

# KOÇ HOLDİNG A.Ş.

## Notification Regarding General Assembly



# Notification Regarding General Assembly

Summary Info	Registration of Ordinary General Assembly resolutions
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	01.01.2018
End of The Fiscal Period	31.12.2018
Decision Date	22.02.2019
General Assembly Date	21.03.2019
General Assembly Time	16:00
Record Date	20.03.2019
Country	Turkey
City	İSTANBUL
District	ÜSKÜDAR
Address	Nakkaştepe Azizbey Sokak No:1 Kuzguncuk

## Agenda Items

- 1 - Opening and election of the Chairman for the Meeting,
- 2 - Presentation for discussion and approval of the Annual Report of the Company prepared by the Board of Directors for the year 2018,
- 3 - Presentation of the summary of the Independent Auditor's Report for the year 2018,
- 4 - Presentation for discussion and approval of the Financial Statements of the Company for the year 2018,
- 5 - Release of each member of the Board of Directors from liability for the Company's activities for the year 2018,
- 6 - Approval, amendment and approval, or disapproval of the Board of Directors' proposal on the distribution of profits for the year 2018 and the distribution date,
- 7 - 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 in accordance with the newly resolved number and election of the independent board members,
- 8 - In accordance with the Corporate Governance Principles, presentation to the shareholders and approval by the General Assembly of the "Remuneration Policy" for the members of the Board of Directors and the Senior Executives and the payments made on that basis,
- 9 - Resolution of the annual gross salaries to be paid to the members of the Board of Directors,
- 10 - 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,
- 11 - Presentation to the shareholders of the donations made by the Company in 2018, and resolution of an upper limit for donations for the year 2019,
- 12 - In accordance with the Capital Markets Board regulations, presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of the third parties in the year 2018 and of any benefits or income thereof,
- 13 - 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 2018 pursuant to the Corporate Governance Communique of the Capital Markets Board,
- 14 - Wishes and Opinions.

## Corporate Actions Involved In Agenda

Dividend Payment
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## General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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## Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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## General Assembly Registry

Were The Minutes Registered?	Yes
Date of Registry	03.04.2019

## General Assembly Outcome Documents

<b>Appendix: 1</b>	EK 1 Tutanak.pdf - Minute
<b>Appendix: 2</b>	EK 2 Hazır Bulunanlar Listesi V2.pdf - List of Attendants

## Additional Explanations

The resolutions of the Ordinary General Assembly Meeting held on 21.03.2019 have been registered by Istanbul Trade Registry Office on 03.04.2019. The major resolutions taken at the meeting were as follows:

- Financial statements and the annual report for 2018 were approved.
- Directors were released separately and individually from their liabilities in connection with 2018 yearly accounts and activities of the Company.
- The Board of Directors' dividend payment proposal on distribution of TL 1.009.287.424,07 gross dividend to shareholders in cash starting from 01 April 2019 has been approved.
- Total number of Directors is determined as 15, together with 5 independent directors. It is resolved to elect Mr. Mustafa Rahmi Koç, Mr. Mehmet Ömer Koç, Mr. Yıldırım Ali Koç, Ms. Semahat Sevim Arsel, Ms. Caroline Nicole Koç, Ms. İpek Kırar, Mr. Levent Çakıroğlu, Prof. Dr. John Hector McArthur, Prof. Dr. Heinrich Karl Friedrich Eduard Pierer Von Esch and Dr. Kwok King Viktor Fung as members of the Board of Directors; and Mr. Mustafa Kemal Olgaç, Mr. Jacques Nasser, Ms. Anne Lauvergeon, Mr. Ömer Dinçkök and Ms. Emily K. Rafferty as independent members of Board of Directors to take office for one year.
- PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was elected as the independent auditor for the review of 2019 financial reports.

Attached are the signed copies of minutes of the meeting and the list of attendants available in Turkish.

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.