

**MINUTES OF THE ORDINARY GENERAL  
ASSEMBLY MEETING OF  
PETKİM PETROKİMYA HOLDING FOR 2018 ACTIVITY YEAR  
DATED 29 MARCH 2019**

The Ordinary General Assembly Meeting of Petkim Petrokimya Holding AŞ for 2018 activity year has been held on 29/03/2019 at 10:30 am at the headquarters of the Company located at Aliğa/İZMİR under the supervision of Representatives of the Ministry Nuray GÖKLER and H. Alper MARASALI assigned by the letter of Izmir Provincial Directorate of Trade numbered 42851575 and dated 22.03.2019.

The invitation for the meeting, including a description of its agenda, was made 21 days in advance of the meeting per article 414 and other relevant articles of the Turkish Commercial Code (TCC) No. 6102 and as stipulated by the Articles of Association by an announcement in the Trade Registry Gazette no. 9781 and dated 06.03.2019, with return-receipt letter to the registered shareholders, on the Public Disclosure Platform (“PDP”), on the Company website www.petkim.com.tr and in the e-general assembly system of the Central Registry Agency Inc. (“CRA”).

It is determined that the meeting was made both physically and also through the Electronic General Meeting system in accordance with the “The Regulation on Attendance at General Assembly Meetings of Joint Stock Companies by Electronic Means” and “The Communiqué on Electronic General Meeting System Applicable at General Assemblies of Joint Stock Companies”.

It is determined by the Ministry Representative upon an examination of the list of attendants that out of a total of 165,000,000,000 (A Hundred and Sixtyfive Billions) Company shares with a total value of TL 1,650,000,000 (One billion Six Hundred and fifty million), 100,533,517,260 shares with a total nominal value of TL 1,005,335,172 were represented by proxy and 274,681,341 shares with a total nominal value of TL 2,746,813 were represented principally and that, therefore, the meeting quorum as stipulated by the TCC and by the Articles of Incorporation has been met. Out of that total amount of shares, it is stated by Vagif Aliyev, Chairman of the Board of Directors of the Company, that 16,383,517,260 shares with a nominal value of TL 163,835,172 were represented by the Consigning Representatives pursuant to article 429 of the Turkish Commercial Code and article 24 of “The Regulation pertaining to the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade”, and that the Board Members; Mr. Vagif Aliyev, Mr. David Mammadov, Mr. Farruh Gasimov, Ms. Neslihan Tonbul, Mr. İlhami Özşahin, Mr. Süleyman Gasimov, Mr Mehmet Ceylan, Mr Osman Dinçbaş and Mr. Çağlar Sürücü as the representative of Independent Audit Firm, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. are present in the General Meeting.

It is determined that the Company has carried out the general assembly preparations in accordance with paragraphs 5 and 6 of Article 1527 of the TCC. Chairman of the Board of Directors Mr. Vagif Aliyev has assigned Mr. İlçay ÇETİN for using the electronic general meeting system, and the meeting was opened simultaneously in physical and electronic means.

Chairman of the Board Mr. Vagif Aliyev has provided information on the method of voting. As required both by the Law and the Articles of Association, with the regulations on counting of electronic votes reserved, Shareholders available at the meeting were requested to vote by raising hand and vote negatively by expressing in word and the discussion on agenda topics has begun.

**1. Regarding the 1st item of the agenda;**

Meeting Chairmanship formation has been discussed. It was unanimously agreed by TL 1.008.081.986 amount of votes that Mr. Vagif Aliyev shall be elected as the Chairman of the General Meeting as required by the Articles of Association. Mr. Vagif Aliyev, the Meeting Chairman appointed Mr. İmdat Yalçın as the Vote Collector and Mr. Mustafa Çağatay as the Minutes Clerk. Because of the fact that Mr. Aliyev is an Azeri national, the Chairman has assigned Mr. İmdat Yalçın for managing the meeting by informing the general assembly clearly by verbal and written explanations. The Chairman of the Meeting specified that in case of absence of any request for modification in the agenda the General Assembly Meeting Agenda would be discussed in a manner as it was announced. Due to the absence of any request for modification in the consequence of the discussions on the agenda items, the meeting proceeded with discussion of the Agenda items in the announced consequence.

