

**BRİSA BRIDGESTONE SABANCI LASTİK SANAYİ VE  
TİCARET A.Ş.**  
**Notification Regarding General Assembly**



# Notification Regarding General Assembly

Summary Info	Registration of 2018 Ordinary General Assembly Meeting Decisions
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	20.02.2019
General Assembly Date	22.03.2019
General Assembly Time	10:00
Record Date	21.03.2019
Country	Turkey
City	İSTANBUL
District	BEŞİKTAŞ
Address	Sabancı Center 4.Levent , Sadıka Ana 2 Toplantı Salonu

## Agenda Items

- 1 - Opening and Election of the Presidential Board
- 2 - Presentation and discussion of the Board of Directors' Annual Report, covering the activities and the financial results of the year 2018
- 3 - Presentation of the conclusion parts of the Auditors' Reports related to the fiscal year 2018
- 4 - Presentation, discussion and approval of the year 2018 Financial statements
- 5 - Release of the Board of the Directors for the activities of the Company in 2018
- 6 - Discussion and resolution of the Board of Directors' proposal in relation with the use of 2018 year profits, distribution and dividend rates of the same
- 7 - Election of the Auditor
- 8 - Informing the General Assembly in relation with the provided 2018 year donations and aids
- 9 - Deciding the Company donation limit for the year 2019
- 10 - Approval of the amendments of the Article 4th under the Articles of Association of the Company as in line with the permissions that are obtained from the Capital Markets Board and Ministry of Customs and Trade
- 11 - Providing the respective permissions to the Board of Directors Chairman and Members for performing the transactions stipulated under the Articles 395 and 396 of the Turkish Commercial Code

## Corporate Actions Involved In Agenda

Dividend Payment
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## General Assembly Invitation Documents

Appendix: 1	2018 Brisa Genel Kurul Çağrı İlanı Metni.pdf - Announcement Document
Appendix: 2	2018 Brisa Genel Kurul Bilgilendirme Dökümanı.pdf - General Assembly Informing Document
Appendix: 3	Brisa Esas Sözleşme Tadil Metni.pdf - Article of Association Amendment Text

## General Assembly Results

**1-** Mr. Cenk ALPER, as the chairman of the Company and according to Internal Directive to Working Principal and Procedure of General Assembly. Mr. Reşat ORUÇ was appointed as clerk, Mr. Şerafettin KARAKIŞ and Mr. Makoto HASHIMOTO was appointed as vote collectors by Chairman and thus the Chair of Meeting was formed.

Additionally, Mrs. Müberra Gül Solak, Plant Controlling and Accounting Manager of the Company, who has Certificate for Electronic General Assembly Meeting System issued by Central Registry Agency was appointed by the Chairman to use Electronic General Assembly System.

The Chairman of the meeting explained to the General Assembly that the representatives are representing the shares of 101.417.200 with a nominal value of 1.014.172-TL

The agenda items were discussed as mentioned in the announcement as there was no demand for changing the discussion sequence of the agenda items.

**2-** The Annual Report of Board was accepted as read as the relevant motion submitted to the Chair of Meeting was accepted by the unanimous vote of the participants. The Annual Report issued by the Board of Directors was discussed.

**3-** The Audit Report was accepted as read as the relevant motion submitted was accepted by the unanimous vote of the participants.

**4-** Financial Statements for the fiscal year 2018 were accepted as read as the relevant motion submitted to the chair of meeting was accepted by the unanimous vote of the participants. Financial Statements were discussed. Upon voting, Financial Statements were approved by the unanimous vote of the participants.

**5-** In this item, the Chairman stated that the voting right arising from the shares the members of board owned were not taken into account; upon voting, the members of board were released for their activities in 2018 by the unanimous vote of the participants.

**6-** In consequence of that the motion submitted to the chair of meeting was accepted by the unanimous vote of the participants, pursuant to the resolution dated 20.02.2019 numbered 2019/09 included in Annual Report issued by Board of Directors regarding to the distribution of CMB profit of the fiscal year 2018 ;

The company made a "Profit Before Tax" in the amount of TL 94.066.908,08 according to the financial statements for the period of 01.01.2018-31.12.2018 which are prepared in compliance with the Turkish Accounting Standards pursuant to "Communiqué About Guidelines For Financial Reporting in Capital Market" Serial No II, Article No 14.1 of Capital Markets Board, and are audited by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

In accordance with Article 28 of the Articles of Association and pursuant to the communiqués of the CMB, the remaining 93.393.529,15-TL Distributable Period Profit after deducting the General Legal Reserve (1st Order) and Legal Obligations, is an additional source of strengthening the financial structure of our Company and financing of investments. the unanimous decision of the participants to be allocated as Extraordinary Reserves.

