required processes and/or issues. Additionally, the financial statements of the consolidated companies dated 30 June and 30 September as prepared for consolidation are audited by an independent audit company in terms of compliance with the CMB legislation and Turkish Accounting Standards issued by the Public Oversight Accounting and Auditing Standards Authority. The 31 March and 30 September dated financial statements of the consolidated companies are audited by the Internal Audit Department of Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar in line with the principles set by the independent audit company.

Investment and dividend policies implemented to enhance the Company's performance

Investment policy

Since having divested its manufacturing interests Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar has been pursuing growth aimed investments in health and real estate development sectors in addition to its current structure. With this aim on one hand it has been acquiring companies and products active in these fields and on the other hand it has been developing real estate projects.

Dividend policy

At its meeting held on 29 March 2013, our Board of Directors has decided to implement a profit distribution policy in line with the following approach in accordance with the provisions of the Turkish Commercial Code, Capital Markets Regulations, Tax Legislation, other applicable legislation and the provisions of the Articles of Association as related to the distribution of profits and this decision has been submitted to the approval of the shareholders at the Ordinary General Assembly held on date of 15 April 2014 for the year 2013 and ratified at the meeting.

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- ❖ 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 recommendations on profit distribution for the general assembly, the Board of Directors takes into consideration the sensitive balance between the Company's existing profitability, the expectations of shareholders and prescribed growth strategies.
- 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.

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Evaluation of activities between 1 January - 30 September 2015

Our company is a kind of holding company and through its subsidiaries, joint ventures and affiliates in its current consolidated structure, is active in health and consumer products sectors and it is directly active in real estate development. Therefore, the Company's disclosures under this article are provided within the context of business segments it is involved in and the affiliates operating within these business segments as listed below:

Business Segment

Segment/Market Company Name

Health Sector

Original pharmaceutical market: EİP Eczacıbaşı İlaç Pazarlama A.Ş.

Eczacıbaşı İlaç Ticaret A.Ş.

Hospital supplies Eczacıbaşı-Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş. Dialysis treatment RTS Renal Tedavi Hizmetleri Sanayi ve Ticaret A.Ş.

Health services Eczacibaşı Sağlık Hizmetleri A.Ş.

Nuclear medicine sector Eczacıbaşı-Monrol Nükleer Ürünler Ticaret ve Sanayi A.Ş.

Moleküler Görüntüleme Ticaret ve Sanayi A.Ş.

Monrol Europe SRL Monrol Poland LTD

Monrol Egypt Manufacturing LLC

Monrol Bulgaria LTD

Eczacibaşı - Monrol-Nuclear Product Industry & Trade Co- Jordan

Capintec, Inc. Monrol MENA LTD Monrol Gulf DMCC

Consumer Products Sector

Hairdressers' products market Eczacıbaşı-Schwarzkopf Kuaför Ürünleri Pazarlama A.Ş.
Consumer products market Eczacıbaşı Girişim Pazarlama Tüketim Ürünleri San. ve Tic. A.Ş.
Wet wipes market Eczacıbaşı Hijyen Ürünleri Sanayi ve Ticaret Anonim Şirketi

Real estate development:

Property development Eczacibasi Gayrimenkul Geliştirme ve Yatırım A.S.

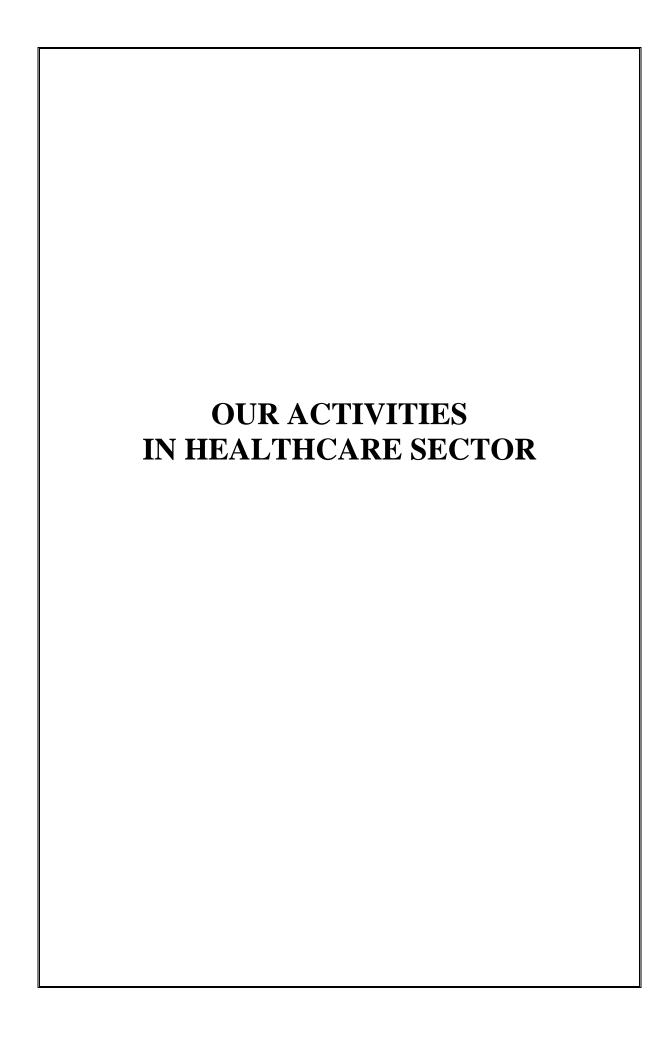
Other property development activities Yeni Tekstil Sanayi A.Ş (i)

Kanyon (ii) Ormanada Project (iii)

Other

Ceramic tiles market Vitra Karo Sanayi ve Ticaret A.Ş. Export services Ekom Eczacıbaşı Dış Ticaret A.Ş.

- (i) Our company acquired the entire shares of Yeni Tekstil Sanayi A.Ş on 10 April 2015 with 24,250,000 USD Dollars from Can Malta, Sezen Malta, Lütfü Paker, Mihriban Paker and Hülya Paker.
- (ii) Includes the whole Kanyon Office Block and half of the Shopping Mall, which appear under the Company's assets.
- (iii) In December 2007, the Company bought half of 22 plots of land with a total area of 196,409.74 m² located at Sarıyer İlçesi, Uskumru Mahallesi, Yorgancı Çiftliği Mevkii. Project details are provided in the "Property Activities" section of the report.



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Key factors affecting the Company's performance, changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes, investment and dividend policies implemented to enhance the Company's performance

For the joint ventures active in the original pharmaceutical market;

- Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:
 - ❖ The reference pricing system applied by the Ministry of Health, Euro value to be used for conversion of TRL based on Cabinet Decree and global budget application managed by the Social Security Institution,
 - ❖ The licensing process of the Ministry of Health,
 - ❖ Introduction of the GMP (Good Manufacturing Practices) requirement for the imported products pending license and consequently prolongation of the process
 - The speed of entry of licensed products to the Social Security Institution's (SSI) reimbursement list,
 - Obligatory discounts to state institutions imposed by the SSI are the key factors affecting performance.

As a precaution to the possible negative impact of these, the Company has been adding OTC products such as cosmetic products, medical devices and food supplements to its portfolio, which are easier to license and unregulated.

• Investment and dividend policies implemented to enhance the Company's performance:

Companies active in this segment are marketing and sales operations with except for contract manufacturing activity. Therefore, a policy to distribute all distributable profit has been adopted.

For our joint venture active in the hospital products market;

Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:

The main factors affecting performance are competition conditions in the market, exchange rate, mandatory pricing and regulations concerning health industry. We hold on to competition without compromising the quality, price increase process is proceeded, manage product range and forms in accordance with profitability principle, focus on efficient tender management, work continuously on cost efficiency concerning the products and monitor operational costs closely against the unfavourable market conditions.

For our joint venture active in the dialysis treatment market;

Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:

Market conditions, competition and the dialysis session charges announced by the Social Security Authority are the main factors affecting the performance of the Company. Session fees are determined by the Social Security Authority and on a Turkish Lira basis, the session charges were fixed from February 2005 to 2010 when a 5% increase bringing the price to TRL 145 became effective on April 1, 2010 and has not been revised until 18 March 2014. However, due to the fact that SGK has not increased the session fees since April 2010, the session fee has not been revised. Although price rose to TRL 155 by TRL 10 rise on 18 March 2014, and TRL 160 on 1 May 2015 this has fallen below the real cost and expectation.

On the other hand, as energy and fuel expenses, which constitute 10% of operating expenses, recorded price increases above inflation and other expenses (personnel, rent etc.) increased as much as the rate of inflation; while session prices had no increase since April 2010, profitability was negatively affected. This being the case, increasing sales and reducing expenses has become a policy priority.

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• Investment and dividend policies implemented to enhance the Company's performance:

The main investment items are machinery procurement and rental improvements related to capacity increases or renovation. In principle, investments are financed through increases in equity capital. In line with a resolution on quota and planning measures in effect since February 2009, the Ministry of Health limited new dialysis center permits based on regional capacity occupation ratios.

For the affiliate active in the health services market:

Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:

Key factors affecting the performance of Eczacıbaşı Sağlık Hizmetleri are;

- Changing macro indicators on the economy (In an economic crisis, fewer patients go to hospitals creating problems in enrolling patients in nursing homes. Also, during such times, some patients receiving home care services opt for employing unqualified health personnel due to cost concerns.),
- The problems observed in recruiting nurses, who constitute the majority of personnel.

• Investment and dividend policies implemented to enhance the Company's performance:

In order to lower the impact of adversities and improve performance, Eczacibaşı Sağlık Hizmetleri is continuously striving to decrease costs by operating more efficiently. Eczacibaşı Sağlık Hizmetleri is a service company active exclusively in sales and marketing, with no manufacturing operations.

For our joint venture active in the nuclear medicine sector;

Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:

In order to improve its performance, Eczacibaşi-Monrol Nükleer Ürünler carries out promotional activities to introduce its products and enhance their usage. In line with this, it invests to increase its geographical coverage and provides service projects at home and abroad.

Moreover, the Company carries out R&D activities to broaden its product portfolio and introduces the developed products to the market. In line with its aim at enhancing the efficiency of its R&D activities and maintaining its leading position with new products / technologies in local and overseas market, it has acquired:

- 99.99% of the share capital of Moleküler Görüntüleme Ticaret ve Sanayi A.Ş., a company having its registered office in Gebze Technology Development Free Zone, on 29 July 2011;
- the whole of Capintec, Inc, a company existing and organized under the laws of State of Delaware, the United States and operating in the manufacturing of energy metering devices and related services in nuclear medicine market on 11 December 2012.

Moleküler Görüntüleme has been established in 2002 in Gebze TUBITAK Technology Free Zone in order to develop new devices, new chemicals and radiopharmaceuticals and design radiation-protection tools by conducting R&D activities in nuclear medicine and molecular imaging areas. As it is in operating in the Technology Free Zone, the changes made by the relevant authorities in their practices directly affect the performance of the company.

