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DATE: 19.01.2016 14:03:36 - Special Situation Disclosure (Revision)

Summary: Application made to Competition Authority concerning Assignment of shares of Eczacıbaşı Baxter in RTS Renal to Baxter Healthcare S.A. has been approved.

Our entity made a special situation announcement on 15 December 2015 and explained that the application was made to the Competition Authority to assign 60% shares of Eczacıbaşı Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş., under our joint management in RTS Renal Tedavi Hizmetleri Sanayi ve Ticaret A.Ş., engages in hemodialysis products market to Baxter Healthcare S.A.

In accordance with the official letter of the Competition Authority delivered to Eczacibaşi Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş. by fax; it was notified that the Competition Authority decided to approve the transfer of such shares on its meeting held on 14.01.2016.

DATE: 22.01.2016 17:41:42 - Special Situation Disclosure (Revision)

Summary: Announcement concerning the decision of the Board of Directors of Eczacıbaşı Baxter by today.

At the meeting of the Board of Directors of Eczacıbaşı Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş., which is under our joint management held today; it has been resolved that;

- 1) Industrial facilities brought under Urban Transformation Project of Ayazağa, Cendere Vadisi, which has been carried out in Ayazağa shall be evacuated in February 2017,
- 2) And concerning the decision of Baxter Group taken on 27.03.2014 for reorganization of the company worldwide and
- Due to continuous assessment of serum therapies of Baxter, serum product shall be included in Turkey portfolio of Baxter;
  - i) Resolved to cease production activities in Istanbul Ayazağa until 31 December 2016 gradually,
  - ii) Resolved to terminate employment contracts of the workers gradually in this regard by remunerating all their rights by the end of 2016,
  - iii) Further resolved to announce this decision to the relevant employees at a meeting.

DATE: 25.01.2016 16:27:12 - Special Situation Disclosure (Revision)

<u>Summary</u>: Decision of our Board of Directors on share capital increase of Eczacıbaşı Baxalta Sağlık Ürünleri San. ve Tic. A.Ş.

The Board of Directors has gathered today;

And for Eczacıbaşı Baxalta Sağlık Ürünleri Sanayi ve Ticaret A.Ş., 50% shares of which is owned by our entity;

- Resolved to increase existing capital amount of 50,000 TL by 67,800,000 TL and increase the share capital to 67,850,000 TL; to hold an Extraordinary General Assembly on 1 February 2016 in order to realize this procedure and to attend such meeting,
- Resolved to contribute capital increased by 67,800,000 TL; and to purchase 33,900,000 shares with Turkish Lira nominal value of each on pro rata basis of our shares corresponding to 33,900,000 TL,
- Further resolved by unanimous votes to pay 25% of such amount corresponding to 8,475,000 TL on 27 January 2016; remaining 75% within 24 months as from the date of registration of capital increase in accordance with the decisions of the Board of Directors in this respect.

DATE: 25.01.2016 17:59:46 - Special Situation Disclosure (Revision)

Summary: Announcement of the Decision of the Board of Directors of Eczacıbaşı Baxter by today.

The Board of Directors of Eczacıbaşı Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş. ("Eczacıbaşı Baxter"), which is under our joint management, has resolved today as the following;

- 1) Industrial facilities brought under Urban Transformation Project of Ayazaga, Cendere Vadisi, which has been carried out in Ayazağa shall be evacuated in February 2017,
- 2) And concerning the decision of Baxter Group taken on 27.03.2014 for reorganization of the company worldwide and

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- 3) Due to continuous assessment of serum therapies of Baxter and it is likely that serum product shall be included in Turkey portfolio of Baxter. Therefore it is required to make some restrictions and adaptations in parallel with such developments and all works have been assessed;
  - i) Resolved to cease distribution of biotechnological products, carried out by Eczacıbaşı Baxter and to transfer certain assets of biotechnological products to Eczacıbaşı Baxalta Sağlık Ürünleri Sanayi ve Ticaret A.Ş.'ye ("EBAXA"), a recently incorporated company between Baxalta GmbH, one of the companies of Baxalta Group, which is specialized on biotechnological products and EİS Eczacıbaşı İlaç, Sınai ve Finansal Yatırımlar Sanayi ve Ticaret Anonim Şirketi and to execute a Distribution Agreement with Baxalta Group for biotechnologic products to be distributed by EBAXA,
  - ii) Resolved to cease production and distribution of dialysis and peritoneal dialysis, carried out under Eczacıbaşı Baxter and its affiliate; and to transfer certain assets of dialysis products of Baxter Turkey Renal Hizmetler Anonim Şirketi'ne ("Baxter Renal") and RTS Renal Tedavi Hizmetleri Sanayi ve Ticaret Anonim Şirketi'nde ("RTS") and our 60% (sixty per cent) in RTS to Baxter Healthcare S.A.,
  - iii) Resolved to cease distribution of hospital products, carried out by Eczacıbaşı Baxter and to transfer certain assets of hospital products to EİP Eczacıbaşı İlaç Pazarlama A.Ş. ("EİP") and execute a Distribution Agreement with Baxter Group for the hospital products to be distributed by EIP,
  - iv) And limited to a short period of time, which can be regarded as Transitional Period;
    - a) Resolved that operation of production facility limited to peritoneal dialysis and IV solutions shall be carried out by Eczacıbaşı Baxter until 30 June 2016,
    - b) Resolved to continue to sell IV solutions until 31 December 2016,
    - c) Resolved to terminate employment contracts of the staff on specified dated by remunerating all their rights,
    - d) Further resolved to provide IT and supply chain services to EXABA, Baxter Renal and RTS until 31 December 2016

#### DATE: 17.03.2016 16:34:21 - Decision of the Board of Directors regarding Authorized Capital Transactions

#### Summary: Decision of the Board of Directors regarding Authorized Capital Transactions

Date of Decision of the Board of Directors	17.03.2016
Relevant Transaction	Increasing Authorized Capital Upper Limit
Current Authorized Capital Upper Limit (TL)	548,208,000.00
Targeted Authorized Capital Upper Limit (TL)	1,920,000,000.00
Authorized Upper Limit Capital Expiry Date Requested	31.12.2020
Article Number of the Article of Association to be Amended	7

#### **ANNOTATIONS:**

Taking into account the fact that the authorization for the authorized capital upper limit will expire in 2017, the Board of Directors has decided, at its meeting held today, with the unanimous vote of the present members;

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

#### DATE: 21.03.2016 16:43:15 - Capital Markets Board Application

#### **Summary: CMB Application regarding Authorized Capital Upper Limit Increase**

Relevant Transaction	Increasing Authorized Capital Upper Limit
Current Authorized Capital Upper Limit (TL)	548,208,000.00
Targeted Authorized Capital Upper Limit (TL)	1,920,000,000,00
Authorized Upper Limit Capital Expiry Date Requested	31.12.2020
Date of CMB Application	21.03.2016

DATE: 24.03.2016 17:32:06 - Capital Markets Board Application

<u>Summary</u>: Conclusion Section of the Board of Directors Report regarding Common and Continuous Related Party Transactions

Pursuant to Article 10 of the Corporate Governance Communiqué numbered II-17.1 published by the Capital Markets Board, the conclusion section of the report drawn up by the Board of Directors on 24 March 2016 to examine common and continuous transactions conducted with related parties in 2015 and to assess conformity of similar common and continuous transactions to be conducted in 2016 is presented below.

