

MLPCARE



MLP SAĞLIK HİZMETLERİ A.Ş.

General Assembly Information Document

INFORMATION DOCUMENT FOR MLP SAĞLIK HİZMETLERİ A.Ş.'S 2017 ORDINARY GENERAL ASSEMBLY MEETING

In its meeting dated April 20, 2018, our Board of Directors resolved to hold the Annual Ordinary General Assembly Meeting for the year 2017 on May 14, 2018 at 11:00 a.m. at the address “İ.A.Ü. VM Medical Park Florya Hastanesi Beşyol Mah. Akasya Sok. No: 4 Küçükçekmece İstanbul” with the agenda below, to make the related announcements and to take all the necessary actions required by the Turkish Commercial Code, the Articles of Association as well as other related regulations to materialize and finalize the meeting.

Press adverts for the invitation to our shareholders will be published in Hürses newspaper and in the Turkish Trade Registry Gazette. Balance Sheet, Income Statement, Annual Report including Corporate Governance Compliance Report, Dividend Distribution Proposal, as well as the report of the Independent External Auditor along with a General Assembly Meeting Information Document for the financial year 2017 will be available for the review of our shareholders at our headquarter office and our website at the address of <http://investor.mlpcare.com> 21 days prior to the meeting.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the template that is attached (APPENDIX-1) or published at our website or available in the Headquarters of our Company. Shareholders shall submit their proxies including their notarized signatures, in accordance with the “Communiqué Regarding Proxy Voting and Call Based Proxy Meetings” numbered II-30.1 that became effective by being published at the Official Gazette dated 24.12.2013 and numbered 28861, until May 7, 2018. A proxy that has been appointed electronically through Electronic General Assembly System is not required to submit a proxy document. Attendance to the General Assembly Meeting will not be possible with proxy documents that are not consistent with the attached sample document which is required by the Communiqué. Our shareholders who will be voting through the Electronic General Assembly System may refer to the Central Registry Agency, our corporate website or our head office for more information, in order for them to perform their obligations stipulated in the Regulation regarding Electronic General Assemblies of Joint Stock Companies. In accordance with the Article 415 paragraph 4 of the Turkish Commercial Code Numbered 6102 and Article 30 paragraph 1 of the Capital Markets Law Numbered 6362, attendance to and voting at the General Assembly is not conditional upon the deposit of the shares. Therefore, if our shareholders would like to attend our General Assembly Meeting, there is no need to have their shares blocked.

ADDITIONAL EXPLANATIONS REGARDING GENERAL ASSEMBLY MEETING

1. There are no privileged shares among the shares representing the paid-in capital of our company. The shareholders shall have one vote for each share they hold. The voting rights of the shareholders are provided in the table below:

MLP Sağlık Hizmetleri A.Ş. - Shareholding Structure:

Shareholder	Share (TL)	Share (%)	Voting Share (%)
LIGHTYEAR HEALTHCARE B.V.	67,067,559	32.24	32.24
SANCAK İNŞ.TURİZM NAKL.VE DIŞ TİC.AŞ	33,556,759	16.13	16.13
MUHARREM USTA	19,620,955	9.43	9.43
OTHER	87,791,929	42.2	42.2
TOTAL	208,037,202	100	100

2. Information on requests by shareholders, Capital Markets Board (CMB) or other public authorities to include items on the agenda:

While preparing the agenda of the 2017 Ordinary General Assembly Meeting which will be held on May 14, 2018 there has not been any written requests that the shareholders sent to the Investor Relations Unit in a written format to be included on the agenda. Likewise, shareholders, CMB or other government institutions, which are related to the company, have not sent any agenda item requests to be added to the agenda.

3. Information about the management and operational changes that affected the Company's or its subsidiaries' operations in the previous fiscal period and the changes that are planned in the following fiscal periods and the reasons on the back of these changes:

Management and operational changes which have taken place in 2017 and are planned to take place in 2018 are announced to public through special case announcements and are available on the Company's website.

EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL ASSEMBLY MEETING

1. Opening of the meeting and establishment of the Board of the General Assembly

The Chairmanship Council that will chair the General Assembly Meeting will be established pursuant to the relevant regulations

2. Authorization of the Board of the General Assembly to sign the meeting minutes and list of attendees

In line with the related regulations, authorization of the Board of Assembly to sign the meeting minutes and list of attendees will be voted.

3. Reading out and discussion of the annual report of the Board of Directors for the year 2017

Pursuant to the relevant regulations, Annual Report of Board of Directors for the year 2017 will be read out and discussed in the General Assembly Meeting and submitted for the approval of our Shareholders.

The above mentioned report has been made available for the review of our Shareholders at the Company Head Office and our website.

4. Reading out the report of the Independent Audit Company for the fiscal year 2017

Pursuant to the relevant regulations, the report of the Independent External Audit Company for the fiscal year 2017 will be read in the General Assembly Meeting.

The above mentioned report has been made available for the review of our Shareholders at the Company Head Office and our website.

5. Reading out, discussion and approval of the Financial Statements for the fiscal year 2017 prepared in accordance with the regulations of CMB

Pursuant to the relevant regulations, 2017 Financial Statements will be read, discussed in the General Assembly Meeting and submitted to approval of our Shareholders.

The documents have been made available for review of our Shareholders at the Company Head Office and our website.

6. Acquittal of the members of the Board of Directors separately regarding their operations and transactions in 2017

Pursuant to the relevant regulations, the acquittal of the members of the Board of Directors separately for their activities, procedures and accounts for the year 2017 will be submitted for the approval of the General Assembly.

7. Discussion and approval of the proposal of the Board of Directors on profit distribution

Due to the loss reported by MLP Care for the period of January 1, 2017 – December 31, 2017, there is no distributable profit. In that respect, in its meeting held on March 6, 2018, the Board of Directors resolved not to distribute dividends and to submit this decision to the approval of the General Assembly.

8. Approval of appointments of Meral Kurdaş and Tayfun Bayazıt made on April 6, 2018 as independent board members

The appointments of Meral Kurdaş and Tayfun Bayazıt as independent board members as of April 6, 2018 will be submitted to the approval of shareholders in the general assembly meeting.

9. Election of the new members of the Board of Directors in place of those whose terms of office have expired and determine the terms of office and remuneration in line with the Capital Markets Board Regulations, Turkish Commercial Code and Article 12 of the Company's Articles of Association

Pursuant to the relevant regulations regarding the appointment of the new members to the Board of Directors in place of those whose terms of office have expired and determination of the terms of office and remuneration, the the number of Board members will be determined and candidates will be submitted to the approval of the General Assembly.

According to the Corporate Governance Principles, at least two members in the Board of Directors of MLP Care should be independent. In that respect, the names and resumes of the board member candidates, including the independent ones, are provided via this information document (APPENDIX-2).

The appointment of the board members will be submitted to the approval of the General Assembly and their remuneration will be determined in line with the Capital Markets Board Regulations, Turkish Commercial Code and Article 12 of the Company's Articles of Association. Statements of Independent Status of the candidates for independent Board membership are also available in APPENDIX-3.

10. Selection of the independent audit company for the audit of the financial statements and reports for the year 2018 in accordance with the Article 399 of the Turkish Commercial Code numbered 6102, Capital Markets Law numbered 6362 and Article 24 of the Company's Articles of Association

In accordance with the CMB communiqué regarding the "Standards of External Independent Audit", the Board of Directors resolved to select DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte) as the independent auditor firm for the fiscal year 2018. This decision by the Board of Directors will be submitted for the approval of the General Assembly.

11. Informing the shareholders on the donations made by the Company in 2017 in accordance with the regulations laid down by the Capital Markets Board and Article 4 of the Company's

Articles of Association and discussion and approval of the Board of Directors' proposal on the ceiling of donations to be made in 2018

In accordance with the relevant regulations, the General Assembly will be informed about the donations made within the year 2017. Our company has donated a consolidated amount of TL1.745.619TL in 2017.