**2. Regarding the 2nd item of the agenda**

The proposal for “deeming the activity report to be read” was put to vote since 2018 Activity Report of the Company has been submitted, 21 days in advance of the date of general assembly, for the opinion of the shareholders at the Company headquarters, İstanbul Branch, Petkim representative office, on the website of the Company www.petkim.com.tr, in the public disclosure platform, in the e-general assembly system of the Central Registry Agency Inc. and in the published Activity Report and because it was handed out to all shareholders before the meeting. The proposal was accepted by majority of votes based on an affirmative vote worth of TL 1,007,130,431 and negative vote of TL 951,555.

The Board Activity Report was discussed and it was approved by majority of votes based on an affirmative vote worth of TL 1,007,130,431 and negative vote of TL 951,555.

**3. Regarding the 3rd item of the agenda;**

The Audit Report regarding 2018 activity year prepared by the independent audit firm, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., has been read to the General Assembly.

**4. Regarding the 4th item of the agenda;**

Financial statements for 2018 activity year have been submitted to examination of the shareholders in the Company Headquarter of Petkim, Petkim branch, Petkim representative office, on the website of the Company www.petkim.com.tr, in the public disclosure platform, in the e-general assembly system of the Central Registry Agency Inc. and in the published Activity Report books, 21 days prior to the date of General Assembly according to Article 437 of TCC. Financial statements have been read by Veysel Görgülü and have been voted. It has been resolved by the majority of votes including affirmative votes representing TL 1,007,130,431 and dissenting votes including TL 951,555 to approve the balance sheet, income statements of 2018 activity year.

Questions of Mr. Besim TAŞDEMİR, shareholder attending the General Meeting via Electronic platform has been answered by Deputy General Manager (Digitalisation) Mr. Murad ABDULLAYEV and General Manager Mr. Anar MAMMADOV. Mr Emin KARTAL shareholder attending the General Meeting via Electronic platform have asked questions regarding STAR Refinery share acquisition. Mr Anar MAMMADOV has made explanations about the issue. Hamza İL and Serkan AKTULUM, shareholders attending the meeting physically, have asked questions about the general course of the company. Mr Anar MAMMADOV has made explanations about the issue.

**5. Regarding the 5th item of the agenda;**

The release of the chairman and members of the Board for their accounts and activities in 2018 has been discussed. The release of the chairman and members of the Board for the Company activities and operations in 2018 has been voted. The Board Members did not use their right to vote arising from their shares in their release. It has been resolved by the majority of votes including affirmative votes representing TL 1,007,715,319 and dissenting votes including TL 366,667 to release separately the chairman and members of the Board for the Company activities and operations in 2018.

**6. Regarding the 6th item of the agenda;**

The discussion of the Board's proposal regarding the distribution of 2018 profit was announced 21 days in advance of the date of general assembly to the shareholders at the Company headquarters, at the Petkim branch, at Petkim representative office, on the website of the Company www.petkim.com.tr, in the public disclosure platform, in the published Activity Report books and in the e-general assembly system of the Central Registry Agency Inc. pursuant to article 437 of the TCC.

The Board of Directors resolution regarding dividend distribution proposal has been voted.

The resolution which provides that

According to the Consolidated Financial Statements for the period of 01.01.2018-31.12.2018, our Company has earned a "Net Term Profit Attributable to Parent Company" of TL 871,673,000 pursuant to the principles of Capital Markets Board ("CMB") Communiqué (II-14.1); and Net Term Profit TL 995,273,080 pursuant to Tax Procedure Law ("TPL").

In this respect, it has been resolved by the Board members that;

- a) Pursuant to article 519 of Turkish Commercial Code, TL 19,355,747.94 out of Net Term Profit in accordance with TPL will be allocated to the primary legal reserves,
- b) Gross dividend in the amount of TL 462,000,000.00 out of Net Distributable Income which corresponds to %28 of the issued capital shall be distributed to shareholders as bonus shares in accordance with the provisions of CMB Communiqué numbered II-19.1,
- c) TL 513,917,332.06 which remains from current Net Term Profit after the allocation of primary legal reserves and bonus share distribution to shareholders shall be allocated to retained earnings in our company's accounts which are kept in accordance with TPL,
- d) TL 390,317,252.06 which is the amount remaining from "Net Term Profit Attributable to Parent Company" after the allocation of primary legal reserves and bonus share distribution to shareholders, shall be allocated to the extraordinary reserves in our company's consolidated financial tables that are prepared in accordance with CMB Communiqué (II-14.1),

e) This board resolution shall be submitted to the approval of the Ordinary General Assembly Meeting for the activity year of 2018.

has been resolved by the majority of votes including affirmative votes representing TL 1,007,928,786 and dissenting votes including TL 99,200.