The Company is intending to develop new high-tech products, raw materials and application tools for itself and other companies operating in the field of Nuclear Medicine including hospitals, private healthcare organizations and foreign markets and adds value to the market by employing the personnel with high level of technological knowledge and experience.

In order to improve its performance, Moleküler Görüntüleme carries out promotional activities to introduce its products under development and makes investments as per R&D projects.

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The Company's sources of finance and risk management policies

Original pharmaceutical market:

For companies operating in this sector, revenues from sales of pharmaceuticals, their main activity, constitute the main source of finance. The main risk they face is to import at a high exchange rate and have to sell at a fixed exchange rate determined by the Ministry of Health.

As the unions operating in pharmaceutical sector has not updated Euro rate used in calculation of medicine prices, the litigation brought by the relevant institution and entities was won and the exchange rate of 1,9595 has been updated as 2,00 valid from 1 June 2015.

According to the Decree Regarding the Pricing of Pharmaceuticals for Human Use, dated 1 July 2015, exchange rate of 1 (one) Euro in Turkish Liras, which will be used in pricing of pharmaceuticals for human use, shall be determined by multiplying adjustment coefficient set as 70 per cent of annual average exchange rate of Euro to be calculated daily Euro exchange rate realizations of the Turkish Central Bank as published on the Official Gazette of the previous year. Price Evaluation Commission will gather within the first 5 business day January and shall announce exchange rate of 1 (one) Euro rate in accordance with above defined principles.

Pursuant to temporary article of the said decision, by multiplying adjustment coefficient of 70 per cent with average euro value calculated based on the realizations of daily exchange rate of euro for selling of the Central Bank of Turkey published on the Official Gazette, which is regarded as the indicator, for the period 90 days before the issue date of the decision, updated euro rate has been defined as 2,0787 valid from 1 September 2015.

Hospital supplies market:

Eczacıbaşı-Baxter Hastane Ürünleri has utilized short term TL credits within the first nine monthly period of the year 2015 and the credit balance at the end of period is TRL 51.8 million.

Receivables, payables and stock levels are kept under close scrutiny against the risk of operating cash being negatively affected by adverse market conditions. In order to minimize the impact of adverse market conditions, budgeted expenses have been reviewed and an additional set of austerity measures has been determined.

In 2014, warehouse system posing a risk both operationally and financially was simplified, total number of customers was reduced, and distribution infrastructure was strengthened both operationally and financially. Thanks to new collection methods and warranties thereof, there have been improvements in timely collections.

Dialysis treatment market:

RTS Renal Tedavi Hizmetleri mostly finances new clinic investments from the establishment capital. Cash requirements for capacity increases, machinery renewals and similar items are financed through operating cash and short term bank loans when necessary. The credit balance as of the end of September is TRL 45 thousand.

Social Security Institution receivables constitute the most important working capital item and receivables due and operating cash generated are systematically monitored.

Health services:

The main source of finance for Eczacibaşı Sağlık Hizmetleri is revenue collection from patients the Company serves. In order to minimize the risk of collections, cash collections are encouraged to the extent possible. The organization has 3,070 thousand TRL revolving credit by the end of September 2015. As the organization does not have any credit in foreign exchange, there is exchange risk to be exposed to.

Nuclear Medicine sector:

Financial resources, capital, investment and capital loans are the main sources of finance for Eczacibaşı-Monrol Nükleer Ürünler. The Company operates through a dealers' network at home and employs both a dealer network and direct sales abroad. Dealer risks are managed through contracts and partial letters of

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guarantee. Regular feasibility studies and investment performance monitoring are employed to avoid investment risks.

Main sources of finance for Moleküler Görüntüleme include its share capital, project supports and loans received. The completed and continuing projects of the company are to a great extent financed through investment loans / donations made by KOSGEB, TÜBİTAK, Ministry of Trade and TTGV.

Other issues not included in the financial statements, but useful to know for interested parties

Original pharmaceutical market:

In addition to the measures that were taken and had been implemented by the relevant Ministry and institutions, aiming to decrease health spending, additional measures were introduced as from 2009 that had a significant negative impact on the sector. These measures have been explained in chronological order below:

- The external reference pricing system that has been applied since 2004 was changed upon the decree on amendment of the decree Pricing Pharmaceuticals for Human Use published on 30 June 2007, 3 December 2009 and 10 November 2011 amending the reference system of pricing (original pharmaceuticals which have generics and the sales prices of generics to the warehouses is 60% of the registered reference prices, sales prices of generic pharmaceuticals of 20 years old is 80% of registered reference prices).
- Discount rates to be paid for the drugs by the Social Security Institutions are defined in Healthcare Implementation Communique ("HIC")
- ❖ Discount rates by 4% on 10 December 2004 (original drugs less than 6 years) and by 11% (original and generic drugs older than 6 years) were changed with the amendment of Healthcare Implementation Communique, dated 29 September 2008, 4 December 2009, 11 December 2010, 5 November 2011, 24 March 2013 and 5 August 2015.
- ❖ The additional 12% discount implemented on the existing 11% base discount for original and 20 years old pharmaceuticals which do not have reference prices and which have a retail price over TRL 10, enacted by a Decree Amendment published on 4 December 2009.
- ❖ The Decree Amendment on HPC published on 11 December 2010 increased the additional discount applicable to original and 20 years old pharmaceuticals which have a retail price over TRL 6.79 and brought a 9.5% additional discount to generic pharmaceuticals.
- ❖ The discounts rates have been increased as a result of Healthcare Implementation Communique published on 5 November 2011. Accordingly, discount for the medicines over 20 years with a retail price more than TRL 6.79 is increased by 7.5% and by 8.5% for the original drugs.
- ❖ With the amendment of HIC, dated 24 March 2013, discounts on medicines with low prices were classified according to their retail prices and discount on certain product was cancelled and discount rate on certain products was increased.
- With the amendment of HIC dated 5 August 2015, retail prices of medicines with low prices were updated in accordance with the new rates.
- While 22% of the cheapest drug in the equivalent group could be paid, the Healthcare Implementation Communique published on Official Gazette, dated 20 June 2009 cancelled and the rate was defined as 15% and with the amendment of HIC dated 5 November 2011, it was reduced to 10%. With the amendment of HIC, dated 25 July 2014, practice of band on some equivalent groups was cancelled. Upon announcement of the Social Security Institution, "Floor Price Practice" was adopted on 1 October 2014 for 15 equivalent groups and payment of the cheapest product in the group was started

It is predicted that these measures will hamper the growth of the sector.

Hospital supplies market:

Baxter group, owned 50% share in Eczacibaşı Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş., has announced that restructuring of Medical Products and Biotechnology Products as two independent healthcare entities Baxter and Baxalta has been completed, which started in March 2014. In parallel with this, in cooperation with

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our entity in Turkey Baxter group has started negotiations to provide compliance and applied to Competition Authority on 19 October 2015 after relevant permit is obtained.

Nuclear Medicine sector:

The manufacturing plant licenses, product licenses of Eczacibaşı-Monrol Nükleer Ürünler, operating license held by Moleküler Görüntüleme, ongoing R&D projects and their international reputation in the fields they operate are important information which are not to be found in the financial statements.

Development prospects for the Company

Original pharmaceutical market:

Following the transfer of sales rights of a number of products to Eczacibaşi-Zentiva Sağlık Ürünleri in July 2007, Eczacibaşi İlaç Pazarlama has started an intense effort to add new products/companies to its portfolio. Additionally it is working to add some CE certified medical devices, cosmetic products, food supplements and semi product like items that are priced freely to its portfolio of pharmaceuticals.

The Company signed 55 contracts within the period 2007 - 2011 and 19 new contracts within 2012 and new products started to be included in the portfolio under such contracts. The Company has signed 13 new contracts as of the end of December 2014 and is planning to launch the related products to the market within 2014 - 2017. As from 2011, alternatives have been increased in the products to be added to the portfolio through joint marketing or acquisitions except for the products to be added to the new product range. In addition to this, as the June 2014, health and individual care products of Procter & Gamble were started to be distributed to the drugstores by Eczacibasi İlac Pazarlama.

Hospital supplies market:

Eczacıbaşı-Baxter Hastane Ürünleri operates in a highly competitive market. Consequently, ability to launch new products and market access are of vital importance for the Company's development. The Company is heavily involved in business development activities.

Furthermore, studies on optimization of profitability of the products manufactured as a result of strategic decision and efficiency of the factory are being carried out.

Dialysis treatment market:

RTS Renal Tedavi Hizmetleri will continue its optimization efforts in the coming period to ensure efficiency of its clinics.

Health Services

It is expected that Disease Management, one of the most important services of the Company will be implemented in a more serious way as a result of recent regulations and directives of the Ministry of Health and Eczacıbası Sağlık Hizmetleri will be affected from these developments favorably.

The number of people Eczacıbaşı Ortak Sağlık ve Güvenlik Birimi, founded in 2013 with 100% capital of Eczacıbaşı Sağlık Hizmetleri provided service increased 61% (24.035 persons) by the end of September 2015 compared to the number at the end of 2014.

Nuclear Medicine sector:

Eczacıbaşı-Monrol Nükleer Ürünler has been growing with its domestic investments and will continue to grow through new investments and partnerships both at home and abroad.

Within the last three years three FDG production sites have been launched in 2011 and 2012. The FDG site located abroad in Egypt, and the FGD production site located abroad in Romania started production and sales in May 2012 and July 2012 respectively. As to the FDG production site, built in Poland, the company establishment was carried out in 2011. With the partnership of Eczacıbaşı-Monrol, two companies namely Monrol Bulgaria LTD and Eczacıbaşı Monrol-Jordan were established. The investment in Poland started production and sales by February 2015 and it is planned the investment in Bulgaria will be put in use by October 2015. Investment in Jordan has been re-evaluated and cancelled due to negative developments in

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market conditions there. In Dubai Jebel Ali Free Zone, a company namely Monrol MENA was founded through which investment and sales opportunities will be utilized around the nearby countries.

Apart from these, it is among the strategic targets to establish or acquire more production facilities abroad through international partnerships or act as installer or operator. This strategy will ensure the Company to develop fast with a wider geographical coverage and a wider product portfolio.

Moleküler Görüntüleme is planning to place on the market its developed Nuclear Medicine devices and raw materials as from the second half of 2015 upon completion of the ongoing R&D projects. It is also planned to carry out further R&D projects in this respect. The Company also offers consulting services in Nuclear Medicine area using its know-how and competencies and this shall continue in subsequent periods.

R&D activities realized

Original pharmaceutical market:

As Eczacibaşi İlaç Pazarlama licenses original products in Turkey, it has no R&D activity. However, since 2008 it has been investing for production rights of three products in Turkey that are in PHASE III stage. One of these was licensed in EU and the licensing efforts in Turkey continue.

Hospital supplies and dialysis treatment market:

Our company operating in the hospital supplies and dialysis treatment market has no R&D activity.

Health services:

Eczacıbaşı Sağlık Hizmetleri has no R&D activity; however, efforts are under way to appropriate an innovative approach to improve service efficiency as part of the corporate culture.

