

## INFORMATION DOCUMENT OF PETKİM PETROKİMYA HOLDİNG A.Ş.

The Ordinary General Assembly Meeting of our Company for the year 2014 will convene on 30<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.

2014 Annual Report of Board of Directors, Consolidated Financial Reports, Auditing Report and proposal of the Board of Directors on the distribution of the profit and Information Document will be available to the shareholders at Petkim's Headquarters at Aliğa-İzmir and at the Petkim branch 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") 21 days before the meeting.

### PROCEDURES FOR ATTENDING THE GENERAL ASSEMBLY

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 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 General Assembly Meeting in person or by proxy do not have to block their shares before the Central Registry Agency ("CRA"). 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 27th March 2015 at 16:30 at the latest.

The Shareholders of our Company can attend the 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 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 Ordinary 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 and . 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)".

In order to ensure that our shareholders who cannot attend the meeting in person can exercise their voting rights through attorneys, they need to issue proxy as per the attached example, and upon fulfilling the other issues set forth in the "The Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" (II-30.1) of the Capital Markets Board, and submit to our Company with notarized signatures. The sample of the proxy can be obtained from our Headquarters or from the website of our Company at the address of [www.petkim.com.tr](http://www.petkim.com.tr). If the authorization has been done through the Electronic General Assembly System ("E-GEM"), the name and the surname of the power of attorney holder (representative) must be found in the list from the "CRA". If the authorization has not been made through the "E-GEM", a proxy in line with the legislation should be presented. **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.**

Save for the electronic voting provisions relating to the voting for the Agenda Items of the General Meeting, open voting procedure shall be applied by show of hands.

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

We kindly request our Shareholders to attend the Meeting at the foregoing address on the above date.

All right and benefit holders as well as the media (press and media organs) are invited to our General Assembly Meeting. In respect of the registered shares that are traded at the exchange pursuant to the Capital Markets Law, no individual notice shall be served to the shareholders by a registered letter with return receipt.

Following principles shall be applied in the General Assembly meetings:

**a) Invitation Procedure:**

As per Articles 27, 28 and 30 of the Articles of the Association;

The meetings of the General Assembly of Shareholders are held as ordinary or extraordinary meetings.

The General Assembly is the decision making organ having the authorities stipulated in the Turkish Commercial Code and other laws pertaining thereto.

Announcements for General Assembly meetings shall be made at least 3 (three) weeks before, except the announcement and meeting days, pursuant to Article 414 of the Turkish Commercial Code and the regulations of the Capital Markets Board in relation to corporate governance, in the Turkish Trade Registry gazette and on the web site of the Company by specifying the date, hour and place of the meeting. The Company does not have an obligation to send registered mails for the notification of the date of the meeting to the shareholders possessing company shares traded on the stock exchange. The agenda of the assembly should be attached to the Announcement. All issues required to be announced and all other notifications and explanations required to be made to the shareholders together with the general assembly meeting announcement as per the provisions of Capital Markets Law and relevant legislation shall be posted on the website of the Company. These points are announced in the Public Disclosure Platform and the related special case explanations are made.

**b) Time of Meeting:**

As per Article 27 of the Articles of the Association;

The ordinary meetings of the General Assembly are held at least once a year and within 3 (three) months after the end of the accounting period. The subjects of the agenda are discussed and decisions are taken regarding them during these meetings. Extraordinary General Assembly may be held at any time deemed necessary.

**c) Venue of Meeting:**

As per Article 29 of the Articles of the Association;

The General Assembly convenes at administrative headquarter of the Company; in an appropriate place in the city where administrative headquarter is located; or in another place in the country provided that announcements shall be done in accordance with the legal procedures.

**d) Representation:**

As per Article 31 of the Articles of the Association;

Shareholders can have themselves represented in the General Assembly Meetings by a proxy by means of issuance of a power of attorney. The proxy, in order to be able to participate in the General Meeting, should have submitted the power of attorney to the Company during the general meeting and before establishment of the presiding board. The Board of Directors will determine and announce the form of the power of attorneys within the framework of the regulations of the Capital Market Board. Provisions about appointment of the proxy electronically during general assembly meetings to be held in electronic platform are reserved.

The regulations in the Turkish Commercial Code and the Capital Markets regulation will apply for representation of shareholders.

**e) Attendance to the Meeting:**

As per Article 30 of the Articles of the Association;

It is mandatory that the managing directors and at least one member of the board of directors, the auditor and those that should furnish explanations about the agenda items are present in the general assembly meetings.

Unless otherwise is decided by the General Assembly, the meetings are held in a manner open to the relevant persons and press, however the participants of the meeting without obtaining an entry card with the capacity of shareholder or proxy do not have the right to talk and vote.

