

**PROTOCOL OF ADJOURNMENT OF THE GENERAL ASSEMBLY OF
PREFERENTIAL GROUP (B) SHAREHOLDERS OF PETROKİMYA HOLDİNG
ANONİM ŞİRKETİ, CONCERNING THE RESOLUTIONS OF THE ORDINARY
GENERAL ASSEMBLY, HELD ON 8 MAY 2012**

The General Assembly of Preferential Group (C) Shareholders of PETKİM Petrokimya Holding A.Ş. was held on Tuesday, 08.05.2012 at 13.00, at the Company's head office located in Aliğa/İZMİR, under supervision of Mr. İhsan ÜNVER, the Government Commissioner, who had been appointed by the letter of the Izmir Provincial Directorate of the Turkish Ministry of Science, Industry and Technology with ref. no. 4480, dated 24.04.2012.

As a result of the examination by the said Government Commissioner, it was ascertained that the Company's articles of association, shareholders' stock register and as well as the presence of Mr. Ferruh Murat BENZER and Koray ATALIK, the Company's auditors, in the General Assembly.

Convocations for this meeting were published on the Trade Registry Gazette No. 8050, dated 17 April 2012, and on the newspapers "Dünya" and "Yeni Asır" on 17 April 2012, covering the agenda as required by the applicable Law and Articles of Association, within due period of time, and also at the Company's website www.petkim.com.tr.

Since it was understood from review of the list of presents that out of the total number of the Company's Preferential Group (C) shares, i.e. 40.000.000.000 shares, corresponding to TL 400.000.000 in the capital of the Company, 40.000.000.000 shares corresponding to a capital value of TL 400.000.000 had been present in person, whereby the minimum quorum for meeting was found satisfied under the Capital Market Law (SPK), Turkish Commercial Code (TTK) and the Company's Articles of Association, the said Government Commissioner of the Turkish Ministry of Science, Industry and Technology instructed that this meeting may be called to order.

Mr. Vagif ALIYEV declared open the meeting. The attending shareholders were notified of the fact that the votes would be cast by show of hands by open ballot, and the agenda items would be discussed.

1. Agenda Item 1:

Constitution of the Presiding Board was discussed. By way of voting, Mr. Vagif ALIYEV was elected as the Chairman of the Presiding Board, Mr. Kenan YAVUZ as the vote-collector, and Mr. Füsün UGAN as the Secretary, pursuant to the Articles of Association.

Since Mr. Vagif ALIYEV, the Chairman of the Presiding Board, is a citizen of the Republic of Azerbaijan and is not fluent in Turkish language, he recommended Mr. Kenan YAVUZ to make oral and written statements only in order to clearly notify the General Assembly; by way of vote, this recommendation was unanimously accepted.

2. Agenda Item 2:

The matter of authorizing the Presiding Board to sign the General Assembly Meeting Minutes and the List of Presents. By way of vote, it was unanimously resolved to authorize the Presiding Board to sign the General Assembly Meeting Minutes and the List of Presents.

3. Agenda Item 3:

The amendment to articles 3, 8, 11, 12, 13, 15, 30 and 42 of the Company's Articles of Association, as decided upon by the Ordinary General Assembly for 2011 held on 8 May 2012 at 11:00 and as defined in the Amendment Draft, was put to the vote of the General Assembly of Preferential Group (B) Shareholders. It was unanimously resolved that articles 3, 8, 11, 12, 13, 15, 30 and 42 of the Company's Articles of Association be amended as decided upon by the Ordinary General Assembly for 2011 held on 8 May 2012 at 11:00 and as defined in the Amendment Draft.

4. Agenda Item 4:

Chairman of the Presiding Board made a speech of thanks. As nobody took the floor or there remained no further items in the agenda, which are pending to be discussed, the meeting was declared closed by the Chairman of the Presiding Board.

The present minutes were executed and signed in 7 (seven) copies at the place of meeting on 08.05.2012.

**GOVERNMENT OBSERVER OF THE TURKISH
MINISTRY OF SCIENCE, INDUSTRY AND TECHNOLOGY**

İHSAN ÜNVER

**CHAIRMAN OF THE
PRESIDING BOARD**

VAGIF ALIYEV

VOTE-COLLECTOR

KENAN YAVUZ

SECRETARY

FÜSUN UGAN