



**PETKİM PETROKİMYA HOLDİNG A.Ş.**  
**ANNOUNCEMENT NOTICE FROM CHAIRMAN OF BOARD OF DIRECTORS**  
**FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING**

The Extraordinary General Assembly Meeting of our Company will convene on 6<sup>th</sup> March 2015 Friday at 13.30 pm at Company Headquarters located at Aliğa/İZMİR in order to discuss and decide upon below-mentioned agenda items.

The Information Document with the agenda items for the Extraordinary General Assembly Meeting shall be made available to the shareholders at Petkim's Headquarters at Aliğa-İzmir and at the Petkim brunch be addressed in Reşitpaşa Mah. Eskibüyükdere Cad. Park Plaza No:14, Floor: 2, No: 8, Independent Section, Şişli-İstanbul and at Sabail District, Bunyad Sardarov Street 9/6, Bakü, AZ1001, Petkim representative office and our website [www.petkim.com.tr](http://www.petkim.com.tr) and on the Electronic General Assembly System ("EGAS") of the Central Registry Agency ("CRA") three weeks before the meeting.

As per paragraph 4 of Article 415 of the Turkish Commercial Code numbered 6102 ("TCC") and paragraph 1 of Article 30 of Capital Market Law, the right to attend to the Extraordinary General Assembly and the right to vote cannot be conditional upon the share certificates be deposited. In this context, our shareholders who will attend the Extraordinary General Assembly Meeting do not have to block their shares before the Central Registry Agency. Furthermore, if our shareholders who have preferred not to inform our Company about any information with respect to their identities and the shares in their accounts and the relevant information of whom cannot be seen by our Company thereupon, wish to attend to the General Assembly Meeting, they should apply to the intermediary agencies in which their accounts are kept and should procure the restriction which prevents the information regarding their identities and the shares in their accounts to be notified to our Company to be removed until 5th March 2015 at 16:30 at the latest.

The Shareholders of our Company can attend to the Extraordinary General Assembly Meeting physically or, pursuant to the Article 1527 of Turkish Commercial Code (TCC) numbered 6102 in electronic means, in person or by proxy. Those who wish to attend the General Assembly Meeting in person or by proxy should notify their choice through the EGAS provided by the CRA until 1 (one) day prior to the date of the General Assembly Meeting.

The representative, who will attend to the Extraordinary General Assembly Meeting by proxy and physically, should present an identity card at the meeting; irrespective of whether he has been appointed via a notarized power of attorney or through the EGAS.

Those shareholders/ their representatives who may choose to participate the meeting in the electronic environment and vote must have Electronic Signature Certificates.

The shareholders or their representatives who wish to participate to the company's Extraordinary General Assembly meeting in electronic means, must fulfill the obligations pursuant to related provisions of Turkish Commercial Code numbered 6102 and provisions of "The Regulation On Attendance At General Assembly Meetings Of Joint Stock Companies By Electronic Means" published in the Official Gazette No. 28395 at 28th August 2012 and "The Communiqué On Electronic General Meeting System Applicable At General Assemblies Of Joint Stock Companies" published in the Official Gazette No. 28396 at 29th August 2012. Otherwise, they are not allowed to participate the General Assembly Meeting. Shareholders may obtain information on participating general assembly meetings in the electronic environment from "Central Registry Agency" ("CRA") and through CRA's web site "[www.mkk.com.tr](http://www.mkk.com.tr)".

The shareholders who will attend to the Extraordinary General Assembly Meeting via proxy, must fulfill the requirements set forth in the Communiqué of the Capital Markets Board "Proxy Voting and Call Based Proxy Meetings" numbered (II-30.1); and submit their powers of attorney certified by a notary public in compliance with the following sample. **The proxy authorizations which are not in compliance with the relevant Communiqué, and the sample provided in the appendix of this announcement, shall not be accepted, given our legal liability.**

The shareholders could communicate with our Company about Extraordinary General Assembly Meeting at the phone numbers of +90 232 616 14 53 and +90 232 616 32 53.