**f) Chairmanship Committee:**

As per Article 34 of the Articles of the Association;

Chairman, either one of the Deputy Chairmen or one of the Members of the Board of Directors will chair the general meetings in his/her absence of the Board of Directors.

The chairman of the General Meeting will constitute the presiding board by appointing the secretary of the meeting and the recorder of votes if finds necessary.

The chairman will be responsible to provide that the meeting is held in conformity with the laws. Minutes of the general meeting will be signed by the presiding board and the Representative of the Ministry of Customs and Trade.

**g) Voting Right and Its Exercise:**

As per Articles 32 and 33 of the Articles of the Association;

The voting rights of each shareholders in the General Assembly Meetings will be calculated by means of comparison of the total of the nominal value owned by the shareholder with the nominal value of the capital of the company.

Turkish Commercial Code, Capital Market Law and the related legislation provisions are complied with.

Shareholders physically present in the General Meetings will cast votes by means of raising hands. However, upon request of shareholders representing one tenth of the capital owned by the shareholders present and by approval of the General Meeting, secret voting can be adopted. Regulations of the Capital Market Board about the matter are reserved.

**h) Meeting and Resolution Quorum:**

As per Article 30 of the Articles of the Association;

The General Assembly gathers with the participation of the shareholders possessing at least one fourth of the company capital, except the circumstances requiring a higher quorum in accordance with the Turkish Commercial Code and these Articles of Association, the decisions are taken with the majority of the present votes.

In the event that the above mentioned quorum is not established in the first meeting, invitation will be made once again for General Assembly Meeting and the amount of capital represented in the second meeting will not be taken into consideration and the resolutions will be adopted by majority votes of the shares represented. The provisions of Turkish Commercial Code about meetings and quorum for meetings to be held for amendment of the articles of association shall be reserved. In the event that resolutions subject to approval of the member of the Board of Directors representing the C group require a resolution of the General Meeting, adoption of such resolutions shall be subject to the affirmative vote of the C group shareholder.

Provisions about special meeting of owners of concessionary shares and the quorum for those meetings shall be subject to the regulations of Turkish Commercial Code.

In the event that the transactions which are deemed to be Significant Transactions, and any and all kinds of related party transactions of the company, and the transactions in relation to granting any guarantees, pledges and mortgages for the favor of any third persons are submitted to the approval of the general assembly as per the mandatory regulations in relation to Corporate Governance Principles of the Capital Markets Board, general assembly meeting and decision quorums shall be determined in accordance with the regulations of the Capital Markets Board.

Shareholders representing minimum one twentieth of the capital of the company may request from the board of directors, by indicating the reasons and agenda, that an invitation is made for a general assembly meeting or if a general assembly meeting is already to be held, then the agenda items they wish to be discussed are included in the agenda of the meeting. In the event that the request of the shareholders for holding a general assembly meeting or adding new items to the agenda are refused by the Board of Directors or that the request is not responded in affirmative manner within 7 (seven) working days, the commercial court of first instance located in the place where the headquarters of the company is located can, upon request of the same shareholders rule that an invitation has been made for general assembly meeting.

**i) Internal Directive:**

Board of Directors shall issue an internal directive and submit for the approval of General Assembly regarding the rules in relation to the principles and procedures of General Assembly's operations in compliance with the Turkish Commercial Code and the regulations and communiqué introduced within the framework of this Law. Internal Directive has been approved by the General Assembly at 29/03/2013, published in the Official Gazette and come into effect at 08/04/2013.

**j) Attendance to General Assembly meeting in Electronic Environment:**

As per Article 29/A of the Articles of the Association;

Right owners granted with the right to participate in General Assembly Meetings can participate in these Meetings by electronic platform as well as per the provisions of article 1527 of Turkish Commercial Code. As per the provisions of the Regulation about "General Meetings To Be Held By Incorporations In Electronic Platform", the company can set up the electronic general assembly meeting system or purchase services from the systems established for this purpose, in order to be able to hold a general assembly

meeting in electronic platform in which members can attend express their opinions, make proposals and cast votes. In all General Assembly Meetings to be held, as per the provisions of this article about articles of association, the right owners and their representatives will be entitled to exercise their rights referred to in the provisions of the regulation through the system to be installed.

**OUR ADDITIONAL EXPLANATIONS PURSUANT TO  
REGULATIONS OF CAPITAL MARKET BOARD**

Additional disclosures which are required to be made pursuant to the “Communiqué of the Corporate Governance”, numbered (II-17.1) of the Capital Markets Board become effective at 3rd January 2014, and which are pertaining to agenda items are stated below under the respective agenda item and the general disclosures are made in this section.

