

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. Notification Regarding General Assembly



Notification Regarding General Assembly

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

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2019
Ending Date Of The Fiscal Period	31.12.2019
Decision Date	21.02.2020
General Assembly Date	18.03.2020
General Assembly Time	10:30
Record Date (Deadline For Participation In The General Assembly)	17.03.2020
Country	Turkey
City	İSTANBUL
District	ŞİŞLİ
Address	Şirket Genel Merkezi - Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394 Şişli - İstanbul

Agenda Items

- 1 - Opening and election of Meeting Chairmanship,
- 2 - Reading, discussion and approval of 2019 Activity Report prepared by the Company's Board of Directors,
- 3 - Reading of Independent Audit Report Summary for 2019 accounting period,
- 4 - Reading, discussion and approval of 2019 Financial Statements,
- 5 - Acquittal of each Board Member for 2019 activities of the Company,
- 6 - Approval, approval with amendment or rejection of the Board's proposal on appropriation of 2019 profits and the date of appropriation created as per the Company's profit distribution policy,
- 7 - Determination of the number and office term of the Members of the Board of Directors, appointment of the members of the Board of Directors, appointment of the independent members of the Board of Directors,
- 8 - Informing the Shareholders on and approval of "Remuneration Policy" for Board Members and Top-Level Managers and the payments made within the frame of such policy as required by Corporate Governance Principles,
- 9 - Determination of annual gross remunerations of Board Members,
- 10 - Approval of selection of Independent Audit Organization by the Board of Directors as per the Turkish Commercial Code and Capital Markets Board regulations,
- 11 - Informing the Shareholders on donations made by the Company in 2019 and setting an upper limit for donations in 2020,
- 12 - Informing the Shareholders on assurances, pledges, securities and indemnities supplied by the Company and its affiliates in favor of third parties and the profits and benefits gained in 2019 as per the Capital Markets Board regulations,
- 13 - Authorization of the majority shareholders, members of the Board of Directors, top level managers and their spouses and up-to-second-degree relatives within the frame of Turkish Commercial Code Articles 395 and 396 and informing the shareholders on such business and transactions of this nature in 2019 as per the Capital Markets Board Corporate Governance Communiqué,
- 14 - Wishes and opinions.

Corporate Actions Involved In Agenda

Dividend Payment

General Assembly Invitation Documents

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Appendix: 1	TOFAŞ_Genel Kurul Toplantısı Çağrı ilanı.pdf - Other Invitation Document
Appendix: 2	TOFAŞ_Invitation to the General Assembly Meeting.pdf - Other Invitation Document
Appendix: 3	TOFAŞ_Bilgilendirme Dokümanı 2019 GK.pdf - General Assembly Informing Document
Appendix: 4	TOFAŞ Information Documentation on OGAM 2019.pdf - General Assembly Informing Document

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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The Ordinary General Assembly Meeting of our Company for 2019 was held on 18.03.2020 and discussed the issues on its agenda and made decision;

As the Chairman of the General Assembly, Mr. İsmail Cenk Çimen was elected and in accordance with Article 7 of the General Assembly's Internal Directive, Mr. Cengiz Eroldu and Mr. Fabrizio Renzi were elected as the Vote Collectors; Mr. Doğu Özden was elected as the Secretary.

Within the scope of the subsequent agenda items, the Company's Annual Report was approved and the Financial Statements and the Financial Tables prepared in accordance with the Tax Procedure Law of the year 2019 were accepted.

Subsequently, the members of the Board of Directors were released separately due to the activities and operations of the year 2019.

As per the relevant agenda item regarding the dividend distribution, it was decided that the dividend basis is TL 1,488,346,127 as calculated by adding the donations of TL 6,707,127 to the period net profit of TL 1,481,639,000 as per the financial tables created in accordance with TFRS and the net distributable profit is TL 1,202,445,125 as per the financial tables created in accordance with VUK records; and therefore, TL 1,200,000,000 of dividends payable to shareholders will be fully paid in cash;

Based on our VUK records, TL 1,095,404,659 of TL 1,200,000,000 of dividends payable to shareholders will be covered by the current year profits, and TL 104,595,341 will be covered by the reserves; and TL 107,040,466 of TL 117,500,000 secondary legal reserves will be covered by the current year profits, and TL 10,459,534 will be covered by the reserves;

TL 164,139,000 remaining from the current year profit as per the financial tables created in accordance with TFRS after setting aside the dividends for shareholders and secondary legal reserves will be set aside as extraordinary reserves;

General Assembly Results

For fully-responsible taxpayer enterprise shareholders, and limited taxpayer enterprise shareholders receiving dividend through an office and permanent representative in Turkey; a gross=net dividend amounting to TL 2.40 and at a rate of 240% will be payable for each share with a nominal value of TL 1.00 and for other shareholders; a gross dividend amounting to TL 2.40 and at a rate of 240%; a net dividend amounting to TL 2.04 and at a rate of 204% will be payable for each share with a nominal value of TL 1.00; and dividends will be paid on 25.03.2020.