Nuclear Medicine sector:

Eczacibaşi-Monrol Nükleer Ürünler is active in development efforts for new products. The R&D activities financed by corporate resources are aimed at directly adding new products to the portfolio and improving existing products. On the other hand, R&D activities that are carried out with international institutions ("IAEA") are to improve knowledge, quality and efficiency. In addition, within the context of Santez projects, R&D activities for original and innovative products are being carried out in cooperation with Turkish universities.

Support has been received from TUBITAK for the R&D project titled "Obtaining I-124 and Cu-64 radioisotops from solid targets and development of radiopharmaceuticals marked by these radioisotops" planned to be launched in 2014 and to last for 2 years. It is anticipated that more focused study will be carried out at RE-DE Department which was restructured at the end of 2014 concerning product development and improvement of production processes. Within this scope, the work unit where rare molecules are syntehized, which is one of the two activities of Moleküler Görüntüleme Ticaret ve Sanayi A.Ş. have been transfered to the Re-De that is restructured under Eczacıbaşı Montrol by the turn of 2015.

At Moleküler Görüntüleme, two projects have been completed for the synthesis of the molecules which are active ingredients used in radiopharmaceutical manufacturing and for the design of the devices intended for the radioactive metering systems used in nuclear medicine, and the products so developed have been displayed at fairs. The Re-De project of robotic system to be used for preparing sterile components ready for IV injection is in progress.

The sector in which the Company operates in and its positioning

Original pharmaceutical market:

Eczacibaşı İlaç Pazarlama is mainly active in the pharmaceuticals sector with its imported original products portfolio including the products of Sanofi-Aventis, Chugai-Sanofi Aventis, P&G, Astellas, Sandoz, Spirig, Sigma-Tau, Almirall, Tillots and Juvise. According to IMS period of September 2015, Eczacibaşı İlaç Pazarlama has grown by 20.8 % on TRL basis while Turkish pharmaceutical market has grown by 14.2 %.

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Hospital supplies market:

The institution continues operating as a main actor in the market of hospital products, renal products and biological products. Eczacibaşi-Baxter Hospital Products is facing a challenging competition from domestic and foreign companies in all the markets that it operates.

Dialysis treatment market:

RTS Renal Tedavi Hizmetleri provides dialysis treatment services. The share of private sector investments is increasing in this market. However, as a result of the delays observed in price increases, some private centers started to close down or merge their operations. Particularly large and foreign owned chains are taking action in the direction of either closing down or merging their clinics with low capacity utilization ratios. The Company is the third largest chain amongst privately owned dialysis centers.

Health services:

Eczacıbaşı Sağlık Hizmetleri, operates in the health sector and offers the widest spectrum of health services (home-based nursing care, physician, therapy services, telehealth services, provision of medical equipment for patient treatment) in Turkey. Due to the nature of the services offered it is not possible to benchmark the Company with any other.

Nuclear Medicine sector:

Eczacıbaşı-Monrol Nükleer Ürünler operates within the medicine sector as a radiopharmaceutical producer. In the FDG market that constitutes 34% of domestic sales, three rivals operate in the sector and the institution is the market leader with a ratio of 53% winning record in public tenders.

In the SPECT product group which constitutes 32% of sales in September 2015, it exports to 25 countries besides the domestic market. The biggest exporting markets are Egypt and India. Apart from the FDG and SPECT products, Eczacibaşi Monrol also performs FDG site setup and management projects sales in the nearby regions. With all these developments, in third quarter of 2015, monthly total sale sum has been TRL 94,115 thousand which means a 27.6% increase in total sale sum in comparison to the same period of the previous year.

Moleküler Görüntüleme is the first and only company in its sector. There is no other local company operating in R&D area in nuclear medicine sector.

Developments in investments, incentives used and the extent of incentive use

Original pharmaceutical market:

Incentives are not used.

Hospital supplies market:

Eczacibaşi-Baxter Hastane Ürünleri, has no plans for any capacity increase and investment thereof for the IV and peritoneal dialysis solutions it produces. No incentives were used for modernization or other investments. Investments realized were mostly sales IT investments. In addition, repair and maintenance activities are carried out in order to protect the existing investments.

Dialysis treatment market:

Although RTS Renal Tedavi Hizmetleri has not used any incentives at the present time, the investment deduction allowance carried from previous years amounts to TRL 2,317 thousand.

Health Services:

Although no incentive is yet utilized by the Company, a project application has been filed in order to enjoy TUBITAK incentives.

Nuclear Medicine sector:

Istanbul-Yildiz and Antalya investments of Eczacibaşi-Monrol Nükleer Ürünler have been completed and production started in 2011. FDG production plant investments have been completed in Egypt in May 2012 and Malatya and Romania in July 2012, and production and sales started in these countries. Monrol Poland LTD

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started production and sales by February 2015 and it is planned that Monrol Bulgaria to put into operation in November 2015. By this way, production and operation process of all facilities invested by the company will be completed by the year 2015.

Moleküler Görüntüleme is utilizing loans / donations made by KOSGEB, TTGV, TÜBİTAK, and Ministry of Trade for its R&D projects. Other R&D projects and net operating capital requirements are financed through short term bank loans. The company also enjoys R&R rebate for staff income tax.

Characteristics of the Company's manufacturing units, capacity utilization ratios and trends, overall capacity utilization ratio, explanations concerning developments observed in the production of goods and services, quantities, quality, demand and prices as compared to past terms in the field of activity

Original pharmaceutical market:

Eczacıbaşı İlaç Pazarlama and Eczacıbaşı İlaç Ticaret have no production activities. They either import their products or have them contract manufactured.

Hospital supplies market:

In accordance with the decision taken in parallel with the developments in market conditions, production of glass bottles has been ended; while production of plastic bottles has continued by 18% depending on existing capacity of the facility at one single shift, which is actual 37%. In Medifleks lines 39.9 million pieces of solution has been produced and capacity utilization increased by 94% compared to the same period of 2014, which was 88%. Besides, in accordance with the developments in market conditions, production of serum set has been ended.

The products produced by Eczacibaşi-Baxter Hastane Ürünleri are priced by the Ministry of Health and are subject to the reference pricing system, which are updated as per the pricing decree and are published on the Ministry of Health's web page. In 2015, price increase was approved by the Ministry for the product ranges in peritoneum dialysis and suprane product range.

As from 4 September 2015, exchange rate of Euro that was TRL 2.00, was updated as TRL 2.0787. Accordingly, prices of all products have increased based on updated rate.

Dialysis treatment market:

As date of September 2015, RTS General Treatment Services has been serving a total of 1,795 patients in 14 clinique, with 1,587 of them being hemodialysis ("HD") and 208 being Periton dialysis. Including the reserves, there are 498 HD machines in total (31 December 2014: 482). There are 3.2 patients per HD machines on average (31 December 2014: 3.4).

Health services:

Eczacıbaşı Sağlık Hizmetleri A.Ş. is a service provider. It has no production activity.

Nuclear Medicine sector:

Eczacibaşi-Monrol Nükleer Ürünler has ten active production units located in Gebze, Ankara, Adana, İzmir, Istanbul, Antalya and Malatya at home and in Egypt, Romania Poland. The amount of production has increased in FDG product groups by 20.3% when compared to the same period of the previous year upon operation of new facilities; while there has been no significant change in SPECT product groups.

Moleküler Görüntüleme has been established in Gebze TÜBİTAK Technology Free Zone and consists of two main divisions. In the first division, rare molecules are synthesized. These molecules are not commercially available and they are specially synthesized by few companies producing radiopharmaceuticals. In the other division of the plant, the research, development and manufacturing of the radiation-protection devices and equipment are carried out.

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Prices, sales turnover, sales terms of the goods and services in the field of activity, changes observed in these throughout the year, developments in efficiency and productivity indices, reasons for significant changes in these as compared to past years

Original pharmaceutical market:

Apart from the over-the-counter products that are freely priced, the products of Eczacibaşi İlaç Pazarlama are priced by the pricing decree of the Ministry of Health. The Ministry of Health takes the lowest price available among the five reference countries selected, and converts the price to TRL by a Euro exchange rate the Ministry specifies.

Sales terms are not only affected by the market conditions, but are also defined by the compulsory institutional discounts applied by the state. During periods of stiff competition, limited campaigns are put into action for over the counter products, and sales are supported through side commercial benefits provided to the customers.

Hospital supplies market:

As of mid-November, 2011, the Social Security Authority ("SGK") has increased the discount rate by 8.5% for some original products and 7.5% for some 20-year products and lowered the price by 20%. Moreover, equivalent band for blood product has been lowered to 10%. The overall impact of the government decrees promulgated in 2011 on cumulative turnover of September 2015 of Eczacibaşi-Baxter Hospital Group was realized as around TRL16.3 million.

Dialysis treatment market:

The service contract with the Social Security Institution increased standard Hemodialysis session price of TRL 155 to TRL 160 for all centers as from 1 May 2015. The Company also provides monitoring and diagnostic services to peritoneal dialysis patients.

Health services:

Eczacıbaşı Sağlık Hizmetleri establishes the prices of the services it provides at the beginning of the year, mainly taking the market conditions into consideration. These prices are applicable all throughout the year, to be revised again in the next term.

Nuclear Medicine sector:

Consolidated sales proceeds in September 2015 increased by 27.6% compared to the same period of the previous year through FDG and commercial product groups in domestic sales and FDG and new facilities starting operations and increase of sales by Capintec groups abroad. In the country FDG sales has to show an increase in the third quarter of 2015 increased by 1% compared to the same period of the previous year; sales prices in foreign markets has increased 19% together with the increase in exchange rates as well as increase in sales in export markets.

Major products sold at Moleküler Görüntüleme are Hot Pot, Dose Calibrator and Injector Shields, with a turnover of TRL 142 thousand during third quarter of 2015.

Measures planned to improve the financial structure of the Company

Original pharmaceutical market:

The financial structure would further be improved by signing new product contracts for over-the-counter products with no competitors, with high prices and high market potential and by quickly evaluating the joint marketing and license transfer options.

Hospital supplies market:

In an effort to improve financial structure of the company, operational capital, improvement plans are monitored monthly by the management and measures are taken to monitor risks and opportunities regularly that may affect working capital, cash flows and financial results of the activities. And measures are taken to focus on activities and maintain and increase product profitability.

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Dialysis treatment market:

The Company continuously works to improve profitability by increasing sales and saving on expenses in order to strengthen its financial structure. Effective cash flow management is achieved through periodically monitoring receivables and keeping procurement under control.

Health services:

The main policies applied to improve the financial structure of the Company are;

- Collecting service revenues in advance and in cash as much as possible,
- Spreading the loan repayment periods and making repayments in instalments to the extent possible,
- Exerting efforts to lower the purchase costs,
- ❖ Improving productivity of the health personnel who serve the patients,
- Increasing the share of the service categories with lower costs as compared to other product categories in total sales.
- Launching new activities.

Additionally, continuous efforts are put forward to improve processes like eliminating collection problems.