#### Conclusion Section of the Report:

Pursuant to Article 10 entitled "Common and Continuous Transactions" of the Corporate Governance Communiqué No. II-17.1 of the Capital Markets Board, since the amount of the product purchases and sales of services conducted by Eczacıbaşı Girişim Pazarlama Tüketim Ürünleri Sanayi ve Ticaret A.Ş., a subsidiary of our Company, with İpek Kağıt Sanayi ve Ticaret A.Ş. in fiscal year 2015 exceeded 10% of the turnover and cost of sales shown in the publicly announced consolidated financial statements of 2015 and it is expected that related party transactions above the said 10% limit will also occur in 2016 under the same conditions, the conditions of such transactions, the price determination method and the grounds for the selection of that method have been explained, and information has been presented about the fact that the transactions are consistent with the previous years, and are in compliance with the market conditions and legal arrangements.

**DATE: 28.03.2016 17:22:07 - Material Disclosure (General)** 

**Summary:** Announcement about the change of the General Manager.

At its meeting held today, the Board of Directors has resolved, with the unanimous vote of those present, that;

Sedat Birol, President of the Health Group and General Manager of our Company, leave the said offices as of 31.03.2016, as he has been assigned to another office in Eczacibaşi Group, effective from 01.04.2016;

Elif Nese Çelik is assigned to the vacant General Manager position effective from the same date.

Elif Neşe Çelik will continue her current office as General Manager of Eczacıbaşı-Baxter Hastane Ürünleri Sanayi ve Ticaret A.S. until the end of 2016, and will also work as President of the Health Group, effective from 01.04.2016.

DATE: 29.03.2016 09:28:56 - Announcement of the General Assembly Meeting

Summary: Announcement of the Ordinary General Assembly Meeting for the year 2015

Date of Decision	29.03.2016	
Type of General Assembly	Ordinary	
Starting Date of the Accounting Period	01.01.2015	
Ending Date of the Accounting Period	31.12.2015	
Date and Time	26.04.2016 09:00	
Address	Wyndham Grand Oteli / Esentepe Mahallesi Büyükdere Caddesi No:177-183 Şişli - İstanbul	
Agenda	<ol> <li>Opening and election of the Meeting Council, granting authorization to the Meeting Council to sign the minutes of the meeting;</li> <li>Reading, discussion and approval of the Annual Report prepared by the Board of Directors for the year 2015;</li> <li>Reading of the summary of the Independent Audit Report for the fiscal year 2015 and briefing about the audit activities and results to the General Assembly;</li> <li>Reading, discussion and approval of the Financial Statements for the fiscal year 2015;</li> <li>Release of the members of the Board of Directors for their activities in the year 2015;</li> <li>Discussing and deciding upon the proposal of the Board of Directors prepared in accordance with the Dividend Distribution Policy of the Company;</li> <li>Negotiating and deciding upon the amendment of article 7 of the Company's Articles of Association, entitled "Authorized Capital", provided that the necessary authorization has been obtained from the Capital</li> </ol>	

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	Markets Board and the Ministry of Customs and Trade of the Republic of
	Turkey;  8) Election of the new members of the Board of Directors and Independent Members of the Board of Directors, determination of their periods of office and remuneration;
	9) Submitting the selection of the Independent Audit Firm made by the Board of Directors for the year 2016 pursuant to Article 399 of the Turkish Commercial Code and regulations of the Capital Markets Board to the General Assembly for approval;
	10) Informing shareholders about the donations and grants made within the year, submitting the "Donation and Grant Policy" to the shareholders for approval, and determining the upper limit for donations to be made in the year 2016;
	11) Providing information to shareholders regarding collaterals, pledges, mortgages and sureties granted by the Company to third parties, and revenues and benefits obtained in 2015 pursuant to the Corporate Governance Principles;
	12) Providing information to the shareholders about the "Remuneration
	Policy" for members of the Board of Directors and Senior Managers;  13) Providing information to the shareholders about the activities conducted in 2015 in the scope of the authorization vested in the shareholders holding the management control, members of the Board of Directors, executives with administrative responsibility, their spouses and relatives related by blood or marriage up to the second degree to conduct a significant transaction which might cause conflict with the Company or its subsidiaries and/or a commercial business covered by the line of business of the Company or its subsidiaries for their own account or on behalf of others, or to participate as a shareholder with unlimited liability in another company conducting the same kind of business; and authorizing the Members of the Board of Directors for the said activities as per Articles 395 and 396 of the Turkish Commercial Code for the year 2016;  14) Wishes
Do the Agenda Items include Amendment of Articles of Association regarding Business Name?	No
Do the Agenda Items include Amendment of Articles of Association regarding Scope of Activities?	No
Do the Agenda Items include Amendment of Articles of Association regarding Registered Office of the Company?	No

#### **ANNOTATIONS:**

The text of the General Assembly announcement that includes the agenda related to the issues to be discussed at, and the form of proxy to be used for, the Ordinary General Assembly Meeting of the Year 2015, and the Information Notes that include the necessary explanations for compliance with the Capital Market Board regulations are attached; all the information, documents and reports that are required to be announced have been disclosed in the Investor Relations section of the Company's website (www.eis.com.tr) for the purpose of informing our shareholders, and in case of any change in the information disclosed, information notes will be updated accordingly.