We sincerely announce to Our Shareholders.

**AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF  
PETKİM PETROKİMYA HOLDİNG A.Ş.**

1. Opening and composition of the Meeting Presidency,
2. Amendment of Clauses 3 and 9 of the Company's Articles of Association and insertion of Clauses 43 and 44 to the Articles of Association,
3. Closing remarks.

**PROXY  
PETKİM PETROKİMYA HOLDİNG ANONİM ŞİRKETİ**

I hereby appoint ..... who is introduced hereinbelow in detail as my representative to represent me in the Extraordinary General Assembly Meeting of Petkim Petrokimya Holding Anonim Şirketi which shall be held on Friday, 6<sup>th</sup> March 2015 at 13:30 p.m. in Alağa /İZMİR in line with my below aspects; and to cast vote, to give proposals and to sign the necessary documents in the same.

Representative(\*);

Name - Surname/Business Title:

TR ID No/Tax No, Trade Registry &No and MERSİS no:

(\*)Foreign representatives have to present the equivalents of the aforementioned information, if any.

**A) SCOPE OF THE REPRESENTATIVE AUTHORITY**

**1. On the items of General Assembly Agenda:**

- a) The representative has the authority to vote in line with his/her own opinion.
- b) The representative has the authority to vote in accordance with the proposals of the management of the Company.
- c) The representative has the authority to vote for agenda items in line with the following instructions;

**Instructions:**

***In case of the selection of ( c ) option, specific instructions for each agenda item shall be presented as marking one of the options given next to related General Assembly agenda item (accept or reject;) and in case of the selection of reject option, specific instructions for each agenda item, if any, shall be presented as indicating the statement of opposition which is requested to be written on the General Assembly minute.***

Agenda Items (*)	Accept	Reject	Statement of Opposition
1. Opening and composition of the Meeting Presidency,			
2. Amendment of Clauses 3 and 9 of the Company's Articles of Association and insertion of Clauses 43 and 44 to the Articles of Association,			
3. Closing remarks.			

**2. Specific instructions on other issues that may arise at the General Assembly meeting and on the exercise of the minority rights:**

- a) The representative has the authority to vote in line with his/her own opinion.
- b) The representative does not have the authority to vote in line with these matters.
- c) The representative has the authority to vote for agenda items in line with the following specific instructions.

**SPECIFIC INSTRUCTIONS: The specific instructions, if any, are indicated hereunder.**

**B) Shareholder specifies the shares that he/she asks the representative to represent by selecting one of the following options.**

**1. I hereby confirm my shares the details of which are indicated below to be represented by the representative.**

- a) Issue and Serial:\*
- b) Number/Group:\*\*
- c) Number of Shares - Nominal Value:
- ç) Whether it has privilege for vote or not:
- d) Whether it is a Bearer or Registered share:\*
- e) The ratio of the share to total shares owned by the owner/ voting rights:

\*The above information is not requested for the shares followed up as registered.

\*\*For the shares followed up as registered, group information will be presented instead of number.

**2. I hereby confirm that my all shares stated in the list regarding the shareholders that will participate to General Assembly Meeting prepared on one day before the General Assembly Meeting date by Central Registry Agency.**

**SHAREHOLDER**

Name Surname or Title(\*):

TR ID No/Tax No, Trade Registry & No and MERSİS no:

Address:

*(\*) Foreign representatives have to present the equivalents of the aforementioned information, if any.*

