

MINUTES FOR  
ARÇELİK ANONİM ŞİRKETİ  
ORDINARY GENERAL MEETING  
HELD ON 19 MARCH 2019

Ordinary General Assembly of Arçelik Anonim Şirketi for 2018 was held at the address "Divan İstanbul Oteli, Asker Ocağı Caddesi No:1 34367 Elmadağ Şişli, İstanbul, at 15:00 on 19 March 2019, Tuesday, under the supervision of Sabire Elbüken, the Ministry Representative assigned under the letter No. 42657367 of 18.03.2019 issued by the Ministry of Commerce of the Republic of Turkey and İstanbul Provincial Directorate of Commerce.

The call for the meeting, including the agenda items was made on a timely basis as set out in the Law and the Articles of Association by publishing it on the Turkish Trade Registry Gazette issued dated 21.02.2019 and No 9772 and by sending registered mails with returned receipt dated 22.02.2019 from İstanbul Halıcıoğlu office of PTT to the shareholders of shares registered to the name which are not traded at the Stock Exchange and by posting it at our Company's web site at [www.arcelikas.com](http://www.arcelikas.com) and e-company portal and Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. at least 21 days in advance of the meeting date.

It was understood from the review of the List of Attendees that out of 67,572,820,500 shares, each one with a nominal value of 1 kuruş, corresponding to a total capital of 675,728,205.00 TRY in the Company, 42,000 shares corresponding to 420 TRY of the capital were represented in person whereas 59,069,792,647 shares representing a capital of 590,697,926.47 TRY were represented by proxy so that 59,069,834,647 shares representing a total capital of 590,698,346.47 TRY were represented in the meeting so that the minimum meeting quorum required under the applicable Law and Articles of Association was met. It was explained that the share that is worth 91,106,951 TRY included in these shares in total was represented by the Entrusted Representatives.

Pursuant to sub-paragraph Five and Six of the Article 1527 of the Turkish Commercial Code, it was found that the Company made the electronic general meeting arrangements in accordance with the legal provisions. Mr. Levent Çakıroğlu, the Board Member, appointed Mr. Faik Bülent Alagöz to use the electronic general assembly system, and the meeting was simultaneously opened physically and online and the agenda items were taken into discussion.

Mr. Levent Çakıroğlu, the Board Member, made explanations about the voting procedure. As set forth both in the Law and the Articles of Association, save for the regulations on the electronic vote count, it was explained that shareholders who are physically present at the meeting hall are required to use an open vote by show of hands, and that the shareholders who will cast nay votes will be required to state their dissenting votes verbally.

As a result of the discussions and negotiations on the agenda topics, the following resolutions were passed.

1- Pursuant to the first article of the Agenda, the Moderator who shall be assigned to manage the Ordinary General Assembly was selected. Mr. Polat Şen, the representative of Temel Ticaret ve Yatırım A.Ş. and shareholder, explained his proposal for the Chair of the Meeting. The proposal was put to the vote and it was unanimously decided that Mr. Levent Çakıroğlu was to

be elected as the Chair of the Meeting as a result of affirmative votes corresponding to a share of 590,698,346.47 TRY.

The Chair of the Meeting noted that Mr. Fatih Kemal Ebiçlioğlu and Ms. Füsün Coşkuner were appointed as the Vote Collector while Mr. Polat Şen was appointed as the Minutes Clerk.

The Chair of the Meeting noted that documents necessary to discuss agenda items at the General Assembly Meeting were available at the meeting place.

The Chair of the Meeting further noted that Mr. Hakan Hamdi Bulgurlu, Ms. Müzeyyen Münire Gülay Barbarosoğlu, Mr. Mehmet Cem Kozlu, the Board Members, were present at the meeting and that Mr. Cihan Harman attended the meeting as the representative of the Independent Audit Firm, namely, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. Information was provided about the excuses of the Board Members who were not present at the meeting in person.

2- Pursuant to the 2<sup>nd</sup> item of the agenda, the Chair said that the Annual Report of the Company for the fiscal year 2018 was disclosed to the public 21 days in advance of the General Meeting (on Public Disclosure Platform, Electronic General Meeting System of Merkezi Kayıt Kuruluşu A.Ş., at [www.arcelikas.com](http://www.arcelikas.com) and printed booklets of Annual Report for 2018). The Board Report chapter of the Annual Report issued by the Company's Board of Directors for operations in 2018 was read by the Minutes Clerk. Discussion on the Annual Report for 2018 was commenced and no one took the floor. The Annual Report for 2018 was accepted by majority of votes on the basis of affirmative votes worth 589,249,811.47 TRY against dissenting votes worth 1,448,535 TRY.