In addition, the Board of Directors' decision on the amount of donations to be made in 2018 will be submitted to the approval of the General Assembly.

12. According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by the Company by granting collaterals, pledges and mortgages in favor of third persons

The shareholders will be informed about any income and benefits obtained by the Company granting collaterals, pledges and mortgages in favor of third persons.

13. Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board

According to the Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board; "In cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, or/and conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with the corporation or subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the general assembly meeting on the matter and recorded in the minutes of meeting." The General Assembly will be informed whether or not such a transaction took place in 2017.

14. Informing the shareholders on the Remuneration Policy, which determines the remunerations of the board members and top management, in line with the Corporate Governance Principle Article 4.6.2.

The shareholders will be informed about the Remuneration Policy (available in APPENDIX-4), which determines the remunerations of the board members and top management, in line with the Corporate Governance Principles.

15. Authorization of the members of the Board of Directors about the transactions and operations in the context of the Articles 395 and 396 of the Turkish Commercial Code

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled “Prohibition of Transactions and Borrowing with Company” and Article 396, titled “Non-Competition,” may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

16. Petitions and requests

APPENDIX-1 PROXY

POWER OF ATTORNEY

MLP SAĞLIK HİZMETLERİ A.Ş.

I/we hereby appoint, further identified below, as my/our representative to represent me/us and vote, submit proposals and sign documents on my/our behalf, within the framework of the instructions below, at the annual general assembly meeting of MLP Sağlık Hizmetleri A.Ş., scheduled for 11AM on May 14, 2018, Monday, at the address of “İstanbul Aydın Üniversitesi VM Medical Park Florya Hastanesi Beşyol Mah. Akasya Sok. No: 4 Küçükçekmece İstanbul.”

Name, Surname / Commercial Title of the Proxy

..... Turkish

Identification / Tax Number, Trade Registration No. and MERSIS No. of the Proxy

.....

(*) For foreign proxies equivalent of the required information must be provided

A) SCOPE OF REPRESENTATIVE AUTHORITY

For Sections 1 and 2 provided below either (a), (b) or (c) must be chosen to indicate the scope of representative authority.

1. With Respect to the Agenda Items:

- a) The Proxy is authorized to vote at its own discretion.
- b) The Proxy is authorized to vote in accordance with the proposals of the Company management.
- c) The Proxy is authorized to vote in accordance with the instructions below.

Instructions:

If the Shareholder chooses option (c) above, the Shareholder will provide instructions to the Proxy by indicating its vote on each agenda item and by also indicating its dissenting opinion, if any, for the agenda items voted against.

Agenda Items	In Favor	Against	Dissenting Opinion
1. Opening of the meeting and establishment of the Board of the General Assembly			
2. Authorization of the Board of the General Assembly to sign the meeting minutes and list of attendees			
3. Reading out and discussion of the annual report of the Board of Directors for the year 2017			
4. Reading out the report of the Independent Audit Company for the fiscal year 2017			
5. Reading out, discussion and approval of the Financial Statements for the fiscal year 2017 prepared in accordance with the regulations of CMB			

6. Acquittal of the members of the Board of Directors separately regarding their operations and transactions in 2017			
7. Discussion and approval of the proposal of the Board of Directors on profit distribution			
8. Approval of appointments of Meral KURDAŞ and Tayfun BAYAZIT made on 06/04/2018 as independent board members			
9. Election of the new members of the Board of Directors in place of those whose terms of office have expired and determine the terms of office and remuneration in line with the Capital Markets Board Regulations, Turkish Commercial Code and Article 12 of the Company's Articles of Association			
10. Selection of the independent audit company for the audit of the financial statements and reports for the year 2018 in accordance with the Article 399 of the Turkish Commercial Code numbered 6102, Capital Markets Law numbered 6362 and Article 24 of the Company's Articles of Association			
11. Informing the shareholders on the donations made by the Company in 2017 in accordance with the regulations laid down by the Capital Markets Board and Article 4 of the Company's Articles of Association and discussion and approval of the Board of Directors' proposal on the ceiling of donations to be made in 2018			
12. According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by the Company by granting collaterals, pledges and mortgages in favor of third persons			
13. Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communique (II-17.1.) of the Capital Markets Board			
14. Informing the shareholders on the Remuneration Policy, which determines the remunerations of the board members and top management, in line with the Corporate Governance Principle Article 4.6.2.			
15. Authorization of the members of the Board of Directors about the transactions and operations in the context of the Articles 395 and 396 of the Turkish Commercial Code			
16. Petitions and requests			

