

**INFORMATION DOCUMENT REGARDING ORDINARY GENERAL ASSEMBLY MEETING
OF PETKİM PETROKİMYA HOLDİNG A.Ş. FOR THE YEAR 2013 TO BE HELD ON 28th MARCH 2014 AT 13.30**

The Ordinary General Assembly Meeting of our Company for the year 2013 will convene on 28th March 2013 Friday at 13.30 pm at Company Headquarters located at Aliğa/İZMİR in order to discuss and decide upon below-mentioned agenda items.

2013 Annual Report of Board of Directors, Consolidated Financial Reports, Auditing Report and proposal of the Board of Directors on the distribution of the profit will be available starting from 21 days before the Meeting at Petkim's Headquarters at Aliğa-İzmir and at the Petkim brunch located in Reşitpaşa Mah. Eskibüyükdere Cad. Park Plaza No:14, 2. Kat, 8 no'lu Bağımsız Bölüm Şişli-İstanbul for the review of shareholders. The relevant documents and the proxy form may also be reached on Petkim's website (www.petkim.com.tr) and Electronic General Assembly System (EGAS) of Central Registry Agency Inc. (CRA).

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 27th March 2013 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.

Participation by electronic means could be possible only if the shareholders or their representatives have secure electronic signatures. Therefore, shareholders must firstly have secure electronic signature and must be registered to e-CRA Information Portal on the CRA. The shareholders or their representatives shall not be allowed to attend the electronic General Assembly meeting in electronic means unless they register to the e-CRA Information Portal and have secure electronic signatures.

The shareholders or their representatives who wish to participate to the company's Ordinary General Assembly meeting in electronic means, save for the rights and obligations of the shareholders who are to attend the meeting by 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.

The shareholders who will be unable to attend the assembly in person and who will attend the Meeting via proxy, must fulfill the requirements set forth in the Communiqué of the Capital Markets Board "Proxy Voting and Call Based Proxy Meetings" (Communiqué) numbered (II-30.1) published in the Official Gazette No. 28861 at 28th December 2013; and submit their powers of attorney certified by a notary public in compliance with the following sample. It is not necessary for the proxy, who is appointed by electronic means over the Electronic General Meeting System, to present a power of attorney. The power of attorneys that are the requirement as to the provisions of the related communiqué and do not conform the following sample, would not be accepted due to our legal responsibility.

Save for the electronic voting provisions relating to the voting for the Agenda Items of the General Meeting, open voting procedure shall be applied by show of hands.

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

PETKİM PETROKİMYA HOLDİNG A.Ş.
Board of Directors

**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 İzmir Petrokimya 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

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 which will be held on 28th March 2013.

**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF
PETKİM PETROKİMYA HOLDİNG A.Ş. RELATED TO YEAR 2013**

1. Opening and composition of the Meeting Presidency,
2. Reading, discussion and approval of the Activity Report of the Board of Directors for the operating year 2013,
3. Reading the report of the Auditor pertaining to the operating year 2013,
4. Reading, discussion and approval of the financial tables pertaining to the operating year 2013,
5. Release of the Chairman and members of the Board of Directors on account of their activities and account for the year 2013,
6. Submitting "Profit Distribution Policy" to the approval of the General Assembly revised in accordance with Communiqué of the Capital Markets Board with number (II-19.1) "Profit Distribution"
7. Discussion of the proposal of the Board of Directors on the usage of the profit pertaining to the year 2013, determination of the declared profit and dividend share ratio and taking a resolution thereon,
8. Negotiation and taking a resolution of the remunerations to be paid to the members of the Board of Directors,
9. Election of the Auditor pursuant to the Turkish Commercial Code with number 6102,
10. In accordance with "Independent Auditing Standards in Capital Market" issued by Capital Markets Board, approving the Independent Auditing Firm selected by the Board upon proposal of the Committee responsible for Audit as to be charged for the audit of the activities and accounts of 2014,
11. Informing the General Assembly on the "Information Policy" revised in accordance with the Communiqué of the Capital Markets Board with number (II-15.1) on the "Public Disclosure of Material Events",
12. Informing the Shareholders on the aid and donations granted by our Company within the year 2013,
13. Taking a resolution on the limit of aid and donation of our Company for year 2014 pursuant to the article 19 clause 5 of the Capital Markets Law (CML),
14. 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),
15. Granting the Members of the Board of Directors authorization to perform the transactions provided for in Articles 395 and 396 of Turkish Commercial Code,
16. Pursuant to the clause of 12-4 of Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1), informing the General Assembly as regards the guarantees, pledges and mortgages given by the Company in favor of third parties and income or benefits attained by the same,
17. Wishes and closing speech.

