

MLP SAĞLIK HİZMETLERİ ANONİM ŞİRKETİ
2017 ORDINARY GENERAL ASSEMBLY MEETING MINUTES

Ordinary General Assembly Meeting of MLP Sağlık Hizmetleri A.Ş. for 2017 activity year has been held on 14.05.2018 11:00 at "Istanbul Aydın University VM Medical Park Florya Hastanesi Beşyol Mah. Akasya Sok. No: 4 Küçükçekmece İstanbul" address under supervision of Ministry Representative Yılmaz Akbaş assigned with 11.05.2018 dated and 34284328 numbered letter of Istanbul Governorship Provincial Trade Directorate.

Ministry Representative Yılmaz Akbaş took the chair before the opening of the meeting and stated that meeting transactions are completed in accordance with related law and articles of association.

Invitation to Meeting is announced in 20.04.2018 dated and 9563 numbered copy of Turkish Trade Registry Gazette and additionally, 25.04.2018 dated copy of Hürses newspaper, www.mlpcare.com web site of the company, Public Disclosure Platform and Electronic General Assembly System of Central Registration Organization as envisaged in the Law and Articles of Association and containing the agenda and copy of Power of Attorney within its period by determining the date and agenda and also the meeting date is notified to nominative shareholders by sending 25.04.2018 registered letter with return receipts to their addresses registered in the company.

Upon examination of the Attendance List, it is seen that 42.200.147 shares corresponding to 42.200.147 TL capital among **208.037.202** shares corresponding to Company's total **208.037.202 TL** capital were represented by person, and 142.031.298 shares corresponding to 142.031.298 TL capital were represented by proxy in the meeting, and thus, total 184.231.445 TL shares were available in the meeting and the minimum quorum envisaged in the law and the articles of association was available.

It is determined that Company's Board of Directors Member Hatice Hale Özsoy Bıyıklı and Independent Audit Organization DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi representative Hakan Özaçar were ready in the meeting.

According to 5th and 6th paragraphs of 1527th clause of Turkish Commercial Code, Company's Electronic General Assembly preparations were performed in accordance with legal regulations, General Assembly Meeting was initiated simultaneously both in physical and electronic media.

Agenda discussions started:

1. According to 1st clause of the agenda;

Murat Uysal was suggested verbally for the Meeting Chairman by the Shareholder Muharrem Usta's attorney Serhat Uysal. Selection of Murat Uysal for the Meeting Chairman was voted. As the result of the voting, the suggestion was accepted unanimously with 184.231.445 TL acceptance votes.

Meeting Chairman authorized Deniz Can Yücel as the vote collector, Didem Kaya as the minutes writer for establishing the committee.

Mehmet Ali Sukuşu having the "Central Registration Organization Electronic General Assembly System Certificate" was assigned to use the electronic general assembly system by the Meeting Chairman.

Meeting Chairman made explanations on the type of voting. Provided that provisions on voting in Electronic General Assembly System are reserved, shareholders physically attending the meeting should vote with open and hand raising procedure, shareholders to use against votes should verbally express their against votes.

Meeting Agenda is read by the Meeting Chairman. As no suggestion is made for amending the discussion order of agenda items, agenda items continued to be discussed in the announced order.

2. According to 2nd clause of the Agenda,

Authorization of Meeting Chairman for signing the General Assembly Meeting Minutes and Attendance List is voted. As the result of voting, aforementioned authorization is unanimously accepted with total 184.231.445 TL acceptance votes.

3. According to 3rd clause of the Agenda,

Meeting Chairman took the chair and stated that the agenda item is only for information purposes and no voting shall be done.

Meeting Chairman offered to consider the 2017 Board of Directors Activity Report as read since it is presented to shareholders in the company's corporate web site www.mlpcare.com, Company's Head Office, Public Disclosure Platform and Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. 21 days before the General Assembly meeting.

Meeting Chairman suggested to add the offer as the sub-clause of the agenda. The offer added as sub-clause of agenda is voted. As the result of voting, the offer in question is accepted unanimously with 184.231.445 TL acceptance votes and it is decided to consider the Board of Directors Activity Report as read.