3- Pursuant to Item 3 of the Agenda, the Chair requested the summarized report issued by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş for the financial year of 2018 to be read. The Summary of the Independent Auditing Institution Report was read by Mr. Cihan Harman who was present at the meeting on behalf of the auditing company. As this item of the agenda was not subject to voting, it was only informative.

4- Pursuant to 4<sup>th</sup> item of the agenda, The Chair informed that the consolidated Financial Statements for the fiscal year 2018, which is subjected to Independent Auditing, and prepared as per the Communiqué Serial: II-14.1 of the Capital Markets Board on the Principles of Financial Reporting in the Capital Market, was disclosed to the public 21 days in advance of the General Meeting (on Public Disclosure Platform, Electronic General Meeting System of Merkezi Kayıt Kuruluşu A.Ş., at [www.arcelikas.com](http://www.arcelikas.com) and in printed booklets Annual Report for 2018). Mr. Polat Şen, the Minutes Clerk, read the summarised versions of the balance sheet and income statement. Discussions were commenced, and no one took the floor. The consolidated Financial Statements for the fiscal year 2018 and financial statements prepared according to the Tax Procedure Law were accepted by majority of votes on the basis of affirmative votes representing 589,249,811.47 TRY against dissenting votes representing 1,448,535 TRY.

5- The Chair submitted for the General Assembly's approval that each Board member should be discharged on account of his liabilities related to the Company's 2018 accounts and business operations independently. Each Board member did not use their voting rights arising from their shares for their discharge and was discharged by the majority of votes and they were approved and accepted by the majority of votes on the basis of affirmative votes worth 570,750,914.58 TRY against dissenting votes worth 1,550,233 TRY. Regarding the question of Ms. Handan İlhan, who participated electronically in the meeting, and has a share corresponding to 50 TRY,

on the matter whether the terminated distributorship agreement was in line with the CMB's regulations or not, Mr. Polat Şen, the Deputy General Manager of the Company, reported that the related issue was in accordance with the respective regulations.

6- The proposal by the Company's Board of Directors for the distribution of the 2018 profit was taken into discussion in its version that was announced to the public 21 days before the General Assembly Meeting (at the Public Disclosure Platform, Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. and at the Company's web site [www.arcelikas.com](http://www.arcelikas.com) and printed booklets of Annual Report for 2018).

According to the financial statements for the fiscal year between 01.01.2018 - 31.12.2018, prepared in line with the Turkish Financial Reporting Standards within the scope of the provisions of the Communiqué Serial: II-14.1 of the Capital Markets Board, audited by the PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., it was understood that the "(Consolidated) Net Profit of the Year" in the amount of 855,841,911.90 TRY was realized and the Net Profit of the Year in the amount of 851,756,724.49 TRY allocated for the main shareholder was realized, the amount of 861,749,491.27 TRY, which was calculated by adding the donation in the amount of 5,907,579.37 TRY granted to foundations and associations with tax exemption during the year to the aforesaid amount, was the first dividend basis, on the other hand, in the records prepared in line with the Tax Procedure Law (TPL), total distributable resource in the amount of 1,417,695,949.46 TRY was realized, of which 1,146,044,956.92 TRY was net income after tax, and

It was accepted by majority of votes on the basis of affirmative votes amounting to 590,698,296.47 TRY against dissenting votes amounting to 50 TRY that

- the general legal reserve at the rate of 5% that must be allocated as per the Article 519 of the Turkish Commercial Code should not be allocated for 2018 since the current general legal reserve registered in TPL reached the 20% limit of the capital as of 31.12.2018;
- in accordance with the Capital Market Legislation, the article 18 of the Articles of Partnership and our Dividend Policy approved in the General Meeting dated 27.03.2014, the dividend distribution was not to be realized this year to increase the amount of free cash of our Company in an environment, in which the interest rate was high, to optimize the financial expenses and to enhance the balance structure,
- the current year profit in the amount of 1,146,044,956.92 TRY, calculated in accordance with the records of TPL was to be allocated as the excess reserve; the net profit for the year in the amount of 855,841,911.90 TRY, presented in the financial statements prepared according to principle of TMS/TFRS was to be transferred to the accumulated earnings.