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 Friday 28/03/2014 at 13.30 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. Reading, discussion and approval of the Activity Report of the Board of Directors for the operating year 2013,			
3. Reading the report of the Auditor pertaining to the operating year 2013,			
4. Reading, discussion and approval of the financial tables pertaining to the operating year 2013,			
5. Release of the Chairman and members of the Board of Directors for their activities and accounts pertaining to the year 2013,			
6. Submitting "Profit Distribution Policy" to the approval of the General Assembly revised in accordance with the Capital Markets Board's Communiqué of "Profit Distribution" with the number of (II-19.1),			
7. Discussion of determination of the proposal of the Board of Directors on the usage method of the profit pertaining to the year 2013 the distributable profit and dividend shares ratios and taking a resolution thereon,			
8. Negotiation and taking a resolution of the remunerations to be paid to the members of the Board of Directors,			
9. Election of the Auditor pursuant to the Turkish Commercial Code with number 6102,			
10. In accordance with "Independent Auditing Standards in Capital Market" issued by Capital Markets Board (Serial:X No:22), approving the Independent Auditing Firm selected by the Board upon proposal of the Committee responsible for Audit as to be charged for the audit of the activities and accounts of 2014,			

11. Informing the General Assembly on the "Information Policy" revised in accordance with the Communiqué of the Capital Markets Board with number (II-15.1) on the "Public Disclosure of Material Events",			
12. Informing the Shareholders on the aid and donations granted by our Company within the year 2013,			
13. Taking a resolution on the limit of aids and donations of our Company for year 2014 pursuant to the article 19 clause 5 of the Capital Markets Law,			
14. 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 Corporate Governance Communiqué of the Capital Markets Board with number (II-17.1),			
15. Granting the Members of the Board of Directors authorization to perform the transactions provided for in Articles 395 and 396 of Turkish Commercial Code with number 6102,			
16. Pursuant to the clause of 12/4 of Corporate Governance Communiqué of the Capital Markets Board with number (II-17.1), informing the General Assembly with regard to the guarantees, pledges and mortgages given by the Company in favor of third parties and income or benefits attained by the same,			
17. Wishes and closing speech			

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 ORDINARY GENERAL ASSEMBLY

1. Opening and composition of the Meeting Presidency

The Meeting presidency to conduct the General Assembly Meeting 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. Reading, discussion and approval of the Activity Report of the Board of Directors for the operating year 2013

The Board's Activity Report pertaining to operating year 2013 prepared in accordance with Turkish Commercial Code (TCC) and Regulation and approved by the decision of our Board of Directors dated 27.02.2014 and numbered 4/13, made available to the shareholders for review at the headquarters of the company, at the İstanbul office in Reşitpaşa Mah. Eskibüyükdere Cad. Park Plaza No:14, 2. Kat, 8 no'lu Bağımsız Bölüm Şişli, on (www.petkim.com.tr) and on Public Disclosure Platform (www.kap.gov.tr), shall be read out for opinions and approval of the shareholders

3. Reading the report of the Auditor pertaining to the operating year 2013

The General Assembly shall be informed about the Audit Report prepared by pursuant to the Turkish Commercial Code (TCC) Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. that was selected as company auditor for the operating year of 2013 at the Ordinary General Meeting of 2012 and which will be reached on Petkim's Headquarters, Petkim's İstanbul branch, Electronic General Assembly System (EGAS) of Central Registry Agency Inc. (CRA) and Petkim's website (www.petkim.com.tr)

4. Reading, discussion and approval of the financial tables pertaining to the operating year 2013

Consolidated balance sheet, profit and loss accounts pertaining to the accounting period 01.01.2013 – 31.12.2013 which are prepared in accordance with the provisions of TCC and Capital Market Law (CML) and relevant regulations and which are made available to the shareholders for review at the headquarters of the Company and on (www.petkim.com.tr) as from 06.03.2014 shall be read out at the General Assembly; and shall be submitted to the approval of the Shareholders.

5. Release of the Chairman and members of the Board of Directors on account of their activities and account for the year 2013

The release of the members of Board of Directors from the operations and actions of the Company during the year 2013 shall be submitted to the approval of General Assembly, under the provisions of the TCC and the Regulation.

6. Submitting "Profit Distribution Policy" to the approval of the General Assembly revised in accordance with Communiqué of the Capital Markets Board with number (II-19.1) "Profit Distribution"

Company's "Profit Distribution Policy" revised in accordance with to Communiqué of the Capital Markets Board "Profit Distribution" numbered (II-19.1) (**Attachment/1**) shall be submitted to the approval of the Shareholders.