(*) Agenda items for the General Assembly will be listed one by one. If the minority shareholders propose another draft resolution, this draft resolution will also be indicated here.

2. Special Instructions Regarding Other Matters Arising During the Meeting Especially the Exercise of Minority Rights:

- a) The Proxy is authorized to vote at its own discretion.
- b) The Proxy is not authorized to vote on these matters.
- c) The Proxy is authorized to vote in accordance with the special instructions below.

SPECIAL INSTRUCTIONS; Special instructions to the Proxy, if any, will be indicated here.

.....
B) The Shareholder will indicate the shares it wishes the Proxy to represent by choosing one of the following.

1. I approve the representation of the shares detailed below by the Proxy.

- a) Series and Order:*
- b) Number:**
- c) Amount-Nominal Value of the Shares:
- d) Information on any Privileges attached to the Shares:
- e) Bearer or Registered:*
- f) Ratio Against the Entire Number of Shares and Voting Rights of the Shareholder:

* Not required for dematerialized shares.

** For dematerialized shares group information will be provided instead of number.

2. I approve the representation of all my shares indicated in the list of attendees to be prepared by the CRA one day prior to the General Assembly by the Proxy.

NAME, SURNAME OR COMMERCIAL TITLE OF THE SHAREHOLDER (*)

.....
Turkish Identification / Tax Number, Trade Registration No. and MERSIS No. of the Shareholder:

.....
Address of the Shareholder:

.....
(*) For foreign shareholders equivalent of the required information must be provided

SIGNATURE SEAL / SIGNATURE

APPENDIX -2: RESUMES OF THE BOARD MEMBER CANDIDATES

Dr. Muharrem Usta

Mr. Usta graduated from Dokuz Eylül University Medical School in 1989 and became an ENT specialist in 1992. In 1993, Mr. Usta switched to hospital management business and took initial steps for the establishment of MLP Care. Mr. Usta served as a Board Member at Saray Sağlık Hizmetleri Ticaret ve Sanayi A.Ş. and as a Chief Physician at Universal Hospital. Mr. Usta, MLP Care's Chairman and CEO, also serves as the Chairman of the Board of Trustees of İstinye University and founder and Chairman of F.O.M. Mimarlık Mühendislik A.Ş. Mr. Usta served as the Chairman of Trabzonspor Sports Club between December 2015-April 2018.

Seymur Tarı

Mr. Tarı, currently working at the İstanbul liaison office of Turk Ventures Advisory Ltd., providing consultancy services to TPEF (Turkish Private Equity Fund), previously worked at McKinsey & Company in Istanbul, focusing on corporate portfolio strategy, and at Caterpillar Inc. in Geneva as a product manager with responsibility for the EMEA & CIS regions. Mr. Tarı has an MBA degree from INSEAD and MSc and BSc degrees in Mechanical Engineering and Robotics from ETH Zurich. Mr. Tarı also serves as a Board Member at MNG Kargo Yurtiçi ve Yurtdışı Taşımacılık A.Ş., Mavi Giyim ve Sanayi A.Ş., Flo Mağazacılık ve Pazarlama A.Ş., Koton Mağazacılık Tekstil Sanayi ve Ticaret A.Ş. and Pizza Restaurantları A.Ş..

