



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

The Ordinary General Assembly Meeting of our Company for the operation year 2016 will convene on 29<sup>th</sup> March 2017 Wednesday at 13:00 p.m at Company Headquarters located at Aliağa/İZMİR in order to discuss and decide upon below-mentioned agenda items.

2016 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 Aliağa-İzmir and at the Petkim branch be addressed in Reşitpaşa Mah. Eski Büyükdere Cad. Park Plaza No:14, Floor: 2, No: 8, Independent Section, Şişli-İstanbul and at Bakü, Heydar Aliyev 121, Socar Tower, 14th Floor, Bakü, Azerbaijan, 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 28th March 2017 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. 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.	765.000.000,00	51,0000	76.500.000.000	51,0000
Other	734.999.999,99	48,9999	73.499.999.999	48,9999
Privatization Administration	0,01	0,0001	1	0,0001
	<b>1.500.000.000,00</b>	<b>100,00</b>	<b>150.000.000.000</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 29th March 2017.



**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF  
PETKİM PETROKİMYA HOLDİNG A.Ş. RELATED TO OPERATIONAL YEAR 2016**

1. Opening and composition of the Meeting Presidency,
2. Reading, discussion and approval of the Activity Report of the Board of Directors for the 2016 operational year,
3. Reading the Auditor's report pertaining to the 2016 operational year.
4. Reading, discussion and approval of the financial statements pertaining to the 2016 operational year,
5. Release of the Chairman and members of the Board of Directors on account of their activities and account for the 2016 operational year,
6. Discussion of the proposal of the Board of Directors on the profit usage pertaining to the 2016 operational year; determination of the declared profit and dividend share ratio and taking a resolution thereon,
7. Submitting the election of the new Board Member for a vacant position to the approval of the General Assembly in accordance with Article 11 of the Articles of Association of the Company and Article 363 of TCC,
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,
10. In accordance with "Independent Auditing Standards in Capital Market" issued by Capital Markets 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 2017,
11. Informing the Shareholders on the aid and donations granted by our Company within the 2016 operational year,
12. Taking a resolution on the limit of aid and donations of our Company that will make up to the Ordinary General Assembly Meeting for 2017 accounts 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 the 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 in regards to the guarantees, pledges and mortgages given by the Company in favor of third parties in the year 2016 and of any benefits or income thereof,
16. Closing remarks and meeting close



**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 Wednesday 29/03/2017 at 13.00 p.m. in Aliağa /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 the 2016 operational year,			
3. Reading the Auditor's report pertaining to the 2016 operational year,			
4. Reading, discussion and approval of the financial statements pertaining to the 2016 operational year,			
5. Release of the Chairman and members of the Board of Directors on account of their activities and account for the 2016 operational year,			
6. Discussion of the proposal of the Board of Directors on the profit usage pertaining to the 2016 operational year; determination of the declared profit and dividend share ratio and taking a resolution thereon,			
7. Submitting the election of the new Board Member for a vacant position to the approval of the General Assembly in accordance with Article 11 of the Articles of Association of the Company and Article 363 of TCC,			
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,			
10. In accordance with "Independent Auditing Standards in Capital Market" issued by Capital Markets 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 2017,			
11. Informing the Shareholders on the aid and donations granted by our Company within the 2016 operational year,			



Agenda Items (*)	Accept	Reject	Statement of Opposition
12. Taking a resolution on the limit of aid and donations of our Company that will make up to the Ordinary General Assembly Meeting for 2017 accounts 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 the 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 in regards to the guarantees, pledges and mortgages given by the Company in favor of third parties in the year 2016 and of any benefits or income thereof,			
16. Closing remarks and meeting close.			

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

- The representative has the authority to vote in line with his/her own opinion.
- The representative does not have the authority to vote in line with these matters.
- 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.**

- Issue and Serial:\*
- Number/Group:\*\*
- Number of Shares - Nominal Value:
- Whether it has privilege for vote or not:
- Whether it is a Bearer or Registered share:\*
- 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 the 2016 operational year,

The Board's Activity Report pertaining to operating year 2016 prepared in accordance with Turkish Commercial Code (TCC) and Regulation and approved by the decision of our Board of Directors dated 06.03.2017 and numbered 8/16, made available to the shareholders for review at the headquarters of the company, at the İstanbul office in Reşitpaşa Mah. Eski Büyükdere Cad. Park Plaza No:14, Floor: 2, No: 8, Independent Section, Şişli-İstanbul, at Bakü, Heydar Aliyev 121, Socar Tower, 14th Floor, Bakü, Azerbaijan, Petkim representative office, 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 Auditor's report pertaining to the 2016 operational year,