7. Discussion of the proposal of the Board of Directors on the usage of the profit pertaining to the year 2013, determination of the declared profit and dividend share ratio and taking a resolution thereon

Pursuant to the Board Resolution of 05.03.2014 with the number 6/16, in accordance with the principles in Communiqué (II-14.1) of the Capital Markets Board ("CMB"), our Company has earned a "Net Term Profit" of 48.896.680 TL according to the Consolidated Financial Statements for the accounting period of 01.01.2013-31.12.2013, distribute TL 47.000.000 dividend (TL 44.400.000 from the net distributable profit of 84.412.674,28; TL 2.600.000 from extraordinary reserves) to the shareholders on 01.07.2014 in accordance with the Communiqué of II-19.1 of CMB.

If the dividend distribution proposal is approved by the General Assembly, on the basis of our official records;

- To distribute a cash dividend of gross=net 0,047 Kr for one nominal stock worth 1,00 Kr at a rate of 4,70% to our fully fledged corporate taxpayer shareholders and limited corporate taxpayer shareholders earning dividends through a Turkey-based business or permanent representation office;

- To distribute other shareholders a gross cash dividend of 0,047 Kr and a net cash dividend of 0,03995 Kr in return for one nominal stock worth 1,00 Kr, at a rate of 4,70%

shall be submitted to the approval of the General Assembly. The table of profit distribution is available in (**Attachment/2**)

8. Negotiation and taking a resolution of the remunerations to be paid to the members of the Board of Directors

In accordance with the provisions of the Turkish Commercial Code, the Regulation and Articles of Association, the remunerations to be paid to the members of the Board of Directors shall be negotiated and determined.

9. Election of the Auditor pursuant to the Turkish Commercial Code with number 6102

The Auditor shall be elected pursuant to the Turkish Commercial Code with number 6102 for the operating period of year 2014.

Related Article of TCC:

C) The auditor

Article 399 - (1) The auditor shall be appointed by the company's GA; the auditor of the group of companies shall be appointed by the parent company's GA. An auditor must be appointed for each fiscal year and before the end of the fiscal year in which he/she will perform his/her duty. After the appointment, the BoD shall register the appointment of the auditor with the Trade Registry and announce it in the Turkish Trade Registry Gazette and on its Web site.

(2) The auditor can be dismissed from the audit engagement only in the manner set forth in paragraph 4 and provided that another auditor has been appointed.

(3) If no other auditor is appointed, the auditor of the parent company is considered to be the auditor of the group.

(4) If questions arise about whether the elected auditor is acting subjectively and fair cause can be established, the commercial court of first instance at the location of the company's headquarters can appoint another auditor after hearing the concerned parties and the elected auditor upon the request of any of the following:

a) The BoD.

b) The shareholders representing 10 percent of the capital, or, in public companies 5 percent of the basic or issued capital.

(5) The action regarding dismissal and appointment of a new auditor shall be filed within three weeks from the date on which the auditor election has been announced in the Turkish Trade Registry Gazette. In order for minority shareholders to file this action, they must have voted against the election of the auditor at the GA, had their opposing votes recorded in the minutes and been a shareholder for at least three months prior to the date of the GA at which the election was made.

(6) If an auditor has not been appointed within the first four months of the fiscal year, an auditor shall be appointed by the court as specified in paragraph, upon the request of the BoD, of each member of the board or of any shareholder. The same provision shall also apply in cases where the appointed auditor rejects the appointment or terminates the contract, that the resolution for his/her appointment is cancelled, declared null and void, or that the auditor fails to perform his/her duty due to legal or any other reason, or that he/she is prevented from performing his/her duty. The order of the court shall be final.

(7) In the event the auditor is appointed by the court, the advance payment required to be paid to the court treasurer for his/her fee and possible expenses shall be determined by the court by taking similar cases into consideration. An objection to the fee and the expenses can be made within three business days. The order of the court shall be final.

(8) The auditor can terminate the audit contract only in the case of the existence of a just cause or only if an action for his/her dismissal has been filed. The conflict regarding the content of audit opinion, a qualified opinion and an opinion with a disclaimer letter cannot be deemed as just cause. The termination of the contract by the auditor must be justified and communicated in writing. The auditor shall be liable to submit the results he/she obtained until the date of termination to the GA, and these results shall be presented to the GA in the form of a report complying with Article 402.

(9) In the event the auditor gives a notice of termination in accordance with the provision in paragraph 6, the BoD shall immediately elect a temporary auditor, and shall inform the GA of the termination notice and present the auditor elected by the board for the approval of the GA.