Nuclear Medicine sector:

Areas of improvement for the financial structure of Eczacibaşi-Monrol Nükleer Ürünler are the operating cash and the collection days on receivables. Operating cash and collection days are regularly monitored. Delays were observed in collections particularly from university hospitals and some overseas customers located in neighbouring countries and appropriate measures are taken to lower the number of days for receivables and market conditions are regularly monitored.

The measures likely to be taken in order to improve the financial structure of Moleküler Görüntüleme include the reduction of financing and net operating capital requirement. For this purpose, efforts are made in order to increase the corporate sales and reduce the costs by assessing the loans on an ongoing basis.

With this purpose, as from the beginning of 2015, the personnel of one of the units where molecules are synthesized and its fixed assets were transferred to Eczacibaşi Montrol and they continue their operations there.

Personnel and worker changes, collective bargaining agreements, personnel and worker rights and benefits

Original pharmaceutical market:

Eczacibaşı İlaç Pazarlama has been a sales and marketing company and has no unionized employees. The rights and benefits offered to the staff are in line with the human resources applications of the Eczacibaşı Group and as of 30 September 2015, the Company had 327 (31 December 2014: 331) employees.

Hospital supplies market:

As of 30 September 2015, Eczacibaşi-Baxter Hastane Ürünleri had 185 workers (31 December 2014: 194) and 380 white collars (31 December 2014: 386) bringing the total number of personnel to 565 (31 December 2014: 580) employees. The Company does not have collective bargaining agreements. The rights and benefits offered to the workers and employees are in line with the human resources applications of the Eczacibaşi Group.

Dialysis treatment market:

Collective bargaining is applied neither at the headquarters nor the clinics of RTS Renal Tedavi Hizmetleri. As of 30 September 2015, a total of 9 (31 December 2014: 9) at headquarters, 393 at clinics (31 December 2015: 416) bringing the total number of personnel to 402 (31 December 2014: 425).

The wage package of the personnel employed at the headquarters of RTS Renal Tedavi Hizmetleri is in line with the human resources applications of the Eczacibaşi Group. The personnel employed at the clinics have a wage package based on 12 months' salary.

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Health services:

Eczacıbaşı Sağlık Hizmetleri has no collective bargaining agreements. The rights and benefits offered to the staff are in line with the human resources applications of the Eczacıbaşı Group and as of 30 September 2015, the Company had 348 (31 December 2014: 324) employees

Nuclear Medicine sector:

Eczacibaşi-Monrol Nükleer Ürünler has no collective bargaining agreements and the employees and workers receive an annual performance based bonus and private health insurance coverage in addition to the rights they have according to the law and regulations in effect. As of 30 September 2015 the Company employs 223 (31 December 2014: 219) employees.

Moleküler Görüntüleme has no collective bargaining agreements and the employees receive private health insurance coverage in addition to the rights they have according to the law and regulations in effect. As of 30 September 2015, the Company employs 9 (31 December 2014: 15) employees.

Information on organizational units apart from the headquarters

Original pharmaceutical market:

The Headquarters of Eczacibaşı İlaç Pazarlama, where it manages all the staff is located in Levent/Istanbul. It operates throughout Turkey with other cities where it has got settled agents.

Hospital supplies market:

Eczacibaşi-Baxter Hastane Ürünleri has regional offices and technical services apart from its headquarters. In addition to 4 regional offices (Istanbul, Ankara, İzmir, Adana), there are technical service building organizations in Ankara regions.

Dialysis treatment market:

RTS Renal Tedavi Hizmetleri has 2 branches apart from its headquarters. In addition it has 11 subsidiaries and 2 branches of these.

Health services:

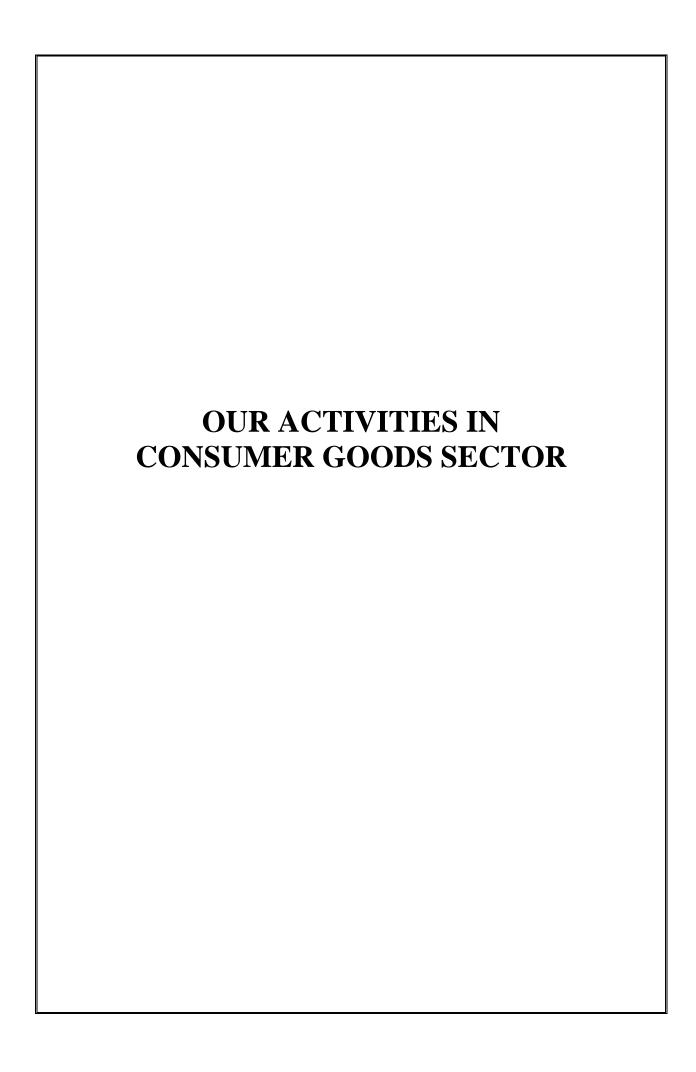
Eczacıbaşı Sağlık Hizmetleri has no organization apart from its headquarters.

Nuclear Medicine sector:

Eczacibaşı-Monrol Nükleer Ürünler has seven branches in Istanbul, Ankara, Adana, Izmir, Antalya and Malatya, apart from its headquarters. Its affiliates and shareholding percentages are given in the table below. In addition, the Company has a sales and distribution network of 15 resellers in Turkey and 28 distributors in 53 points of sales abroad.

Country	Affiliate's Name	Shareholding Structure	%
Romania	Monrol Europe SRL	Eczacıbaşı Monrol	100
Poland	Monrol Poland LTD	Eczacıbaşı Monrol	49
Folalid	Monior Foland LTD	Monrol Europe SRL	51
Egypt	Monrol Egypt for Manufacturing LLC	Eczacıbaşı Monrol	99.8
Egypt	Wolffor Egypt for Wandracturing LLC	Monrol Europe SRL	0.2
Bulgaria	Monrol Bulgaria LTD	Eczacıbaşı Monrol	100
Jordan	Eczacıbaşı Monrol- Nuclear Products Industry	Eczacıbaşı Monrol	100
Jordan	& Trade Co - Jordan	Lezacioași Wollioi	100
Turkiya	Moleküler Görüntüleme Tic. ve San. A.Ş.	Eczacıbaşı Monrol	99.99
Turkiye M	Wolekulei Gorulluleille 11c. ve Sali. A.Ş.	Other	0.01
USA	Capintec, Inc.	Eczacıbaşı Monrol	100
Dubai	Monrol MENA LTD	Eczacıbaşı Monrol	100
Dubai	Monrol Gulf DMCC	Monrol MENA LTD	80
Dubai	Wollof Gulf DIVICC	Mohd & Obaid Al Mulla LLC	20

Moleküler Görüntüleme has is headquarter in Şişli with a branch office in Gebze TUBİTAK Technology Free Zone.



REPORT OF BOARD OF DIRECTORS AS PREPARED IN ACCORDANCE WITH THE COMMUNIQUÉ NO. II-14.1 OF THE CAPITAL MARKETS BOARD ON PRINCIPLES OF FINANCIAL REPORTING IN CAPITAL MARKETS

Key factors affecting the Company's performance, changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes, investment and dividend policies implemented to enhance the Company's performance

For our subsidiary active in the consumer products market;

• Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:

As of year-end 2007 Eczacibaşi Girişim Pazarlama Tüketim Ürünleri moved its production to a modern plant within the Gebze Organized Industrial Zone, from its old production facility located at Çerkezköy. The fact that the new manufacturing plant is located close to the main warehouse as well as having its own warehouse resulted in significant improvements in storage and transportation costs.

The Company keeps investing in new systems to improve its current sales infrastructure. Within this context, to manage the dealers effectively, a dealer automation system was established where dealers' sales and stocks can be monitored daily on a product basis.

For subsidiary active in the wet wipes market;

• Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:

Eczacıbaşı Hijyen Ürünleri has been producing hygienic and personal care products, in particular wet wipes and towels, and has been realizing the marketing; sales and distribution thereof in the Turkish market as well as abroad.

Eczacibaşi Hijyen Ürünleri produces its rich product portfolio consisting of products such as personal and baby care products, wet towel, wet wipes, make-up removal products, baby shampoo and creams, acetone, cologne, vaseline, etc. with its own brands (Uni, Unimed, Premax, Şelale), and also produces toll manufactured products for local and international select chain stores. The performance of the company is dependent on the market growth, brand and competition power in Turkey and the growth at the export markets of its products.

In order to strengthen its performance, Eczacibaşi Hijyen Ürünleri carries out promotional activities to introduce its products and marketing activities to enhance their usage. The Company carries out R&D activities to broaden its product portfolio and introduces the developed products to the market. The Company focuses on customer satisfaction with its high quality products and innovative strengths. Closely chasing the technological developments in its market, it is trying to offer the highest possible quality with the best possible technology. Development of new products and renovation of existing products by means of know-how and technology enhance the product and sales capacity.

For our joint venture active in the hairdresser products market;

■ Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:

The key factors affecting the performance of Eczacıbaşı-Schwarzkopf Kuaför Ürünleri are the activities of the competitors and, as almost all of the products are imported, economic variables starting with the foreign exchange rates. Precautionary policies include following up market data closely and making use of financial instruments to hedge foreign exchange risks.

In order to increase market share new products are imported in line with the health and fashion trends; training programs are offered to hairdressers to improve their skills and promote the use of products; support activities are organized to tie in more hair salons and periodic promotional campaigns are developed.

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The Company's sources of finance and risk management policies

Consumer products market:

Eczacibaşı Girişim Pazarlama Tüketim Ürünleri finances receivables, stocks and fixed assets through equity. Loan has been borrowed in order to purchase new office building and to finance the investments supporting the growth in non-domestic use in 2012, and as of 30 September 2015, the outstanding loan amount is TRL 105.449 thousand.

Receivables are guaranteed by sales channels. Real estate mortgages and letter of guarantees from banks are collected from clients as payment guarantees. As of 30 September 2015, 86% of the risk for receivables from wholesale resellers has been secured with existing guarantees.