**1.Shareholding Structure and Voting Right**

There is no privilege regarding voting rights in our Article of Association. Each share is entitled to one vote. Pursuant to the Article 11 of the Articles of Association, Group C shareholder has a privilege to nominate the Board of Directors. The validity of the decisions of the matters that mentioned on the Article 15 of the Articles of Association is subject to the affirmative vote of the member of Board of Directors elected from C group.

Voting rights of our Shareholders are shown below:

SHAREHOLDER	SHARE AMOUNT (TL)	RATIO OF CAPITAL (%)	VOTING RIGHTS	RATIO OF VOTING RIGHTS (%)
SOCAR Turkey Petrokimya A.Ş.	510.000.000,00	51,00	510.000.000.000	51,00
Other	436.784.318,90	43,68	43.678.431.890	43,68
SOCAR Turkey Enerji A.Ş.	53.215.681,09	5,32	5.321.568.109	5,32
Privatization Administration	0,01	0,00	1	0,00
	<b>1.000.000.000,00</b>	<b>100,00</b>	<b>100.000.000.000</b>	<b>100,00</b>

**2. Information about the request of shareholders, Capital Market Board and other public corporations to add a new agenda item**

No written request from the shareholders reached to IR department to add a new agenda item in the General Assembly Meeting which will be held on 30th March 2015.

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF  
PETKİM PETROKİMYA HOLDİNG A.Ş. RELATED TO YEAR 2014**

1. Opening and composition of the Meeting Presidency,
2. Reading, discussion and approval of the Activity Report of the Board of Directors for 2014,
3. Reading the report of the Auditor pertaining to 2014,
4. Reading, discussion and approval of the financial reports pertaining to 2014,
5. Release of the Chairman and members of the Board of Directors on account of their activities and account for 2014,
6. Discussion of the proposal of the Board of Directors on the usage of the profit pertaining to 2014, determination of the declared profit and dividend share ratio and taking a resolution thereon,
7. Taking a resolution on the Board's election of the independent Board Member pursuant to the Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1),
8. Determination of the monthly gross remunerations to be paid to the members of the Board of Directors,
9. Election of the Auditor pursuant to the Turkish Commercial Code with number 6102,
10. In accordance with "Independent Auditing Standards in Capital Market" issued by Capital Market Board, approving the Independent Auditing Firm selected by the Board upon proposal of the Committee responsible for Audit as to be charged for the audit of the activities and accounts of 2015,
11. Informing the Shareholders on the aid and donations granted by our Company within the year 2014,
12. Taking a resolution on the limit of aid and donation of our Company for year 2015 pursuant to the article 19 clause 5 of the Capital Markets Law (CML),
13. Informing the General Assembly regarding respective transactions of the persons mentioned in the clause (1.3.6) of "Corporate Governance Principles" which is annex to Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1),
14. Granting the Members of the Board of Directors authorization to perform the transactions provided for in Articles 395 and 396 of Turkish Commercial Code,
15. Pursuant to the clause of 12/4 of Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1), informing the General Assembly as regards the guarantees, pledges and mortgages given by the Company in favor of third parties in the year 2014 and of any benefits or income thereof,
16. Wishes and closing.

**PROXY**  
**PETKİM PETROKİMYA HOLDİNG ANONİM ŞİRKETİ**

I hereby appoint ..... who is introduced hereinbelow in detail as my representative to represent me in the Ordinary General Assembly Meeting of Petkim Petrokimya Holding Anonim Şirketi which shall be held on Monday 30/03/2015 at 13.30 p.m. in Aliğa /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. Reading, discussion and approval of the Activity Report of the Board of Directors for 2014,			
3. Reading the report of the Auditor pertaining to 2014,			
4. Reading, discussion and approval of the financial tables pertaining to 2014,			
5. Release of the Chairman and members of the Board of Directors for their activities and accounts pertaining to 2014,			
6. Discussion of determination of the proposal of the Board of Directors on the usage method of the profit pertaining to 2014 the distributable profit and dividend shares ratios and taking a resolution thereon,			
7. Taking a resolution on the Board's election of the independent Board Member pursuant to the Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1),			
8. Determination of the monthly gross remunerations to be paid to the members of the Board of Directors,			
9. Election of the Auditor pursuant to the Turkish Commercial Code with number 6102,			
10. In accordance with "Independent Auditing Standards in Capital Market" issued by Capital Markets Board (Serial:X No:22), approving the Independent Auditing Firm selected by the Board upon proposal of the Committee responsible for Audit as to be charged for the audit of the activities and accounts of 2015,			
11. Informing the Shareholders on the aid and donations granted by our Company within the year 2014,			
12. Taking a resolution on the limit of aids and donations of our Company for year 2015 pursuant to the article 19 clause 5 of the Capital Markets Law,			