10. In accordance with "Independent Auditing Standards in Capital Market" issued by Capital Market Board, approving the Independent Auditing Firm selected by the Board upon proposal of the Committee responsible for Audit as to be charged for the audit of the activities and accounts of 2014

Pursuant to part Three, Section 6 of the Communiqué of the Capital Markets Board Serial: X, No. 22, the selection of independent audit company by the Board of Directors should be submitted to the General Assembly for approval. It is unanimously decided by Board of Directors of our Company upon recommendations by the Committee in charge of Audit to contract Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş to inspect the annual and interim financial tables of our Company prepared in accordance with the provisions of the regulations of the Capital Markets Board covering the accounting period 2014, and submit the selected audit company to the General Assembly 2013 for approval.

11. Informing the General Assembly on the "Information Policy" revised in accordance with the Communiqué of the Capital Markets Board with number (II-15.1) on the "Public Disclosure of Material Events"

"Information Policy" revised in accordance with to the Communiqué of the Capital Markets Board with number (II-15.1) on the "Public Disclosure of Material Events" is available at **Attachment/3**. This item is not subject to the approval of the General Assembly, but only bears an informative purpose.

12. Informing the Shareholders on the aid and donations granted by our Company within the year 2013

The donations made within the year are required to be submitted to the approval of the General Assembly in accordance with Communiqué of the Capital Markets Board with number (II-19.1), Article 6. Our company has made a donation to the tax exempt foundations and organizations at an amount of TL 6.646.481,68 in 2013. This item is not subject to approval of the General Assembly, but only bears an informative purpose.

PETKİM PETROKİMYA HOLDİNG A.Ş.

LIST OF AIDS AND DONATIONS DEBITED AS EXPENSES, AS OF DECEMBER 31, 2013

TL

General aid and donations

February 2013	HAYDAR ALİYEV TEK.END.M.L.	6.618.730,00
June 2013	ARKAS OTOMOTİV (13.03.2013, B-257227 numbered invoice)	26.370,25
December 2013	Aid value of printer to the Tax Office	1.381,43
	TOTAL:	6.646.481,68

Aid and donations accepted as allowable charges

TOTAL: 6.646.481,68

TOTAL 6.646.481,68

13. Taking a resolution on the limit of aid and donation of our Company for year 2014 pursuant to the article 19 clause 5 of the Capital Markets Law (CML)

Pursuant to the Article 19 clause 5 of Capital Markets Board, the limit of aid and donation of our Company for year 2014 shall be discussed and a resolution shall be taken thereon.

14. 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)

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), if any. This item is not subject to approval by the General Assembly, but only bears an informative purpose.

15. Granting the Members of the Board of Directors authorization to perform the transactions provided for in Articles 395 and 396 of Turkish Commercial Code

Since General Assembly's approval is required for the members of the Board of Directors to perform any transaction pursuant to Article 395 ("Prohibition of conducting transaction with company, to become indebted to company") and Article 396 ("Non-Compete Obligation") of Turkish Commercial Code and Section 396, Granting this permission shall be presented to the approval of the shareholders.

16. Pursuant to the clause of 12/4 of Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1), informing the General Assembly as regards the guarantees, pledges and mortgages given by the Company in favor of third parties and income or benefits attained by the same,

This agenda item is not subject to approval of the General Assembly, but only bears an informative purpose. Information on the details of the collaterals, mortgages and pledges given to carry out the regular commercial activities of the Company are provided in footnotes of the Audited Financial Statements dated 31 December 2013. The information note regarding the guarantees, pledges and mortgages provided by the Company to third parties or the derived income or interest thereof will also be read out during the General Assembly; and shall be submitted to the information of the shareholders.

17. Wishes and closing speech.

ATTACHMENTS:

Attachment-1: Profit Distribution Policy

Attachment-2: Distribution of profit pertaining to the year 2013

Attachment-3: Disclosure Policy

Attachment-1

Profit Distribution Policy

According to the decision of Board of Directors dated 25/02/2014 and numbered 3/10, the determination of Profit Distribution Policy in 2013 and in the forthcoming years is as follows;

According to the Articles numbered 37,38 and 39 in the Articles of Association of the Company namely, "Determination of Profit", "Reserve Funds" and "Time and Type of Payments of Profit", profit distribution policy is formed within the frame of Turkish Commercial Code and the provisions of Capital Market Legislation.