DATE: 29.03.2016 09:43:10 - Decision of the Board of Directors on the Distribution of Dividends

Summary: Decision of the Board of Directors Decision on the Distribution of Dividends for the Year 2015

Date of the Decision of the Board of Directors	29.03.2016
Date of the General Assembly in which the matter will be discussed	26.04.2016

Method of Payment proposed for the Cash Dividends	Cash

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Information on Share Group	Cash Dividend proposed to be paid for each Share with a Nominal Value of TL 1- Gross (TL)	Cash Dividend proposed to be paid for each Share with a Nominal Value of TL 1- Net (TL)
ECILC(Old),TRAECILC91E0	0.400000	0.3400000

# Proposed Cash Dividend Payment Date 10.05.2016

Information on Share Group	Amount of Dividends Proposed to be distributed as shares (TL)	Dividends Proposed to be distributed as shares (%)
ECILC(Old),TRAECILC91E0	0.000	0.0000

#### **ANNOTATIONS:**

At its meeting held today, the Board of Directors has determined that;

The Company's net distributable profit as of 31 December 2015 is TL 62,349,762 based on the consolidated financial statements prepared as per the Communiqué no. II-14.1 of the Capital Markets Board ("CMB") on "Principles of Financial Reporting in Capital Markets" and approved by independent auditors, and TL 100,647,521 based on the financial statements prepared as per statutory records.

In respect of distribution of the dividends of the year 2015, the Board has taken into account the net distributable profit of the period shown in the consolidated financial statements for the distribution of the profits of the period in accordance with the regulations of the CMB governing profit distribution, Article 26 of the Articles of Association and the principles laid down in the "Dividend Distribution Policy" of our company disclosed to the public; and deemed it appropriate to distribute dividends from the "retained earnings" in the consolidated financial statements and "extraordinary reserves" in the statutory financial statements, and decided to submit the matter to the General Assembly.

Accordingly, it has been decided, with the unanimous vote of those present, to submit the following proposals to our shareholders at the Ordinary General Meeting for the Year 2015 to be held on 26 April 2016:

- 1) Cash dividends in the amount of TL 219,283,200.- corresponding to 40% of the issued capital of our Company will be distributed:
- 2) The dividends to be distributed will be covered as follows:
  - TL 54,820,800.- corresponding to 10% of the capital will be covered from the profit for the period;
  - The remaining TL 164,462,400.- corresponding to 30% of the capital will be covered from "retained earnings" in the consolidated financial statements, and the "extraordinary reserves" in the statutory financial statements as follows:

	TL
Year 2014 Extraordinary Reserves	44,566,623.36
Year 2013 Extraordinary Reserves	16,496,881.39
Year 2012 Extraordinary Reserves	39,930,016.60
Year 2011 Extraordinary Reserves	11,642,331.19
Year 2010 Extraordinary Reserves	2,844,805.13
Year 2009 Extraordinary Reserves	26,752,169.05
Year 2008 Extraordinary Reserves	65,609.56
Year 2007 Extraordinary Reserves	22,163,963.71
	164,462,400.00

- 3) A gross dividend of 40% will be paid in cash per each share with a nominal value of TL 1, and dividends will be paid to our natural person shareholders in the full-fledged taxpayer status and our natural person and legal entity taxpayers in the limited taxpayer status at a net rate to be found after deducting the withholding rates prescribed in the tax laws;
- 4) The amount which remains after deducting legal obligations from TL 13,796,514 which is the profit before tax for the period as per the statutory records will be transferred to Extraordinary Reserves;
- 5) Distribution will start on 10 May 2016.

DATE: 30.03.2016 15:07:03 - Result of the Capital Markets Board Application

Summary: Result of CMB Application regarding Authorized Capital Upper Limit Increase

Relevant Transaction	Increasing Authorized Capital Upper Limit
Result of CMB Application	Approval
CMB Approval Date	25.03.2016
Current Authorized Capital Upper Limit (TL)	548,208,000.00
New Authorized Capital Upper Limit (TL)	1,920,000,000.00
Expiry Date for Authorized Capital Upper Limit	31.12.2020
Targeted Authorized Capital Upper Limit (TL)	1,920,000,000.00
Date of the General Assembly in which the matter will be discussed	26.04.2016

#### **ANNOTATIONS:**

The application lodged by our Company with the Capital Markets Board on 21.03.2016 for the amendment of the articles of association for increasing the Company's authorized capital upper limit from TL 548,208,000.- to TL 1,920,000,000.- has been approved with the letter of the Capital Markets Board dated 25.03.2016 and numbered 29833736-110.03.02-E.3557.

**DATE: 31.03.2016 15:16:11 - Material Disclosure (General)** 

Summary: Independent Audit Firm Proposal of the Board of Directors for the Year 2016

At its meeting held today, the Board of Directors, with the unanimous of those present, has decided that;

Since the contact with the "DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (member of DeloitteToucheTohmatsu Limited)", the Independent Audit Firm that audited the Company's Year 2015 accounts pursuant to the Capital Markets Legislation has expired, upon the proposal of the Audit Committee of our Company, a new contract be executed for a period of 1 year with the said firm for the auditing of the 2016 accounting period and the selection of the Independent Audit Firm be submitted to the shareholders for approval at the Ordinary General Assembly Meeting to be held for the year 2015.

DATE: 26.04.2016 16:58:24 - Result of the General Assembly Meeting

**Summary: Conclusion of Ordinary General Meeting of 2015** 

Type of the General Assembly	Ordinary
Date and Time	26.04.2016 09:00
Fiscal Period Start Date	01.01.2015
Fiscal Period End Date	31.12.2015
Has the General Meeting Been Held?	Yes
Decisions Taken	2015 Ordinary General Meeting Minutes containing decisions taken and profit distribution table and List of Attendees are attached hereto.
Is there any Amendment of Articles of Association Regarding the Trade Name among the Decisions Taken?	No
Is there any Amendment of Articles of Association Regarding the Scope of Activities among the Decisions Taken?	No
Is there any Amendment of Articles of Association Regarding the Company Headquarters among the Decisions Taken?	No

#### Information about the processes included in agenda items

Has the Authorized Capital Ceiling Matter been Discussed?	Yes
Has it been adopted?	Yes
Relevant Transaction	Increase of Authorized Capital Ceiling
Current Authorized Capital Ceiling (TL)	548.208.000,00
New Authorized Capital Ceiling (TL)	1.920.000.000,00
Expiry Date for Authorized Capital Ceiling	31.12.2020
Article Numbers of Articles of Association to be Amended	7

Has the matter of Dividend Distribution been discussed?	Yes
Payment Method of Cash Dividend	In Cash

Share Group Details	Dividend Payable for a Share with a Nominal Value of TL 1 – Gross (TL)	Dividend Payable for a Share with a Nominal Value of TL 1 – Net (TL)
ECILC(Former),TRAECILC91E0	0,400000	0,3400000

### Payment Date of Cash Dividend 10.05.2016

Has the matter of Dividend Distribution been discussed?	Yes
Will Dividend in the form of Profit Share be distributed?	No

#### **ANNOTATIONS:**

2015 Ordinary General Meeting Minutes containing decisions taken and profit distribution table and List of Attendees are attached hereto.

