



**PETKİM PETROKİMYA HOLDİNG A.Ş.**  
**ANNOUNCEMENT NOTICE FROM CHAIRMAN OF BOARD**  
**REGARDING**  
**THE ORDINARY GENERAL ASSEMBLY MEETING FOR 2018 ACTIVITY YEAR**

The Ordinary General Assembly Meeting of our Company for 2018 will be convened on 29 March 2019 Friday at 10:30 a.m at Company Headquarters located Siteler Mah. Necmettin Giritliođlu Cad. No:6 at Aliađa/İZMİR in order to discuss and decide upon below-mentioned agenda items.

2018 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 Siteler Mah. Necmettin Giritliođlu Cad. No:6 at Aliađa-İzmir and at the Petkim brunch be addressed in Vadistanbul Bulvar, Ayazađa Mah Cendere Caddesi No: 109 D:E, 1D Blok, 34485, Independent Section, Sarıyer-İstanbul and at Bakü, Heydar Aliyev 121, Socar Tower, 14th Floor, Bakü, Azerbaijan, Petkim representative office, Petkim representative office and our website [www.petkim.com.tr](http://www.petkim.com.tr); Public Disclosure Platform ("KAP"), on the Electronic General Assembly System ("EGAS") of the Central Registry Agency ("CRA") 21 days before the meeting.

As per paragraph 4 of Article 415 of the Turkish Commercial Code numbered 6102 ("TCC") and paragraph 1 of Article 30 of Capital Market Law, the right to attend to the 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 29 March 2019 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".

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, due to our legal liability.**

The shareholders could communicate with our Company about Ordinary General Assembly Meeting at the phone numbers of +90 232 616 12 40-4438 and +90 232 616 12 40-2501.

We sincerely announce to our Shareholders.

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF  
PETKİM PETROKİMYA HOLDİNG A.Ş.  
RELATED TO 2018 ACTIVITY YEAR**

1. Opening and composition of the Meeting Presidency,
2. Reading, discussion and approval of the Activity Report of the Board of Directors for activity year of 2018,
3. Reading the report of the Auditor pertaining to activity year of 2018,
4. Reading, discussion and approval of the financial statements pertaining to activity year of 2018,
5. Release of the Chairman and members of the Board of Directors on account of their activities and accounts for activity year of 2018,
6. Discussion of the proposal of the Board of Directors on the usage of the profit pertaining to the activity year of 2018,
7. Submitting the election of the new Board Members 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. Re-election or replacement of the members of the Board of Directors, whose terms of office have expired and determination of their term
9. Determination of the monthly gross remunerations to be paid to the members of the Board of Directors,
10. Approval of the election of the Independent Audit Firm by the Board of Directors pursuant to Turkish Commercial Code and Capital Markets legislation,
11. Informing the Shareholders on the aid and donations granted by our Company within the activity year of 2018,
12. Taking a resolution on the limit of aid and donation of our Company that will be made until 2019 Ordinary General Assembly Meeting pursuant to the Article 19/5 of the Capital Markets Law
13. Informing the General Assembly regarding respective transactions of the persons mentioned in the clause (1.3.6) of “Corporate Governance Principles” which is annexed 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 stated in Articles 395 and 396 of Turkish Commercial Code,
15. Informing the General Assembly with regard to the guarantees, pledges and mortgages given by the Company in favor of third parties in 2018 and of any benefits or income thereof, pursuant to Clause 12/4 of Communiqué of the Capital Markets Board “Corporate Governance” numbered (II-17.1),
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 29/03/2019 at 10:30 am in Siteler Mah. Necmettin Giritliođlu Cad. No:6 Aliađa /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 activity year of 2018,			
3. Reading the report of the auditor pertaining to activity year of 2018,			
4. Reading, discussion and approval of the financial statements pertaining to activity year of 2018,			
5. Release of the Chairman and members of the Board of Directors on account of their activities and account for activity year of 2018,			
6. Discussion of the proposal of the Board of Directors on the profit usage pertaining to the activity year of 2018,			
7. Submitting the election of the new Board Members 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. Re-election or replacement of the members of the Board of Directors, whose terms of office have expired and determination of their term			
9. Determination of the monthly gross remunerations to be paid to the members of the Board of Directors,			
10. Approval of the election of the Independent Audit Firm by the Board of Directors pursuant to Turkish Commercial Code and Capital Markets legislation,			
11. Informing the Shareholders on the aid and donations granted by our Company within the activity year of 2018,			
12. Taking a resolution on the limit of aid and donations of our Company that will be made until 2019 Ordinary General Assembly Meeting pursuant to the Article 19/5 of the Capital Markets Law,			

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. Informing the General Assembly in regards to the guarantees, pledges and mortgages given by the Company in favor of third parties in 2018 and of any benefits or income thereof, pursuant to Clause 12/4 of Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1),			
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