- In line with the determination of Profit Distribution Policy in 2013 and in the forthcoming years; the Company, in principle, accepts to distribute profits in cash to shareholders at the maximum level without disregarding its medium term and long term strategies, investment and financial plans, market conditions, and economic developments.
- According to the Article numbered 37 of Association of the Company, dividends in advance can be distributed.
- In the event that distributable profit is available in accordance with relevant communiqués, the Profit Distribution resolution to be taken by the Board of Directors in the form of cash and/or shares and/or installments as long as the amount is not below than %50 of the distributable profit within the frame of the provisions of Capital Market Legislation and Turkish Commercial Code shall be submitted to the approval of General Assembly; and the distribution shall be completed within legal terms.
- According to the Articles of Association of the Company, the amount to be determined by the General Assembly, not exceeding the 0.1% of distributable profits remaining after distribution of first dividend shall be distributed to Board Members.
- A consistent policy shall be followed between the benefits of the shareholders' and the company in the application of Profit Distribution Policy.
- The date of distribution shall be decided by General Assembly upon proposal of the Board. Profit distribution payments shall be completed within legal terms. For other methods of profit distribution, relevant legislation, communiqués, and regulations of CMB shall be followed.
- In the event that calculated "net distributable profit for the year" is below 5% of issued capital, no profit shall be distributed.
- When no profit is distributed, the Board of Directors shall inform the shareholders at General Assembly meeting about the reasons and how the undistributed profits would be allocated.

**PETKİM PETROKİMYA HOLDİNG ANONİM ŞİRKETİ FOR 2013
STATEMENT OF PROFIT APPROPRIATION (TL)**

	As per Capital Markets Board	As per legal records
PROFIT DISTRIBUTION FOR THE PERIOD		
1) Paid / Issued Capital	1,000,000,000	1,000,000,000
2) Total Legal Reserve (As per legal records)	3.653.927,92	3.653.927,92
In case of preference in the distribution of profit as per Articles of Incorporation, details of the respective preference		
3) Profit for the period	53.508.620,00	88.855.446,62
4) Taxes to be paid (*)	4.611.940,00	
5) Net Profit for the period	48.896.680,00	88.855.446,62
6) Losses from previous years	-	
7) Primary legal reserves	4.442.772,34	4.442.772,34
8) Distributable Net Profit of the Period	44.453.907,66	84.412.674,28
9) Donations during the year	6.646.481,68	6.646.481,68
10) DISTRIBUTABLE NET PROFIT OF THE PERIOD WITH ADDED DONATIONS FOR THE CALCULATION OF THE FIRST DIVIDEND	51.100.389,34	91.059.155,96
11) First Dividend to Shareholders	44.400.000,00	
- Cash	44.000.000,00	
- Free of Charge	-	
12) Shareholders of Preferred Shares	-	
13) Dividends for the Members of the Executive Board, Employees, etc.	-	
14) Dividends for the Shareholders of Dividend Shares	-	
15) Second Dividend to Shareholders	-	
16) Secondary Legal Reserve	260.000,00	
17) Statutory Reserves	-	
18) Special Reserves	-	
19) Extraordinary Reserves	53.907,66	40.012.674,28
20) Other Resources Anticipated for Distribution		
- Retained earnings	-	
- Extraordinary Reserves	2.600.000,00	
- Other Distributable Reserves as per the Law and Articles of Association	-	
Earnings per Share (kurus)	0,0489	
Dividend per Share (kurus) (Gross)	0,0470	

INFORMATION ON THE DISTRIBUTED SHARE OF PROFIT

Dividend information per share				
Group		Total dividend amount TL	Dividend corresponding to a share with nominal value 1Krş	
			Amount Krş	Ratio
GROSS	A			
	Socar Turkey Petrokimya A.Ş.	5.170.000,00	0,047000	4,70
	Socar İzmir Petrokimya A.Ş..	4.851.137,01	0,047000	4,70
	Other (Open to Public)	18.178.862,99	0,047000	4,70
	B			
	Socar Turkey Petrokimya A.Ş.	18.800.000,00	0,047000	4,70
	C			
Directorate of Privatization Administration	0,00	0,047000	4,70	
Total:		47.000.000,00		

NET	A			
	Socar Turkey Petrokimya A.Ş.	5.170.000,00	0,047000	4,700
	Socar İzmir Petrokimya A.Ş..	4.851.137,01	0,047000	4,700
	Other (Open to Public) (*)	15.452.033,54	0,039950	3,995
	B			
	Socar Turkey Petrokimya A.Ş.	18.800.000,00	0,047000	4,700
	C			
Directorate of Privatization Administration	0,00	0,039950	3,995	
Total:		44.273.170,55		

DISTRIBUTED SHARE OF PROFIT IN PROPORTION TO NET DISTRIBUTABLE PROFIT FOR THE PERIOD WITH ADDED DONATIONS

Share of profits distributed to shareholders (TL)	Share of profits distributed to shareholders in proportion to net distributable profit for the period with added donations (%)
47.000.000	91,98

(*) In the net profit calculation, a withholding rate of 15% is applied with the assumption of all the open public shares are fully fledged real taxpayer shareholders. As of the date of profit distribution withholding rate shall be changed in line with the information get by Central Registry Agency.