7- Item 7 of the Agenda for the appointment of Board members was taken into discussion. The proposal motion by Mr. Polat Şen, the representative of Temel Ticaret ve Yatırım A.Ş., shareholder, regarding the Board members was read. Board Membership and duty assuming statements of nominees who did not attend the meeting in person were seen by the Ministry Representative. As a result of the election held, it was accepted by majority of votes on the basis of affirmative votes worth 574,060,889.47 TRY against dissenting votes worth 16,637,457 TRY that the number of Board Members was determined as 12 in total, four (4) out of twelve (12) were independent members, Mustafa Rahmi Koç, Semahat Sevim Arsel, Mehmet Ömer Koç, Yıldırım Ali Koç, Robert Sonman, Levent Çakıroğlu, Fatih Kemal Ebiçlioğlu and Hakan Hamdi Bulgurlu, were to be elected as Board Members, and Kamil Ömer Bozer, Müzeyyen Münire

Gülay Barbarosoğlu, Mehmet Cem Kozlu, and Ahmet Turul were elected as Independent Board Members to carry out their duties for 1 year.

It was explained that the curriculum vitae of the Members of Board of Directors was disclosed to the Public 21 days in advance of the General Meeting (on Public Disclosure Platform, Electronic General Meeting System of Merkezi Kayıt Kuruluşu A.Ş., at [www.arcelikas.com](http://www.arcelikas.com) and in printed booklets of Annual Report for 2018).

8- It was assumed and deemed that the “Policy for Remuneration payable to Board Members and Top-Level Executives” accepted by our shareholders at the Ordinary General Assembly Meeting dated 19.03.2018 finally was announced to the public 21 days in advance prior to the General Assembly Meeting at the Public Disclosure Platform, Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş. and at the Company’s web site [www.arcelikas.com](http://www.arcelikas.com) and it was accepted by majority of votes on the basis of affirmative votes worth 588,538,057.47 TRY against dissenting votes worth 2,160,289 TRY that a total benefit amounting to 65,242,000 TRY (Sixty-five million two hundred and forty-two thousand) was provided and paid by our Company to the Board members and top level executives during 2018, stated as in the footnote 33 of the financial statements.

9- The proposal motion by Mr. Polat Şen, the representative of Temel Ticaret ve Yatırım A.Ş., the shareholder, regarding the determination of the remuneration payable to Board Members was read in line with the “Policy for Remuneration payable to Board Members and Top Level Executives” It was accepted by majority of votes on the basis of affirmative votes worth 533,291,142.47 TRY against dissenting votes worth 57,407,204 TRY that a gross sum of 474,000 TRY (Four hundred and seventy-four thousand) should be paid to each Board member annually in equal monthly instalments starting from the month following the present General Assembly meeting.

10- It was accepted by majority of votes on the basis of affirmative votes worth 572,788,842.47 TRY against dissenting votes worth 17,909,504 TRY that pursuant to the Board of Directors resolution adopted on 08.02.2019 by taking into consideration the proposal by the Audit Committee and in line with Turkish Code of Commerce and Capital Markets Law, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the head office of which is at Süleyman Seba Cad. BJK Plaza No:48/9 Beşiktaş İstanbul and which is registered in the Registry of Commerce with the registry no 201465, should be appointed as the Independent Auditor to audit Financial Reports for the financial year 2019 and to pursue other operations under the applicable regulations in the said laws.

11- The General Assembly was informed about a compensation in the amount of 5,907,579.37 TRY granted by the Company in 2018, and the main organizations to which donations were granted. Moreover, the proposal motion by Mr. Polat Şen, the representative of Temel Ticaret ve Yatırım A.Ş., the shareholder, regarding the request that cap for the donations to be made in 2019 should be 0.2% (two per thousand) of the revenue of the previous year was put into voting and the motion was accepted and approved by majority of votes on the basis of affirmative votes worth 528,781,984.47 TRY against dissenting votes worth 61,916,362 TRY.

12- The Shareholders were duly informed about the guarantees, pledges, mortgages and suretyships given by the Company and its subsidiaries in favour of third parties in 2018 pursuant to the Capital Markets Board regulations as well as about the income and benefits derived from them. As stated in footnote 16 of the publicized consolidated financial tables, shareholders were notified that the Company had given guarantees amounting to 1,356,000 TRY for affiliates

included in the full consolidation in 2018 and due to these guarantees, it had issued invoices to the affiliates amounting to 5,340 TRY. As this item of the agenda was not subject to voting, it was only informative.