**PETKİM PETROKİMYA HOLDİNG ANONİM ŞİRKETİ**  
**PROFIT DISTRIBUTION TABLE FOR 2018 (TL)**

PETKİM PETROKİMYA HOLDİNG A.Ş. 2018 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 for Issued Capital	1.850.000.000,00	1.850.000.000,00
2) Total Legal Reserve Funds (Per Legal Records)	310.644.252,06	310.644.252,06
<b>Information on privileges in profit distribution if any in the Articles of Association</b>		
3) Current Period Profit	1.024.539.000,00	1.121.209.441,52
4) Taxes Payable	(152.896.000,00)	(125.936.361,52)
<b>5) NET PROFIT</b>	<b>871.673.000,00</b>	<b>995.273.080,00</b>
6) Previous Years Losses	-	-
7) First Legal Reserves	19.388.747,94	19.388.747,94
<b>8) NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>852.317.252,06</b>	<b>975.917.332,06</b>
9) Donations Made During The Year	8.121.126,72	8.121.126,72
<b>10) NET DISTRIBUTABLE PROFIT ADDED DONATIONS</b>		
11) First Dividend to Shareholders	462.000.000,00	462.000.000,00
- Cash	-	-
- Bonus	-	-
1) Dividend to Privileged Shareholders	-	-
1) Dividend to Board Members And Employees, etc.	-	-
1) Dividend to Redeemed Shareholders	-	-
10) Secondary Dividend to Shareholders	-	-
16) Secondary Legal Reserves	-	-
17) Statutory Reserves	-	-
18) Special Reserves	-	-
<b>19) EXTRAORDINARY RESERVES</b>	<b>390.317.252,06</b>	<b>513.917.332,06</b>
<b>20) Other resources payable</b>		
- Previous Years Profit	-	-
- Extraordinary Reserves	-	-
- Other Distributable Reserves As Per The Law And the Articles of Association	-	-
Dividend Per Share (Krg)	0,5283	
Dividend Per Share (Krg) (Gross)	0,2800	

**INFORMATION ABOUT DIVIDEND RATIO**

Information About Dividend Ratio					
Group		Dividend to 1 Krg Nominal Shares			
		Amount (Krg)		Rate(%)	
<b>GROSS</b>	A	SOCAR Turkey Petrokimiya A.Ş. Diğer (Publicly Held Shares)	235.620.000,00 224.380.000,00	0,280000 0,280000	28,000 28,000
	C	Özleştirmeye İstisnai Beklenenlik	0,00	0,280000	28,000
	Toplam :		462.000.000,00		
<b>NET</b>	A	SOCAR Turkey Petrokimiya A.Ş. Diğer (Halka Açık Olan Kısm)	235.620.000,00 224.380.000,00	0,280000 0,280000	28,000 28,000
	C	Özleştirmeye İstisnai Beklenenlik	0,00	0,280000	28,000
	Toplam :		462.000.000,00		

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

DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)	The Ratio of Dividend Distributed Over Net Distributable Profit Added Donations (%)
462.000.000,00	53,69

**7. Regarding the 8th item of the agenda;**

Appointments to the board membership which have been vacant, pursuant to Article 11 of the Articles of Association and Article 363 of Turkish Commercial Code (“TCC”), a within the year has been discussed.

The election of Mr Osman Dinçbaş having Turkish ID Number of 26708161966 residing at Yaverbey sokak No:19/A Daire:11 Moda / İSTANBUL and Mr Mehmet BOSTAN having Turkish ID Number of 28876952636 residing at Çengelköy Mh. Kaldırım Cd. Çengelköy Konakları Sitesi A-2 Blok No:2 T İç Kapı No:5 Üsküdar / İSTANBUL for the vacant positions in accordance with Article 11 of the Articles of Association of the Company and Article 363 of TCC,

has been approved by majority of votes including affirmative votes representing TL 1,001,287,410 and dissenting votes TL 6,794,575.