“Disclosure Policy”**DISCLOSURE POLICY****CONTENTS**

- 1. Objective**
- 2. Responsibility**
- 3. Measures for Determining of the Persons Having Administrative Responsibility**
- 4. Methods and Tools of Public Disclosure**
- 5. Disclosure of Special Conditions and Authorized Persons**
- 6. Disclosure of Financial Statements and Authorized Persons**
- 7. Disclosure of Annual Report and Authorized Persons**
- 8. Other Disclosures and Authorized Persons**
- 9. Authorized Persons for Public Declarations**
- 10. Communication with Capital Market Participants**
- 11. Instructions for making statements via printed and visual press**
- 12. Meetings and Telephone Calls with Analysts and Investors**
- 13. Analyst Reports**
- 14. News and speculations published in the media organs and in the websites**
- 15. Declaration of Forward Looking Representations**
- 16. Silence Period**
- 17. Petkim Website (www.petkim.com.tr)**
- 18. Validity**

1. Objective

Petkim AS public disclosure policy is based on the basis of on-time and fairly sharing of track record and future expectations of the company with shareholders, investors, capital market specialists and participants within the framework of basic accounting principles and Capital Market Legislation, and pursuant to relevant imperative dispositions, in addition to establishing and keeping a successful and open communication with those actors.

Petkim AS, with respect to public disclosure, shall comply with Capital Market Legislation, and regulations for Capital Markets Board (CMB) and Istanbul Stock Exchange (ISE); it shall also show great attention towards the application of the principles provided for in CMB Corporate Governance Principles.

Petkim AS Public Disclosure Policy has been prepared by the Board of Directors in accordance with CMB’s Corporate Governance Principles and Communiqué of Special Conditions issued by Capital Markets Board and submitted to the information of General Meeting.

Scope:

The Public Disclosure Policy covers all related companies and their staff and their consultants and regulates Petkim's written and verbal communication with capital market participants.

2. Responsibility

Monitoring, supervision and development of public disclosure and information policy in Petkim shall be the competence of the Board. In formation of the policy, Internal Audit and Investor Relations officials, Corporate Governance Committee and the Board shall perform the duty of the formation of the policy. The revisions to be made to the Disclosure Policy necessary due to change in the regulation of CMB to be valid following the the approval of the Board.

The Corporate Governance Committee informs and makes suggestions to the Board about the subjects related with "Disclosure Policy".

"The Internal Audit and Investor Relations" is to carry out the supervision and follow-up of the all subjects related with public disclosures.

3. Measures for Determining of the Persons Having Administrative Responsibility

Petkim determines "insider information" as information, which has not been disclosed to the public, may affect the value and the price of the capital market instrument and may influence the decision to invest. The Internal Audit and Investor Relations submits the persons that have access to insider information to Central Registry Agency and makes the necessary changes when they occur. According to Communiqué of Special Conditions and our Company, the persons having administrative responsibility and persons in the insider list are considered to be the same. Persons in the insider list contains members of the Board and persons that are not a member of the Board but have access to Petkim's insider information directly or indirectly in a regular way and have the authority to make administrative decisions that may affect Petkim's development and commercial targets and persons that are closely related to these persons and persons that have regular or irregular access to insider information and act on behalf of the Company. Petkim also determines Board members of the affiliate company that constitutes more than %10 of the total of the assets in year-end financials as persons having administrative responsibility. Persons that are on the list of persons have that have access to insider information are informed with their signature by the Internal Audit and Investor Relations that they are on the list to protect insider information and privacy rules until the disclosure of special circumstances, financial and operational results and silence period that is explained in the 16th item.

4. Methods and Tools of Public Disclosure

Methods and tools, which are employed in the activities for public disclosure within the framework of the provisions of Capital Markets Board legislation, and Turkish Commercial Code and Istanbul Stock Exchange legislation:

- i) Special condition declarations to Istanbul Stock Exchange (ISE) via Public Disclosure Platform (Declarations are electronically sent to KAP concurrently).
- ii) Financial statements and their footnotes, independent audit report and statements, annual reports and financial presentations that are periodically submitted to ISE via KAP (the mentioned reports are also made public through web

page for the immediate reach and with their translation in English. Also investor presentations are also periodically made public through web page).

iii) Declarations and announcements that are made through the medium of Turkish Trade Registry Gazette and daily newspapers (prospectus, circular, profit distribution, general assembly call...etc.)

iv) Press releases that are issued in written and visual media,

v) Releases to data distributors such as Reuters, Foreks,

vi) One-on-one meetings or teleconferences with capital market participants,

vii) Corporate website (www.petkim.com.tr)

viii) Communication methods and instruments that are used by means of the communication instruments including telephone, cellular phone (wap and similar technologies), letter, e-mail, telefax, etc.