13- It was accepted and approved by the majority of votes on the basis of affirmative votes worth 580,109,697.47 TRY against dissenting votes worth 10,588,649 TRY that permissions should be given to the shareholders controlling the company, Board of Directors members, top level executives and their spouses and next of kin up to second degree in line with Articles 395 and 396 of the Turkish Code of Commerce. Additionally, as per the Corporate Governance Communiqué of Capital Markets Board, the General Assembly was informed that shareholders who have the authorization to control the management, board members, managers with administrative responsibilities and some of their spouses and relatives by blood and marriage up to the second-degree relatives work as board members at some other companies of the Koç Group, including the ones that have similar activity areas with the Company, and that there was no operation in 2018 that was important enough to inform the assembly within the scope of the Policy No. 1.3.6 of the Corporate Governance Communiqué.

14- Pursuant to the agenda item, the shareholders voiced their wishes and suggestions. The questions asked were answered by Mr. Polat Şen, the Deputy General Manager of the Company. There being no further business to discuss and transact, the Chairman adjourned the meeting.

The minutes were drawn up and signed at the meeting place following the meeting. (19.03.2019)

SABİRE ELBÜKEN  
MINISTRY REPRESENTATIVE

LEVENT ÇAKIROĞLU  
CHAIRMAN OF THE MEETING

FATİH KEMAL EBİÇLİOĞLU  
VOTE COLLECTOR

FÜSUN COŞKUNER  
VOTE COLLECTOR

POLAT ŞEN  
MINUTES CLERK

## PROFIT DISTRIBUTION TABLE OF ARÇELİK A.Ş. FOR 2018 (TRY)

1- Paid/Issued Capital		675,728,205.00	
2- General Legal Reserve (According to Legal Records) If there is any preferential stock in profit distribution pursuant to Articles of Association, information about the said preference		409,116,604.81	
	According to the CMB	As per Legal Records (LR)	REMARKS
3- 3 Profit for the Period	949,406,550.57	1,146,044,956.92	
4- Taxes (-)	93,564,638.66	0.00	
5- Net Profit for the Period (=)	855,841,911.90	1,146,044,956.92	
6- Losses of Previous Years (-)	0.00	0.00	
7- General Legal Reserve (-)	0.00	0.00	(5LR – 6LR)*5%
8- DISTRIBUTABLE NET PROFIT OF THE PERIOD (=)	855,841,911.90	1,146,044,956.92	SPK =(5-6-7) LEGAL=(5-6-7)
9- Donations in the Year (+)	5,907,579.37		
10- Distributable Net Profit of the Period coupled with Donations	861,749,491.27		Donations within the account period are added to the Distributable Net Profit of the Period only in the calculation of the first dividend. In the remaining calculations for profit distribution, the Distributable Net Profit of the Period excluding the donations shall be used. (8 + 9)
11- First Dividend to Shareholders	0.00		
Cash	0.00		
Free of charge			
Total	0.00		
12- Dividend Distributed to the Holders of Preferential Stock	0.00		
13- Other Dividends • Board Members - Employees - Individuals Other Than Shareholders	0.00		
14- Dividend Distributed to the Holders of Dividend Shares	0.00		
15- Second Dividend to the Shareholders	0.00		
16- General Legal Reserve (-)	0.00		[(11+12+13+14+15+20)-(1* 5%)]*10%
17- Statutory Reserves			
18- Special Reserves			
19- EXTRAORDINARY RESERVE	855,841,911.90	1,146,044,956.92	5 – (6 + 7 + 11 + 12 + 13 + 14 + 15 + 16 + 17 + 18)
20 Other Sources which are Planned to be Distributed	0.00	0.00	
Profit of the Previous Year	0.00	0.00	
Extraordinary Reserves	0.00	0.00	
Other reserves which are distributable as per the Law and A of A	0.00	0.00	
Reserve for Other Sources Planned to be Distributed	0.00	0.00	

**DIVIDEND RATIOS TABLE OF ARÇELİK A.Ş. FOR 2018**

	GROUP	TOTAL AMOUNT OF DIVIDEND DISTRIBUTED		TOTAL AMOUNT OF DIVIDEND DISTRIBUTED / DISTRIBUTABLE NET PROFIT OF THE PERIOD	DIVIDEND CORRESPONDING TO SHARE WITH A NOMINAL VALUE OF 1 TRY	
		CASH (TRY)	FREE OF CHARGE (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
<b>NET *</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>
	<b>TOTAL</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>

(\*) There is no privileged share group in the profit