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 operational year of 2016 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 statements pertaining to the 2016 operational year,

Consolidated balance sheet, profit and loss accounts pertaining to the accounting period 01.01.2016 – 31.12.2016 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 02.03.2017 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 the 2016 operational year,

The release of the members of Board of Directors from the operations and actions of the Company during the operational year 2016 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 profit usage pertaining to the 2016 operational year; determination of the declared profit and dividend share ratio and taking a resolution thereon,

- According to the Consolidated Financial Statements for the period of 01.01.2016-31.12.2016, our Company has earned a "Net Term Profit" of TL 725.786.278 pursuant to the principles of Capital Markets Board ("CMB") Communiqué (II-14.1) and TL 702.820.967,72 pursuant to Tax Procedure Law.

- As stated in the profit distribution table, pursuant to the Board Resolution of 06.03.2016 with the number 8/19 from a total profit of TL 702.820.967,72, TL 35.141.048,39 will be allocated to the primary legal reserves, TL 52.500.000,00 will be allocated to the second legal reserves and TL 15.179.919,33 shall be allocated to the extraordinary reserves,

In accordance with the provisions of Capital Markets Board's Communiqué numbered 19.1, the dividend at the amount of TL 600.000.000 (from the net distributable profit of TL 670.934.646,77) shall be distributed to the shareholders on 14.04.2017;

In the event that this profit distribution offer has been approved by the General Assembly,

- Cash dividend in the rate of 40% by gross=net 0,40 kr for each share certificate with a nominal value of 1,00 kr shall be paid to our shareholders which are full fledged tax payer organizations and those limited tax payer shareholders which obtain dividends through a business or permanent representative in Turkey, and
- Cash dividend in the rate of 40% by gross 0,40 kr and 0,34 kr for each share certificate with a nominal value of 1,00 kr shall be paid to our other shareholders,

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



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**7. Submitting the election of the new Board Member for a vacant position to the approval of the General Assembly in accordance with Article 11 of the Articles of Association of the Company and Article 363 of TCC,**

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The election of Mr. İlhami ÖZŞAHİN having Turkish ID Number of 18329363690, residing at Karşıyaka Mah. 753 Sokak No:23 Gölbaşı, ANKARA for the vacant position within the year, in accordance with Article 11 of the Articles of Association of the Company and Article 363 of TCC,

CV of Board Member is attached in **(Attachment/2)**.

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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**

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The Auditor shall be elected pursuant to the Turkish Commercial Code with number 6102 for the operational of year 2017.

**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.

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**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 2017,**

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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 PwC 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 2017, and submit the selected audit company to the General Assembly for approval.

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**11. Informing the Shareholders on the aid and donations granted by our Company within the 2016 operational year,**

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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 3.254.727,44 in 2016. 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, 2016		TL
<b>General aid and donations</b>		
2016	Donation to the families of the citizens who have been martyred on 15 July 2016	2.000.000,00
2016	Heydar Aliyev High Scholl Azerbaijani Students	1.197.550,00
2016	İKSV (İstanbul Foundation For Culture&Arts)- The Sponsorship for 30 <sup>th</sup> İzmir Festival	10.000,00
2016	Donation to Ege Plasder Derneği	10.000,00
2016	Donation to parent of our dead employee	30.000,00
2016	Other Aid and Donations	7.177,44
<b>TOTAL:</b>		<b>3.254.727,44</b>

**12. Taking a resolution on the limit of aid and donations of our Company that will make up to the Ordinary General Assembly Meeting for 2017 accounts 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 that will be made up to the Ordinary General Assembly Meeting for 2016 accounts 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.

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

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.

**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 in regards to the guarantees, pledges and mortgages given by the Company in favor of third parties in the year 2016 and of any benefits or income thereof,**

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 2016. 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.