5. Disclosure of Special Conditions and Authorized Persons

Special condition disclosure shall be made public in accordance with “Communiqué of Special Conditions” issued by CMB and shall be prepared under supervision of the Internal Audit and Investor Relations, and after the said declaration is signed by General Manager, Internal Audit and Investor Relations or Assistant General manager who are authorized to sign by the Board and ISE shall be informed in the determined time period. Persons that are authorized to make disclosures special conditions and changes in them are submitted to ISE. Special Condition Disclosures shall be sent to Public Disclosure Platform (KAP) System with electronic signature.

Petkim, in order to ensure the privacy of the special conditions,

Actively regulates measures to prevent access of persons that are not on the insider list to access insider information,

Ensures that the persons that are on the insider list accept their liabilities in Capital Markets Law and related regulations and be informed about the harmful use and distribution of this information.

Ensures the disclosure of the insider information in case it is not kept private.

If a personnel of Petkim determines that information that is not disclosed and important and special (insider) is unintentionally disclosed, Internal Audit and Investor Relations is immediately informed. In this case, Internal Audit and Investor Relations prepares and submits the appropriate special conditions disclosure to ISE in line with CMB regulations.

6. Disclosure of Financial Statements and Authorized Persons

Financial statements of Petkim AS shall be prepared quarterly in accordance with International Financial Reporting Standards shall be made public annually and in mid-terms by transferring to KAP.

Financial statements and their footnotes, independent audit report and attached documents shall be submitted to approval of the Board with assent taken from the Committee Responsible for Audit within the frame of Capital Market Legislation before made public

and after it is signed by member of Board who is assigned with this duty (if present), Assistant General Manager of Finance and/or Accounting Manager, and it shall be transferred to CMB and ISE after the approval of Board through the electronic media as KAP declaration.

Financial statements and their footnotes for the previous periods may be accessed through the link of Investor Relations on Corporate website of Petkim AS. Internal Audit and Investor Relations prepares a meeting with the participation of the Company's top executives in which investor's and analysts' question may be answered following the disclosure of financial statements and footnotes and periodically prepares investor presentations and puts them on the website.

Commercial relations between our Company and our Company's indirectly or directly related real or legal parties in terms of capital, management and audit are explained in the footnotes of financial tables. If evaluation reports have to be prepared in accordance with CMB regulations, such reports are obtained and shareholders are informed.

7. Disclosure of Annual Report and Authorized Persons

Annual Activity Report is prepared in accordance with Capital Market Legislation and CMB's Corporate Governance Principles; approved by the Board and disclosed in the website of the Company (www.petkim.com.tr).

Annual Activity report, following the approval of the Board, is electronically submitted in accordance with CMB and ISE regulations via KAP.

Turkish and/or English annual reports may also be gained from Internal Audit and Investor Relations in the form of printed copy.

8. Other Disclosures and Authorized Persons

Other declarations (prospectus, circular) that are not mentioned above are subject to Company's circular to be disclosed to public.

9. Authorized Persons for Public Declarations

Other written and verbal information demand by capital market participants that are not mentioned above are carried out in accordance with authority regulations set for General Manager and Internal Audit and Investor Relations in verbal and/or written.

Public disclosures to written and visual media and data distributors such as Reuters and Foreks can only be done by the Chair of the Board or the General Manager.

Petkim personnel may not answer questions from capital market participants other than that are not mentioned above if not specifically appointed by the Board or the General Manager. Incoming information demands are directed to Petkim Internal Audit and Investor Relations.

10. Communication with Capital Market Participants

Petkim does not direct expectations about mid-term or annual results. Instead of this, Petkim prefers to submit critical factors affecting results, strategic approaches and important fact that support a better understanding of sector and operating environment to capital market participants.

Unless stated otherwise in the disclosure policy, only persons that have the authority to make public statements can communicate with capital market participants in the name of Petkim and its share. Petkim Investor Relations Coordinator is present at every meeting with capital market participants. In the meetings with capital market participants which are not open to public, any information previously not disclosed and important/private (insider) is not revealed.

Petkim is aware that periodically telephone and/or teleconferences with capital market participants can be done. Petkim makes the necessary preparations for such meetings.

11. Instructions for making statements via printed and visual press

Petkim Corporate Communication Unit makes sure that public is informed throughout the year as important developments occur via news flow to written and visual media in a controlled manner. Data distributors such as Reuters and Bloomberg are also in this information coverage. Depending on the developments, this information coverage may be done with a press meeting joined by company executives. Press releases can be published in Petkim web site as well especially for the reach of small investors.

In accordance with CMB's "Communiqué of Special Conditions" in case a liability to make a special condition declaration occurs, it is done in addition to the press release.

