



PETKİM PETROKİMYA HOLDİNG A.Ş.
ANNOUNCEMENT NOTICE ANNOUNCEMENT NOTICE FROM CHAIRMAN OF BOARD OF DIRECTORS
FOR THE PRIVILEGED GROUP A SHAREHOLDERS

The General Assembly Meeting of Privileged Group A Shareholders will convene on 20th February 2015 Friday at 15:00 pm at Company Headquarters located at Aliağa/İZMİR in order to discuss and decide upon below-mentioned agenda items.

The Information Document with the agenda items for the General Assembly Meeting of Privileged Group A Shareholders shall be made available to the shareholders at Petkim's Headquarters at Aliağa-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 and on the Electronic General Assembly System ("EGAS") of the Central Registry Agency ("CRA") three weeks 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 Meeting of Privileged Group A Shareholders 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 of Privileged Group A Shareholders do not have to block their shares before the Central Registry Agency. 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 of Privileged Group A Shareholders, 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 19th February 2015 at 16:30 at the latest.

The Shareholders of our Company can attend to the General Assembly Meeting of Privileged Group A Shareholders 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 of Privileged Group A Shareholders.

The representative, who will attend to the General Assembly Meeting of Privileged Group A Shareholders 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 Extraordinary 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".

The shareholders who will attend to the General Assembly Meeting of Privileged Group A Shareholders via proxy, must fulfill the requirements set forth in the Communiqué of the Capital Markets Board "Proxy Voting and Call Based Proxy Meetings" numbered (II-30.1); and submit their powers of attorney certified by a notary public in compliance with the following sample. **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.**

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

We sincerely announce to Our Shareholders.

**AGENDA OF THE GENERAL ASSEMBLY MEETING OF PRIVILEGED GROUP A SHAREHOLDERS OF
PETKİM PETROKİMYA HOLDİNG A.Ş.**

1. Opening and composition of the Meeting Presidency,
2. Approval of the decision of Petkim Extraordinary General Assembly which will be convened on 20th February 2015 with agenda item number of 2 on the amendment of Articles 8 and 11 of the Articles of Association of the Company,
3. Closing remarks.

**PROXY OF THE GENERAL ASSEMBLY MEETING OF PRIVILEGED GROUP A SHAREHOLDERS OF
PETKİM PETROKİMYA HOLDİNG ANONİM ŞİRKETİ**

I hereby appoint who is introduced hereinbelow in detail as my representative to represent me in the General Assembly Meeting of Privileged Group A Shareholders of Petkim Petrokimya Holding Anonim Şirketi which shall be held on Friday, 20th February 2015 at 15:00 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. Approval of the decision of Petkim Extraordinary General Assembly which will be convened on 20th February 2015 with agenda item number of 2 on the amendment of Articles 8 and 11 of the Articles of Association of the Company,			
3. Closing remarks.			

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

OLD TEXT**SHARE CERTIFICATES:**

Article 8- The shares of the company have been divided into three groups as A, B and C Groups and they have been distributed to the shareholders pro rata to their shareholdings as shown herein below:

Share Group	Name Of Shareholder	Share Type	Amount of Shares	Value of the Shares (TL)
A	Socar Turkey Petrokimya A.Ş.	Registered	11.000.000.000	110.000.000,00
B	Socar Turkey Petrokimya A.Ş.	Registered	40.000.000.000	400.000.000,00
A	Other	Registered	38.678.431.890	386.784.318,90
A	Socar İzmir Petrokimya A.Ş.	Registered	10.321.568.109	103.215.681,09
C	Privatization Administration	Registered	1	0,01
Total			100.000.000.000	1.000.000.000,00

C group share belongs to Privatization Administration. The privileges granted to C group share by the Articles of Association shall continue to be valid as long as Privatization Administration owns the C group share. With the conversion of the C group share into A group, the “right to nominate member for the Board of Directors” granted to C group as per Article 11 of the Articles of Association shall be transferred to the shareholders holding A group shares.

In case it is decided to abolish the rights granted to C group share as per the last paragraph of Article 15, the share shall transform into A group share. In this case, C group’s right to nominate a candidate for Board of Directors shall be transferred to A group.

BOARD OF DIRECTORS:

Article 11- The management and representation of the Company will be under responsibility of the Board of Directors. The Board of Directors will be authorized to carry out all duties except for the duties assigned specifically for the General Meeting. The Board of Directors shall comprise of 9 (nine) members to be appointed in the General Meeting. When appointing the members of the Board of Directors during the General Meeting, it is mandatory that 4 (four) candidates to be nominated by A group shareholders, 4 (four) candidates to be nominated by B group shareholders and 1 (one) candidate to be nominated by the C group shareholder are appointed.