Agenda Items (*)	Accept	Reject	Statement of Opposition
13. Informing the General Assembly regarding respective transactions of the persons mentioned in the clause (1.3.6) of "Corporate Governance Principles" which is annex to Corporate Governance Communiqué of the Capital Markets Board with number (II-17.1),			
14. Granting the Members of the Board of Directors authorization to perform the transactions provided for in Articles 395 and 396 of Turkish Commercial Code with number 6102,			
15. Pursuant to the clause of 12/4 of Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1), informing the General Assembly as regards the guarantees, pledges and mortgages given by the Company in favor of third parties in the year 2014 and of any benefits or income thereof,			
16. Wishes and closing.			

**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

## EXPLANATIONS ON THE AGENDA OF ORDINARY GENERAL ASSEMBLY

### 1. Opening and composition of the Meeting Presidency

The Meeting presidency to conduct the General Assembly Meeting will be composed pursuant to the "Turkish Commercial Code" (TCC) and the "Regulation on General Assembly Meetings of Capital Stock Companies and Commissioners of the Ministry of Industry and Commerce to be present at such Meetings" (the Regulation).

### 2. Reading, discussion and approval of the Activity Report of the Board of Directors for 2014

The Board's Activity Report pertaining to operating year 2014 prepared in accordance with Turkish Commercial Code (TCC) and Regulation and approved by the decision of our Board of Directors dated 06.03.2015 and numbered 14/21 and 14/22, made available to the shareholders for review at the headquarters of the company, at the İstanbul office in Reşitpaşa Mah. Eskibüyükdere Cad. Park Plaza No:14, 2. Kat, 8 no'lu Bağımsız Bölüm Şişli, on ([www.petkim.com.tr](http://www.petkim.com.tr)) and on Public Disclosure Platform ([www.kap.gov.tr](http://www.kap.gov.tr)), shall be read out for opinions and approval of the shareholders

### 3. Reading the report of the Auditor pertaining to 2014

The General Assembly shall be informed about the Audit Report prepared by pursuant to the Turkish Commercial Code (TCC) Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. that was selected as company auditor for the operating year of 2014 at the Ordinary General Meeting of 2013 and which will be reached on Petkim's Headquarters, Petkim's İstanbul branch, Petkim Azerbaijan representative office, Electronic General Assembly System (EGAS) of Central Registry Agency Inc. (CRA) and Petkim's website ([www.petkim.com.tr](http://www.petkim.com.tr))

### 4. Reading, discussion and approval of the financial tables pertaining to 2014

Consolidated balance sheet, profit and loss accounts pertaining to the accounting period 01.01.2014 – 31.12.2014 which are prepared in accordance with the provisions of TCC and Capital Market Law (CML) and relevant regulations and which are made available to the shareholders for review at the headquarters of the Company and on ([www.petkim.com.tr](http://www.petkim.com.tr)) as from 06.03.2015 shall be read out at the General Assembly; and shall be submitted to the approval of the Shareholders.

### 5. Release of the Chairman and members of the Board of Directors on account of their activities and account for 2014

The release of the members of Board of Directors from the operations and actions of the Company during the year 2014 shall be submitted to the approval of General Assembly, under the provisions of the TCC and the Regulation.

### 6. Discussion of the proposal of the Board of Directors on the usage of the profit pertaining to 2014, determination of the declared profit and dividend share ratio and taking a resolution thereon,

- According to the Consolidated Financial Statements for the period of 01.01.2014-31.12.2014, our Company has earned a "Net Term Profit" of TL 8.678.766,00 pursuant to the principles of Capital Markets Board ("CMB") Communiqué (II-14.1) and TL 563.841.530,50 pursuant to Tax Procedure Law.

- As stated in the attached profit distribution table, pursuant to the Board Resolution of 06.03.2015 with the number 14/23 profit of TL 28.192.076,53 will be allocated to the primary legal reserves and the remaining amount of the profit TL 535.649.453,97 will be allocated to the extraordinary reserves,

- Pursuant to Capital Markets Board's Communiqué numbered II-14.1, first primary legal reserves of TL 28.192.076,53 will be deducted from "Net Term Profit" of TL 8.678.766,00 (the amount calculated in Consolidated Financial Statements for period of 01.01.2014-31.12.2014) and remaining TL 19.513.310,53 will be deducted from previous years profits' and hence it has been resolved that no profit will be distributed for 2014,

shall be submitted to the approval of the General Assembly. The table of profit distribution is available in **(Attachment/1)**.