12. Meetings and Telephone Calls with Analysts and Investors

Internal Audit and Investor Relations was created in order to establish communication between our company and both potential or present investors, to answer investor questions at most efficient way and to carry out the studies aimed at investors and stakeholders. Relations with stakeholder are carried out by this unit.

Internal Audit and Investor Relations, to make sure that the Company is well known and preferred in international capital markets, the Company's operational and financial performance, vision, mission and targets are understood in the best way by the investors in emerging markets, present and potential stakeholders, carries out frequent meetings with the company's top executives, brokers, analysts and investors.

For this purpose the Company attends roadshows if necessary and plans teleconferences. For the best introduction of the Company, presentations, question/answer sets and information summaries are prepared.

The Company tries to give positive reply to all meeting demand by stakeholders with meeting at the highest level as possible.

Website which is regularly updated and information notes posted on the internet to stakeholders makes stakeholders and analyst follow the developments in Petkim.

Presentations in investor meetings and disclosed reports are also published in the website.

13. Analyst Reports

The responsibility for the analyst report is on the entity that prepares it. The Company may disclose the analyst report on the internet stating its reference. Further, the Company with the analyst's demand may check the accuracy of the information in analyst's report in terms of publicly disclosed information without comments. Petkim, does not verify, approve, take responsibility and spread analyst reports' income model and expectations.

Petkim discloses to public the analyst who prepares reports and the entity they work for in its website (www.petkim.com.tr).

14. News and speculations published in the media organs and in the websites

Petkim does not make comments for the market rumors and speculations in principle. Follow up of news and rumors in written, visual, hearing press-information and/or internet in the market is carried out by Corporate Communication Unit and Internal Audit and Investor Relations with the follow-up of the current market. In principal, special case declarations are made in accordance with Capital Market Board regulations for the news and rumors that are published on the national press-information and are not from the persons who are authorized to represent the Company and if the news and rumors can affect the investors' decision and the value of the capital market instrument. Except this, no comments are made for the speculation in the market and/or internet.

15. Disclosure Declaration of Forward Looking Representations

Petkim can disclose assessment for future pursuant to its' disclosure policy. Actual results from expectations significantly differentiated due to risks, uncertainties and other factors are declared in the documents that Petkim disclose its' expectations. Petkim can disclose to the public its' expectations maximum four times per year at operating reports or scheduled and programmed assemblies and organizations providing that it's disclosed at KAP. Expectations only can be disclosed by authorized persons providing that attentions stated above are explicitly declared or a written document that is open to the public (press release, information note, declarations within Capital Market Legislation, vs.)

Guidance in the disclosure to the public is disclosed with its base and statistical data. Disclosed expectations do not contain having no basis and exaggerated assumptions and are identified with company's financial condition and operating results. Attentions related to actual results differentiated from expectations due to risks, uncertainties and other factors are included in the declaration. If guidance is not realized, this condition disclosed to the public and related guidance is revised.

16. Silence Periods

Petkim averts from disputing with capital market participants related to financial results at specific time periods in order to prevent unauthorized declarations regarding operating results and asymmetric information distribution. It means "Silence Period". Silence Period begin with at the end of quarter time period and end with date of financial results declaration.

Petkim, throughout silence period;

(i) Is able to be held investor meetings, restricted to given information regarding current quarter results to investors and analysts,

(ii) If not needed, does not give information and declarations regarding operating and financial results without prejudice to Capital Market regulations,

(iii) Replies any questions within the information disclosed to the public.

During silence period, the people that make declaration on behalf of Petkim under the conditions stated "Communication with Capital Market Participants" part of this policy attend the conference, forums and panels in which is make speech and declaration.

17. Petkim Web Site (www.petkim.com.tr)

www.petkim.com.tr is used efficiently to disclose to the public and to provide transparency, pursuant to the Capital Market Legislation, regulations of BIST and SPK Corporate Governance Principles. Disclosures that are in company's web site substitute disclosure of material events and necessary declarations that made in compliance with Capital Market Regulations.

Presentations and reports disclosed in investor conferences or press conferences can be reached at Company website.

All of declarations to the public that made from Petkim can be found in Petkim web site. Petkim web site is constituted in accordance with these conditions. Every precaution related to the security of the Web site is taken.

Topics to be discussed at the General Meeting and Information Related Documents

Company prepares information note, other documents and reports related to articles of agenda of General Meeting which is informed in the headquarters and corporate web site of company before General Meeting. Additionally, these documents are also presented to the participants of General Meeting.

18. Validity

This disclosure policy has entered into force upon Board Resolution numbered 3/8 dated 25/02/2014 If any amendment to this information policy is required and made, such amendment, together with its grounds, shall be approved by the Board, and then such amendments shall be submitted to the information of General Meeting and brought to public attention.