SIGNATURE

OLD TEXT	NEW TEXT
<p><b>PURPOSE AND FIELDS OF ACTIVITY OF THE COMPANY:</b>  <b>Article 3-</b> The principal purpose and the fields of activity of the Company are as follows;</p> <p>a) To establish and to operate factories, plants either at home or abroad in relation to the petrochemistry, chemistry and such other industrial sectors,</p> <p>b) To process and to treat the raw materials and supplementary/auxiliary substances, materials and chemicals necessary for the production of petrochemicals, chemicals and such other materials/substances by procuring such materials/substances either from home or abroad, to produce such materials/substances, and to carry out and to perform the domestic and international trading thereof,</p> <p>c) To pack any products, which may be obtained and derived at any stage of the production activities, and to establish packing and packaging industrial plants for such purpose, to recycle and/or to sell any wastes, byproducts and the materials of various qualities, and to establish and to operate plants and facilities for the disposal of the waste materials and hazardous wastes which cannot be recycled, and to offer disposal services to any third persons, and to sell any and all kinds of scraps,</p> <p>ç) To establish and to operate new enterprises, which provide the manufacturing and the production of all of the materials and substances listed above, and to establish and to operate the marine and road organizations in relation thereto, to expand the already established enterprises, and to purchase and to operate the already established enterprises in part or in whole,</p> <p>d) To commit undertakings for the establishment and operation of the plants and facilities at home and abroad in relation to its scope of activity, and to enter into and to execute cooperation and partnership agreements with domestic and international legal and real persons in relation its own scope of activity, to participate in the already established companies, or to incorporate new companies,</p> <p>e) To establish warehouses and sales points and regional organizations either at home or abroad, and to open up branches and liaison offices, and to be engaged in procuring activities, and to participate in the companies which will be engaged in such activities, and to carry out and to perform the wholesale or retail sales and the exportation of its own finished products and products as well as the finished products and products which it imports or purchases,</p> <p>f) To be engaged with the activities which are fundamental to the manufacturing and production of the equipment to be used for the maintenance and repair, and the investments for sustainment, perfection, refurbishment of the enterprises, and for new business investments, and to establish any necessary enterprises for such purposes, and to increase the capacity of the machinery, and to recover any surplus capacity thereof, and to generate the energy needed by the enterprises, when required,</p> <p>g) To enter into and to execute any agreements for patents, brands, licenses, know-how, procurement and supply, engineering, building &amp; construction and assembly, and such other similar agreements with the domestic and the international firms,</p> <p>ğ) To carry out and to perform training, research and development activities and operations within the fields falling into its scope of activity, and to have such activities and operations be carried out and performed, and to offer laboratory analysis services for any third persons and organizations,</p> <p>h) To have shipping and transportation services be carried out and performed, and to carry and to perform shipping and transportation services at particular cases and when required,</p> <p>ı) In order to meet its need in relation to its scope of activity, to acquire movable and immovable properties, to establish and to revoke real rights on its own or on the immovable properties of others, when required, to dispose, to lease, to lease out any movable properties or real estate, and to</p>	<p><b>PURPOSE AND FIELDS OF ACTIVITY OF THE COMPANY:</b>  <b>Article 3-</b> The principal purpose and the fields of activity of the Company are as follows;</p> <p>a) To establish and to operate factories, plants either at home or abroad in relation to the petrochemistry, chemistry and such other industrial sectors,</p> <p>b) To process and to treat the raw materials and supplementary/auxiliary substances, materials and chemicals necessary for the production of petrochemicals, chemicals and such other materials/substances by procuring such materials/substances either from home or abroad, to produce such materials/substances, and to carry out and to perform the domestic and international trading thereof,</p> <p>c) To pack any products, which may be obtained and derived at any stage of the production activities, and to establish packing and packaging industrial plants for such purpose, to recycle and/or to sell any wastes, byproducts and the materials of various qualities, and to establish and to operate plants and facilities for the disposal of the waste materials and hazardous wastes which cannot be recycled, and to offer disposal services to any third persons, and to sell any and all kinds of scraps,</p> <p>ç) To establish and to operate new enterprises, which provide the manufacturing and the production of all of the materials and substances listed above, and to establish and to operate the marine and road organizations in relation thereto, to expand the already established enterprises, and to purchase and to operate the already established enterprises in part or in whole,</p> <p>d) To commit undertakings for the establishment and operation of the plants and facilities at home and abroad in relation to its scope of activity, and to enter into and to execute cooperation and partnership agreements with domestic and international legal and real persons in relation its own scope of activity, to participate in the already established companies, or to incorporate new companies,</p> <p>e) To establish warehouses and sales points and regional organizations either at home or abroad, and to open up branches and liaison offices, and to be engaged in procuring activities, and to participate in the companies which will be engaged in such activities, and to carry out and to perform the wholesale or retail sales and the exportation of its own finished products and products as well as the finished products and products which it imports or purchases,</p> <p>f) To be engaged with the activities which are fundamental to the manufacturing and production of the equipment to be used for the maintenance and repair, and the investments for sustainment, perfection, refurbishment of the enterprises, and for new business investments, and to establish any necessary enterprises for such purposes, and to increase the capacity of the machinery, and to recover any surplus capacity thereof, and to generate the energy needed by the enterprises, when required,</p> <p>g) To enter into and to execute any agreements for patents, brands, licenses, know-how, procurement and supply, engineering, building &amp; construction and assembly, and such other similar agreements with the domestic and the international firms,</p> <p>ğ) To carry out and to perform training, research and development activities and operations within the fields falling into its scope of activity, and to have such activities and operations be carried out and performed, and to offer laboratory analysis services for any third persons and organizations,</p> <p>h) To have shipping and transportation services be carried out and performed, and to carry and to perform shipping and transportation services at particular cases and when required,</p> <p>ı) In order to meet its need in relation to its scope of activity, to acquire movable and immovable properties, to establish and to revoke real rights on its own or on the immovable properties of others, when required, to dispose, to lease, to lease out any movable properties or real estate, and to establish any usufruct</p>