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## 7. Sermaye Piyasası Kurulu'nun (II 17.1) sayılı "Kurumsal Yönetim Tebliği"i uyarınca Yönetim Kurulu tarafından yapılan Bağımsız Yönetim Kurulu üyesi seçiminin onaylanması

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Mr. Muammer TÜRKER, who is an independent member of board in line with capital markets board legislation, is registered and announced in favor of Privatization Administration and item (h) of principle numbered 4.3.6 "not being registered and announced on behalf of the legal person elected as a member of the board of directors" of the "Corporate Governance Communiqué" (Communiqué) numbered II-17.1 came into effect on 03.01.2014 is not satisfied and for this reason a permission is requested from CMB for him to carry duty as an independent board member until general assembly meeting of 2014.

Since time set by CMB has about to end, appointment of Mr. Muammer TÜRKER as board member (Privatization Administration representative) and appointment of Mr. Mehmet Emin BİRPINAR as independent board member is evaluated by the Corporate Governance Committee. **(Attachment-2)**

Mr. Mehmet Emin BİRPINAR is evaluated as whether can carry duty as independent board member or not and his CV is attached to the **(Attachment-3)**. Independence declaration of Mr. Mehmet Emin BİRPINAR is attached to **(Attachment-4)** After evaluation taking consideration of independence declaration and CV of Mr. Mehmet Emin BİRPINAR, he is considered to satisfy other conditions except item ç of principle numbered 4.3.6 of the Communiqué as he is working full time at the state institution of the Ministry of Environment and Urban Planning as Deputy Undersecretary.

Within the extent set in article numbered 6 and item numbered 2 of the Communiqué, the affirmative opinion is obtained from the Capital Markets Board.

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## 8. Determination of the monthly gross remunerations to be paid to the members of the Board of Directors,

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In accordance with the provisions of the Turkish Commercial Code, the Regulation and Articles of Association, the remunerations to be paid to the members of the Board of Directors shall be negotiated and determined.

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## 9. Election of the Auditor pursuant to the Turkish Commercial Code with number 6102

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The Auditor shall be elected pursuant to the Turkish Commercial Code with number 6102 for the operating period of year 2014.

### **Related Article of TCC:**

#### **C) The auditor**

**Article 399 - (1)** The auditor shall be appointed by the company's GA; the auditor of the group of companies shall be appointed by the parent company's GA. An auditor must be appointed for each fiscal year and before the end of the fiscal year in which he/she will perform his/her duty. After the appointment, the BoD shall register the appointment of the auditor with the Trade Registry and announce it in the Turkish Trade Registry Gazette and on its Web site.

**(2)** The auditor can be dismissed from the audit engagement only in the manner set forth in paragraph 4 and provided that another auditor has been appointed.

**(3)** If no other auditor is appointed, the auditor of the parent company is considered to be the auditor of the group.

**(4)** If questions arise about whether the elected auditor is acting subjectively and fair cause can be established, the commercial court of first instance at the location of the company's headquarters can appoint another auditor after hearing the concerned parties and the elected auditor upon the request of any of the following:

a) The BoD.

b) The shareholders representing 10 percent of the capital, or, in public companies 5 percent of the basic or issued capital.

**(5)** The action regarding dismissal and appointment of a new auditor shall be filed within three weeks from the date on which the auditor election has been announced in the Turkish Trade Registry Gazette. In order for minority shareholders to file this action, they must have voted against the election of the auditor at the GA, had their opposing votes recorded in the minutes and been a shareholder for at least three months prior to the date of the GA at which the election was made.

**(6)** If an auditor has not been appointed within the first four months of the fiscal year, an auditor shall be appointed by the court as specified in paragraph, upon the request of the BoD, of each member of the board or of any shareholder. The same provision shall also apply in cases where the appointed auditor rejects the appointment or terminates the contract, that the resolution for his/her appointment is cancelled, declared null and void, or that the auditor fails to perform his/her duty due to legal or any other reason, or that he/she is prevented from performing his/her duty. The order of the court shall be final.

**(7)** In the event the auditor is appointed by the court, the advance payment required to be paid to the court treasurer for his/her fee and possible expenses shall be determined by the court by taking similar cases into consideration. An objection to the fee and the expenses can be made within three business days. The order of the court shall be final.

**(8)** The auditor can terminate the audit contract only in the case of the existence of a just cause or only if an action for his/her dismissal has been filed. The conflict regarding the content of audit opinion, a qualified opinion and an opinion with a disclaimer letter cannot be deemed as just cause. The termination of the contract by the auditor must be justified and communicated in writing. The auditor shall be liable to submit the results he/she obtained until the date of termination to the GA, and these results shall be presented to the GA in the form of a report complying with Article 402.