**8.** Regarding the 8th item of the agenda;

Re-election or replacement of the members of the Board of Directors, whose terms of office have expired and determination of their term has been discussed. Proposals of the representatives of SOCAR Turkey Petrokimya A.Ş. and Privatization Administration and information about the board member nominees that are disclosed with the approval of Board of Directors' has been read and voted.

Board member nominees Mr Vagif ALIYEV, Mr David MAMMADOV, Mr. Farruh GASIMOV, Ms. Neslihan TONBUL, Mr. İlhami ÖZŞAHİN, Mr. Süleyman GASIMOV, Mr. Mehmet CEYLAN, and Mr Osman DİNÇBAŞ were present at the meeting. Mr Mehmet BOSTAN's statement for accepting to be a board member has been read.

As a result of voting; it has been resolved by majority of votes including affirmative votes representing TL 998,080,276 and dissenting votes including TL 10,001,709 that;

- To select SOCAR Turkey Petrokimya Holding A.Ş., registered in İstanbul Trade Registry Directorate with the number 662705 for the membership of the Board of Directors and to assign as its proxy Mr. Vagif ALIYEV, a national of Azerbaijan with the tax ID: 0530483263 residing at Apt.83, 32 B. Nuriyev Cad. Baku-AZERBAIJAN;
- To select Mr David MAMMADOV, a national of Azerbaijan with the tax ID: 6110492016 residing at Apt.2, 201 S. Rahimov Sokağı Baku-AZERBAIJAN,
- To select SOCAR Turkey Enerji A.Ş., registered in İstanbul Trade Registry Directorate with the number 609880 for the membership of the Board of Directors and to assign as its proxy Mr Farruh GASSIMOV, a national of Azerbaijan with the tax ID: 3890661554 residing at Apt.53,57 H. Javid Avenue Baku-AZERBAIJAN;
- To select Ms. Neslihan TONBUL, a national of Turkey with Turkish identity no: 27985394658 residing at Ömer Paşa Sokak No:26 Deniz Apt. D:4 Erenköy Kadıköy/İSTANBUL,
- To select Mr. Süleyman GASIMOV, a national of Azerbaijan with the tax ID: 3890707879 residing at Bahruz Nuriyev Cad. 32/125, Baku, AZ1000, AZERBAIJAN,
- To select Mr Osman DİNÇBAŞ, a national of Turkey with Turkish identity no: 26708161966 residing at Yaverbey sokak No:19/A Daire:11 Moda/İSTANBUL, nominated by the C group shareholder, as independent board member,
- To select Mr Mehmet CEYLAN, a national of Turkey with Turkish identity no: 43115085456 residing at 1470. Sokak Gökteşehir Blokları B Blok No:30 Çukurambar / Ankara, as independent board member,
- To select Mr Mehmet BOSTAN', a national of Turkey with Turkish identity no: 28876952636 residing at Çengelköy Mh. Kaldırım Cd. Çengelköy Konakları Sitesi A-2 Blok No:2 T İç Kapı No:5 Üsküdar / İSTANBUL, as independent board member,
- To select Mr. İlhami ÖZŞAHİN, a national of Turkey with Turkish identity no: 18329363690 residing at Karşıyaka Mah. 753 Sokak No:23 Gölbaşı / ANKARA,

**9.** Regarding the 9th item of the agenda

It has been resolved to pay a monthly gross wage in amount of TL 40,000 to each of the Board members by majority of votes including affirmative votes representing TL 880,013,107 and dissenting votes representing TL 128,068,878

**10.** Regarding the 10th item of the agenda;

The election of "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." as an independent audit company in accordance with the proposal of the Committee in Charge of Audit by the decision of the Board dated on 04.03.2019 pursuant to the capital markets board legislation and Turkish Commercial Code has discussed and submitted to the approval of the General Assembly.