DATE: 27.04.2016 11:22:18 - The Board of Directors Committees

#### **Summary: Allocation of Duties for Members of the Board of Directors and Election of Committees**

Board of Directors that convened today unanimously resolved;

- that allocation of duties be made for the new Board of Directors which was formed during the Ordinary General Assembly Meeting that convened on April 26, 2016, and Mr. Ferit Bülent Eczacibaşı be elected the chairman of the Board of Directors and Mr. Rahmi Faruk Eczacibaşı be elected the Vice-Chairman;
- 2) Within framework of provisions set forth in the Corporate Governance Communiqué numbered II-17.1 ("Communiqué") of the Capital Markets Board;
  - that the committee in charge of audit as established within scope of the Capital Market legislation be composed of two independent members; Mr. Şenol Süleyman Alanyurt be elected the chairman and Mr. Akın Dinçsoy be elected the member of the said committee,
  - ii) that the Corporate Governance Committee be composed of three members; Mr. Akın Dinçsoy be elected the chairman, Mr. Mustafa Sacit Basmacı and Ms. Gülnur Günbey Kartal, Investor Relations Director, be elected members.
  - iii) that the Corporate Management Committee be entrusted with the duties of Nomination Committee and Remuneration Committee as described in the communiqué,
  - iv) that the Early Risk Detection Committee be composed of two members; and Mr. Akın Dinçsoy be elected the chairman and Ms. Ayşe Deniz Özger be elected the member of the said committee.

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**DATE: 27.04.2016 16:29:52 - Material Disclosure (Update)** 

<u>Summary:</u> The decision of our Board of Directors regarding the capital payment to be made to Eczacıbaşı Baxalta Sağlık Ürünleri San. ve Tic. A.Ş.

Board of Directors that convened today unanimously resolved;

that the current capital amounting to TL 50,000 of Eczacıbaşı Baxalta Sağlık Ürünleri Sanayi ve Ticaret A.Ş. where our corporation holds 50% interest be increased to TL 67,850,000 through a fully cash increase in the amount of TL 67,800,000, therefore, out of TL 25,425,000 equal to 75% of the amount to be paid under our resolution dated January 27, 2016:

- TL 21,725,000 be paid in cash during the day,
- TL 2,200,000 be paid in May,
- TL 1,500,000 be paid in June.

DATE: 05.05.2016 10:36:08 - Payment Date of Cash Profit Share

**Summary: Distribution Date of Cash Profit Share** 

Mode of Payment of Cash Profit Share	Cash in advance

Share Group Information	Cash Profit Share to be Paid to Share of 1 TRY Nominal Value - Gross (TL)	Cash Profit Share to be Paid to Share of 1 TRY Nominal Value - Net (TL)
ECILC (Old),TRAECILC91E0	0,400000	0,3400000

### Payment Date of Cash Profit Share 10.05.2016

#### **ANNOTATIONS:**

Pursuant to the profit distribution decision made during General Assembly Meeting dated April 26, 2016, the profit share distribution shall commence on Tuesday, May 10, 2016.

DATE: 05.05.2016 10:53:12 - Registration of General Assembly Decisions

**Summary: Registration of General Assembly Decisions** 

Type of General Assembly Meeting	Ordinary
Date and Hour	26.04.2016 - 09:00
Date of Registration	05.05.2016

#### Information related to the processes included in the agenda

Relevant Operation	Increase of Registered Capital Ceiling
New Registered Capital Ceiling (TL)	1.920.000.000,00
Expiry Date for Registered Capital Ceiling	31.12.2020

#### **ANNOTATIONS:**

The 2015 Ordinary General Assembly Meeting of our Company held on April 26, 2016 was registered on May 10, 2016 by Istanbul Register of Commerce.

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**DATE: 27.05.2016 14:59:34 - Material Disclosure (Update)** 

<u>Summary</u>: Our announcement regarding the capital payment to Eczacıbaşı Baxalta Sağlık Ürünleri Sanayi ve Ticaret A.Ş.

As the existing capital of TL 50,000 of Eczacıbaşı Baxalta Sağlık Ürünleri Sanayi ve Ticaret A.Ş. 50% shares of which is owned by our entity was increased to TL 67,850,000 by an increase of TL 67,800,000 entirely in cash pursuant to the decisions of our Board of Directors dated 25 January and 27 April 2016, we already announced that we paid TL 8,475,000 and TL 21,725,000 of the amount of our share in such increase, i.e. TL 33,900,000, on 27 January 2016 and 27 April 2016, respectively. TL 2,200,000 of the remaining TL 3,700,000 has been paid today.

DATE: 07.06.2016 13:25:15 - Purchase of Tangible Assets

<u>Summary:</u> The decision of our Board of Directors for the purchase of land in Istanbul – Silivri for investment purposes.

Nature of Tangible Asset to be Purchased	Ŀ	Field
Location, Surface Area of Tangible Asset to be Purchased		İstanbul province, Silivri county, Akören Village, Karasinan Street, parcel no. 2007 - 685.026 m <sup>2</sup>
Date of Board of Directors Decision Regarding the Purchase		07.06.2016
Total Purchase Amount	:	TL 67,995,425
Ratio of Purchase Amount to Paid-in Capital of the Entity (%)		12.4
Ratio of Purchase Amount to Total Assets in the Recent Financial Statements of the Entity Disclosed to Public (%)	:	1.9
Ratio of Purchase Amount to Net Value of Tangible Assets in the Recent Financial Statements of the Entity Disclosed to Public (%)	:	22.9 (*)
Purchase Terms		Cash (**)
Date Transaction Concluded / is to be Concluded	:	07.06.2016
Purpose of the Purchase and Effects on the Entity's Activities		The asset has been purchased for investment purposes, and is planned to contribute to the Company's property development activities.
Counter Party	:	İhsan Yıldız, Kadri Yıldız, Emine Dalyan
Nature of Relationship with the Counter Party		There is no relationship.
Method to Determine the Value of the Tangible Asset	:	Real Estate Valuation Report
Whether a Valuation Report is Issued or Not	:	A report has been Issued.
Reason if a Valuation Report is Not Issued		-
Amount Determined as a result of the Report if a Valuation Report is Issued	:	TL 68,500,000
Reason if the Transaction has not been/will not be realized according to the Results of the Valuation Report	:	The transaction has been realized.

- (\*) Since the real estate has been purchased for investment purposes, it shall be shown in the "investment properties" account of the consolidated balance-sheet of our entity. For this reason, the total value of the relevant account item in the most recently announced consolidated balance-sheet of our entity has been taken into account in the calculation of the specified ratio.
- (\*\*) Payment of the purchase price shall be made in cash within the day after the completion of conveyance of title.