establish any usufruct rights and servitudes, encumbrances on real estate, and such other rights either for its favor or against its own, and to sell any immovable and movable properties when required,

i) Provided that the requisite explanations and statements to be sought by the Capital Markets Board within the scope of any extraordinary circumstances are submitted, to give bails, to warrant guarantees, mortgages and pledge for the favor of the liabilities/debts of its own or of the companies to which it subscribes, and to receive any bails, guarantees, mortgages and pledges, and to release and to amend the same in order to obtain its receivables,

The principles set forth within the frame of the Capital Markets regulation shall be adhered to, when the Company grants guarantees, sureties, warrants or establishes right of mortgage including encumbrance on its behalf and in favor of 3rd parties.

j) In relation to the trading, which is carried out and performed by way of import and export, at the relevant branch of industry, to maintain and handle relations with any and all sectors concerning such industry, to participate in the branches of industry, engineering and consultancy, and to participate in the bids and tenders, and to commit any undertaking thereto,

k) To carry out and to offer engineering services either at home or abroad in relation to the businesses which are within its scope of activity,

l) In order to accomplish its purpose, to borrow from any resources either domestic or international,

m) Establishing partnerships on its subject and acquiring and/or merging with those established, participating in those which shall be established, reserving Capital Market Legislation and provided that these are not in the nature of an investment service or activity (provision 21/1 of the Capital Market Law is reserved),

n) In accordance with the Law 4628 on the Electricity Market, and the related legislation thereto, to establish power plants as per the auto-producer's license in order to meet its own need for electricity and heat/thermal energy at first, to generate electricity and heat/thermal energy, to sell the generated electricity and heat/thermal energy and/or the capacity to other legal persons holding the requisite licenses or to the eligible consumers as per the mentioned legislation in case of any surplus production, and to carry out and to perform the activities in relation to the obtainment of any and all kinds of equipment and fuel in relation to the electricity power/generating plant provided that such activities are not of commercial nature,

o) To carry out and to perform the activities in relation to the importation or purchase from domestic resources, of natural gas on wholesale and retail basis, utilization, storage of natural gas imported and purchased, in accordance with the legislation thereto,