It has been approved to elect "PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." to audit 2019 annual and interim financial statements for 2019 of our Company and to carry out other duties as stated in Capital Markets legislation and Turkish Commercial Code by majority of votes including affirmative votes representing TL 999,197,966 and dissenting votes representing TL 8,884,020.

**11.** Regarding the 11th item of the agenda;

The shareholders have been informed about the donation in total amount of TL 8.121.126,72 made by the Company in 2018.

**12.** Regarding the 12th item of the agenda;

The upper limit of donation and aids to be made by the Company until the Annual General Assembly Meeting for 2019 as per Capital Market Law Article has been discussed. The recommendation of the Board regarding the upper limit at an amount of TL 12,000,000 of donation and the aids has been submitted to the approval of the General Assembly. It has been resolved to specify the donation and aids upper limit at an amount of TL 12,000,000 provided that it will not exceed further limits that

may be specified by the Capital Market Board by majority of votes including affirmative votes representing TL 875,995,302 and dissenting votes representing TL 132,086,683

**13.** Regarding the 13th item of the agenda;

The issue that shareholders and Board members having management control, managers possessing administrative responsibility and their equivalent and up to secondary blood and alliance relatives, partnerships or affiliates specified in Article (1.3.6) of “Corporate Governance Principles” annexed to “Corporate Management Communique” Nr. (II-17.1) of the Capital Market Board, did not carry out any significant operations which may cause conflict of interests, or their affiliates did not carry out any operation of commercial type within business matters on their own or others’ behalf or did not get into another partnership engaged in commercial affairs of the same kind in the capacity of a partner with limitless responsibility has been submitted for the information of the General Assembly.

**14.** Regarding the 14th item of the agenda;

The issue of giving permission to the Board members to carry out operations specified in articles 395 and 396 of TCC has been discussed and submitted to the approval of the General Assembly. It has been resolved by majority of votes including affirmative votes representing TL 1,002,890,537 and dissenting votes representing TL 5,191,448 to allow the Board members to carry out the aforementioned operations.

**15.** Regarding the 15th item of the agenda;

Within the scope of the Article 12/4 of “Corporate Governance Communique” Nr. (II-17.1) of the Capital Market Board for the company;

- The total amount of Guarantees, pledges and mortgages granted by the Company on its behalf is TL 2,246,329,000 which is composed of TL 2,069,233,000 to the banks, TL 42,099,000 to Custom Directorates and Ministry of Customs, TL 5,600,000 to Energy Market Regulatory Authority, TL 129,397,000 (of which TL 6,512,000 is granted by Petlim, company that is fully consolidated) to the others,
- The Guarantees, pledges and mortgages granted by the Company for corporations that are fully consolidated in financial statements is corresponding to share pledge, guarantee and mortgages in the amount of 212,000,000 million USD pertaining to Petlim’s long term investment credit as stated in the footnote numbered 31 in consolidated financial statements for the period between 01 January-31 December 2018.
- No guarantee, pledge and mortgages have been granted to guarantee other third parties’ liabilities for the purpose of conducting ordinary commercial activities.

has been submitted for the information of the General Assembly.

**16.** Regarding the 16th item of the agenda;

Discussion passed on to the section of Requests.

The meeting chairman has made a thanks speech.

Among shareholders participating physically to the meeting Mr. İsmail Kaya, Mr. Kazım Arguz and Mr. Remzi Ödemir have requested information about the share prices, investments and profit distribution. Chairman Mr. Vagif ALIYEV and General Manager of the Company Mr Anar MAMMADOV have made explanations about the issues.

For the issues commented by, Mr. Ekrem KARTAL and Mr. Besim TAŞDEMİR for the related agenda items, Mr Vagif ALIYEV and Mr. Anar MAMMADOV have made explanations and answered the questions. Board Member Mehmet CEYLAN has made additional explanations. The meeting chairman ended the meeting as no one else took the floor and no other agenda item left to be discussed.

These minutes of meeting have been issued, read and signed on its premises. 29 March 2019

<p>Nuray GÖKLER Alper MARASALI</p> <p>Ministry Representatives</p>	<p>Vagif Aliyev</p> <p>Meeting Chairman</p>
<p>İmdat Yalçın</p> <p>Vote Collection Official</p>	<p>Mustafa Çağatay</p> <p>Recording Clerk</p>