The numbers and characteristics of the independent members of the Board of Directors that will be appointed to the Board of Directors shall be determined according to the regulations of the Capital Markets Board about corporate governance. Independent members of the board of directors will be appointed from among the candidates to be nominated by the shareholders and appointment will be done in conformity with the procedures and principles set forth in these articles of association and the regulations of the Capital Market Board about corporate management. In the event that a vacancy occurs in membership to the Board of

NEW TEXT**SHARE CERTIFICATES:**

Article 8- The shares of the company have been divided into **two groups as A and C Groups** and they have been distributed to the shareholders pro rata to their shareholdings as shown herein below:

Share Group	Name Of Shareholder	Share Type	Amount of Shares	Value of the Shares (TL)
A	Socar Turkey Petrokimya A.Ş.	Registered	51.000.000.000	510.000.000,00
A	Other	Registered	38.678.431.890	386.784.318,90
A	Socar Turkey Enerji A.Ş.	Registered	10.321.568.109	103.215.681,09
C	Privatization Administration	Registered	1	0,01
Total			100.000.000.000	1.000.000.000,00

C group share belongs to Privatization Administration. The privileges granted to C group share by the Articles of Association shall continue to be valid as long as Privatization Administration owns the C group share. With the conversion of the C group share into A group, the “right to nominate member for the Board of Directors” granted to C group as per Article 11 of the Articles of Association shall **cease to exist**.

In case it is decided to abolish the rights granted to C group share as per the last paragraph of Article 15, such share shall transform into A group share. In this case, C group’s right to nominate a candidate for Board of Directors shall **cease to exist**.

BOARD OF DIRECTORS:

Article 11- The management and representation of the Company will be under responsibility of the Board of Directors. The Board of Directors will be authorized to carry out all duties except for the duties assigned specifically for the General Meeting. The Board of Directors shall comprise of 9 (nine) members to be appointed in the General Meeting. When appointing the members of the Board of Directors during the General Meeting, it is mandatory that 1 (one) candidate to be nominated by the C group shareholder are appointed.

The numbers and characteristics of the independent members of the Board of Directors that will be appointed to the Board of Directors shall be determined according to the regulations of the Capital Markets Board about corporate governance. Independent members of the board of directors will be in accordance with the procedures and principles set forth in these articles of association and the regulations of the Capital Market Board about corporate management. In the event that a vacancy occurs in membership to the Board of Directors as a consequence of a death, resignation or cancellation of membership, the position will be filled in as per the election to be made by the Board of Directors as per article 363 of Turkish Commercial Code.

Directors as a consequence of a death, resignation or cancellation of membership, the position will be filled in as per the election to be made by the Board of Directors as per article 363 of Turkish Commercial Code. The member of the Board of Directors to be appointed shall be submitted for approval in the first General Meeting. In the event that membership of the person is approved in the General Meeting, such person shall complete the duty term of the member that he is replacing. In the event of a vacancy in membership of a member of the Board of Directors appointed by A group shareholders, appointment shall once again be made from among candidates to be nominated by A group shareholders; in the event of a vacancy in membership of a member of the Board of Directors appointed by B group shareholders, appointment shall once again be made from among candidates to be nominated by B group shareholders. In the event of a vacancy in membership of a member of the Board of Directors appointed by the C group shareholder, appointment shall once again be made from among candidates to be nominated by C group shareholder. In the event that a vacancy occurs in the independent membership to the Board of Directors, the regulations of the Capital Markets Board about corporate governance shall apply. Positions and working principles of the committees to be formed under the Board of Directors shall be determined by the corporate governance regulations of the Turkish Commercial Code, Capital Market Law and Capital Market Board and the related legislation provisions.

The member of the Board of Directors to be appointed shall be submitted for approval in the first General Meeting. In the event that membership of the person is approved in the General Meeting, such person shall complete the duty term of the member that he is replacing. In the event of a vacancy in membership of a member of the Board of Directors appointed by the C group shareholder, appointment shall be made from among candidates to be nominated by C group shareholder. In the event that a vacancy occurs in the independent membership to the Board of Directors, the regulations of the Capital Markets Board about corporate governance shall apply. Positions and working principles of the committees to be formed under the Board of Directors shall be determined by the corporate governance regulations of the Turkish Commercial Code, Capital Market Law and Capital Market Board and the related legislation provisions.