As per the subsequent agenda item, the number of the members of the Board of Directors as per the Company's Articles of Association has been determined as a total of 10 (ten) Members including 2 (two) Independent Members and for a term of 1 (one) year until the General Assembly Meeting to be held to discuss 2020 activities as per the Capital Markets Board regulations. In this respect, Mr. Mehmet Ömer KOÇ, Mr. Levent ÇAKIROĞLU, Mr. Temel Kamil ATAY, Mr. İsmail Cenk ÇİMEN representing Group A Shareholders, and Mr. Pietro GORLIER, Mr. Davide MELE, Mr. Giorgio FOSSATI, Mr. Cengiz EROLDU representing Group D Shareholders, and as the independent members of the Board of Directors, Ms. Neslihan TONBUL and Mr. Sergio DUCA were appointed.

In addition to the decisions taken in the direction of the discussion of the following agenda items, taking into consideration the proposal of the Audit Committee and in accordance with the provisions of the Turkish Commercial Code, Capital Markets Law and Capital Markets Board regulations, determination with the decision of the Board of Directors of the Company dated 21.02.2020, assignment of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (registered member of Ernst & Young Global Limited) located at Maslak Mah. Eski Büyükdere Cad. No.27 D.54-57-59 Kat 2-3-4 Sarıyer İstanbul, registered with İstanbul Trade Registry with the registration number 479920, as the Independent Auditor to audit the financial reports of the Company and to carry out other activities within the scope of the related regulations in these laws for the year 2020 and execution of an agreement was approved.

Within the framework of another agenda item, the General Assembly was informed that a total of TL 6,707,127 was donated in 2019 and of the primary institutions to which the Company made donations, as per the Company's Articles of Association and Company Donation Policy for social assistance purposes in accordance with the regulations of the Capital Markets Board. Furthermore, the proposal was submitted to the information of the General Assembly of the Donation Policy and the proposal for the upper limit of the donations to be made in 2020 was accepted as 0.2% of the previous year revenue.

Subsequently, the decision was made by the General Assembly to allow permission under Articles 395 and 396 of the Turkish Commercial Code to the shareholders holding management control, members of the Board of Directors, senior managers and their spouses and blood relatives and relatives by marriage up to second degree.

We present for information of your esteemed Shareholders.

Respectfully,

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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General Assembly Result Documents

Appendix: 1	Tofaş Genel Kurul Tutanağı.pdf - Minute
Appendix: 2	Hazır Bulunanlar Listesi.pdf - List of Attendants
Appendix: 3	TOFAŞ - General Assembly Minutes of Meeting.pdf - Minute

Additional Explanations

It is hereby decided that the Ordinary General Assembly Meeting of Tofaş Türk Otomobil Fabrikası A.Ş. for the year 2019 will be held with the agenda below on 18 March 2020 Wednesday at 10:30 at the Company Headquarters located at Büyükdere Caddesi Tofaş Han No:145 Zincirlikuyu 34394 Şişli-İstanbul, the invitation process will be made in accordance with the relevant procedures, it will be announced in the Turkish Trade Registry Gazette, Company website www.tofas.com.tr, Central Registration Agency's e-Company and Electronic General Assembly System and Public Information Platform, and accordingly;

The Financial Tables, Independent Audit Report prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst&Young Global Limited), Corporate Governance Compliance Report, Corporate Governance Information Form, Annual Activity Report of the Board of Directors including its proposal on profit distribution, the below agenda items and the Information Notes including the explanations required for compliance with the regulations of the Capital Markets Board will be made available for inspection by the shareholders at the Company Headquarters, and announced through the Company's corporate website, Public Information Platform and Electronic General Assembly Meeting System at least three weeks prior to the General Assembly Meeting date excluding the announcement and meeting dates.

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.