Hatice Hale Özsoy Bıyıklı

Ms. Özsoy Bıyıklı currently working at the İstanbul liaison office of Turk Ventures Advisory Ltd., providing consultancy services to TPEF (Turkish Private Equity Fund), previously worked as a Senior Associate at Goldman Sachs Investment Banking division in London, focusing on retail, consumer, luxury goods and leisure industries. In addition, Ms. Özsoy Bıyıklı also worked for The Boston Consulting Group and Andersen Business Consulting in Istanbul and Amsterdam. Ms. Özsoy Bıyıklı holds an MBA degree from Harvard Business School and MSc and BSc degrees in Electrical Engineering and Computer Science from MIT. Ms. Özsoy Bıyıklı also serves as a Board Member at MNG Kargo Yurtiçi ve Yurtdışı Taşımacılık A.Ş..

Haydar Sancak

In addition to his position at MLP Care, Mr. Sancak also serves as the General Manager of Esko İtiryat San. ve Tic. A.Ş., Board Member at Es Ecza Deposu Tic. ve San. A.Ş., Chairman at both Hedef Alliance Holding A.Ş. and Sancak İnşaat and Vice Chairman at both Sancak Enerji Hizmetleri A.Ş. and Sanport Gayrimenkul Geliştirme İnşaat Tic. A.Ş..

Meral Kurdaş

Meral Kurdaş graduated from Boğaziçi University, Faculty of Administrative Sciences, Department of Business Administration. She later completed the Executive MBA program at the University of Wales, Manchester Business School, and the Executive MIS program at Boğaziçi University. Starting her professional career at Interbank in 1985, Ms. Kurdaş then served as Assistant General Manager at Garanti Investment Bank. In 1997, she joined Yapı Kredi Bank as President of the Corporate Marketing Department. In 2002, she transferred to Sabancı Group as CEO of AK Emeklilik. Ms. Kurdaş served as

the CEO of AvivaSA Emeklilik ve Hayat A.Ş. between 2007 and 2016. Meral Kurdaş acted as Human Resources Group President at Sabancı Holding and served as board member in Sabancı Group companies between 2017 and 2018. In 2018, Meral Kurdas started her own Management consultancy firm.

Tayfun Bayazıt

After receiving a B.S. Degree in Engineering Mechanics and Materials, Tayfun Bayazıt graduated from Columbia University's M.B.A. programme. Tayfun Bayazıt, started his banking sector career at Citibank, served 13 years in Çukurova Group as Executive Vice President at Yapı ve Kredi Bankası, President and Chief Executive Officer at Interbank A.S. and President and Chief Executive Officer at Banque de Commerce et de Placements S.A.. In 1999, Tayfun Bayazıt became Vice Chairman of Doğan Sirketler Grubu Holding A.Ş. and Dışbank Executive Director and he appointed as CEO of Dışbank in 2001. Tayfun Bayazıt, became the Vice Chairman of Dışbank in 2003 and later appointed to Fortis Turkey CEO position following the Dışbank's acquisition by Fortis in 2005 and Chairman position in 2006. Tayfun Bayazıt appointed as the CEO and Chairman of Yapı Kredi (JV of Koc Holding and UniCredit Group) and became the Chairman of the Bank in 2009. In 2011, Tayfun Bayazıt established his own company providing advisory services. Tayfun Bayazıt also serves as a board member in several companies and actively works in several non-governmental organizations like TÜSİAD, Eğitim Gönüllüleri Vakfı (TEGV), Kurumsal Yönetim Derneği (TKYD), WRI Türkiye and Darüşşafaka.

APPENDIX -3: STATEMENTS OF INDEPENDENT STATUS OF THE CANDIDATES FOR INDEPENDENT BOARD MEMBERSHIP

In the context of the Article 4.3.6. of the Corporate Governance Communique (II-17.1.), I hereby declare that I comply with the independency criterias stated below and I am a candidate for the independent board membership in the 2017 Annual General Assembly Meeting to be held in 2018. I hereby declare that, with respect to MLP Sağlık Hizmetleri A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected and so that I will be performing my duties as an independent board member.