**(9) In the event the auditor gives a notice of termination in accordance with the provision in paragraph 6, the BoD shall immediately elect a temporary auditor, and shall inform the GA of the termination notice and present the auditor elected by the board for the approval of the GA.**

**10. In accordance with “Independent Auditing Standards in Capital Market” issued by Capital Market Board, approving the Independent Auditing Firm selected by the Board upon proposal of the Committee responsible for Audit as to be charged for the audit of the activities and accounts of 2015,**

Pursuant to part Three, Section 6 of the Communiqué of the Capital Markets Board Serial: X, No. 22, the selection of independent audit company by the Board of Directors should be submitted to the General Assembly for approval. It is unanimously decided by Board of Directors of our Company upon recommendations by the Committee in charge of Audit to contract Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş to inspect the annual and interim financial tables of our Company prepared in accordance with the provisions of the regulations of the Capital Markets Board covering the accounting period 2015, and submit the selected audit company to the General Assembly for approval.

**11. Informing the Shareholders on the aid and donations granted by our Company within the year 2014**

The donations made within the year are required to be submitted to the approval of the General Assembly in accordance with Communiqué of the Capital Markets Board with number (II-19.1), Article 6. Our company has made a donation to the tax exempt foundations and organizations at an amount of TL 50.243,16 in 2014 .This item is not subject to approval of the General Assembly, but only bears an informative purpose.

PETKİM PETROKİMYA HOLDİNG A.Ş.			
LIST OF AIDS AND DONATIONS DEBITED AS EXPENSES, AS OF DECEMBER 31, 2013			TL
<b>General aid and donations</b>			
2014	Turkish Education Foundation		200,00
2014	Donation of vehicle to Aliğa Police Directorate		44.342,10
2014	İzmir Foundation for Culture Arts and Education		5.000,00
2014	Donation of 762/1 Parcel		651,06
2014	Aegean Forest Foundation		50,00
		<b>TOTAL:</b>	<b>50.243,16</b>

**12. Taking a resolution on the limit of aid and donation of our Company for year 2015 pursuant to the article 19 clause 5 of the Capital Markets Law (CML)**

Pursuant to the Article 19 clause 5 of Capital Markets Board, the limit of aid and donation of our Company for year 2015 shall be discussed and a resolution shall be taken thereon.

**13. Informing the General Assembly regarding respective transactions of the persons mentioned in the clause (1.3.6) of “Corporate Governance Principles” which is annex to Communiqué of the Capital Markets Board “Corporate Governance” numbered (II-17.1),**

Informing the General Assembly regarding respective transactions of the persons mentioned in the clause (1.3.6) of “Corporate Governance Principles” which is annex to Communiqué of the Capital Markets Board “Corporate Governance” numbered (II-17.1), if any. This item is not subject to approval by the General Assembly, but only bears an informative purpose.

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**14. Granting the Members of the Board of Directors authorization to perform the transactions provided for in Articles 395 and 396 of Turkish Commercial Code**

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Since General Assembly's approval is required for the members of the Board of Directors to perform any transaction pursuant to Article 395 ("Prohibition of conducting transaction with company, to become indebted to company") and Article 396 ("Non-Compete Obligation") of Turkish Commercial Code and Section 396, Granting this permission shall be presented to the approval of the shareholders.

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**15. Pursuant to the clause of 12/4 of Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1), informing the General Assembly as regards the guarantees, pledges and mortgages given by the Company in favor of third parties in the year 2014 and of any benefits or income thereof,**

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This agenda item is not subject to approval of the General Assembly, but only bears an informative purpose. Information on the details of the collaterals, mortgages and pledges given to carry out the regular commercial activities of the Company are provided in footnotes of the Audited Financial Statements dated 31 December 2014. The information note regarding the guarantees, pledges and mortgages provided by the Company to third parties or the derived income or interest thereof will also be read out during the General Assembly; and shall be submitted to the information of the shareholders.