**16. Closing remarks and meeting close.**

**ATTACHMENT-1: Profit Distribution Table**

**ATTACHMENT-2: CV of Board member**



**ATTACHMENT-1:Profit Distribution Table**

**PETKİM PETROKİMYA HOLDİNG A.Ş. 2016  
PROFIT DISTRIBUTION TABLE THAT WILL BE SUBMITTED TO SHAREHOLDERS' MEETING**

	Per Capital Market Regulations	Per Legal Records
<b>DISTRIBUTION OF CURRENT PERIOD PROFIT</b>		
1) Paid In/ Issued Capital	1.500.000.000,00	1.500.000.000,00
2) Total Legal Reserve Funds (Per Legal Records)	104.957.637,64	104.957.637,64
<b>Information on privileges in profit distribution if any in the Articles of Association</b>		
3) Current Period Profit	802.762.131,00	865.657.320,64
4) Taxes Payable	(76.975.853,00)	(162.836.352,92)
<b>5) NET PROFIT</b>	<b>725.786.278,00</b>	<b>702.820.967,72</b>
6) Previous Years Losses	-	-
7) First Legal Reserves	35.141.048,39	35.141.048,39
<b>8) NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>690.645.229,61</b>	<b>667.679.919,33</b>
9) Donations Made During The Year	3.254.727,44	3.254.727,44
<b>10) NET DISTRIBUTABLE PROFIT ADDED DONATIONS</b>	<b>693.899.957,05</b>	<b>670.934.646,77</b>
11) First Dividend to Shareholders	600.000.000,00	
- Cash	600.000.000,00	
- Bonus	-	
12) Dividend to Privileged Shareholders	-	
13) Dividend to Board Members And Employees, etc.	-	
14) Dividend to Redeemed Shareholders	-	
15) Secondary Dividend to Shareholders	-	
16) Secondary Legal Reserves	52.500.000,00	
17) Statutory Reserves	-	
18) Special Reserves	-	
<b>19) EXTRAORDINARY RESERVES</b>	<b>38.145.229,61</b>	<b>15.179.919,33</b>
<b>20) Other resources payable</b>		
- Previous Years Profit	-	
- Extraordinary Reserves	-	
- Other Distributable Reserves As Per The Law And the Articles of Associ	-	
Dividend Per Share (Krs)	0,4839	
Dividend Per Share (krs) (Gross)	0,4000	

**INFORMATION ABOUT DIVIDEND RATIO**

Information About Dividend Ratio				
Group	Total Dividend Amount TL	Dividend to 1 Krş Nominal Shares		
		Amount Krş	Rate%	
GROSS	A			
	SOCAR Turkey Petrokimya A.Ş.	306.000.000,00	0,400000	40,000
	Others (Publicly Held Shares)	294.000.000,00	0,400000	40,000
C	Directorate of Privatization Administration	0,00	0,400000	40,000
	Toplam :	600.000.000,00		

NET	A			
	SOCAR Turkey Petrokimya A.Ş.	306.000.000,00	0,400000	40,000
	Others (Publicly Held Shares) (*)	249.900.000,00	0,340000	34,000
C	Directorate of Privatization Administration	0,00	0,340000	34,000
	Toplam :	555.900.000,00		

**THE RATIO OF DIVIDENT DISTRIBUTED OVER NET DISTRIBUTABLE PROFIT ADDED DONATIONS**

DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)	The Ratio of Divident Distributed Over Net Distributable Profit Added Donations (%)
600.000.000,00	89,43

(\*) While calculating the net dividend, tax withholding rate of %15 is used, assuming that all publicly held shares are owned by full fledged real persons. Taxwitholding may change in line with information that will be obtained from Central Registry Agency on the date of distribution.



**ATTACHMENT-2: CV of Board member**

**İlhami ÖZŞAHİN - Board Member**

Born in Kastamonu in 1950, İlhami Özşahin graduated with a degree in Electronic Engineering from İstanbul State Architecture Engineering Faculty. In 1976, Özşahin started his professional career at TEK as a System Operating Engineer, and in 1995 he was appointed as the TEAŞ Load Dispatching Department Chair. At the end of 2000 he was appointed as Counselor in the General Management of TEAŞ. From 1995 to 2000, he also served as Chair in the TEAŞ Environmental Department and Scientific Inspection and Efficiency Department. From 2002 to 2003, he served as Energy Specialist at the Energy Market Regulatory Authority, and in March 2003 he was appointed as General Manager and Board Chair in Türkiye Elektrik İletim A.Ş., retiring in 2009. Over the course of his career, he attended various domestic and overseas short-term education activities and received long-term education related to energy planning and coordination in Japan, and completed Energy Management studies in England. Özşahin still works as an independent consultant and is married with three children.