

GÜBRE FABRİKALARI T.A.Ş.

Notification Regarding General Assembly



Notification Regarding General Assembly

Summary Info	The Resolutions of 67th Ordinary General Assembly
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	28.03.2019
General Assembly Date	02.05.2019
General Assembly Time	10:00
Record Date	01.05.2019
Country	Turkey
City	İSTANBUL
District	KADIKÖY
Address	İstanbul Kadıköy Bora Sokak Nida Kule Göztepe İş Merkezi No:1 K:B1

Agenda Items

- 1 - Opening and formation of the Meeting Board
- 2 - Reading and discussion of the Activity Report of the Board of Directors for the fiscal year 2018
- 3 - Reading the Independent Auditor's Report for the fiscal year 2018
- 4 - Reading, discussion and approval of the Financial Statements for the fiscal year 2018
- 5 - Acquittal of the members of the Board of Directors
- 6 - Accepting, accepting by amendment or rejecting the proposal of the Board of Directors about the distribution of the profit of 2018, the dividend payout ratio and the date of dividend distribution
- 7 - Determination of the remuneration of the members of the Board of Directors
- 8 - Submitting to the General Assembly for approval the elections of the member of the Board of Directors who was assigned by the Board of Directors in accordance with article 363 of Turkish Commercial Code
- 9 - Election for the members of the Board of Directors whose term of services has been expired and determination of their term
- 10 - Submitting the Independent Audit Company selection to the General Assembly for approval, which is selected by the Board of Directors in accordance with Turkish Commercial Code and Capital Markets Board's regulations
- 11 - Informing the General Assembly on the warranty, pledge, mortgages and guarantees granted in favor of 3rd parties and the incomes or benefits acquired in the fiscal year 2018
- 12 - Within the context of the article 1.3.6 of the Annex-1 of Corporate Governance Communique (II-17.1) of Capital Markets Board, giving information to the General Assembly about transactions, that were realized by shareholders who control management, members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage up to second degree
- 13 - Informing the General Assembly on the donations and aids which were provided by the Company in the fiscal year 2018
- 14 - Informing the General Assembly and discussing about "Remuneration Policy" and benefits to the top management
- 15 - Granting authorization to the Members of the Board of Directors to conduct transactions with the company and to compete with company as stated in 395th and 396th articles of the Turkish Commercial Code
- 16 - Wishes and requests
- 17 - Closing

Corporate Actions Involved In Agenda

Dividend Payment

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
General Assembly Results	<p>- The Annual Report of the Board of Directors and the independent audit report for 2018 fiscal year were submitted for the review of shareholders and the financial tables were approved by the General Assembly.</p> <p>- Election of new Board members by the Board of Directors to fill the vacant positions were approved by the General Assembly and the Board of Directors was acquitted.</p> <p>- The profit distribution proposal of the Board of Directors was approved and it was decided that no profit distribution is to be made due to the fact that the Company does not have a net distributable profit for the year.</p> <p>- The selection of Engin Bağımsız Denetim ve Serbest Muhasebecilik Mali Müşavirlik A.Ş., which was proposed as the independent auditor by the Board of Directors, was approved by the General Assembly.</p> <p>- Members of the Board of Directors, which will be carrying out this duty till the General Assembly in 2020, were selected and remuneration of the members of the Board of Directors were decided.</p> <p>- The General Assembly was informed about warranty, pledge, mortgages and guarantees granted in favor of 3rd parties and the incomes or benefits acquired in the 2018 fiscal year, donations and aids which were provided by the Company in the 2018 fiscal year and about transactions within the context of the article 1.3.6 of the Annex-1 of Corporate Governance Communique, "Remuneration Policy" and benefits to the top management in the 2018 fiscal year.</p> <p>- Members of the Board of Directors were granted authorization for the fulfillment of the written transactions pursuant to Article 395 and 396.</p>

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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General Assembly Outcome Documents

Appendix: 1	67. OGK - Toplantı Tutanağı.pdf - Minute
Appendix: 2	67. OGK - Hazır Bulunanlar Listesi.pdf - List of Attendants

Additional Explanations

Ordinary General Assembly of Gübretaş for 2018 fiscal year was held on **02.05.2019, at 10.00**, at the headquarters of the company located Merdivenköy Mahallesi Bora Sokak No:1 Nida Kule İş Merkezi, B1 floor, Göztepe, Kadıköy/İstanbul. Attendance sheet and Minutes of 67th General Assembly in Turkish can be found attached.

Best Regards.

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.