Board of Directors that convened today unanimously resolved;

to purchase all shares owned by İhsan Yıldız, Kadri Yıldız and Emine Dalyan in the parcel numbered 2007, which is a property in the nature of a field with an area of 685,026 m² situated in Istanbul Province, Silivri County, Akören Village, Karasinan Street, for investment purposes in consideration of a purchase price of TL 67,995,425 taking also into account the value calculated as a result of the valuation study conducted by LOTUS Gayrimenkul Değerleme ve Danışmanlık A.Ş., and to pay the purchase price in cash after the conclusion of the conveyance of title transactions.

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DATE: 23.06.2016 13:21:07 - Announcement regarding Capital Increase - Reduction Transactions

Summary: Decision of the Board of Directors regarding Capital Increase through Bonus Issue from Internal

Resources

Date of Decision of the Board of Directors : 23.06.2016
Authorized Capital Upper Limit (TL) : 1.920.000.000
Existing Capital (TL) : 548.208.000
Target Capital (TL) : 685.260.000

#### **Capital Increase through Bonus Issue**

Information on Share Groups	Existing Capital (TL)	Amount of Bonus Issue from Internal Resources (TL)	Rate of Bonus Issue from Internal Resources (%)
ECILC, TRAECILC91E0	548.208.000	137.052.000	25,00000

	Existing Capital (TL)	Bonus Issue from Internal Resources	Rate of Bonus Issue from Internal Resources (%)
TOTAL	548.208.000	137.052.000,000	25,00000

#### **Details of Internal Resources:**

Profit on Sale of Affiliate Shares and Real Estates (TL) : 59.334.734,06 Retained Earnings (TL) : 77.717.265,94

#### **ANNOTATIONS:**

The Board of Directors resolved:

- 1) To increase the current issued capital of TL 548,208,000 to TL 685,260,000 through a bonus issue of TL 137,052,000 (at the rate of 25%) entirely to be covered from internal resources within our entity's authorized capital upper limit of TL 1,920,000,000;
- 2) That, of the capital amount of TL 137,052,000 which is to be covered from internal resources, TL 77,717,265.94 shall be covered from Special Funds, and TL 59,334,734.06 shall be covered from the Fund of Profits on Sale of Affiliate Shares and Real Estates;
- 3) That the shares to be issued due capital increase shall be distributed to the shareholders in proportion to their share in the Company's capital in dematerialized form at the Central Registry Agency in accordance with the Capital Market regulations regarding the dematerialized system;
- 4) In this framework, article 7 entitled "Authorized Capital" of the Articles of Association of our Company which governs capital increases to be realized with the use of internal resources shall be amended according to the attached amendment text:
- 5) That an application shall be submitted to the Capital Markets Board for the approval of the certificate of issue;
- 6) That the company management shall be empowered to obtain necessary permissions from, and for that purpose, to conduct necessary transaction at, the Capital Markets Board and other relevant institutions in order to conclude the capital increase; and
- 7) That the necessary disclosures shall be made at the Public Disclosure Platform in accordance with the provisions of the relevant legislation.

DATE: 30.06.2016 11:18:53 - Announcement regarding Capital Increase - Reduction Transactions

<u>Summary:</u> Capital Markets Board Application regarding Capital Increase through Bonus Issue from Internal Resources

#### **ANNOTATIONS:**

The Board of Directors has today applied to the Capital Markets Board in accordance with the decision made on 23 June 2016 regarding capital increase from internal resources.

**DATE: 25.08.2016 17:45:13 - Material Disclosure (General)** 

**Summary:** 

Our announcement that negations have been started for the sale of all shares of the company Capintec, Inc. a wholly (100%) owned subsidiary of Eczacibaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş.

Negotiations have been started for the sale of all-shares of Capintec, Inc., a company established in the State of Delaware, United States of America and engaged in production and servicing of energy measurement devices in the nuclear medicine industry, which is a wholly (100%) owned subsidiary of Eczacibaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş., a company where we have 49.998% interest and which is engaged in the production, import and distribution of radiopharmaceuticals used in nuclear medicine.

In this framework, negotiations are carried out between Eczacıbaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. and buyers, and additional disclosures shall be made to your Agency and the public in case issues which become certain occur during the process.

DATE: 01.09.2016 17:46:06 - Sale of a Financial Tangible Asset

Summary:

About the sale of all shares of the company Capintec, Inc., a wholly (100%) owned subsidiary of Eczacıbaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş.

Sale of a Financial Tangible Asset		
Is this Disclosure an Update?	:	Yes
Is this Disclosure a Correction?	:	No
Date of the Previous Disclosure regarding the Matter	1:	25.08.2016
Is this Disclosure a Deferred Disclosure?	:	No
Content of the Notification		
Date of Board of Directors Decision Regarding the Sale	:	01.09.2016
Do Majority of the Independent Members of the Board of Directors approve the Sale?	:	There are no independent members of the board of directors in our subsidiary.
Name of Financial Tangible Asset Sold	:	Capintec, Inc.
Scope of Activity of Financial Tangible Asset Sold	:	Production and servicing of energy measurement devices in the nuclear medicine industry
Capital of Financial Tangible Asset Sold	:	USD 4,206,230
Date Transaction Completed/is to be Completed	:	30.12.2016
Sale Conditions	:	Timed
Nominal Amount of Shares Sold	:	1 US Dollar
Price per Share	:	TL 250,000
Total Amount	:	TL 25,000,000
Ratio of Sold Shares to the Capital of the Financial Tangible Asset	:	100
Post-Sale Shareholding Ratio in the Financial Tangible Asset (%)	:	0
Post-Sale Ratio of Owned Voting Rights to Total Voting Rights in the Financial Tangible Asset (%)	:	0
Ratio of the Sold Financial Tangible Asset to the Total Assets of the Corporation in the Last Financial Statement Disclosed	:	0.36 (*)
Ratio of the Transaction Price to the Amount of Revenue occurred in the Last Annual Financial Statements Disclosed (%)	:	1.07 (*)
Impact on Operations of the Corporation	:	It has no direct impact on the operations of ou company.
Amount of Profit/Loss Occurred as a result of Sale	:	5,630,501 (**)
How the Profits of Sale, if any, will be Utilized	:	The proceeds of sale shall be used to strengthen the equity, and the exemption in the scope of article 5/1-e of the Corporate Tax Code shall not be benefited from in respect of the profit that occurs as a result of the sale.
Date of the Board of Directors Decision regarding how the Profits of Sale, if any, will be Utilized	:	-
Name/Trade Name of the Buyer	:	V.O.S.S Varinak Onkoloji Sistemleri Satış ve Servis A.Ş.

