

VERUSA HOLDİNG A.Ş.

AGENDA FOR THE 2019 ORDINARY GENERAL ASSEMBLY MEETING

1. Opening and formation of the Meeting Council,
2. Reading, discussion and approval of the 2019 Annual Report of the Company prepared by the Board of Directors,
3. Reading, discussion and approval of the summary of the Independent Auditor's Reports for the year 2019,
4. Reading, discussion and approval of the summary of the financial statements for the year 2019,
5. Release of the members of the Board of Directors with regard to the 2019 activities,
6. Discussion and approval of the Board of Directors' proposal on the distribution of profits for the year 2019,
7. In accordance with the Corporate Governance Principles, submission of the "Remuneration Policy" approved and adopted by the Board of Directors to the approval of our shareholders,
8. In accordance with the Capital Markets Board regulations, presentation to the shareholders of the securities, pledges and mortgages granted in favor of the third parties in the year 2019 and of any benefits or income thereof,
9. Resolution of the number of the members of the Board of Directors and their terms of office and election of the members of the Board of Directors,
10. Resolution of the annual gross salaries to be paid to the members of the Board of Directors,
11. Approval of the appointment of the Independent Audit Firm as selected by the Board of Directors in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board regulations,
12. Discussion and approval of the amendment of Article 3 of the Articles of Association,
13. Presentation to the shareholders of the donations made by the Company in 2019, and resolution of an upper limit for donations for the year 2020,
14. Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2019 pursuant to the Corporate Governance Communique of the Capital Markets Board,
15. Presentation of the resolution of the Board of Directors dated on 31 August 2016 regarding the repurchase of company shares to our shareholders.