



INFORMATION DOCUMENT FOR ORDINARY GENERAL ASSEMBLY 2009 OF PETKİM PETROKİMYA HOLDİNG A.Ş.

The shareholders of our company are invited upon the decision of our Board of Directors of 12.02.2010 to attend the Ordinary General Assembly 2009 at the headquarters of the Company on 31.03.2010 at 10:30 a.m. pursuant to Article 368 of TCC to discuss the following agenda items. It is unanimously adopted by those who were present to issue an invitation to the meeting, apply to the Turkish Ministry of Industry and Trade to invite a Commissioner, complete all other necessary official procedures and discuss and decide on the following agenda items at the General Assembly.

The newspaper notices containing the invitation for our shareholders were published in Turkish Journal of Commercial Registry of 01/03/2010 and 10/03/2010 and also Referans, Yeni Asır of 01/03/2010 and Dünya, Yeni Asır of 09/03/2010.

Those shareholders who wish to attend the General Assembly and had their shares registered with the Central Registration Body (MKK) are required to follow the General Assembly Blockage Procedure established by MKK and have themselves registered with the "General Assembly Blockage List until latest 25.03.2010 at 6.00 p.m. and obtain an entrance card. Those shareholders who fail to present the "General Assembly Blockage Letter" to be issued by MKK for the shareholders who have been registered with the "General Assembly Blockage List" before the General Assembly will not be able to experience their rights to speak and vote at the meeting.

As stated in the General Letter of MKK no. 294, pursuant to the provision of Transitional Article 6 of the Law on Capital Markets, only those shareholders who had their shares registered and present the "General Assembly Blockage Letter" before the General Assembly are able to attend the General Assembly and experience their shareholder rights.

Those shareholders who will be represented at the meeting by their representatives are required to issue the power of attorney in accordance with the following sample and submit their notarized power of attorney or power of attorney attached with a notarized signature circular in accordance with the "Communiqué on Voting by Power of Attorney, Representation on Call basis or Collection of Share Notes at General Assemblies of Companies of Public Ownership" of the Capital Markets Board Serial: IV No. 8 published in the Official Gazette no. 21872 of 09.03.1994.

The open voting by hand raising shall be used in voting the agenda items at the General Assembly.

The Activity Report by the Board of Directors, Balance Sheet and Income Table, Audit Report and Independent External Audit Body Report for 2009 shall be made available to our shareholders for review at the headquarters of the Company 15 days before the date of Ordinary General Assembly. The sample power of attorney and relevant documents are available on the web site of our company (www.petkim.com.tr).

All stakeholders having rights and interests as well as press members are invited to our General Assembly Meetings pursuant to our "Transparency" principle although they are not granted the right to speak due applicable laws and regulations.

Our shareholders are kindly requested to get informed.



EXPLANATIONS ON THE AGENDA OF ORDINARY GENERAL ASSEMBLY

1. Opening speech and forming the Executive Board

The Chairman and Executive Board shall be elected in accordance with the provisions of "Turkish Commercial Code" (TCC) and Regulation on "General Assembly Meetings of Stock Corporations and Commissioners of the Ministry of Industry to attend General Assembly Meetings" (Regulation).

2. Authorizing the Executive Board to sign the minutes of General Assembly meeting

Our shareholders shall decide to authorize the Executive Board to sign the decisions taken by the General Assembly in accordance with the provisions of TCC and Regulation.

3. Reading, discussing and making a decision about the Board's Activity Report for 2009, Auditing Board's report, and Balance Sheet and Profit and Loss Accounts for 2009 to be prepared by Independent Auditing Firm pursuant to Capital Market Board (XI-29) legislation, and Tax Procedure Law 2009

The summaries of the Board's Activity Report, Audit Board Report and Independent Audit Report for the accounting period 01.01.2009 – 31.12.2009 prepared in accordance with TCC, CMB requirements and applicable regulations and made available to the shareholders for review at the headquarters of the company and on (www.petkim.com.tr) as from 15.03.2010 shall be read at the General Assembly. The reports in question shall be submitted to the attendees for comments and approval and approved separately.