ö) To carry out and to perform pilotage, trailer and mooring activities, to operate ports, cruise ports, passenger terminals, seaports, docks, harbors, berths, liquid fuel/liquefied petroleum pipeline and buoy systems, and such other similar onshore facilities/plants, and to be involved in port management activities, to offer port, agency, provision, bunkering services, and to provide that such services are offered by 3rd parties either by way of leasing or such other methods when required, and to purchase, to have built and to lease, to sell the necessary vessels/naval platforms, and to establish either domestic or international partnerships in relation thereto, to operate warehouses, and to offer warehousing services,

p) To support and to donate to the foundations, associations, educational institutions, which have been established for social purposes, and to such other persons, institutions and organizations in accordance with the principles prescribed by the Capital Markets Board. The upper limit for the donations shall be determined by the General Assembly and any donation exceeding this limit may not be made.

The grant, by the Company, of any aid or donation mentioned within the paragraph (p) of the Article 3 of the Articles of Association of the Company, requires prior approval of the Board of Directors of the Company. The donations are made

rights and servitudes, encumbrances on real estate, and such other rights either for its favor or against its own, and to sell any immovable and movable properties when required,

i) Provided that the requisite explanations and statements to be sought by the Capital Markets Board within the scope of any extraordinary circumstances are submitted, to give bails, to warrant guarantees, mortgages and pledge for the favor of the liabilities/debts of its own or of the companies to which it subscribes, and to receive any bails, guarantees, mortgages and pledges, and to release and to amend the same in order to obtain its receivables,

The principles set forth within the frame of the Capital Markets regulation shall be adhered to, when the Company grants guarantees, sureties, warrants or establishes right of mortgage including encumbrance on its behalf and in favor of 3rd parties.

j) In relation to the trading, which is carried out and performed by way of import and export, at the relevant branch of industry, to maintain and handle relations with any and all sectors concerning such industry, to participate in the branches of industry, engineering and consultancy, and to participate in the bids and tenders, and to commit any undertaking thereto,

k) To carry out and to offer engineering services either at home or abroad in relation to the businesses which are within its scope of activity,

l) In order to accomplish its purpose, to borrow from any resources either domestic or international,

m) Establishing partnerships on its subject and acquiring and/or merging with those established, participating in those which shall be established, reserving Capital Market Legislation and provided that these are not in the nature of an investment service or activity (provision 21/1 of the Capital Market Law is reserved),

n) In accordance with the Law **6446** on the Electricity Market, and the related legislation thereto, to establish, **operate, acquire and lease** power plants to generate electricity and heat/thermal energy, to sell the generated electricity and heat/thermal energy and/or the capacity to other legal persons holding the requisite licenses or to the eligible consumers as per the mentioned legislation and to carry out and to perform the activities in relation to the obtainment of any and all kinds of equipment and fuel in relation to the electricity power/generating plant,

o) To carry out and to perform the activities in relation to the importation or purchase from domestic resources, of natural gas on wholesale and retail basis, utilization, storage of natural gas imported and purchased, in accordance with the legislation thereto,

ö) To carry out and to perform pilotage, trailer and mooring activities, to operate ports, cruise ports, passenger terminals, seaports, docks, harbors, berths, liquid fuel/liquefied petroleum pipeline and buoy systems, and such other similar onshore facilities/plants, and to be involved in port management activities, to offer port, agency, provision, bunkering services, and to provide that such services are offered by 3rd parties either by way of leasing or such other methods when required, and to purchase, to have built and to lease, to sell the necessary vessels/naval platforms, and to establish either domestic or international partnerships in relation thereto, to operate warehouses, and to offer warehousing services,

p) To support and to donate to the foundations, associations, educational institutions, which have been established for social purposes, and to such other persons, institutions and organizations in accordance with the principles prescribed by the Capital Markets Board. The upper limit for the donations shall be determined by the General Assembly and any donation exceeding this limit may not be made.

