

## MEETING MINUTES OF ORDINARY GENERAL ASSEMBLY OF

### VERUSA HOLDİNG ANONİM ŞİRKETİ FOR THE YEAR 2018 DATED 08.05.2019

The 2018 Annual Ordinary General Assembly Meeting of Verusa Holding Anonim Şirketi was held at the address of Maslak Mah. Eski Büyükdere Cad. No: 9 İz Plaza Giz Kat:14 Maslak – İstanbul at 12:00 pm on 08 May 2019, with the presence of Ministry Representative Mr. İsmail ASLANLAR assigned by a letter numbered 44147355 and dated May, 07 2019 of the Istanbul Provincial Directorate of Customs and Commerce.

The meeting invitation in accordance with the Law and the Articles of Association, including the meeting agenda, has been announced in a timely manner on the Official Gazette dated April, 15, 2019 and numbered 9809, on our company's website addressed at <http://www.verusa.com.tr> , on Public Disclosure Platform (KAP) and on the Electronic General Assembly System of the Central Registry Agency. In accordance with the Article 29 of the Capital Market Law, shareholders have not been notified by registered letter for the nominative shares listed in the stock market.

It is understood from the List of Attendants that, out of 70,000,000.00 shares with a nominal value of TL 70,000,000.00; a total of 418,210 shares are represented in proxy; and a total of shares 40,667,580.50 are represented in person, and in total 41,085,790.50 shares are represented cumulatively and thus, the minimum meeting quorum is reached as stipulated both in the law and the articles of association.

The meeting is initiated simultaneously both physically and electronically by the Chairman of the Board, Mustafa ÜNAL, by stating the presence of the Chairman Mustafa Ünal, Vice Chairman Reha ÇIRAK, Board Member Mustafa Necip ULUDAĞ and Responsible Auditor Mr. Şafak GÜMÜŞEL and the discussion on the agenda items started.

- 1) It has been resolved to assign Mustafa ÜNAL as the Meeting Chairman, Serdar Nuri ESER as Secretary and Mustafa ARSLAN as Vote Collectors, and to authorize the Chairmanship Committee to sign the General Assembly minutes by the majority of participants.
- 2) In accordance with the second item of agenda, the Board of Directors' Annual Report pertaining to the activity period of 2018 has been presented and deliberated on by the shareholders at the General Meeting and, it has been approved by the majority of participants.
- 3) In accordance with the third item of agenda, the summary of the independent audit report for the year 2018 was read by Şafak GÜMÜŞEL on behalf of the Independent Audit Company. And the 2018 report prepared by DRT Independent Auditing and Independent Accountant and Financial Consultant A.Ş. (Member of Deloitte Touche Tohmatsu) was negotiated and approved by the majority of participants.
- 4) In accordance with the fourth item of agenda, the company financial statements for the year 2018 was read, negotiated and submitted to the participants for approval and it was unanimously approved by the majority of participants.
- 5) In accordance with the fourth item of agenda, release of the members of the Board of Directors with regard to the Company's 2018 activities was submitted to the General Assembly for approval and with the acceptance of the given proposal unanimously, the members of the Board of Directors were released without using the voting rights arising from their own shares.

- 6) In accordance with the Board of Director's proposal for profit distribution, it was decided unanimously to distribute the total gross dividend at the amount of TL 2,275,000- TL and that the payments be made in cash as of September 23, 2019.
- 7) Pursuant to the provisions of the Capital Market Board, the Remuneration Policy for the Members of the Board of Directors and Executives of the Company has been presented and submitted to the examination of the shareholders, and it was resolved with the consensus of participants.
- 8) The shareholders at the General Meeting have been informed of the securities, pledges and mortgages granted in favor of the third parties in the year 2018 and of any benefits or income thereof.
- 9) With the acceptance of the given proposal in the frame of remuneration policy for the Members of the Board of Directors and Executives of the Company as a result of TL 26,687,767.50 affirmative votes against TL 398,023 negative votes; it was decided to pay to the Chairman of the Board of Directors TL 12,500 net/monthly, the Vice Chairman TL 10,000 net/monthly, and the members TL 5,000 net/monthly.
- 10) Taking into account the recommendations of the Board of Directors, pursuant to the principles set in the Turkish Commercial Code and Capital Market Law "PwC BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş." was selected as the Auditor to audit the financial statements for the year 2019 and to carry out other activities within the scope of relevant regulations of these Laws.
- 11) It was decided to grant permission to the Chairman and members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code with TL 27,078,592.50 affirmative votes against TL 7,198 negative votes. And the shareholders have been informed of the Company transactions in 2018 as per the provisions of the Capital Market Board Governance Principles, Article No. 1.3.6.
- 12) The resolution of the Board of Directors dated on 31 August 2016 regarding the repurchase of company shares has been presented and submitted to the shareholders for approval and it was accepted with the consensus of participants.

**MINISTRY REPRESENTATIVE**  
**İsmail ASLANLAR**

**CHAIRMAN**  
**Mustafa ÜNAL**

**VOTE COLLECTOR**  
**Mustafa ARSLAN**

**SECRETARY**  
**Serdar Nuri ESER**