The company makes its purchases from abroad in cash, so there is no currency risk. Sudden currency fluctuations are closely monitored, and cost increases due to currency increases are compensated by price increases or savings measures. The ratio of budgeted versus actual expenses of all departments of the Company are monitored and it is expected that any deviation in sales would be matched by corresponding expense cuts.

Wet wipes market:

The receivables, stocks and fixed assets of the entities active in this market are funded from their own resources as well as with short-term borrowings. As of 30 September 2015, the outstanding loan amount borrowed by Eczacibaşı Hijyen Ürünleri is TRL 42,049 thousand. 11 Million Euro of this loan is 8-years investment loan regarding factory.

Foreign sales are directly realized by Eczacıbaşı Hijyen Ürünleri to 53 countries and domestic sales are realized by Eczacıbaşı Girişim Pazarlama Tüketim Ürünleri. An increase in the number of distribution centers and sales is targeted with the use of the efficient and wide-spread domestic distribution power of Eczacıbaşı Venture Marketing.

In connection with the inputs imported from abroad and locally purchased over foreign currency, the risk that may be caused by the sudden increase in foreign currencies to the indebtedness over foreign currency is being balanced with the receivables from foreign sales.

Hairdressers' products market:

The main financial policy of Eczacıbaşı-Schwarzkopf Kuaför Ürünleri is to avoid working capital deficits. As all products are imported, certain measures are taken against foreign currency risks.

Other issues not included in the financial statements, but useful to know for interested parties

Consumer Products Market:

With the aim of increasing service quality of the organizations focusing in two different markets as out-of-home consumption and retail products, extending customers portfolio and increasing profitability; Eczacibaşi Girişim Pazarlama Tüketim Ürünleri Sanayi ve Ticaret A.Ş., has decided to assign all its assets, passives, rights and obligations to two companies to be established in accordance with the Articles 159-179 of the Turkish Commercial Code, no.6102 (TCC) and Articles 19-20 of the Corporate Tax Law, no.5520 over the values recorded in interim period financial statements, through full division and that existing shareholders of the divided company shall continue to be the shareholders of two companies to be established and pursuant to Articles 159-179 of the TCC, required publications has been made on Turkish Trade Registry Gazette, dated 19 October 2015.

Development prospects for the Company

Consumer products market:

Eczacibaşi Girişim Pazarlama Tüketim Ürünleri manufactures industrial liquid detergents, cosmetics and eau de cologne at its own plant. All these products are manufactured by the best available processing and management applications to be found in this sector. ISO 9000 certification is completed and file preparation has been started to become the first GMP ("Good Manufacturing Practices") certified manufacturer in this sector.

Net sales of the company in September 2015 increased by 17% compared to the same period of the previous year. It is planned that the growth in the next quarter will be realized 11.8%.

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Wet wipes market:

The company will continue to grow with the investments and cooperation in internal markets and abroad. It is expected that the power of brands of the company will increase with their participation to the Eczacıbaşı Holding as a result of marketing investment to be made into these brands.

It will continue to be a leader and reputable company in the sector with its quality and safe products and services. It will enhance its position as the leader of its sector for years with improvements in the upcoming years. Based on demands, use of capacity and OEM product manufacturing and sales will be continued in several brands that are with cost-reduction effect.

As of May, 2014, in the Region of Gebze Organized Industry, an industrial land has been purchased and a site of its own was to be started as of December 2014. The total investment value has been planned as USD 22 million.

Hairdressers' products market:

Eczacibaşı-Schwarzkopf Kuaför Ürünleri performs in line with the market trends, where particularly the products retailed at the hair salons are showing growth potential. A market share increase in this segment is targeted.

R&D activities realized

Consumer products market:

The production facility and R&D structure of Eczacıbaşı Girişim Pazarlama Tüketim Ürünleri is established to develop certain formulae completely by the Company rather than buying these from elsewhere. At this manufacturing plant, 70% of the formulae have been renewed within three years. Formulae optimization for Egos branded products and new product development efforts for Selin, Detan, Defans and Hijyenmax branded products are ongoing.

Wet wipes market:

Eczacıbaşı Hijyen Ürünleri is always active in development efforts for new products. The R&D activities financed by corporate resources are aimed at directly adding new products to the portfolio and improving existing products. It always closely follows the consumer needs and developments in the sector in order to lead the market with its innovative products. It launches new products every year through its expertise, quality and know-how. With the technological developments, it steadily increases its production quality.

Hairdressers' products market:

All products in this market are imported from Germany. R&D activities are carried out by the original manufacturers.

The sector in which the Company operates in and its positioning

Consumer products market:

Eczacıbaşı Girişim Pazarlama Tüketim Ürünleri, is active in sales and distribution in the consumer products market and is responsible from brand management and manufacturing of Eczacıbaşı's own consumer and away-from-home brands. It is the consumer product company which has the highest retail coverage in Turkey with its range of more than 1,500 products.

It is the market leader in 12 of the 20 product categories it distributes. According to AC Nielsen retail panel distribution data, the Company has a 80-95% coverage ratio around Turkey, reaching 4,800 sales points directly, 67,000 sales points through exclusive or general dealer teams responsible for Eczacibaşı Girişim Pazarlama products, and 160,000 sales points in total including sales through wholesalers.

Consumer products manufacturing plant is in full compliance with the new cosmetics law published in 2006 parallel to European Standards, and for liquid detergent production, it has the most developed infrastructure and manufacturing conditions within the country. The plant was established with the most optimal solutions for energy and water consumption, and is equipped with an automation system to ensure production quality consistency. R&D, Quality Control and Microbiology laboratories are equipped with all tools and systems that the sector may require.

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Wet wipes market:

Eczacıbaşı Hijyen Ürünleri is the first local producer in particular in the wet wipes category. Since 1994, it has maintained its leader position with the innovative products it launched to the market. The size of the wet wipes sector, which accounts for more than 50% of its sales, is expected to be around TRL 325 million this year in Turkey as per 2014 AC Nielsen data. At the same time, it has an innovative and sound position in the markets of those countries to which it realizes exports.

Hairdressers' products market:

Eczacibaşi-Schwarzkopf Kuaför Ürünleri, operates in the wholesale hairdressers' products market. It is the market leader in hair coloring products. It has been increasing its market share in shampoo and other hair care products markets. The Company is active in importing, marketing and sales of hair cosmetics products that are only used by hairdressers or sold through hair salons.

Eczacibaşi-Schwarzkopf Kuaför Ürünleri, operates in the hairdressers' sector and along with Schwarzkopf products it also sells Indola branded products which were bought by Henkel KGaA, the parent company of Schwarzkopf in 2005. The Company is the market leader with its portfolio of pioneering brands like Igora, Indola, Bonacure, Osis, Blond Me.

Developments in investments, incentives used and the extent of incentive use

Consumer products market:

The new cleansing agents and cosmetics manufacturing plant of Eczacibaşı Girişim Pazarlama Tüketim Ürünleri started its production and became operational in December 2007. Investment spending as of 30 September 2015 amounted to TRL 3,255 thousand. No incentives were used.

Wet wipes market:

Eczacıbaşı Hijyen Ürünleri has moved in 2009 to the facilities that it currently operates and thus has gained the opportunity to realize high standard production and an infrastructure that will double its current production without making a significant investment in the upcoming years. In the third quarter of 2015, Eczacıbaşı Hijyen Ürünleri has made an investment for machinery and equipment amounting to TRL 1,732 thousand, fixed assets amounting to TRL 256 thousand and software amounting to TRL 221 thousand and TRL 16,562 thousand investments for factory construction. No incentives were used.

Characteristics of the Company's manufacturing units, capacity utilization ratios and trends, overall capacity utilization ratio, explanations concerning developments observed in the production of goods and services, quantities, quality, demand and prices as compared to past terms in the field of activity

Consumer products market:

At its new manufacturing plant, Eczacibaşı Girişim Pazarlama Tüketim Ürünleri focuses on new products and system products that would increase the tonnages. With the specially developed thinning and dosage systems, the Company is able to offer economic options, particularly for customers operating at large professional service points.

Wet wipes market:

Eczacibaşı Hijyen Ürünleri manufactures its products at its production facilities in Kıraç-Esenyurt. It has some cosmetic products, corresponding to 2-3% of its total turnover and products similar to acetone toll manufactured.

Hairdressers' products market:

As all products are imported, there is no manufacturing activity.

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Prices, sales turnover, sales terms of the goods and services in the field of activity, changes observed in these throughout the year, developments in efficiency and productivity indices, reasons for significant changes in these as compared to past years

Consumer products market:

The price increases in the products of Eczacibaşi Girişim Pazarlama Tüketim Ürünleri are determined based on reasons such as inflation, competition. Sales terms differ by distribution channels and customer categories. While sales terms are established in individual customer contracts with regard to competitive prices and market conditions, discounts are offered under invoices as service invoices. A cash discount is offered to cash payments. A guarantee to cover products to be bought is expected from the customers that the Company works with.

Wet wipes market:

Product prices are increased taking into account factors like inflation and competition. Sales conditions vary based on distribution channel and customer groups and are determined by taking into consideration competitor prices and market conditions in accordance with the agreements entered into with the customers. While net sales of Eczacibaşı Hijyen Ürünleri were TRL 56,486 thousand in the third quarter of 2014, it was realized as TRL 69,744 thousand in the third quarter of 2015.

Hairdressers' products market:

Sales are promoted by means of the activities within the context of the annual contracts signed with the hair salons and monthly campaigns targeting both end users and hair dressers. Eczacibaşi-Schwarzkopf Kuaför Ürünleri's products are sold and distributed through dealers by Eczacibaşi Girişim Pazarlama Tüketim Ürünleri.

Measures planned to improve the financial structure of the Company

Consumer products market:

Eczacıbaşı Girişim Pazarlama Tüketim Ürünleri started applying a direct debit system to prevent the risk of delayed payments. Efforts are underway in order to expand this system and it is aimed to implement Debit Insurance system in order to reduce the risks by 2015.

The total stock levels are kept under control by eliminating SKUs ("Stock Keeping Unit") deemed unproductive by pre-determined criteria when adding new ones. Alternatives are being evaluated to manufacture by definite orders so that no manufactured product stocks would be kept. Packaging and content changes within product categories continue within the scope of reducing production costs.

Wet wipes market:

The domestic sales of Eczacibaşı Hijyen Ürünleri have been realized as from 2013 through Eczacibaşı Girişim Pazarlama Tüketim Ürünleri. In this way, the commercial receivables previously remaining out of guarantee to a great extent are now secured substantially. On the other hand, reduction has occurred in number of sales days in receivables due to both the sales due date being shortened and the cash sales having increased proportionately. Despite this, increase in retained loss and due to financing of new factory investment, net financial debt amount has increased.

It is expected that sales increases of the company within last two years will lead to activity profit and therefore improve financial structure as from the beginning of 2015. On one hand side, it is expected that the credit amounts will decrease with the collection of receivables in shorter terms and credit utilization rate will reduce. As for the investments, savings will be made in leasing and logistics items.

Hairdressers' products market:

Having extended payment periods from suppliers and offering shorter payment periods to customers are among the planned measures.