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**16. Wishes and closing speech.**

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**ATTACHMENT-1: Profit Distribution Table**

**ATTACHMENT-2: Evaluation of Corporate Governance Committee**

**ATTACHMENT-3: Mr.Mehmet Emin Birpınar CV**

**ATTACHMENT-4: Independence Declaration of Mr.Mehmet Emin Birpınar**

ATTACHMENT-1: Profit Distribution Table

PETKİM PETROKİMYA HOLDİNG ANONİM ŞİRKETİ FOR 2014  
STATEMENT OF PROFIT APPROPRIATION (TL)

	As per Capital Markets Board	As per legal records
<b>PROFIT DISTRIBUTION FOR THE PERIOD</b>		
1) Paid / Issued Capital	1.000.000.000,00	1.000.000.000,00
2) Total Legal Reserve (As per legal records)	8.356.700,26	8.356.700,26
<b>In case of preference in the distribution of profit as per Articles of Incorporation, details of the respective preference</b>		
3) Profit for the period	(61.771.495,00)	563.841.530,50
4) Taxes to be paid	70.450.261,00	-
<b>5) Net Profit for the period</b>	<b>8.678.766,00</b>	<b>563.841.530,50</b>
6) Losses from previous years	-	-
7) Primary legal reserves (*)	8.678.766,00	28.192.076,53
<b>8) Distributable Net Profit of the Period</b>	<b>-</b>	<b>535.649.453,97</b>
9) Donations during the year	-	-
<b>10) DISTRIBUTABLE NET PROFIT OF THE PERIOD WITH ADDED DONATIONS FOR THE CALCULATION OF THE FIRST DIVIDEND</b>	<b>-</b>	<b>535.649.453,97</b>
11) First Dividend to Shareholders	-	-
- Cash	-	-
- Free of Charge	-	-
12) Shareholders of Preferred Shares	-	-
13) Dividends for the Members of the Executive Board, Employees, etc.	-	-
14) Dividends for the Shareholders of Dividend Shares	-	-
15) Second Dividend to Shareholders	-	-
16) Secondary Legal Reserve	-	-
17) Statutory Reserves	-	-
18) Special Reserves	-	-
<b>19) Extraordinary Reserves</b>	<b>-</b>	<b>535.649.453,97</b>
<b>20) Other Resources Anticipated for Distribution</b>		
- Previous Years Profit	-	-
- Extraordinary Reserves	-	-
- Other Distributable Reserves as per the Law and Articles of Association	-	-
Earnings per Share (kurus)	0,0087	
Dividend per Share (kurus) (Gross)	0,0000	

**INFORMATION ON THE DISTRIBUTED SHARE OF PROFIT**

Dividend information per share				
Group		Total dividend amount TL	Dividend corresponding to a share with nominal value 1K₺	
			Amount K₺	Ratio
GROSS	A			
	Socar Turkey Petrokimya A.Ş.	-	-	-
	Socar Turkey Enerji A.Ş.	-	-	-
	Other (Open to Public)	-	-	-
	B			
	Socar Turkey Petrokimya A.Ş.	-	-	-
C				
Directorate of Privatization Administration	-	-	-	
Total:			-	

NET	A			
	Socar Turkey Petrokimya A.Ş.	-	-	-
	Socar Turkey Enerji A.Ş.	-	-	-
	Other (Open to Public)	-	-	-
	B			
	Socar Turkey Petrokimya A.Ş.	-	-	-
C				
Directorate of Privatization Administration	-	-	-	
Total:		-		

**DISTRIBUTED SHARE OF PROFIT IN PROPORTION TO NET DISTRIBUTABLE PROFIT FOR THE PERIOD WITH ADDED DONATIONS**

Share of profits distributed to shareholders (TL)	Share of profits distributed to shareholders in proportion to net distributable profit for the period with added donations (%)
-	-

(\*)Primary legal reserves of TL 28,192,076.53 will be deducted from "Net Term Profit" of TL 8.678.766,00 (the amount calculated in Consolidated Financial Statements for period of 01.01.2014-31.12.2014) and remaining TL 19,513,310.53 will be deducted from previous years profits'.

**ATTACHMENT-2: Evaluation of Corporate Governance Committee**

**To the Board of Directors of PETKİM Petrokimya Holding A.Ş.**

Mr. Muammer TÜRKER, who is an independent member of board in line with capital markets board legislation, is registered and announced in favor of Privation Administration and item (h) of principle numbered 4.3.6 "not being registered and announced on behalf of the legal person elected as a member of the board of directors" of the "Corporate Governance Communiqué" (Communiqué) numbered II-17.1 came into effect on 03.01.2014 is not satisfied and for this reason a permission is requested from CMB for him to carry duty as an independent board member until general assembly meeting of 2014.

Since time set by CMB has about to end, appointment of Mr. Muammer TÜRKER as board member (Privatization Administration representative) and appointment of Mr. Mehmet Emin BİRPINAR as independent board member is evaluated.

