

INFORMATION DOCUMENT OF PETKİM PETROKİMYA HOLDİNG A.Ş.

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 Aliğa/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 Aliğa-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.

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 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 in person or by proxy 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 General Assembly Meeting of Privileged Group A Shareholders 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 Extraordinary General Assembly Meeting 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 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 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) Way of Invitation:

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.	110.000000,00	11,00	11.000.000.000	11,00
SOCAR Turkey Petrokimya A.Ş.	400.000.000,00	40,00	40.000.000.000	40,00
Other	386.784.318,90	38,68	38.678.431.890	38,68
SOCAR Turkey Enerji A.Ş. (*)	103.215.681,09	10,32	10.321.568.109	10,32
Privatization Administration	0,01	0,00	1	0,00
	1.000.000.000,00	100,00	100.000.000.000	100,00

(*) Due to the merger of SOCAR İzmir Petrokimya A.Ş. with SOCAR TURKEY Enerji A.Ş. by dissolving without liquidation on 22.09.2014 new companyshareholder is SOCAR TURKEY Enerji A.Ş.

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 of Privileged Group A Shareholders which will be held on 20th February 2015.

**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 convene 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 of February 2015 at 15:00 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. Approval of the decision of Petkim Extraordinary General Assembly which will be convene 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 MERSIS no:

Address:

() Foreign representatives have to present the equivalents of the aforementioned information, if any.*

SIGNATURE

EXPLANATIONS ON THE AGENDA OF THE GENERAL ASSEMBLY MEETING OF PRIVILEGED GROUP A SHAREHOLDERS

1. Opening and composition of the Meeting Presidency

The Meeting presidency to conduct the General Assembly Meeting of Privileged Group A Shareholders 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. Approval of the decision of Petkim Extraordinary General Assembly which will be convene 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,

Approval of the decision of Petkim Extraordinary General Assembly with agenda item number of 2 on the amendment of Articles 8 and 11 of the Articles of Association of the Company. **(Attachment)**

3. Closing Speech.

ATTACHMENT: Amendment of Articles of Association

<u>OLD TEXT</u>					<u>NEW TEXT</u>																																																																					
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