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Personnel and worker changes, collective bargaining agreements, personnel and worker rights and benefits

Consumer products market:

As of the end of 30 September 2015, Eczacibaşi Girişim Pazarlama Tüketim Ürünleri employed 457 (31 December 2014: 430) employees. The Company has no collective bargaining applications. The rights and benefits offered to the staff are in line with the human resources applications of the Eczacibaşi Group.

As of January 2013, Eczacibaşı Professional has been established within Girişim Pazarlama Tüketim Ürünleri in order to further focus on Non-Home Consumer goods ("NHC") channel. The relevant marketing department in cooperation with the General Manager who will head this organization has been established and new employees have been increased in other departments in an effort to take more shares in NHC market. Such employees work in Girişim Pazarlama Tüketim Ürünleri by the date of report.

Wet wipes market:

As of 30 September 2015, Eczacibaşı Hijyen Ürünleri employed 267 (31 December 2014: 207) employees. The Company has no collective bargaining applications. Right and benefits granted to the personnel are in compliance with human resources practices of Eczacibaşı group.

Hairdressers' products market:

Eczacıbaşı-Schwarzkopf Kuaför Ürünleri has no collective bargaining agreements. The rights and benefits offered to the staff are in line with the human resources applications of the Eczacıbaşı Group and as of 30 September 2015, Eczacıbaşı-Schwarzkopf Kuaför Ürünleri has 21 (31 December 2014: 22) employees.

Information on organizational units apart from the headquarters

Consumer products market:

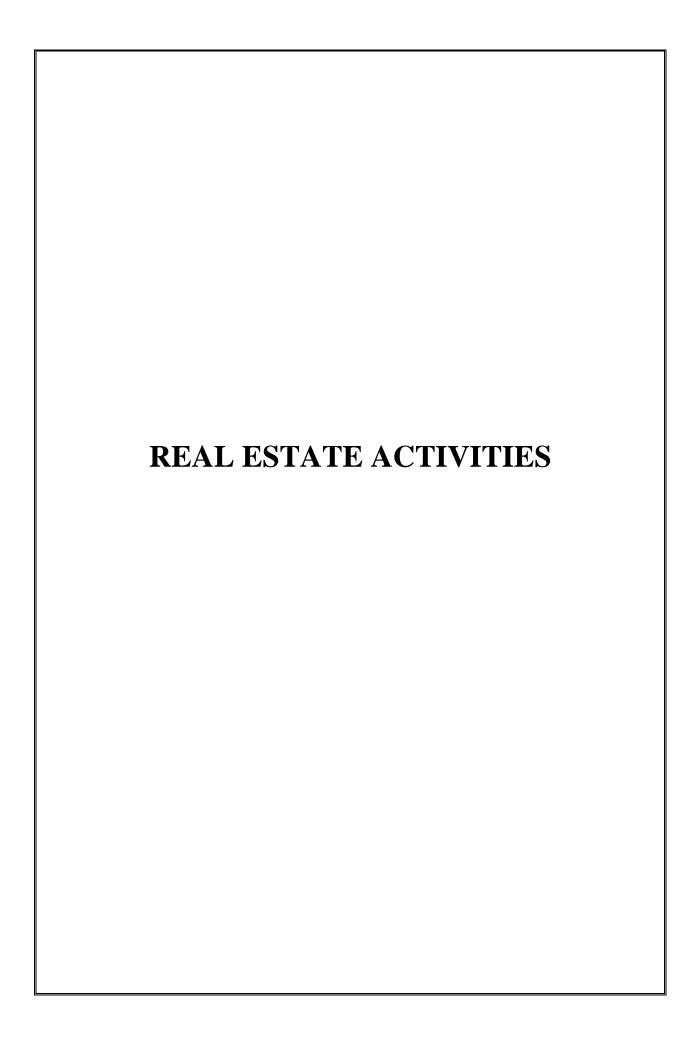
Apart from its headquarters, Eczacıbaşı Girişim Pazarlama Tüketim Ürünleri has a manufacturing plant in Gebze and 6 regional sales offices.

Wet wipes market:

Eczacıbaşı Hijyen Ürünleri has no organization apart from its headquarters.

Hairdressers' products market:

Eczacıbaşı-Schwarzkopf Kuaför Ürünleri has no organization apart from its headquarters.



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Key factors affecting the Company's performance, changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes, investment and dividend policies implemented to enhance the Company's performance

Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:

Kanvon:

Competition has been intensifying with the opening of new shopping centers in different districts. Despite this, Kanyon still is able to differentiate itself from the competition and manages to attract a loyal customer base. In response to increasing competition and the economic fluctuations, the marketing plan is enriched, and by means of applying an optimum stand rental pricing policy, operations in this area are being developed.

Kanyon's strong and weak points within this market structure can be summarized as follows:

STRENGTHS	WEAKNESSES
Central location / Being preferred at summer weather conditions	Affected by adverse weather conditions in winter
Different architectural design	Traffic density
Open air shopping	Gaps in the brand mix
Heavy emphasis on leisure, culture and art elements	
OPPORTUNITIES	THREATS
Vicinity to a dense office population	New shopping centers
High income region	Kanyon's luxury image

The strong demand the retail market had shown to shopping centers caused the rental rates to rise and the retailers that rented their spaces at these high prices started facing difficulties at the end of 2008, when the impact of the economic crisis started to be felt, to the extent that some had to close down their stores. In this crisis environment retailers have become reluctant to open new stores and the shopping centers have started evaluating applications more meticulously. To replace the shops that closed down, Kanyon is now looking for brands that have higher potential to attract consumers and create more traffic. At the same time efforts concentrate on strengthening the brand mix and the brand gaps have already been filled.

Kanyon is a center of attraction for customers with its regular activities, and among the leading activities are art events, concerts, works for children, digital marketing and social media projects, organizations for youngsters and shopping campaigns.

Some entities such as WWF, Greenpeace, and LOSEV are given stands in terms of social responsibility. As stores are regarded significant stakeholders for Kanyon, any type of store activities that may contribute to the image of Kanyon are supported.

Kanyon constitutes a "benchmark" in the marketing world as well by the projects that it has put into effect. It was awarded silver prize for its WeBubble projects in the category of developing technology in 2014 in ICSC Awards event which awards marketing projects worldwide. In IPRA Golden World Awards, Kanyon won gold rewards with its new year activity called "Beatles in Kanyon" in the category of Events Management and with its Instagram project called "One day in Kanyon" in the category of Social Media. Furthermore, WeBubble was awarded 3 gold medals in 3 different categories at Stevie Awards; PR Innovation, Mobile Marketing Campaign and Shopping Application. Again at Stevie Awards, Kanyon was awarded bronze medals for "A day in Canyon" in media oriented communication category, "My Little Black Dress" in low cost communication campaign, Kanyon, key point of our love" in event-focused communication category, "Beatles in Kanyon" in customer-oriented event category and "Short is in this season" in video communication category. It was awarded for its Flea Market activity and Love Fountain in PR category in Felis Awards. The application of Kanyon for mobile phones was switched on in IOS and Android telephones by October 2014. Kanyon Fit,

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another digital application provides services as a fitness advisor for the visitors of Kanyon who adopted healthy life style. The new version of WeBubble of Kanyon with increased loyalty application will be put into use in October and this will make Kanyon more attractive together with discounts to be made in food and beverages categories and by this way the visitors will be awarded.

Kanyon was awarded 6 new rewards in 2015 by International Stevie Awards; with "The best of all flowers" Project, it was awarded for the Best Activity and Communication-Public Relations Campaign of the year (Social Media), with "Bonjour Kanyon" Communication-Public Relations Campaign of the year and with "Love is at Kanyon", The best Consumer Activity and Communication-Public Relations Campaign of the year.

According to the survey of the "Prominent Mobile Applications of the Year" held twice in a year with the collaboration of Digital Age Mobile Marketing Association and Turkey, Kanyon applications have left other shopping mall applications behind as they are the most common downloaded shopping mall applications. The success of Kanyonfit, Kanyon application and WeBubble has been proved once again.

Kanyon has been increasing its competitive strength through recently added new brands to its brand mixture. From 2012 onwards, a new settlement and revision period has been started by the project called V2.0, new anchor brands and youth popular brands have been added to Kanyon's brand mixture and the current brand shops have been renewed in the name of visitor circulation and visual perception.

Real estate development:

Key factors affecting the performance of Eczacibaşi Gayrimenkul Geliştirme ve Yatırım are the investment decisions of the investors it is serving with real estate development projects and the overall outlook of the sector. Ongoing real estate development projects are proceeding as planned.

As the clients served have decided land development and building would be their primary area of activity, their investment decisions are expected to remain intact in the short to medium term. The Company will keep its unique standing in the market with its high quality orientation, outstanding architectural approach and the projects it develops with an aspiration to establish brand names.

The Company's sources of finance and risk management policies

Real estate development:

As of 30 September 2015 Eczacibaşı Gayrimenkul Geliştirme ve Yatırım had neither foreign exchange risks nor open loans. The Company covers all its expenses with its operating revenue. Operating revenue includes consultancy and land development contract income along with building site revenues.

Development prospects for the Company

Kanyon:

The occupancy rate of stores and offices at Kanyon is 100%. Efforts continue to bring in brands with a high potential and achieve a stronger brand mix to occupy these. New brands are given space through short-term Pop-up store and stand rentals. These brands include New Franks, Krispy Kreme, Kent Optik, Pappa Bubble, Kiehl's, Galata Muhallebicisi, Pinkberry, Happy Socks, Agatha, Cremeria Milano and Hartford

Marketing activities mainly focus on events, advertising, public relations and customer relationship management. Event plan is developed to cover the whole year and create additional client traffic.

Ads are basically designed towards the activities, and by taking advantage of the activities, PR (Public Relations) possibilities are being considered. Works on CRM (Customer Relationship Management) are kept on going by being developed at the same time. The advertisements in SKYLIFE, Time Out, The Guide, Where Istanbul and other magazines in accordance with image campaign still continue. New image campaign of Kanyon "Wish everywhere was Kanyon" was completed in August 2013 and published for press announcements. By April 2015, photo shootings that tell unique moments at Kanyon were made in which visitors of Kanyon starred. With the project, the first image chosen for the new image campaign will be displayed outdoor in July which will be followed by posters and inserts.

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Real estate development:

Eczacibaşı Gayrimenkul Geliştirme ve Yatırım has participated in Ormanada Project, a joint investment between Eczacibaşı Holding A.Ş. and Eczacibaşı İlaç, Sınai ve Finansal Yatırımlar A.Ş. as project manager and lead contractor. This development will make favourable contribution to the expertise and financial status of the company.

R&D activities realized

Real estate development:

Land development studies in Kartal are being carried out by Eczacibaşi Gayrimenkul Geliştirme ve Yatırım as part of the real estate development contract. The business development department continues to search for new projects in compliance with the Group's approach to develop privileged projects in real estate.