Name Surname: MERAL KURBAN
Date: 05.04.2018
Signature:



In the context of the Article 4.3.6. of the Corporate Governance Communique (II-17.1.), I hereby declare that I comply with the independency criterias stated below and I am a candidate for the independent board membership in the 2017 Annual General Assembly Meeting to be held in 2018. I hereby declare that, with respect to MLP Sağlık Hizmetleri A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I am assumed to be a resident in Turkey in accordance with the Income Tax Law dated 31.12.1960, numbered 193,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected and so that I will be performing my duties as an independent board member.

Name Surname: Tayfun BAYAZIT

Date: April 5, 2018

Signature: 

APPENDIX -4: REMUNERATION POLICY

Article 1: Scope and Legal Basis

This policy sets forth the principles applicable to the remuneration by MLP Sağlık Hizmetleri A.Ş. (the "Company") of the board members and employees with administrative duties in accordance with the applicable regulations.

This remuneration policy has been prepared in accordance with the provisions of the Capital Markets Law No. 6362, the Corporate Governance Communiqué No. II-17.1 prepared by the Capital Markets Board of the Prime Ministry of the Republic of Turkey and other relevant legislation.

Article 2: Purpose

Purpose of the remuneration policy is ensuring that the Company's practices regarding remuneration are planned and carried out in accordance with the applicable legislation, the scope and nature of the Company's activities and the strategies and long term targets of the Company.

The remuneration policy has been prepared for the purposes of attracting new talents to the Company and safeguarding the interests of our employees who have a high level of performance. When forming the remuneration policy, the business sector data is taken into account in order to be able to compete in the market and to attract new talents to the Company.

Article 3: Principles of Remuneration

The corporate governance committee is responsible for and authorized to evaluate the remuneration policy and to submit its recommendations to the Company's Board of Directors. The Board members shall be paid fees in the amounts to be annually determined by the Board of Directors. Payments to the employees who are in charge of administrative matters shall be planned with a view to promote the achievement of the Company's short and long term targets and sustainable performance.

Remunerations shall be in compliance with the ethical values, internal balances and strategic goals of the Company. Employees who are in charge of administrative matters shall be remunerated in a fair manner, taking into consideration the level of responsibility they incur.

The remuneration amounts shall be annually determined upon being re-evaluated by the Board of Directors as per the recommendations of the corporate governance committee. Bonus payments are payments made to increase the efficiency of the employees for the purpose of reaching the corporate goals, ensuring the sustainability of performance, emphasizing individual performance and thereby identifying the successful employees and awarding the employees who create added value within the Company.

The intention is granting higher salary increases and bonuses to employees whose performance levels exceed the expected levels as per the results of the performance evaluations. Remuneration and bonus schemes shall be based on the performance evaluations for the relevant periods, and performance based payments, including bonus payments shall not be guaranteed in advance.

In case of any changes to the remuneration levels of the employees who are promoted or whose job descriptions are changed, the new remuneration of the employee shall be determined based on his/her position in the new level. Fees, bonuses and other personal rights of the employees are

confidential. Board members and employees who are in charge of administrative matters shall not be eligible for obtaining loans or credits and no guarantees, sureties or other securities shall be granted in favour of them.

Expenses incurred by the Board members and employees who are in charge of administrative matters in connection with their duties shall be borne by the Company. The aggregate amount paid to the Board members and employees who are in charge of administrative matters during the year shall be submitted to the information of the shareholder during the first general assembly to be held pursuant to the provisions of the applicable legislation and shall be disclosed to the public within the scope of the public disclosure of the financial reports.

The Board of Directors is responsible for the implementation, improvement and following up of this remuneration policy. The corporate governance committee is in charge of monitoring and auditing the remuneration practices on behalf of the Board of Directors and reporting the foregoing.