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Is the Counter Party a Related Party according to CMB Regulations?	:	No (No)
Relationship of the Buyer with the Corporation	:	Not Applicable.
Date of the Agreement relating to the Transaction, if any	:	01.09.2016
Method of Determining the Value of the Financial Tangible Asset	•	It has been determined as a result of mutual negotiations of the parties.
Has a Valuation Report been prepared?	:	Not Prepared
Reason if a Valuation Report has not been Issued	:	The transaction does not meet the criteria for the performing a valuation in the scope of the Corporate Governance Principles Communiqué.
Date and Number of the Valuation Report, if prepared	:	-
Amount Found as a Result of the Valuation Report	:	-
Reason, if the Transaction has been/has not been Completed in accordance with the results set out in the Valuation Report		-

#### **ANNOTATIONS:**

- (\*) Since Capintec, Inc is sold by Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş., a company which we jointly control at the rate of 49.998% and which is consolidated according to the proportionate consolidation, the sales price of the financial fixed asset has been multiplied by 49.998% when calculating the section "Ratio of the Sold Financial Tangible Asset to the Total Assets of the Corporation in the Last Financial Statement Disclosed".
- (\*\*) The amount in question has been calculated according to the financial statements of Eczacibaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. dated 30.06.2016 prepared according to CMB regulations, and shall be revised at the date of transfer of shares.

In our disclosure dated August 25, 2016, we had announced that our company had started for the sale of the entire company named Capintec, Inc., a company established in the State of Delaware, United States of America and engaged in production and servicing of energy measurement devices in the nuclear medicine industry, which is a wholly (100%) owned subsidiary of Eczacibaşi-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. ("Eczacibaşi-Monrol"), a company where we have 49.998% interest and which is engaged in the production, import and distribution of radiopharmaceuticals used in nuclear medicine.

In this framework, at the extraordinary general assembly of Eczacıbaşı-Monrol held on September 1, 2016, it has been unanimously decided that:

- 1) All shares of the company named Capintec Inc., a wholly (100%) owned subsidiary of Eczacibaşı Monrol established in United States of America is sold to V.O.S.S. Varinak Onkoloji Sistemleri Satış ve Servis A.Ş.("Varinak") for a price of TL 25,000,000.-, and an amount equal to TL 10,000,000.- of the sales price is collected today, and the remaining TL 15,000,000.- is collected in cash at the date of transfer of shares;
- 2) The transfer of shares is concluded until December 30, 2016, at the latest, and no discounts/deductions or adjustments are made at the closing date in a manner to change the sales price subject to company performance;
- 3) The necessary process for this sale is started, and in that connection, a Share Purchase and Sale Agreement is signed between Eczacıbaşı-Monrol and Varinak, and that such agreement is signed by two members of the board of directors who have representative powers as described in the signature circular of Eczacıbası-Monrol.

The legal procedures carried out in the scope of sale of Capintec, Inc. still continue, and a public disclosure will be made if issues which become certain in the process occur.

DATE: 17.10.2016 12:10:11 - Special Situation Disclosure (General)

#### **Summary:** Permission application to Competition Authority

Within the scope of the pre-agreement made related to the transfer of some assets about IV serum production of our joint venture Eczacibaşi - Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş. ("Eczacibaşi - Baxter") and of a part of the equipment owned by us and used by Eczacibaşi-Baxter to Koçak Farma İlaç ve Kimya Sanayi ve Ticaret A.Ş.; today, a permission application has been made to the Competition Authority, and the transfer transactions will be realized following the completion of the transfer process in accordance with the law and the sales of assets contract to be signed by the parties. Related to the mentioned process, the announcements will be made to public about the issues finalized.

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DATE: 18.10.2016 12:10:11 - Special Situation Disclosure (Update)

Summary: Announcement concerning the Rental Contract and the Sales of Assets Contract signed with Koçak Farma İlaç ve Kimya Sanayi ve Ticaret A.Ş.

In our announcement dated 17th October 2016, we announced that a permission application was made to the Competition Authority within the scope of the pre-agreement made related to the transfer of some assets about IV serum production of our joint venture Eczacibaşi - Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş. ("Eczacibaşi - Baxter") and of a part of the equipment owned by us and used by Eczacibaşi-Baxter to Koçak Farma İlaç ve Kimya Sanayi ve Ticaret A.Ş.

Within this framework, on 18th October 2016, a Sales of Assets Contract was concluded with Koçak related to the sales of the below-listed assets in relation to the business line of IV serum products.

Pursuant to the Sales of Assets Contract, it was decided to transfer:

- the equipment (\*), within the possession of our Company, for TRY 3,000,000,
- the marketing licenses, the brands and the equipment (\*), within the possession of Eczacıbaşı-Baxter Hastane Ürünleri, for TRY 24,400,000 in total,
- and the stocks, within the possession of Eczacıbaşı-Baxter Hastane Ürünleri and of which amount would be determined as a result of the count to be performed on the transfer date, for the amount of ""Book Value + 5%".

The half of the transfer price will be collected in advance and the balance amount will be collected on the date closing (transfer) to be performed after the approval of the Competition Authority is obtained and all of the other prerequisites are fulfilled.

The total sales price (\*\*) of the assets subjecting of the transfer corresponds to 2.56% of the account item of the tangible fixed assets and to 0.08% of the total assets on the final financial statement disclosed to the public pursuant to Board regulations of our company.

- (\*): Related to the equipment, the values indicated on the study conducted by LOTUS Gayrimenkul Değerleme ve Danışmanlık A.Ş. have been taken into consideration.
- (\*\*): As Eczacibaşı-Baxter was consolidated according to the equity management on the consolidated financial statements of our company, the sales price of the assets belonging to Eczacibaşı-Baxter was not included in the total sales price accounting of the assets subjecting of the transfer.

Related to the same issue;

The decision of Eczacibaşi-Baxter to gradually terminate its production activities in the IV serum production facilities, where it still carries out its activities and which is within the possession of our Company, until 31<sup>st</sup> December 2016 was disclosed to the public on our special situation disclosure dated 25<sup>th</sup> January 2016. Within this framework, a Rental Contract was concluded on 18<sup>th</sup> October 2016 with Koçak related to making the serum production facilities be used until 31<sup>st</sup> December 2017.

Pursuant to the Rental Contract:

The monthly rental is TRY 325,000 (The facility will be delivered to Koçak on 1<sup>st</sup> November 2016 and the rental payments will start as of this date).

The annual rental amount corresponds to 1.07% of the account item of the investment properties and to 0.11% of the total assets on the final financial statement disclosed to the public pursuant to Board regulations of our company

Related to the mentioned process, the announcements will be made to public in case that any issue is finalized.