The sector in which the Company operates in and its positioning

Kanyon:

Shopping centers and retailing sector have been developing fast in the last few years in Turkey and the competition is intensifying. Although the ratio of shopping center m² to population is still half of European average, particularly in Istanbul, and at certain neighbourhoods, there is a density causing high competition.

Kanyon differs from other shopping centers in its region with its architecture, events and brands. The trends observed at the market at large are as follows:

- ❖ Too many shopping centers targeting the same segment are launched,
- There is an effort to move away from the traditional shopping center concept and leisure elements within the shopping centers are gaining importance,
- Customers are becoming more demanding,
- ❖ A higher quality and wider brand mix is expected,
- Shopping is in competition with other activities as a means to spend spare time,
- ❖ Famous chain restaurants recently opened at rival shopping malls.

The Company fully owns the 26 story office block at Kanyon, which as the first open-air shopping center project in Turkey, had received great acclaim both at home and abroad.

Kanyon and Kanyon Office building have fully met the criteria laid down for international "BREEAM In - Use" certificate commonly used in England and worldwide and found eligible to receive the certificate in September 2012. Kanyon has been assessed in categories such as material, energy, water, health and well-being, site use, ecology, waste management and transportation in line with "BREEAM In-Use" criteria and rated "Excellent" in building management performance. 15 out of 192 "BREEAM In - Use" certificates obtained in the world up to now are at excellent level and the buildings of Kanyon and Kanyon Ofis are the 16th of the world, the first building in Turkey with the "Excellent" certificate in Shopping Malls and Office concepts in Turkey.

Kanyon has been the first commercial building and awarded with the "Excellent" certificate upon review of the buildings in accordance with "BREEAM" criteria applied for the buildings under operation in terms of building management and environmental performance.

Kanyon has made continuous improvement and has obtained ISO 14001 environmental management certificate, has put cogeneration system into use after solar energy system consisting of 100 panels, used LED illuminations, acoustic measurement and insulations, placed carbon filter in hood exhaust system in collaboration with Istanbul Technical University, Institute of Energy and it has become the first building awarded with "Excellent" certificate in Turkey in terms of building management.

Real estate development:

Eczacıbaşı Gayrimenkul Geliştirme ve Yatırım, operates in the real estate sector, and is active in real estate development and project management. Apart from managing Eczacıbaşı Group's existing real estate portfolio within

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the country, the Company aims to establish "Eczacibaşı Real Estate" as a brand in the sector by developing projects that are authentic, ecological and sustainable taking into consideration architectural genius, pioneering design and lifestyles; through solution oriented partnerships like flat-for-land and profit sharing.

Other real estate development activities:

The Company owns and receives rental revenues from the manufacturing plant and administration building of its 50% joint venture, Eczacibaşı-Baxter Hastane Ürünleri, at Ayazağa.

The Board of Directors held a meeting on 10 April 2015 concerning the acquisitions of all shares of Yeni Tekstil Sanayi A.Ş., that is next to real estate at Ayazağa mevkii, Cendere yolu, where Eczacıbaşı-Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş. has serum production facilities;

It was resolved to acquire all shares of Yeni Tekstil Sanayi A.Ş ("Company") having business registry at Ayazağa Mahallesi Kemerburgaz Caddesi No:25/8 Sarıyer Istanbul, with registry number 126738, from Can Malta, Sezen Malta, Lütfü Paker, Mihriban Paker and Hülya Paker, the shareholders of the Company and accordingly;

- ❖ To define share purchase price as 24,250,000 US Dollars by taking the rates specified in valuation report by AS Bağımsız Denetim ve YMM A.Ş. on 9 April 2015,
- To pay 23,000,000 US Dollars to the shareholders of the company in cash on 10 April in accordance with their share ratios.
- ❖ To pay the shareholders the adjustment amount of TRL 22,106.11 on 10 April 2015 based on closing financial statements of the Company which were audited in accordance with the Share Transfer Agreement by deducting debts if any from the cash and bank,
- ❖ To block 1,000,000 US Dollars until 31 December 2015 and 250,000 US Dollars until 31 December 2016 and provided the sellers fulfill all their obligations in the agreement, such blocked amounts will be released on specified dates and paid to the sellers pro rata their shares,
- ❖ Further resolved to register share transfer process in stock ledger by 10 April 2015.

Currently, Yeni Tekstil Sanayi A.Ş. is inactive and there is no production activity at existing facility located at urban transformation area in Ayazağa, Cendere Valley.

- ❖ The Board of Directors decided on the meeting dated 20 August 2015 to;
- Take over YENİ TEKSTİL SANAYİ ANONİM ŞİRKETİ, registered at Istanbul Trade Registry under the company number 126738, with all its assets and liabilities and merge two companies taken over in our company,
- Realize merger procedures in accordance with Article 134 et seq. Of the Turkish Commercial Code, no.6102 and Capital Markets Law, no.6362 and other relevant regulations, Capital Markets Law II-23.2 Communique on Merger and Division, Articles 18,19 and 20 of the Corporate Tax Law, no.5520 and General Communique of Corporate Tax, Serial No.1,
- Take financial statements, dated 30 June 2015, underwent Independent Audit as the basis for merger procedures,
- Since our company has to have 100% of the shares with voting rights and the shareholders of the affiliated company are not required to be given the shares of our company, to perform all procedures in accordance with the Article 13 of the Capital Markets Law II-23.2 Communique on Merger and Division and Article 15, paragraph 1 of the Article 155 Turkish Commercial Code and paragraph 1 of the Article 156 of TCC on "Simplified Merger of Capital Companies",
- Not to make and capital increase following such merger,
- After all procedures on preparation of Merger Agreement and merger through acquisition; to make application to Capital Markets Board.

The application to the Capital Markets Board concerning acquisition of Yeni Tekstil Sanayi A.Ş. by our company with all its assets and liabilities as a whole in accordance with Simplified Merger was made on 2 October 2015.

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Developments in investments, incentives used and the extent of incentive use

Ormanada:

On 31 December 2007, the Company bought half of 22 plots of land with a total area of 196,409.74 m² located at Sarıyer İlçesi, Uskumru Mahallesi, Yorgancı Çiftliği Mevkii. The remaining 50% belongs to Eczacıbaşı Holding A.Ş. The real estate in question is qualified as building land for residential and, partially, commercial developments.

Application and interior decoration project works carried out by different architectural groups were completed for the total planned construction area of 90 thousand m² for Ormanada and, project works and licensing process have been completed and occupation permits have been obtained.

- ❖ The areas of the houses at Ormanada, established in cooperation with Torti Gallas and Partners, Kreatif Mimarlık and Rainer Schmidt Landscape Architects that have international knowledge and experience ranges between 170 and 700 square meters and unit sale price of the houses varies between USD 500 thousand and USD 2.2 million.
- ❖ There are 188 villas and 85 terraced houses in Ormanada; and 150 houses in Phase 1 and 123 houses in Phase 2.
- ❖ As of 30 September 2015, sales deals have been made and sales contracts signed for 116 residential units in the first phase and 70 units in the second phase.
 - The delivery of the units located in the first phase has been started from April 2013 and 115 units were delivered and transferred as of 30 September 2015
 - The delivery of the units located in the second phase has been started from December 2013 and 69 units were delivered and transferred as of 30 September 2015

Real estate development:

Eczacıbaşı Gayrimenkul Geliştirme ve Yatırım was not involved as an investor in any of the projects it executed in 2015 and thus, no incentives were used.

Characteristics of the Company's manufacturing units, capacity utilization ratios and trends, overall capacity utilization ratio, explanations concerning developments observed in the production of goods and services, quantities, quality, demand and prices as compared to past terms in the field of activity

Kanyon:

Kanyon aims to provide services at higher quality standards than available at other shopping centers and office buildings. Since it has started operating in June 2006, Kanyon has been showing utmost care to keep the quality-cost balance at an optimal level without sacrificing from service standard quality of the services it provides with its personnel (training, workers' health, importance given to work safety, health services like ambulance availability, hygiene inspections, high level of security measures, hi-tech devices used).

Real estate development:

Eczacibaşi Gayrimenkul Geliştirme ve Yatırım provides its services with its experienced, qualified and proficient management and technical staff. All the production stages of the projects are subcontracted.

Prices, sales turnover, sales terms of the goods and services in the field of activity, changes observed in these throughout the year, developments in efficiency and productivity indices, reasons for significant changes in these as compared to past years

Kanyon:

As of 30 September 2015 the total rental income received from Kanyon is TRL 46,355 thousand (30 September 2014: TRL 39,441 thousand). As the rental contracts were made for 5-10 years since 2006 it is expected that rental income will increase in the coming years along with contract renewals.

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Real estate development:

The revenues earned from the projects managed through service contracts constitute the operating income of Eczacıbaşı Gayrimenkul Geliştirme ve Yatırım. The revenue in the 2014 has been derived mainly from the service works carried out as part of Ormanada project.

As of 30 September 2015, Eczacibaşı Gayrimenkul Geliştirme ve Yatırım has not realized operating revenue. This decrease in revenues in 2015 as compared to the preceding year is caused by the fact that superstructure works have finished in Ormanada project by September 2014.

Measures planned to improve the financial structure of the Company

Kanyon:

Existing financial and technical information technology programs were revised to provide effective budgetary and financial control. Having extended payment periods from suppliers and applying shorter collection periods are among the measures planned.

Real estate development:

Due to the fact that the construction activities at the Ormanada project contracted by the Company will reach maximum speed in 2015, it is expected that such revenues will strengthen the Company's financial structure.

Personnel and worker changes, collective bargaining agreements, personnel and worker rights and benefits

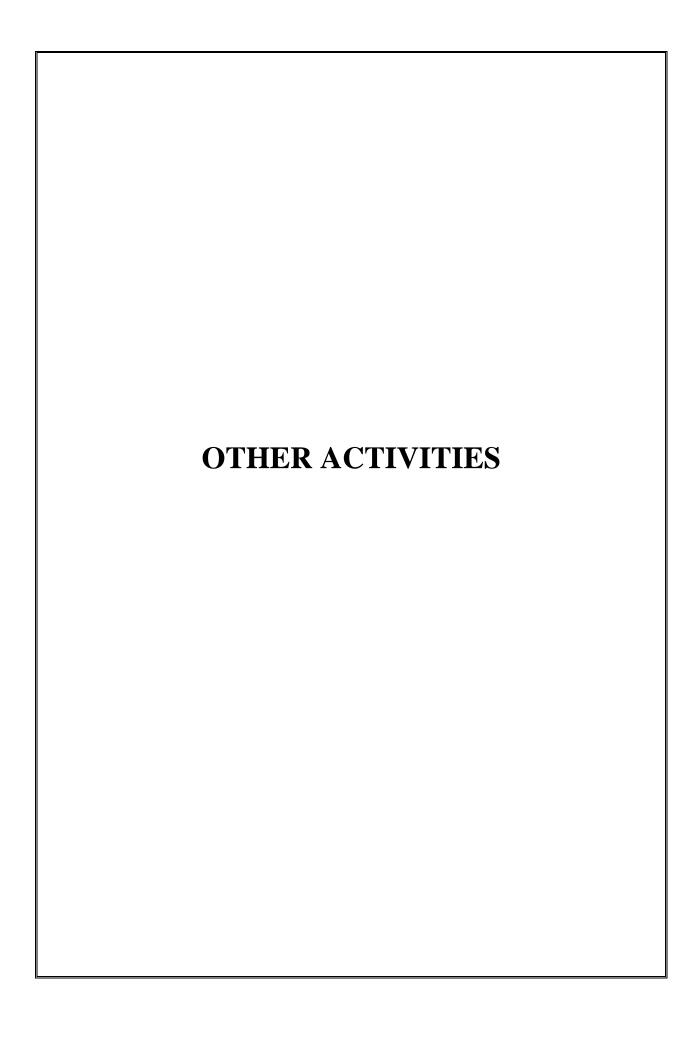
Real estate development:

As of 30 September 2015, Eczacibaşi Gayrimenkul Geliştirme ve Yatırım had 19 (31 December 2014: 23), and has no collective bargaining agreements. The rights and benefits offered to the staff are in line with the human resources applications of the Eczacibaşi Group.