4. According to 4th clause of the Agenda,

Meeting Chairman took the chair stated that the agenda item is only for information purposes and no voting shall be done.

Meeting Chairman offered to consider the 2017 Independent Audit Report as read since it is presented to shareholders in the company's corporate web site www.mlpcare.com, Company's Head Office, Public Disclosure Platform and Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. 21 days before the General Assembly meeting.

It is offered to consider the 2017 Activity Year Independent Audit Report as read. The suggestion added as the agenda sub-clause is voted. It is asked for 3 times if any negotiation demand is available.

Meeting Chairman suggested to add the offer as the sub-clause of the agenda. The offer added as sub-clause of agenda is voted. As the result of voting, the offer in question is accepted unanimously with 184.231.445 TL acceptance votes and it is decided to consider the Independent Audit Report as read.

Since no other demands received, other agenda item is negotiated.

5. According to 5th clause of the Agenda,

Meeting Chairman offered to consider the 2017 Consolidated Financial Tables as read since they are presented to shareholders in the company's corporate web site www.mlpcare.com, Company's Head Office, Public Disclosure Platform and Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. 21 days before the General Assembly meeting

Meeting Chairman suggested to add the offer as the sub-clause of the agenda. The offer added as sub-clause of agenda is voted. It is asked for 3 times if any negotiation demand is available.

As the result of voting, the offer in question is accepted unanimously with 184.231.445 TL acceptance votes and it is decided to consider Consolidated Financial Tables as read.

Meeting Chairman provided brief information on Consolidated Financial Tables of the Company for 2017 Activity Year. Consolidated Financial Tables issued in accordance with the Turkish Commercial Code and CMB (Capital Market Board) regulations for 2017 activity year are accepted unanimously with 184.231.445 TL acceptance votes as the result of the voting.

Since no other demands received, other agenda item is negotiated.

6. According to 6th clause of the Agenda,

Meeting Chairman voted the release of each Board of Directors members due to 2017 activities. It is reminded during the voting that persons shall not vote for themselves and relatives and voting initiated.

Release of Board of Directors Member **Muharrem Usta** due to 2017 activities voted in physical media. No one objected among total 134.598.781 shares attending by person and the representative except the representative of Muharrem Usta and accepted unanimously.

Release of Board of Directors Member **Elinor B.V.** due to 2017 activities voted in physical media. No one objected among total 142.031.298 shares attending by person and the representative and accepted unanimously.

Release of Board of Directors Member **Sullivan B.V.** due to 2017 activities voted in physical media. No one objected among total 142.031.298 shares attending by person and the representative and accepted unanimously.

Release of Board of Directors Member **Sancak İnş. Tur. Nak. Ve Dış. Tic.** due to 2017 activities voted in physical media. No one objected among total 108.474.539 shares attending by person and the representative except the representative of Sancak İnş. Tur. Nak. Ve Dış. Tic. and accepted unanimously.

Release of Board of Directors Member **Dory B.V.** due to 2017 activities voted in physical media. No one objected among total 142.031.298 shares attending by person and the representative and accepted unanimously.

Release of Board of Directors Member **Walle B.V.** due to 2017 activities voted in physical media. No one objected among total 142.031.298 shares attending by person and the representative and accepted unanimously.

Release of Board of Directors was also voted in the electronic media. As the result of the voting performed, it is unanimously decided to release all Board of Directors members with 184.231.445 TL acceptance votes.

7. According to 7th clause of the Agenda,

Approval is suggested for the Profit Distribution offer made with 06.03.2018 dated decision of the Board of Directors.

The offer in question is given as a written memorial, the memorial is determined as being suitable and read by the Meeting Chairman. Whereas;

“To be decided in Ordinary General Assembly Meeting for the 2017 activity year of the Company; according to consolidated financial tables passed from the independent audit issued under provisions of II-14.1 numbered “Statement on Principles for Financial Reporting in the Capital Market” of Capital Market Board as the result of activities performed between 01.01.2017 – 31.12.2017; it is seen that distributable period net profit is not available due to suffering loss in 2017 activities. Therefore, it is unanimously decided by those present to make offer for not distributing profit share to be presented to approval of Company’s Ordinary General Assembly.”