DATE: 27.10.2016 08:47:16 - Announcement concerning capital increase-decrease transactions

<u>Summary:</u> Approval for Capital Market Board (CMB) application related to capital increase through bonus issues

Date of Decision of the Board of Directors
Authorized Capital Upper Limit (TRY)
Existing Capital (TRY)

Target Capital (TRY)

: 23.06.2016
: 1,920,000,000
: 548,208,000
: 685,260,000

#### Capital Increase through Bonus Issues

		Amount of Bonus Issue	Rate of Bonus Issue	
Information on Share Groups	Existing Capital	from	from	
_	(TRY)	Internal Resources (TRY)	Internal Resources (%)	
ECILC, TRAECILC91E0	548,208,000	137,052,000	25.00000	

	Existing Capital (TRY)	Bonus Issue from Internal Resources	Rate of Bonus Issue from Internal Resources (%)
TOTAL	548,208,000	137,052,000,000	25.00000

#### **Details of Internal Resources:**

Profit on Sale of Affiliate Shares and Real Estates (TRY) : 59,334,734.06 Retained Earnings (TRY) : 77,717,265.94

#### Other Issues Required To Be Announced:

Article No. of the Articles of Association To Be Amended	7
Date of the Application to CMB Concerning the Amendment of the Article on Capital of the	30.06.2016
Articles of Association	
Result of the Application to CMB Concerning the Amendment of the Article on Capital of the	Approved
Articles of Association	
Date of Approval by CMB for the Amendment of the Article on Capital of the Articles of	25.10.2016
Association	
Date of Application to CMB	30.06.2016
Result of the Application to CMB	Approved
Date of Approval by CMB	25.10.2016
Nature of Shares Representing the Capital Increased	Dematerialized Share

#### **ANNOTATIONS:**

Due to the increase of the issued capital of our Company from TRY 548,208,000 to TRY 685,260,000 by covering the part of TRY 77,717,265.94 from the "Specialized Funds" and by covering the part of TRY 59,334,734.06 from the Funds of Participation Stock and Real Estate Return on Sales"; the issuance certificate related to the shares to be issued of TRY 137,052,000 was approved by the Capital Market Board on 25.10.2016.

DATE: 03.11.2016 14:12:14 - Announcement concerning capital increase-decrease transactions

**Summary:** Registration of the capital increase

Start Date of Exercising the Right of Receiving Bonus Share: 04.11.2016

#### Other Issues Required To Be Announced:

Date of Payment	08.11.2016 (In case of capital increase, the date when the new shares will enter into the accounts of the shareholders whose shares are traded at the exchange; in case of capital decrease, the date when the new shares will exit from those accounts)
Date of Registration	07.11.2016 (The date determined by the beneficiaries of the shares of that type being traded at the exchange)
Registration Date of Capital	03.11.2016

#### **ANNOTATIONS:**

The registration transaction concerning the increase of the issued capital of our Company from TRY 548,208,000 to TRY 685,260,000 has been completed as of today.

DATE: 04.11.2016 15:25:16 - Special Situation Disclosure (Update)

**Summary: Permission from Competition Authority** 

#### **ANNOTATIONS:**

During its meeting number 16-36/625-278 held on 03.11.2016, the Competition Authority gave permission to the application dated 17<sup>th</sup> October 2016 concerning the transfer of some assets about IV serum production of our joint venture Eczacıbaşı - Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş. ("Eczacıbaşı - Baxter") and of a part of the equipment owned by us and used by Eczacıbaşı-Baxter to Koçak Farma İlaç ve Kimya Sanayi ve Ticaret A.Ş.

DATE: 08.11.2016 17:11:12 - Special Situation Disclosure (General)

**Summary:** 

Announcement that negotiations have been started for the total sale of Moleküler Görüntüleme Ticaret ve Sanayi A.Ş., of which 99.99% is owned by Eczacıbaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş.

#### **ANNOTATIONS:**

Being a 49.998% subsidiary of our organization and carrying business in manufacturing, importation and distribution of the radiopharmaceuticals used in nuclear medicine, Eczacibaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. has started negotiations concerning the total sale of Moleküler Görüntüleme Ticaret ve Sanayi A.Ş., of which 99.99% is owned by Eczacibaşı-Monrol, to V.O.S.S. Varinak Onkoloji Sistemleri Satış ve Servis A.Ş.

Within this framework, the negotiations are conducted between Eczacibaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. and the purchaser and additional announcements will be made to your Ministry and to the public in case that any issue is finalized related to the process.

**DATE: 11.11.2016 18:04:28 - Material Disclosure (Update)** 

Summary: Sale of All Shares of Moleküler Görüntüleme Ticaret ve Sanayi A.Ş. a 99.99%-owned subsidiary of Eczacıbaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş.

Sale of Financial Fixed Assets		
Is the Disclosure an Update?		Yes
Is the Disclosure a Correction?		No
Date of Previous Material Disclosure regarding the Subject		08.11.2016
Is the Disclosure a Deferred Disclosure?		No
Content of the Notification		
Date of Board of Directors Decision Regarding the Sale	:	11.11.2016
Does the Majority of the Independent Members approve the Board of Directors Decision Regarding the Sale?	:	There is no independent member of the board of directors in our affiliate.
Title of the Financial Fixed Asset Sold	:	Moleküler Görüntüleme Ticaret ve Sanayi A.Ş.
Scope of Activities of the Financial Fixed Asset Sold	:	Carrying out research, development, innovation and production in molecular medicine as an R&D and high technology company.
Capital of the Financial Fixed Asset Sold	:	TRY 17,090,000
Date Transaction Concluded / is to be Concluded	:	11.11.2016
Sales Terms	:	Cash
Nominal Amount of Sold Shares	:	TRY 17,089,999.60
Price of Each Share	:	TRY 0.001755 (1 share = 1 Kr)
Total Amount	:	TRY 2,999,999.66
Ratio of Sold Shares to the Capital of the Financial Fixed Asset (%)	:	99.99
Ratio of Participation in the Financial Fixed Asset after the Sale (%)	:	0
Ratio of Voting Rights Held after the Sale to the Total Voting Rights of the Financial Fixed Asset (%)	:	0
Ratio of the Sold Financial Fixed Asset to Total Assets in the Recent Financial Statements of the Corporation Disclosed to Public (%)	:	0.043 (*)
The Ratio of the Transaction Price to the Revenue Occurred as per the Most Recent Annual Financial Statements Disclosed to Public (%)		0.13 (*)
Effect on the Corporation's Activities		It has no direct effect on the activities of our Company.
Amount of Profit Made/Loss Incurred due to the Sale	Ŀ	A loss of TRY 1,603,241 (**)
If any, how the proceeds of sale will be used	<u>:</u>	-
Date of Board of Directors Decision Regarding the Application of the Profits, if any	:	-
Name/Title of the Buyer	:	V.O.S.S Varinak Onkoloji Sistemleri Satış ve Servis A.Ş.
Is the Counter Party a Related Party as per the Regulations of CMB?	:	No
Relationship of the Buyer with the Corporation	:	Not Applicable.
Date of the Contract relating to the Transaction, if any		11.11.2016