Information on organizational units apart from the headquarters

Real estate development:

Apart from its headquarters, Eczacibaşı Gayrimenkul Geliştirme ve Yatırım has a site office within the context of the Ormanada project.



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Key factors affecting the Company's performance, changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes, investment and dividend policies implemented to enhance the Company's performance

For our affiliate active in the ceramic tiles market;

 Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes:

Sales of Vitra Karo have been realized above 7% last year. Although the operation profit before depreciation is at budgeted levels, it was realized 13.7% above than that of the last year and the budget.

Sales at V&B Fliesen, other great producer of Karo Group is above 12% based on foreign exchange. The main reason of this increase is that sales of Engels branded products were made over V&B. When the outcomes of V&B and Engers are reviewed together, sales amount of the entity in Germany is about 2.7 million Euro (2.5%), which was lower than sales in the same period of 2014. Following the development in sales, problems in production was removed and operation profit before depreciation (AOFK) is approximately 0.3% more than the previous year.

According to consolidated results of Karo Group; sales were realized 1.6% over the last year. Thanks to controlled operation costs and improvement in exchange rates recently, contrary to the first quarter, positive AOFK development especially in Vitra Karo, AOFK of Karo Group was in parallel with the previous year. As financial costs of credits based on foreign exchange are utilized in Turkey, this situation reflected negatively on period profit.

• Investment and dividend policies implemented to enhance the Company's performance: The Company has adopted a dividend policy of distributing profits after growth related investment finance requirements are met.

For our affiliate active in the export sales services;

• Key factors affecting the Company's performance, significant changes that took place in the operating environment of the Company and the policies adopted by the Company in response to these changes

As the foreign trade capital company of the Eczacibaşi Group, Ekom aims to provide most effective export, customs, finance and risk management services to the Group companies which make use of its services in export sales of Eczacibaşi products.

The performance of the Company is to some extent affected by changes in macroeconomic indicators. Particularly, fluctuations in foreign exchange rate policies have an impact on sales commissions, and directly affect the Company's financial results.

The Company's sources of finance and risk management policies

Ceramic tiles market:

In nine monthly periods of 2015, the export sales of Vitra Karo accounted for 56% in terms of quantity and 54% in value of its total sales. As most of its income is foreign currency based, the Company covers its financing requirements by foreign exchange loans. In addition, other financial hedge instruments (forward, collar, etc.) are used to lower the risks as and when required.

Export services:

Since Ekom acts as an intermediary and it undertakes minimum risks carrying out its activities for which its equity is large enough to bear it does not need to use any outside finance. However, with the financial intermediary services it provides, Ekom has access to a wide network of banks and enjoys high credibility; it may use such outside finance should there be the need.

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Development prospects for the Company

Ceramic tiles market:

Vitra Karo operates in an intensely competitive market where innovative products and maximum customer satisfaction are crucial. In this regard, the Company endeavours to design new products, which once developed, are presented to customers in major international fairs. In addition, the operational processes are continuously developed and improved to increase customer satisfaction.

The slowdown suffered in the rate of sales of existing residential stock in Turkish domestic market as envisaged toward the end of last year still continues in the first quarter of the year. The slowdown in domestic sales and order entries affirms that fact. The uncertainty in terms of VAT, some measures expected to be taken to protect the consumer, etc. have created disquiet in the construction sector and among the consumers. However, among the headings in which the company expects favourable effect in the mid and long term is the status of so-called "2B" lands, laws governing the urban transformation as part of earthquake measures and granting rights to foreigners to acquire property in Turkey. While growth is expected in the renovation market in Germany, one of the strategic markets of Vitra Karo, it is observed that sales have increased rapidly in Russia, another strategic market, once the facilities are put into operation.

In order to increase the efficiency and profitability, development activities shall continue so that reasonably priced substitutes of some raw materials the prices of which have increased in excess of expectations, and cost improvement activities are conducted in other areas in order to minimize the impact of possible increases in natural gas and electricity prices.

On the other hand, efforts continue which are aimed at minimizing the adverse impact observed at gross profit level due to sales and cost increases due to lower currency rates at the level of operating profit before depreciation by means of controlled expenditures in the operating costs and savings measures.

Export services:

Ekom increases its business volume in line with the development of the export activities of the Eczacıbaşı Group. Necessary measures are taken to improve efficiency in this process. Activities in line with and in a complementary manner to the current business line are being pursued and put into action upon approval by the board of the Main Shareholder Eczacıbaşı Holding A.Ş.

R&D activities realized

Ceramic tiles market:

Eczacıbaşı Building Products Division has completed the process of establishing an R&D center at Bozüyük to serve both Vitra Karo and Eczacıbaşı Yapı Ürünleri as the "Innovation Center" of Building Products Division has started its activities in May 2011. Efforts to use substitute raw materials and materials so as to reduce the costs in tiles sector continue increasingly.

Export services:

Export services: Ekom has no R&D activity.

The sector in which the Company operates in and its positioning

Ceramic tiles market:

The market share of Vitra and Villeroy&Boch has become 9.2% in terms of turnover in the year 2013 in Turkey. In foreign markets, Tile Group also supplies 8% of 112.5 million m^2 consumption at the Germany, 3.8% of 48.3 million m^2 consumption in the UK market, 1.8% of 112.5 million m^2 in France and 1.1% of 167 million m^2 in Russia.

The said market share data are based on market research data provided by GFK in terms of turnover for Turkey and BRG Research Company in square mater for overseas markets. By the date of this report, data on market share in current time was not available and therefore not included herein.

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Export services:

Ekom, provides operation, customs, finance and risk management support services to Eczacibaşi Group companies under an export agency scheme. Due to the specific nature of the business and the fact that only group companies are served, it is not meaningful to benchmark or position the Company at a sectorial level.

Developments in investments, incentives used and the extent of incentive use

Ceramic tiles market:

The Ceramic Tile factory investment in Russia, expected to cost around EUR 37 million in total, has been completed substantially. 4% of Tiles Group's sales is covered by Russian facility.

Investment incentive certificate, which is TRL 12.3 million in value and applied for Bozüyük investment, was approved in the beginning of 2011. Works to close out this certificate initiated in the end of 2012 and closing out application was made in the first half of 2013 and finally closed out in 2014.

Investment Incentive Certificate dated 14 November 2013, numbered 112448 amounting to TRL 5 million obtained for General Modernization in Bozüyük was approved by the Ministry and procurement under the certificate is in progress. The validity of the certificate expires on 24 October 2016.

Investment Incentive Certificate dated 23 December 2014, numbered 117194 amounting to TRL 4.7 million obtained for the revision of the 10th Furnace Line in Bozüyük was approved by the Ministry and procurement under the certificate started by December 2014. The validity of the certificate expires on 25 November 2017.

Export services:

Ekom makes limited investments mostly covering operational service requirements. The Company's status as a Foreign Trade Capital Company provides some advantages that the Group companies benefit from.

These advantages are:

- ❖ Letter of guarantee convenience for VAT rebates,
- ❖ Letter of guarantee convenience for Inward Processing Regime,
- Discounted interest rates on TRL or foreign currency based Eximbank loans, letter of guarantee convenience on obtaining loans,
- Benefit from some state export support schemes,
- ❖ Through the approved entity status provided, convenience and speed in customs operations.

Characteristics of the Company's manufacturing units, capacity utilization ratios and trends, overall capacity utilization ratio, explanations concerning developments observed in the production of goods and services, quantities, quality, demand and prices as compared to past terms in the field of activity

Ceramic tiles market:

Vitra Karo has a wide range of products in terms of tile dimensions offered. Currently, the Company, together with its associates abroad, has a production capacity of 32-34 million m² and a capacity utilization ratio of 90-95% depending on the production diversity. Every year 8-10 new products are added to the manufacturing portfolio.

Export services:

As the Company acts as an intermediary, it has no involvement in the manufacturing, marketing and sales policies of the products it acts as an agent for. The cost and quality of the intermediary agency services provided are regularly evaluated.

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Ceramic tiles market:

In the third quarter of 2015, the consolidated sales of Tiles Group have increased 1.6% than last year.

Export services:

As the marketing and sales organizations are carried out by the manufacturing companies served, developments in these areas are beyond the reach of the Company.

Measures planned to improve the financial structure of the Company

Ceramic tiles market:

Vitra Karo has been realizing its growth oriented investments abroad through establishing new companies or acquiring existing ones, so its revenues are not limited to the home market. Within the context of the measures taken on all controllable expense and net operating capital items, an effective control mechanism is in place, aiming to increase profitability and operating cash.

Export services:

Managerial and technical measures are continuously applied to decrease the general expenses.

Personnel and worker changes, collective bargaining agreements, personnel and worker rights and benefits

Ceramic tiles market:

As of 30 September 2015, Vitra Karo, together with its affiliates, employed 2,181 people (31 December 2014: 2,350) including both white and blue collars (excluding employment by subcontractors). The Company has collective bargaining agreements for its home-based operations and the blue collar personnel is subject to the rights and benefits as outlined in collective bargaining agreements.

The rights and benefits offered to white collar personnel are those determined by the Eczacibaşi Group. The salaries of white collar personnel at Vitra Karo were increased by almost 5% on annual basis in 2015. In accordance with collective bargaining covering blue collar workers, wages of workers increased by 16% in 2015.

Export services:

Ekom employed 16 people as of 30 September 2015 (31 December 2014: 16), and has no collective bargaining agreements. The rights and benefits offered to the staff are in line with the human resources applications of the Eczacibasi Group.

Information on organizational units apart from the headquarters

Ceramic tiles market:

Vitra Karo has showrooms both at home and abroad, located in Istanbul, Russia, the USA, Italy and Bulgaria. In addition, it has outlet sales points at Tuzla, Diyarbakır and Bozüyük.

Export services:

Ekom has no organization apart from its headquarters. Offices in Moscow and China registered under its name carry out marketing and import operations on behalf of manufacturers.

Şenol Süleyman Alanyurt Independent Board Member Akın Dinçsoy Independent Board Member