Meeting Chairman presented the read offer for voting. As the result of the voting performed, the offer in question is accepted unanimously with 184.231.445 TL acceptance votes and it is decided not to make any profit distributions.

8. According to 8th clause of the Agenda,

Meeting Chairman presented assignment of Tayfun Bayazıt and Meral Kurdaş as Independent Board of Directors Members with 06.04.2018 dated Board of Directors decision of the Company for Board of Directors memberships being vacant due to resignations of Arif Kerem Onursal and Esat Göktekin in 2017 activity period for approval.

As the result of voting performed, the offer in question is accepted unanimously with 178.975.624 TL acceptance votes against 5.255.821 TL rejection votes, and all aforementioned candidates selected as the Independent Board of Directors members.

9. According to 9th clause of the Agenda;

Meeting Chairman stated that CVs of Board of Directors member candidates were announced in the company’s corporate web site www.mlpcare.com, Company’s Head Office, Public Disclosure Platform, Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. and the Annual Activity Report 21 days before the General Assembly meeting.

Meeting Chairman took the chair and stated that, according to 12th clause of Company’s Articles of Association, the Company consists of 6 Board of Directors members. Among these Board of Directors members, 3 Board of Directors members are nominated as candidates by Group A shareholders.

The memorial presented for 3 Board of Directors member candidates by the Company Group A shareholders examined, and read by the Meeting Chairman.

Meeting Chairman, regarding the memorial in question and according to 12th clause of Company’s Articles of Association, requested selection of below detailed candidates to Board of Directors as offered for working for 3 years;

- Muharrem Usta (T.R. citizen) as the Board of Directors Member
- Sullivan B.V. (the Netherlands citizen) as the Legal Entity Board of Directors Member

Authorizing Seymur Tari (T.R. citizen) on behalf of the Legal entity board of directors member according to 09.05.2018 dated Board of Directors decision,

- Ellinor B.V. (the Netherlands citizen) as the Legal Entity Board of Directors Member

Authorizing Hatice Hale Özsoy Bıyıklı (T.R. citizen) on behalf of the Legal entity board of directors member according to 09.05.2018 dated Board of Directors decision,

Offers received for Board of Directors members to be selected out of the Group A candidate nomination privilege. Meeting Chairman reminded that shareholders are also entitled to nominate candidate;

- Haydar Sancak (T.R. Citizen) as the Board of Directors member,
- Meral Kurdaş (T.R. citizen) as the Independent Board of Directors member,
- Tayfun Bayazıt (T.R. citizen) as the Independent Board of Directors member,

offered as candidates, it is reminded that Meral Kurdaş and Tayfun Bayazıt has titles to be independent board of directors member candidates according to CMB regulation.

As the result of voting performed, offers in question are accepted unanimously with 181.611.931 TL acceptance votes against 2.619.514 TL rejection votes, and all aforementioned candidates are selected as Board of Directors members.

It is offered that annual total net 100.000 TL fee covering 06.04.2018 – 31.03.2019 period shall be paid to each Independent Board of Directors members for 5 meetings planned in the period for each meeting, and no fee shall be paid to other selected Board of Directors members.

Duty acceptance declarations of Board of Directors candidates attending the meeting and Board of Directors candidates not personally attending the meeting presented to General Assembly meeting chair are seen by the Ministry Representative.

As the result of voting performed, offers are accepted unanimously with 181.611.931 TL acceptance votes against 2.619.514 TL rejection votes, and all aforementioned candidates are selected Board of Directors members and it is decided to pay attendance fees to Tayfun Bayazıt and Meral Kurdaş

Meeting Chairman took the chair and offered to select Independent Board of Directors members for 1 year and other Board of Directors members for 3 years among assigned Board of Directors members regarding service periods of Board of Directors members.

This offer is presented to voting. As the result of voting performed, offers are accepted unanimously with 181.611.931 TL acceptance votes against 2.619.514 TL rejection votes, and it is decided to assign Independent Board of Directors members for 1 year and other Board of Directors members for 3 years.

