

**TOLL GLOBAL FORWARDING TURKEY NAKLİYAT ANONİM ŞİRKETİ
MINUTES OF THE ORDINARY GENERAL ASSEMBLY DATED 29 DECEMBER 2017**

The ordinary general assembly meeting of Toll Global Forwarding Turkey Nakliyat Anonim Şirketi (the “**Company**”) pertaining to the interim accounting period 1 July 2015 – 31 March 2016 and special accounting period 1 April 2016 – 31 March 2017 has been held on 29 December 2017, at 10:00, at the address of Büyükdere Cad. Bahar Sok. No: 13 Kat: 11 River Plaza, Levent, Istanbul.

Upon examination of the list of attendees, it has been understood that 130,065,246 shares representing the total share capital of the Company amounting to TRY 130,065,246 are represented in proxy and hence the meeting quorum required by Turkish Commercial Code and the articles of association of the Company is reached and the shareholder has not made an objection with respect to holding the meeting without invitation. Hence, the meeting may be held without the invitation procedure set forth in Article 416 of the Turkish Commercial Code. The general assembly meeting is opened by James Francis Irving, the Chairman of the Board of Directors and the discussion of the items in the meeting agenda has commenced.

1. It has been unanimously resolved that Nil Sonat Gürdal be elected as the Assembly Chairman and Fulya Görer be elected as the Clerk.
2. It has been unanimously resolved to authorize the Meeting Presidency to sign the minutes of the General Assembly Meeting.
3. The Board of Directors’ Activity Report pertaining to the interim accounting period 1 July 2015 – 31 March 2016 and special accounting period 1 April 2016 – 31 March 2017 has been reviewed and discussed.
4. The balance sheet and income statements pertaining to the interim accounting period 1 July 2015 – 31 March 2016 and special accounting period 1 April 2016 – 31 March 2017 have been reviewed, discussed and approved. The General Assembly further resolved not to distribute profit to the Company’s shareholder pertaining to the interim accounting period 1 July 2015 – 31 March 2016 and special accounting period 1 April 2016 – 31 March 2017.
5. The General Assembly further discussed the release of Board of Directors’ members for their activities pertaining to the interim accounting period 1 July 2015 – 31 March 2016 and special accounting period 1 April 2016 – 31 March 2017. It has been resolved to release each Board of Directors’ members for their activities pertaining to the interim accounting period 1 July 2015 – 31 March 2016 and special accounting period 1 April 2016 – 31 March 2017.
6. It has been resolved not to pay any attendance allowance to Board of Directors’ members due to their activities for the special accounting period 1 April 2017 – 31 March 2018.
7. The audit report pertaining special accounting period 1 April 2016 – 31 March 2017 prepared by the Company’s independent auditor has been reviewed and discussed.
8. It has been resolved to release the Company’s independent auditor, Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (New title: KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi), for its activities pertaining to the special accounting period 1 April 2016 – 31 March 2017.
9. It has been resolved to appoint KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, with tax ID number 5890269940, registered before Istanbul Trade Registry Office with registration number 480474, having and its registered office at the address of İş Kuleleri Kule 3, 2-4-5-6-9 Levent, Beşiktaş, Istanbul as independent auditor for the 1 April 2017 – 31 March 2018 to conduct necessary auditing transactions.
10. As a result of the assessments made by the shareholder, it has been resolved to enter into liquidation. It has been further resolved to appoint Mr. Ahmet Öztamur, a Turkish citizen with Turkish Identity number 11951341678, residing at Altintepe Mah. Galip Bey Cad. Karakaş Apt. No:35 D:1 Maltepe, Istanbul as the Company’s liquidator and authorize him to represent the Company in all transactions in relation to the liquidation with his sole signature.

11. Suggestions and wishes have been presented. Given that all the issues to be discussed as per the agenda are resolved, the meeting was closed.

Assembly Chairman
Nil Sonat Gürdal

_____ [signature] _____

Clerk
Fulya Görer

_____ [signature] _____

on behalf of
Toll International Investments Pty Ltd
By Proxy
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_____ [signature] _____