Mr. Mehmet Emin BİRPINAR with Turkish ID number 35920575130, whose CV is attached and resides at the address Güzeltepe Mahallesi Çağdaş Sokak No: 3/D Üsküdar, İstanbul is evaluated as whether can carry duty as independent board member or not. Independence declaration of Mr. Mehmet Emin BİRPINAR is attached. After evaluation taking consideration of independence declaration and CV of Mr. Mehmet Emin BİRPINAR, he is considered to satisfy other conditions except item ç of principle numbered 4.3.6 of the Communiqué as he is working full time at the state institution of the Ministry of Environment and Urban Planning as Deputy Undersecretary.


Within the extent set in article numbered 6 and item numbered 2 of the Communiqué, conditional on obtaining the affirmative opinion of the Capital Markets Board, it is resolved that the board of directors be informed that Mr. Mehmet Emin BİRPINAR can carry duty as independent member of board in our Company and to carry out necessary work for getting approval of the Capital Markets Board for this subject.

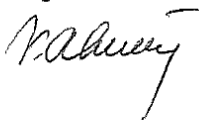
Attachment: Independence declaration and CV of Mr. Mehmet Emin BİRPINAR


Sincerely. 11 / 02 / 2015

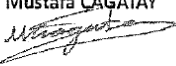
**Corporate Governance Committee**

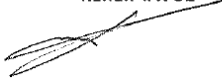
11 / 02 / 2015

  
Committee Chairman  
Hulusi KILIÇ

Committee Member  
Vagif ALIYEV  


Committee Member  
Prof.Dr.Mehmet Emin  
BİRPINAR  


Committee Member  
(Internal Audit&IR  
Coordinator)  
Mustafa ÇAĞATAY  


Committee Member  
Kenan YAVUZ  


**ATTACHMENT-3: Mr.Mehmet Emin Birpınar CV**  
**Prof. Dr. Mehmet Emin BİRPINAR**

Born in Konya in 1966, Professor Mehmet Emin Birpınar graduated from the Department of Civil Engineering of Yıldız Technical University in İstanbul. He completed the master's degree and PhD in the Department of Civil Engineering of Yıldız Technical University. He also completed the master's degree on civil engineering in Italy in 1991 and in the Delft University of Technology in Netherlands in 1994. Being assigned as Professor in 2009, he is also a faculty member at Yıldız Technical University.

Professor Birpınar was appointed as the Deputy Undersecretary to the Ministry of Environment and Urbanization in 2013. Prior to this post, he held the position of the Provincial Director of İstanbul in the Ministry of Environment and Urbanization (2011-2012) and in the former Ministry of Environment and Forestry (2003-2011).

Professor Birpınar was elected as the President of the Bureau of the Barcelona Convention for the term of 2014-2015 in the 18th Meeting of the Contracting Parties held in İstanbul in December 2013. Being a member of the Water Engineering Research and Development Center (WERDEC), International Association for Hydro-Environment Engineering and Research (IAHR) and American Society of Civil Engineers (ASCE), Professor Birpınar is also a member of the board of directors in several institutions and foundations. He has published more than a hundred articles or scientific papers in national and international congresses or scientific magazines. He also deals with writing articles for newspapers.

Mehmet Emin Birpınar complies the requirements of Capital Markets Board's Corporate Governance Principles of independent board member. He does not have relationship of interest between Petkim Petrokimya Holding A.Ş. and its related parties.

**ATTACHMENT-4: Independence Declaration of Mr.Mehmet Emin Birpınar**

**BAĞIMSIZLIK BEYANI**

Petkim Petrokimya Holding A.Ş. (Şirket) Yönetim Kurulunda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulunun 3 Ocak 2014 tarihli ve 28871 sayılı Resmi Gazete'de yayımlanarak yürürlüğe giren Kurumsal Yönetim Tebliği (II-17.1)'nde belirtilen Sermaye Piyasası Kurulu Kurumsal Yönetim İlkelerinde belirlenen kriterlere göre "**Bağımsız Üye**" olarak görev yapmaya aday olduğumu belirtirim. Bu kapsamda;

a) Şirkette, Türkiye Finansal Raporlama Standartları 10'a göre şirketin yönetim kontrolü ya da Türkiye Muhasebe Standartları 28'e göre önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile şahsım, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olmadığımı ya da önemli nitelikte ticari ilişkide bulunmadığımı,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı ve/veya yönetim kurulu üyesi olarak görev almadığımı,

c) Bağımsız yönetim kurulu üyesi olmam nedeniyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşik olduğumu,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine ve Yönetim Kurulu tarafından görevlendirildiğim şirket adına temsil görevlerime zaman ayıracağımı,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev yapmadığımı beyan ederim.

Yönetim Kurulu, Genel Kurul, hissedarlarımız ve tüm menfaat sahiplerinin bilgisine sunarım.

18/02/2015  
Mehmet Emin BİRPINAR  
TC Kimlik No: 35920575130