

**HACI ÖMER SABANCI HOLDİNG ANONİM ŞİRKETİ**  
**MEETING MINUTES OF THE 2014 ORDINARY GENERAL ASSEMBLY DATED 27 MARCH 2015 AT 14.00**  
**NUMBER: 79**

The 2014 Annual Ordinary General Assembly Meeting of Hacı Ömer Sabancı Holding Anonim Şirketi was held at the address of the Company's headquarters as Sabancı Center Sadıka Ana Salonu, 4.Levent Beşiktaş İstanbul at 2 pm on Friday 27 March 2015, with presence of Ministry Representative Mr. Mustafa KURT, assigned by a letter numbered 6829216 and dated 24 March 2015 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 27 February 2015 and numbered 8768, on our company's website addressed at <http://www.sabanci.com> and on the Electronic General Assembly System of the Central Registry Agency.

It was understood from the List of Attendants that, out of the shares with nominal value of TL 2.040.403.931; a total of 119.503.814.040,4 shares with a nominal value of TL 1.195.038.140,404 are represented in person, a total of 31.997.025.770,55 shares with a nominal value of TL 319.970.257,7055 are represented in proxy. The minimum meeting quorum is reached as stipulated both in the Turkish Commercial Code and the Articles of Association. Then, Ms. Güler SABANCI, Chairman and Managing Director, has started the meeting with the presence of Ömer TANRIÖVER, Audit Partner of the Auditor DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, the Board members Mr. Zafer KURTUL and Mr. Mevlüt AYDEMİR. The meeting is also started electronically.

- 1- Ms. Güler SABANCI, Chairman and Managing Director, was elected as Meeting Chairman in accordance with the Article 31 of the Articles of Association and the Internal Directive for General Assembly's Working Principles and Procedures. The Meeting Chairman appointed Ms. Suzan SABANCI DİNÇER and Ms. Sevil SABANCI SABANCI as Vote-Collector, and Mr. Mustafa Nedim BOZFAKIOĞLU as Secretary of the meeting.

The Meeting Chairman appointed Mr. Cezmi AYGÖR, who has "Central Registry Agency Electronic General Assembly System Expert Certificate", to use electronic general assembly system.

The Meeting Chairman explained that, the representatives represent a total of 48.123.040.029,6 shares with a nominal value of TL 481.230.400,296.

The agenda items were read as they were disclosed. Since there is no demand on changing the discussion order of the agenda items, the discussion on the agenda items has been continued as declared.

- 2- The Board of Director's Activity Report is deemed as read by the acceptance of the given proposal with TL 1.514.072.531,3395 aye votes against TL 935.866,77 nay votes. The activity report is discussed.
- 3- With the acceptance of the given proposal as a result of TL 1.514.072.532,1095 aye votes against TL 935.866,00 nay votes, the opinion parts of the Audit Reports were read.
- 4- With the acceptance of the given proposal as a result of TL 1.514.222.057,1095 aye votes against TL 786.341,00 nay votes, the main accounts of the 2014 Consolidated Financial Statements were read and discussed.  
As a result of voting, the Consolidated Financial Statements were approved with TL 1.514.222.057,1095 aye votes against TL 786.341,00 nay votes.
- 5- The members of the Board of Directors were released with regard to the 2014 activities as a result of TL 1.335.409.313,9415 aye votes against TL 1.196.606,00 nay votes. For this agenda item, The Meeting Chairman noted that, the Directors did not use their votes arising out of their capital shares with regard to their release.
- 6- With the acceptance of the given proposal as a result of TL 1.513.787.992,1215 aye votes against TL 1.220.405,988 nay votes; pursuant to review of Consolidated Financial Statements for the 2014 period prepared in accordance with the Turkish Financial Reporting Standards, it was decided to

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distribute dividend as follows from Consolidated Net Profit incurred between 01.01.2014 - 31.12.2014 after deduction of general legal reserves;

- Gross 204.040.393 TL dividend in cash (Gross %10, net %8,5) to the shareholders who are representing the 2.040.403.931 TL capital,
- Gross 16.993.161,43 TL to the H.Ö. Sabancı Foundation,
- To reserve the remaining amount as extraordinary reserves.

