

MAVİ GİYİM SANAYİ VE TİCARET A.Ş.

Notification Regarding General Assembly



Notification Regarding General Assembly

Summary Info	Ordinary General Assembly Registry
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

Type of General Assembly	Annual
Beginning of The Fiscal Period	01.02.2017
End of The Fiscal Period	31.01.2018
Decision Date	02.04.2018
General Assembly Date	02.05.2018
General Assembly Time	10:00
Record Date	01.05.2018
Country	Turkey
City	İSTANBUL
District	BEŞİKTAŞ
Address	Raffles İstanbul Hotel - Levazım Mahallesi, Kuru Sokağı Zorlu Center, 34340 Beşiktaş/İstanbul

Agenda Items

- 1 - Opening and Election of the Meeting's Chairperson
- 2 - Approval of the Board of Directors' proposal on the amendments to the Internal Directive On The Principles And Procedures Of Operation Of The Shareholders' General Assembly Of The Company
- 3 - Reading, discussion and approval of the Activity Report prepared by the Company's Board of Directors for the special accounting period of 1 February 2017 – 31 January 2018
- 4 - Reading of the Independent Audit Report Summary for the special accounting period of 1 February 2017 – 31 January 2018
- 5 - Reading, discussion and approval of the Financial Statements relating to the special accounting period of 1 February 2017 – 31 January 2018
- 6 - Approval of the changes to the Board of Directors' members under Article 363 of the Turkish Commercial Code during the special accounting period of 1 February 2017 – 31 January 2018
- 7 - Release of the Board of Directors' members separately and individually from their liabilities in respect of their activities within the Company's special accounting period of 1 February 2017 – 31 January 2018
- 8 - Election of the Board of Directors' members and determination of their terms of office
- 9 - Submission of information to the shareholders as to the Remuneration Policy which sets forth principles applicable to the remuneration of the Board Members and the Executives in accordance with the Capital Markets Board's regulations and approval of the attendance fees paid to the Board of Directors' members in accordance with such Policy within the special accounting period of 1 February 2017 – 31 January 2018
- 10 - Determination of the fees and other rights of Board of Directors' Members such as attendance fees, bonuses and premiums
- 11 - Appointment of the auditor
- 12 - Approval of the Dividend Distribution Policy
- 13 - Approval of the Board of Directors' proposal prepared within the framework of the Dividend Distribution Policy on the determination of the manner of utilization and distribution of the profit for the special accounting period of 1 February 2017 – 31 January 2018, the applicable dividend distribution ratios and the date of dividend distribution
- 14 - Approval of the Board of Directors' proposal to amend Article 4 of the Company's Articles of Association titled "Headquarters and Branches of the Company" and Article 6 titled "Capital and Shares"
- 15 - Approval of the Donations and Aids Policy
- 16 - Submission of information to the shareholders on the donations made by the Company within the special accounting period of 1 February 2017 – 31 January 2018 and submission of those donations to the approval of shareholders
- 17 - Determination of an upper limit for the donations to be made within the special accounting period of 1 February 2018 – 31 January 2019
- 18 - Submission of information to the shareholders on the securities, pledges, collaterals and mortgages granted to third parties within the special accounting period of 1 February 2017 – 31 January 2018 in accordance with the regulations of the Capital Markets Board and the revenues or benefits obtained in connection therewith
- 19 - Granting of permission under Articles 395 and 396 of the Turkish Commercial Code to the shareholders having management control, the Board Members, the executives and their relatives up to the third degree by blood or marriage and submission of information to the shareholders on the transactions conducted within this scope within the special accounting period of 1 February 2017 – 31 January 2018 in line with the Corporate Governance Communiqué of the Capital Markets Board
- 20 - Wishes and requests

Corporate Actions Involved In Agenda

Dividend Payment

General Assembly Invitation Documents

Appendix: 1	Mavi Giyim_Davet İlan Metni.pdf - Announcement Document
Appendix: 2	Mavi Giyim_General Assembly Invitation.pdf - Announcement Document
Appendix: 3	Mavi Giyim_Genel Kurul Bilgilendirme Dökümanı.pdf - General Assembly Informing Document
Appendix: 4	Mavi Giyim_General Assembly Information Document.pdf - General Assembly Informing Document

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
General Assembly Results	<p>Mavi Giyim Sanayi ve Ticaret A.Ş.'s Ordinary General Assembly Meeting was held today at 10:00. The major resolutions taken at the meeting are as follows:</p> <ul style="list-style-type: none">- Financial statements and the annual report for the special accounting period of 1 February 2017 – 31 January 2018 were approved.- Changes to the Board of Directors' members under Article 363 of the Turkish Commercial Code during the special accounting period of 1 February 2017 – 31 January 2018 were approved.- Board of Directors were released separately and individually from their liabilities in respect of their activities within the Company's special accounting period of 1 February 2017 – 31 January 2018.- It is resolved to elect Mr. Ragıp Ersin Akarlılar, Mr. Ahmet Cüneyt Yavuz, Mr. Seymur Tarı and Ms. Fatma Elif Akarlılar as members of the Board of Directors; and Mr. Ahmet Fadıl Ashaboğlu and Mr. Nevzat Aydın as independent members of Board of Directors to serve for a term of 3 (three) years.- Attendance fees paid to the Board of Directors' members in accordance with Remuneration Policy within the special accounting period of 1 February 2017 – 31 January 2018 were approved.- The net amount of attendance fees payable to the Board of Directors' members determined as TL 8.000.- KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was elected as the independent auditor for the review of special accounting period of 1 February 2018 – 31 January 2019 financial reports.- Company's Dividend Distribution Policy was approved.- The Board of Directors' dividend payment proposal on distribution of TL 22.389.921,09 net dividend to shareholders in cash starting from 29 May 2018 has been approved.- Board of Directors' proposal to amend Article 4 of the Company's Articles of Association titled "Headquarters and Branches of the Company" and Article 6 titled "Capital and Shares" were approved.- Donations and Aids Policy was approved.- Donations made by the Company within the special accounting period of 1 February 2017 – 31 January 2018 were approved.- The upper limit of the donations were determined as TL 700.000 for the special accounting period of 1 February 2018 – 31 January 2019. <p>Attached are the signed copies of minutes of the meeting and the list of attendants available in Turkish.</p> <p>This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.</p>

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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General Assembly Registry

Were The Minutes Registered?	Yes
Date of Registry	08.05.2018

General Assembly Outcome Documents

Appendix: 1	Toplantı Tutanağı.pdf - Minute
Appendix: 2	Hazır Bulunanlar Listesi.pdf - List of Attendants

Additional Explanations

Resolutions taken at Mavi Giyim Sanayi ve Ticaret A.Ş. Ordinary General Assembly Meeting, which was held on 2 May 2018, have been registered by Istanbul Trade Registry on 8 May 2018.

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.