

General Shareholders Meeting Resolutions

In our Company's General Shareholders Meeting held on Monday 23rd March 2015, at 10:00 a.m. at Divan İstanbul Elmadağ, Asker Ocağı Caddesi No: 1 34367 Şişli, İstanbul, the main following decisions were made.

- The 2014 Annual Report prepared by the Company Board of Directors was accepted.
- The Company's independently audited consolidated Financial Statements for the year 2014 which were prepared in accordance with the Capital Markets Board's (CMB) "Communiqué for Principles of Financial Reporting in Capital Markets" with Serial Number II-14.1 were accepted.
- Members of the Board of Directors were severally acquitted in connection with the accounts and activities of the Company in 2014.
- The proposal of the Company's Board of Directors related to profit distribution for the year 2014 was discussed. It was accepted to distribute a Gross Cash Dividend of TL 350,000,000.- from the consolidated profit calculated in accordance with CMB Regulations and to decide the dividend distribution commencement date as 1st April 2015.
- The number of members of the Board of Directors was determined as 12 members in total together with the 4 independent members. It has been decided to select Mr. Mustafa Rahmi Koç, Mr. Mustafa Vehbi Koç, Ms. Semahat Sevim Arsel, Mr. Mehmet Ömer Koç, Mr. Yıldırım Ali Koç, Mr. Robert Sonman, Mr. Levent Çakıroğlu, Mr. Fatih Kemal Ebiçlioğlu as the members and Mr. Kutsan Çelebican, Mr. Tunç Uluğ, Mr. Mehmet Barmanbek and Mr. Kadri Kaynak Küçükpinar as the independent members of the Board of Directors to work until the General Shareholders Meeting where the accounts of the year 2015 will be discussed.
- Within the framework of the Turkish Commercial Code and the Capital Markets Law, it was decided to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Ernst & Young Global Limited), which was elected by the decision of the Board of Directors with reference to the proposal of the Committee Responsible for the Audit, as the Independent Audit Firm to audit the Financial Statements of the fiscal year 2015 and to conduct other activities as part of other regulations introduced under the said laws.
- The General Meeting was informed that the Company made donations and grants amounting to TL 8,955,513.26 in 2014. A proposal to make the upper limit for the grants in 2015 TL 17,000,000 was accepted.
- Pursuant to the Capital Markets Board regulations, information was given to the Shareholders about income or benefits obtained in 2014 from the collaterals, pledges, mortgages and surety given for the benefit of 3rd parties.