

GÜBRE FABRİKALARI T.A.Ş.

Notification Regarding General Assembly



Notification Regarding General Assembly

Summary Info	Registration of the 68th Ordinary General Assembly
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	20.05.2020
General Assembly Date	25.06.2020
General Assembly Time	10:00
Record Date (Deadline For Participation In The General Assembly)	24.06.2020
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 2019
- 3 - Reading the Independent Auditor's Report for the fiscal year 2019
- 4 - Reading, discussion and approval of the Financial Statements for the fiscal year 2019
- 5 - Acquittal of the members of the Board of Director
- 6 - Accepting, accepting by amendment or rejecting the proposal of the Board of Directors about the distribution of the profit of 2019, the dividend payout ratio and the date of dividend distributio
- 7 - Determination of the remuneration of the members of the Board of Directors
- 8 - Election for the members of the Board of Directors whose term of services has been expired and determination of their term
- 9 - Submitting the amended "7th Article" of the Company's "Article of Association" called "Company's Capital" for the approval of the General Assembly
- 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 - Briefing the General Assembly about the developments regarding the Söğüt Mining Field
- 12 - 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 2019
- 13 - 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
- 14 - Informing the General Assembly on the donations and aids which were provided by the Company in the fiscal year 2019
- 15 - Informing the General Assembly and discussing about "Remuneration Policy" and benefits to the top management
- 16 - 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
- 17 - Wishes and requests
- 18 - Closing

Corporate Actions Involved In Agenda

Dividend Payment
Authorized Capital

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
General Assembly Results	<ul style="list-style-type: none">- The Annual Report of the Board of Directors and the independent audit report for 2019 fiscal year were submitted for the review of shareholders and the financial tables were approved by the General Assembly.- 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.- 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.- 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.- Members of the Board of Directors, which will be carrying out this duty till the General Assembly in 2021, were selected and remuneration of the members of the Board of Directors were decided.- 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 2019 fiscal year, donations and aids which were provided by the Company in the 2019 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 2019 fiscal year.- Members of the Board of Directors were granted authorization for the fulfillment of the written transactions pursuant to Article 395 and 396.

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
Authorized Capital	Accepted

General Assembly Registry

Were The Minutes Registered?	Yes
Date of Registry	24.07.2020

General Assembly Result Documents

Appendix: 1	68. Olağan Genel Kurul Toplantı Tutanağı.pdf - Minute
Appendix: 2	Hazır Bulunanlar Listesi - KAP.pdf - List of Attendants

Additional Explanations

The Minutes of 68th Ordinary General Meeting of the Company held on June 25, 2020 was registered by the Istanbul Trade Registry Office on July 24, 2020.

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.