It was also decided to reserve 85.887.634,38.-TL profit as "Special Reserves" in the Statutory Financials prepared in accordance with the Turkish Tax Procedure Law in order to benefit from corporate tax exemption for the profit derived from the 2014 sales of subsidiary in accordance with the Article 5/1-e of the Corporate Tax Law. In addition, it was decided to distribute the cash dividend beginning from 31 March 2015.

- 7- At the end of voting in the direction of the given proposal which was prepared in accordance with the Principles of Corporate Governance and related regulations of Capital Markets Board and the article 15 of Articles of Association; Ms. GÜLER SABANCI, Mr. EROL SABANCI, Ms. SUZAN SABANCI DİNÇER, Ms. SEVİL SABANCI SABANCI, Ms. SERRA SABANCI, and Mr. ZAFER KURTUL have been elected as board members, Mr. İŞİN ÇELEBİ, Mr. ZEKERİYA YILDIRIM, and Mr. ALİ ZAFER İNCECİK have been elected as independent board members for one year period until the General Assembly Meeting to be held in 2016 for discussing 2015 results as a result of TL 1.150.184.217,8145 aye votes against TL 364.824.180,295 nay votes.
- 8- In accordance with the given proposal, it was decided to pay to the members of the Board of Directors TL 10.000 gross montly fee until the end of their duty term as a result of TL 1.509.361.323,5725 aye votes against TL 5.647.074,537 nay votes.
- 9- Donation and Grands Policy of the Company was read and accepted as written below as a result of TL 1.116.495.917,5325 aye votes against TL 398.512.480,577 nay votes.

**HACI ÖMER SABANCI HOLDİNG A.Ş.**  
**DONATION AND GRANTS POLICY**

Hacı Ömer Sabancı Holding A.Ş. (Holding) can donate and aid to the people, non-governmental organizations, associations or foundations, universities, public institutions and organizations, which have been activating in the fields of education, culture, arts, environment and sport, within the principles stipulated in Capital Market Law and Regulations, with a corporate sense of social responsibility, without limited to those listed.

All donations and aids are carried out in accordance with the resolution of Holding; they are in compliance with vision, mission and policies of Holding and based on the ethical principles and values belonging to Holding. Donations and aids can be carried out in two ways; in cash and in kind.

Total limit of donations intended to make in the fiscal year is determined by the General Assembly. In line with the principles mentioned in Donation and Aid Policy and with the principles as stipulated by the regulations to which it is subjected, Holding submits all donations and aids realized in each fiscal period to the attention of the shareholders with a separate agenda item in the General Assembly Meeting of the relevant year.

A material disclosure is made, as required, if the donations and aids carried out by Holding within Capital Market Legislation is at least 1% and over of the total asset of the latest balance sheet announced to the public or if the sum of donations and aids lower than 1% reaches at least 1% of the total assets of the latest balance sheet announced to the public.

Shareholders were informed about the issue that; in 2014, the Company spent a total of TL 136.946,38 for donations.

With the acceptance of the given proposal as a result of TL 1.116.495.916,7625 aye votes against TL 398.512.481,347 nay votes; the upper limit for donations to be made in 2015 was decided as 1% of the net profit of the Company.

- 10- With the acceptance of the given proposal as a result of TL 1.500.076.432,1095 aye votes against TL 14.931.966,00 nay votes; taking into account the recommendations of the Audit Committee and Board of Directors, in accordance with the principles set in the Turkish Commercial Code No. 6102

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and Capital Market Law No. 6362, "DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." (A member firm of Deloitte Touche Tohmatsu Limited) was selected as the Auditor and the Group Auditor to audit the financial statements for the year 2015 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 1.500.985.822,1095 aye votes against TL 14.022.576,00 nay votes.

Having no other agenda item to discuss, the Meeting Chairman closed the meeting by declaring that the meeting quorum has been protected during the meeting.

This Meeting Minutes with three pages was issued and signed at the meeting place following the end of meeting.

İstanbul, 27.03.2015, at 14:54.