10. According to 10th clause of the Agenda,

Meeting Chairman started voting for selecting DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent auditor to audit 2018 activities and accounts under the Capital Market Law, Turkish Commercial Code and related directives, authorizing the Board of Directors to make agreement with this company regarding the independent auditor title and approving transactions performed by the Board of Directors regarding the independent auditor title with the 26.03.2018 dated Board of Directors decision of the Company.

As the result of voting performed, the offer in question is accepted unanimously with 178.077.662 TL acceptance votes against 6.153.783 TL rejection votes, and it is decided to select selecting DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent auditor.

11. According to 11th clause of the Agenda,

Meeting Chairman informed shareholders that Company's total donation and help amount is 1.745.619 TL between 01.01.2017 – 31.12.2017.

Deniz Can Yücel initiated voting for the offer regarding determining the upper limit of total donation and helps to be realized between 01.01.2018 – 31.12.2018 as 2.500.000 TL with the 06.04.2018 dated Board of Directors decision according to 4th clause of Company's Articles of Association.

As the result of the voting performed, the offer in question is accepted with majority of votes with 158.226.696 TL acceptance votes against 26.004.749 TL rejection votes and it is decided to determine the upper limit of total donations and helps to be realized between 01.01.2018 – 31.01.2018 as 2.500.000 TL.

12. According to 12th clause of the Agenda,

Meeting Chairman took the chair and stated that the agenda item is only for information purposes and no voting shall be performed.

Meeting Chairman stated according to the suggestion presented to the agenda item by the Board of Directors that; guarantees, pledges, hypothecs and bails given according to Capital Market Board regulations are given for performing ordinary commercial activities, besides, no guarantees, pledges, hypothecs and bails are given to third persons, and information on guarantees, pledges, hypothecs and bails given for performing ordinary commercial activities are available in footnotes of 2017 financial results.

13. According to 13th clause of the Agenda,

Meeting Chairman took the chair and stated that the agenda item is only for information purposes and no voting shall be performed.

Meeting Chairman informed shareholders according to the information given by the Board of Directors that no transaction is available within knowledge of the Company regarding transactions performed in 2017 activity year on shareholders having the management authority,

Board of Directors Members, senior managers and their spouses and second degree relatives to perform a commercial transaction within the subject matter of Company or affiliates and/or performing transactions having importance to cause conflicts of interest with the Company or affiliates on their own or other's names.

14. According to 14th clause of the Agenda,

Meeting Chairman took the chair and stated that the agenda item is only for information purposes and no voting shall be performed. Meeting Chairman, according to information presented by the Board of Directors, stated that the Remuneration Policy established for providing remuneration principles of Board of Directors members and senior managers in written form according to Capital Market Board regulations and Corporate Management Principles in the General Assembly information document and web site of our company to the General Assembly. Additionally, within scope of this "Remuneration Policy", total benefits given to senior managers in 2017 is 17.771.000 TL as indicated in the 2017 Activity Report of the

Company and no remuneration is paid to Board of Directors Members due to their duties mentioned here.

15. According to 15th clause of the Agenda,

Meeting Chairman initiated voting for allowing shareholders having Management authority, Board of Directors members, senior managers and their spouses and relatives within framework of 395th and 396th clauses of Turkish Commercial Code and Capital Market Board regulations.

As the result of voting performed, it is accepted with majority of votes with 177.951.371 TL acceptance votes against 6.280.074 TL rejection votes, and it is decided to allow Board of Directors Members, senior managers and their spouses and second degree relatives.

16. According to 16th clause of the Agenda,

Meeting Chairman determined that the quorum required by the Turkish Commercial Code is available during the meeting, then, as no other issues remained to be discussed, meeting chairman Murat Uysal terminated the meeting.

This minutes of meeting is written at the meeting place and signed by concerned persons those present.

Ministry Representative
Yılmaz AKBAŞ
(signed)

Meeting Chairman
Murat UYSAL
(signed)

Vote Collector
Deniz Can Yücel
(signed)

Minutes Writer
Didem KAYA
(signed)