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Method to Determine the Value of the Financial Fixed Asset	:	It has been determined by mutual negotiation of the parties.
Has an Appraisal Report been Prepared?	:	Not Prepared
Reason if an Appraisal Report is Not Prepared	:	It does not satisfy the conditions for carrying out an appraisal in the scope of Corporate Governance Principles Communique.
Date and Number of Appraisal Report, if Prepared	:	-
Amount Determined as a result of the Appraisal Report	:	-
Reason if the Transaction has not been/will not be realized according to the Results of the Appraisal Report		-

- (\*) Since Moleküler Görüntüleme Ticaret ve Sanayi A.Ş. (Moleküler Görüntüleme) was sold by Eczacıbaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. (Eczacıbaşı-Monrol) 49.998%-owned subsidiary of our company which is consolidated according to the equity method, the sales price of the financial fixed asset was multiplied by 49.998% during the calculation of the ratios shown in the above table.
- (\*\*) The amount in question was calculated over the financial statements of Eczacibaşı-Monrol dated 30.09.2016 which were prepared according to CMB regulations.

#### **ANNOTATIONS:**

In our disclosure dated November 8, 2016, we had announced that negotiations were started for the sale of all shares of Moleküler Görüntüleme a 99.99%-owned subsidiary of Eczacıbaşı-Monrol which is a 49.998%-owned subsidiary of our company and engaged in the production, import and distribution of radiopharmaceuticals used in nuclear medicine to the company V.O.S.S. Varinak Onkoloji Sistemleri Satış ve Servis A.Ş. (Varinak).

In this framework, all shares of Moleküler Görüntüleme a 99.99%-owned subsidiary of Eczacıbaşı-Monrol were transferred to Varinak at a price of TRY 3,000,000 in accordance with the Share Purchase and Sale Agreement signed by and between Eczacıbaşı-Monrol and Varinak on November 11, 2016, and today the sales price has been collected in cash.

**DATE: 14.11.2016 17:07:38 - Material Disclosure (Update)** 

Summary: Transfer operations were performed in the scope of the Asset Sales Agreement signed with Koçak Farma İlaç ve Kimya Sanayi ve Ticaret A.Ş.

In our disclosure dated November 4, 2016, we had announced that permission was granted for our application to the Competition Authority in respect of the assignment of certain assets related to IV serum production by our business partnership Eczacibaşı-Baxter Hastane Ürünleri Sanayi ve Ticaret A.Ş. (Eczacibaşı-Baxter) and certain equipment owned by us and used by Eczacibaşı-Baxter to the company Koçak Farma İlaç ve Kimya Sanayi ve Ticaret A.Ş. (Koçak).

At the current stage of the process, this date has been determined as the closing (transfer) date in the scope of the Asset Sales Agreement signed with Koçak on October 18, 2016, and the assets that were bound to be transferred under the relevant agreement have been transferred to the buyer.

**DATE: 20.12.2016 15:11:55- Material Disclosure (General)** 

#### Summary: The Decision of our Board of Directors regarding the Capital Increase in Vitra Karo San. ve Tic. A.Ş.

Our Board of Directors, which has been convened today in respect of the increase of the current capital of Vitra Karo Sanayi ve Ticaret A.Ş., a -25%- owned subsidiary of our Company from TRY 260,000,000 to TRY 450,000,000 to be covered entirely in cash, and the decision to convene a General Assembly Meeting on December 23, 2016 for that purpose, has resolved that;

- Our company shall participate in the capital increase by purchasing 47,500,000 shares each worth 1 Turkish Lira in return for TRY 47,500,000 which falls onto our share within the increased capital, i.e. TRY 190,000,000;
- 25% of TRY 47,500,000 which falls onto our share within the amount to be increased in cash shall be paid prior to the registration of the capital increase, and the remaining 75% shall be paid in cash in accordance with the decisions to be taken in this respect by the Board of Directors after the registration of the capital increase and in any case within 24 months, at the latest.

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**DATE: 22.12.2016 16:08:40 - Material Disclosure (Update)** 

Summary: Sale of all Shares of Capintec, Inc. a 100%-owned subsidiary of Eczacıbaşı-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş.

We had announced that a share purchase and sales agreement was signed on September 1, 2016 for the sale of all shares of Capintec, Inc., a company engaged in the production and servicing of energy measurement devices in the field of nuclear medicine in USA and a 100% owned subsidiary of Eczacibaşi-Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. (Eczacibaşi-Monrol) which is a 49.998% owned subsidiary of our Company acting in the field of nuclear medicine to the company V.O.S.S. Varinak Onkoloji Sistemleri Satış ve Servis A.Ş. at a price of TRY 25,000,000; it was decided that TRY 10,000,000 of the sales price would be paid the same day, and the remaining TRY 15,000,000 would be collected in cash at the date of share transfer, and the share transfers would be completed until December 30, 2016, at the latest.

At the current stage of the process, taking into account that the share transfer procedures cannot be completed until December 30, 2016 as there are obligations to be fulfilled under the US legislation, and other procedures to be carried out fall onto the year-end holiday, it has been decided that TRY 12,000,000 of the remaining TRY 15,000,000 shall be collected today and the remaining TRY 3,000,000 shall be collected at the share transfer date (until January 15, 2017, at the latest) pursuant to the supplementary protocol signed between the parties today.

Further disclosures will be made to the public if any issue becomes definite in the process.

**DATE: 27.12.2016 15:44:15 - Material Disclosure (General)** 

#### Summary: Changes of Duty in the Senior Management of Eczacıbaşı Group

Dr. Erdal Karamercan, CEO of Eczacıbaşı Group, will transfer his duty performed by him since 2003 to Atalay Gümrah, President of Yapı Ürünleri Group, as of 1<sup>st</sup> February 2017 and he will take office as Vice Chairman of the Board of Directors and as Member of Holding Board of Presidency in Eczacıbaşı Holding A.Ş.

Still taking office as Vice President of Finance in Yapı Ürünleri Group, Ali Aköz has been appointed as President of Yapı Ürünleri Group so as to be valid as of 1<sup>st</sup> February 2017.