

# MLPCARE



**MLP SAĞLIK HİZMETLERİ A.Ş.**

**General Assembly Information Document**

## INFORMATION DOCUMENT FOR MLP SAĞLIK HİZMETLERİ A.Ş.'S 2019 ORDINARY GENERAL ASSEMBLY MEETING

In its meeting dated April 28, 2020, our Board of Directors resolved to hold the Annual Ordinary General Assembly Meeting for the year 2019, which was postponed due to COVID-19 (Coronavirus) pandemic, on May 29, 2020 at 9:00 a.m. at the address “MLP Sağlık Hizmetleri A.Ş. Merkez Ofisi, Flatofis Haliç, Defterdar Mah. Otakçılar Cad. No:78 Eyüp 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. Also within the framework of the measures announced by the Turkish Ministry of Trade, it was unanimously decided to advise the shareholders to participate in the general assembly meetings electronically without participating in the physical environment and to remind that shareholders who want to participate in the general assembly electronically can vote with the Electronic General Assembly System.

Press advert for the invitation to our shareholders will be published in the Turkish Trade Registry Gazette. Balance Sheet, Income Statement, Annual Report including Compliance Report Format (CRF) and Corporate Governance Information From (CGIF), 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 2019 will be available for the review of our shareholders at our headquarter office and our website at the adress of <http://investor.mlpcare.com/en> 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 December 24, 2013 and numbered 28861, until May 22, 2020. 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.	63,843,629	30.69	30.69
SANCAK İNŞ. TURİZM NAKL. VE DIŞ TİC. A.Ş.	31,943,689	15.35	15.35
MUHARREM USTA	18,677,778	8.98	8.98
HUJORI FINANCIERINGEN B.V.	8,286,922	3.98	3.98
ADEM ELBAŞI	6,225,925	2.99	2.99
İZZET USTA	2,490,370	1.20	1.20
SALIHA USTA	1,867,778	0.90	0.90
NURGÜL DÜRÜSTKAN ELBAŞI	1,867,778	0.90	0.90
PUBLICLY TRADED	72,833,333	35.01	35.01
TOTAL	208,037,202	100.00	100.00

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 2019 Ordinary General Assembly Meeting which will be held on May 29, 2020 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 2019 and are planned to take place in 2020 are announced to public through special case announcements through PDP 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 2019**

Pursuant to the relevant regulations, Annual Report of Board of Directors for the year 2019 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 2019**

Pursuant to the relevant regulations, the report of the Independent External Audit Company for the fiscal year 2019 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 2019 prepared in accordance with the regulations of CMB**

Pursuant to the relevant regulations, 2019 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 2019**

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 2019 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**

According to the Company's consolidated financial statements for the period January 1, 2019 December 31, 2019, which were prepared and independently audited as per the Capital

Markets Board's Communiqué on the "Principles of Financial Reporting in Capital Markets" (II-14.1), net profit of TL 36,251,666 attributable to equity holders recorded but in the meantime net loss of TL 108,177,537 (taxable net loss of TL 14,592,021) recorded in accordance with the Tax Procedural Law. Therefore, it was resolved by the Board of Directors at their meeting on March 5, 2020 that not to distribute dividends and to submit this proposal for approval at the Ordinary General Assembly meeting.

**8. Approval of appointments of Meral Kurdaş and Tayfun Bayazıt made on March 2, 2020 as independent board members 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 independent 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 appointments of Meral Kurdaş and Tayfun Bayazıt as independent board members as of March 2, 2020 and total annual salary of TL134,400 to be paid monthly to the each candidate will be submitted to the approval of shareholders in the General Assembly Meeting. Other board members (non-independent) will not receive any compensation for their service. The names and resumes of the independent board member candidates, are provided in APPENDIX-2. Statements of Independent Status of the candidates for independent Board membership are also available in APPENDIX-3.

**9. Selection of the independent audit company for the audit of the financial statements and reports for the year 2020 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 PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent auditor firm for the fiscal year 2020. This decision by the Board of Directors will be submitted for the approval of the General Assembly.

**10. Informing the shareholders on the donations made by the Company in 2019 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 2020**

In accordance with the relevant regulations, the General Assembly will be informed about the donations made within the year 2019. Our company has donated a consolidated amount of TL807,865 in 2019.

As stated in the resolution of Board of Directors dated March 5, 2020, in accordance with the Article 4 of the Company's Articles of Association, a TL3,000,000 ceiling for donations between January 01, 2020 and December 31, 2020, will be submitted for the approval of the General Assembly.

**11. 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.

**12. 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, and/or 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 2019.

**13. 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.

**14. 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 9:00 a.m. on May 29, 2020, Friday, at the address of “MLP Sağlık Hizmetleri A.Ş. Merkez Ofisi, Flatofis Haliç, Deftardar Mah. Otakçılar Cad. No:78 Eyüp 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 2019			
4. Reading out the report of the Independent Audit Company for the fiscal year 2019			
5. Reading out, discussion and approval of the Financial Statements for the fiscal year 2019 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 2019			



7. Discussion and approval of the proposal of the Board of Directors on profit distribution			
8. Approval of appointments of Meral Kurdaş and Tayfun Bayazıt made on March 2, 2020 as independent board members 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			
9. Selection of the independent audit company for the audit of the financial statements and reports for the year 2020 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			
10. Informing the shareholders on the donations made by the Company in 2019 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 2020			
11. 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			
12. 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			
13. 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			
14. 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:

- The Proxy is authorized to vote at its own discretion.
- The Proxy is not authorized to vote on these matters.
- 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 INDEPENDENT BOARD MEMBER CANDIDATES

### **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 Kurdaş 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 2019 Annual General Assembly Meeting to be held in 2020. 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 December 31, 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 Kurdaş, Tayfun Bayazıt**

**Date: March 2, 2020**