The grant, by the Company, of any aid or donation mentioned within the paragraph (p) of the Article 3 of the Articles of Association of the Company, requires prior approval of the Board of Directors of the Company. The donations are made upon making the related special case explanations. Donations made

upon making the related special case explanations. Donations made within the year are submitted for the information of the partners in the general assembly and added to the distributable profit base.

Any amendments to the articles of association require the appropriate opinion of the Capital Markets Board, and the authorization of the Ministry of Customs and Trade of the Republic of Turkey.

Furthermore, in the event that the Company obtains a license from the Energy Market Regulatory Authority, and if it is required by the legislation related to such obtained license, any amendments to the articles of association other than the ones for the address of domicile, shall require the approval of the Energy Market Regulatory Authority.

within the year are submitted for the information of the partners in the general assembly and added to the distributable profit base.

**ASSIGNMENT OF SHARES:**

**Article 9-** Except publicly traded shares, validity of assignment of registered shares shall be subject to the approval of the Board of Directors. In order for the Board of Directors to approve the assignment of shares, it is mandatory that the member of the Board of Directors appointed in representing the C group share casts a positive vote.

The C group share can be assigned to another Turkish Public Institution as per the authorities granted to the Directorate of the Privatization Institution by the Law with number 4046. In that case, assignment will be registered to the company share book at once without need for any resolution of the Board of Directors.

**SHARE ORDER TYPES AND ASSIGNMENT OF SHARES:**

**Article 9- Company's shares are registered. The Company cannot issue bearer shares.**

Except publicly traded shares, validity of assignment of registered shares shall be subject to the approval of the Board of Directors. In order for the Board of Directors to approve the assignment of shares, it is mandatory that the member of the Board of Directors appointed in representing the C group share casts a positive vote.

The C group share can be assigned to another Turkish Public Institution as per the authorities granted to the Directorate of the Privatization Institution by the Law with number 4046. In that case, assignment will be registered to the company share book at once without need for any resolution of the Board of Directors.

**Until the Company obtains production license from Energy Market Regulatory Authority, the Company cannot make transactions leading to direct/indirect change of shareholding structure of the Company or transfer shares other than inheritance and bankruptcy and the exceptions stated in Article 57 of the License Regulation. These provisions do not apply to the publicly traded shares.**

**Following the obtainment of production license, it is mandatory to obtain prior approval of the Energy Market Regulatory Authority for direct/indirect share transfers that represent 5% or more of the share capital of the company or the transactions that lead to change in the shareholding structure of the Company. These provisions do not apply to the publicly traded shares.**

**Provisions of Capital Markets legislation are reserved.**

<p><u>N/A</u></p>	<p><b><u>MERGER AND SPIN OFF</u></b>  <b><u>Article 43- The Company has to obtain the prior approval of the Energy Market Regulatory Authority if the Company;</u></b>  a) <b><u>wishes to merge with a license holder company;</u></b>  b) <b><u>wishes to merge with a non-license holder company within the Company's structure or a license holder company's structure or</u></b>  c) <b><u>wishes to spin off.</u></b></p> <p><b><u>If the merger or spin off transaction is not realized within six months following the approval, the approval becomes void. In such a case a new approval is required for spin off or merger.</u></b></p> <p><b><u>Provisions of Capital Markets legislation in relation to merger and spin off are reserved.</u></b></p>
<p><u>N/A</u></p>	<p><b><u>AMENDMENT OF THE ARTICLES OF ASSOCIATION</u></b>  <b><u>Article 44- The approvals of the Capital Markets Board of Turkey and Customs and Trade Ministry are required for the amendment of the articles of association. Further, until the Company obtains production license from Energy Market Regulatory Authority, it is mandatory to obtain the approval of Energy Market Regulatory Authority for articles of association amendments with respect to type of shares; change in shareholding structure and decrease in share capital.</u></b></p> <p><b><u>Following the obtainment of production license, it is mandatory to obtain approval of the Energy Market Regulatory Authority for articles of association amendments with respect to type and transfer of shares; merger and spin off clauses and decrease in share capital.</u></b></p>