**7-** In consequence of that the motion submitted to the Chair of Meeting is accepted by the unanimous vote of the participants in accordance with the recommendation of Auditing Committee and Board of Directors, and pursuant to the Turkish Commercial Code 6102 and Capital Markets Board 6362; KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirket was appointed to audit the financial reports of the fiscal year 2018 and to conduct other activities defined in these codes.

**8-** Shareholders were informed of that donation equal to TL 697.479 was made in 2018.

**9-** In consequence of that the motion submitted to the Chair of Meeting is accepted by the majority vote of the participants, it was resolved that the limit of donations to be made for the fiscal year 2019 is 5% (five percent) of net profit.

**10-** As a result of the unanimous adoption of the proposal submitted to the Presidency of the Meeting, the amendment text of the Articles of Association was counted as read. Article 4 of the Articles of Association, the Capital Markets Board 27.02.2019 date and 29833736-110.03.03-E.3174 Commerce Ministry General Directorate of Domestic Trade date 13.03.2019 and numbered 42522185 permission letter written below in accordance with the approved changes to text as well as the new text and the new text was agreed unanimously.

#### **NEW WORDING**

##### **OPERATIONAL PURPOSE AND LINE OF BUSINESS**

Article: 4 – The operational purpose and line of business of the Company covers the acquisition and production of, including, but not limited to, all types of inner and outer tyres, shoe products, resins, natural and artificial rubber parts including rubber belts and chemical materials, rubber replacement materials, the materials bearing rubber qualities or used for the same purposes, and the materials partially or wholly made of rubber; performance and provision of wheel coating works and services, and rendering trading and services related with any kind of other products, spare parts and accessories related to automotive industry.

The Company may particularly perform, including, without limitation, the following activities in order to achieve its operational purposes specified above:

- a) To purchase, import and produce the machinery spare parts and components related with its line of business;
- b) To perform importation, exportation and domestic trade of the raw materials, auxiliary materials, semi-finished products and finished products related with its line of business;
- c) To obtain the permits, concessions, licenses, and patents related with its operational purpose and line of business, to assign them to others in part or as a whole, to acquire those belonging to others, and to execute Know-How agreements;
- d) To take out short-, medium-, and long-term loans from local and foreign markets, to receive endorsement loans and guarantee credits, to put lien on the Company's real properties when required, and to issue debentures;
- e) To acquire, operate, lease, rent, and, if required, purchase and sell any kind of movable and immovable properties and incorporeal rights related with its operational purposes and line of business; to establish and register mortgages on any movable and immovable properties of the third parties in favour of the Company or to acquire any kind of rights on such properties;
- f) To be engaged in distribution, representation, commissioning, and agency activities related with its line of business, to give franchises, to establish organizations in relation thereof, to participate in such organizations, or to work as a partner in relation thereof; the Company may also assume the representation and agency of insurance companies.
- g) The Company is qualified and authorized to perform any kind of financial, commercial, and administrative dispositions and activities, to incorporate companies and to participate in the companies already established for achievement of its operational purpose and line of business.
- h) The principles determined in accordance with the Capital Market Legislation shall apply for establishment of securities, sureties, collaterals, or right of lien including mortgage, etc. in favour of the Company and the third parties.
- i) The Company may provide any support and assistance for and make any donations to the foundations and societies established for social purposes, educational institutions, universities, and any other persons, entities and institutions within the framework of the Capital Market Legislation; and it may become members of such foundations and societies.
- j) The company may set up personnel certification units to perform personnel certification services according to national and/or international standards, a quality management system for personnel certification and may carries out assessment and evaluation procedures for examination and certification purposes. Company can conduct assessment and evaluation procedures for examination and certification purposes and can provide consultancy services to third parties/ institutions/ organizations about personnel certification. Company can join the activities of non-governmental organizations which is established for this purpose.

**11-** It was resolved by the majority vote of the participants that the Chairman and Members of Board are authorized to take transactions as set out in the Articles 395 and 396 of Turkish Commercial Code.

Are There Articles of Association Amendment Relating To Scope of Activities In Minutes?	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	04.04.2019

## Additional Explanations

2018 Ordinary General Assembly Resolutions of our Company held on 22 March 2019 were registered by Istanbul Trade Registry Office on 4 April 2019.

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.