

**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