4. Submitting the temporary election of the new Board Member within the year for vacant position due to resignation to the approval of General Assembly in accordance with Article 11 of the Articles of Association of the Company and Article 315 of Turkish Commercial Code so that it remains effective as from the date of election with the same conditions; assigning the resigned member to the Board so that his/her term of office is completed

Mr. Kenan Yavuz, nominated by the Members of Board of Directors representing group A shareholders, was elected as the Member of Board of Directors due to vacancy that appeared upon resignation of Mr. Rövnag Abdullayev, elected as representing the group A shares, and Mr. Vagif Aliyev as the Chairman of Board of Directors during the year. Information shall be provide on Curricula Vitae of new members of the Board of Directors and the appointment in question shall be submitted to the general Assembly for approval, and the new member shall be elected as the member of Board of Directors to complete the tenure of the resigning member.

■ CV's attached hereto.

5. Submitting the temporary election of the new Member of Auditing Board within the year for vacant position due to resignation to the approval of General Assembly in accordance with Article 22 of the Articles of Association of the Company and Article 351 of Turkish Commercial Code so that it remains effective as from the date of election

Mr. Ferruh Murat BENZER was elected by the Members of the Audit Board as the member of Audit Board due to vacancy that appeared upon resignation of Mr. Mustafa ÖZEL, representing the Privatization Administration. The appointment in question shall be submitted to the General Assembly for approval.

■ CV's attached hereto.

6. Discharging the Board Chairman and members and Auditing Board members individually for accounts and activities in 2009.

The General Assembly shall decide to discharge the members of Board of Directors and Audit Board for activities, transactions and accounts in 2009 in accordance with the provisions of TCC and Regulation.

7. 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 2010 and 2011.

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 upon recommendations by the Committee in charge of Audit to contract Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for two years 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 periods 2010 – 2011, and submit the selected audit company to the General Assembly 2009 for approval.

8. Election of Auditing Board as to be charged in 2010 accounting year; determination of the allowances to be paid to Board and Auditing Board Members for 2010 accounting year

The auditors shall be elected considering provisions set out in TCC, Regulation and our Articles of Incorporation. The applicable provisions of the Articles of Incorporation are as follows:

AUDITORS:

Article 22- *The Company shall be audited by 3 auditors selected by the General Assembly. One of the auditors shall be selected amongst the candidates presented by the A group shareholders; one of the auditors shall be selected amongst the candidates presented by the B group shareholders; and one of the auditors shall be selected amongst the candidates presented by the C group shareholder. The term of duty for the auditors is 1 (one) year. An auditor whose term of duty expires can be re-selected.*

The following principles are applied for determining an auditor by the A group shareholders:

a) *In case that the public offering ratio of the A group shares is 30% (30% or more) of the total capital, the right to determine 1 Auditor candidate assigned to A group shall be belong to A group shareholders.*

b) *Showing Auditor candidate by the shareholders possessing A group shares depends on representation in the General Assembly with a ratio of at least 1% of the A Group shares in the total capital. In this case, the candidate who gets most votes in the selection executed amongst A group shareholders shall be selected by the General Assembly.*

In case that A group shareholders are not represented in the General Assembly with a ratio of 1% of the total paid up capital, the right of these shareholders to determine an Auditor shall be used by the B group shareholders.

c) *In case that Auditorship becomes vacant due to death, resignation, dismissal or falling off of membership, the vacant membership shall be filled with a selection performed by Board of Directors in accordance with the Article 315 of the Turkish Commerce Law. In case a vacancy occurs in auditorship due to one of the abovementioned reasons, the shareholders possessing the group shares having the right to show the auditor whose seat becomes vacant*



shall have the right to show candidate for the vacant seat, and other auditors shall select this candidate as an auditor in order to fill this vacancy.

QUALIFICATIONS AND REQUIREMENTS FOR AUDITORS:

Article 23- A person should have the following qualifications in order to be selected as an Auditor: not to be put under restrain; not to be sentenced due to shameful crimes; and not to be sentenced due to crimes which causes the member title get lost in accordance with the Turkish commerce Law.

9. Making a decision about the proposals of the Board in respect of profit distribution,

A "Consolidated Net Term Profit" in an amount of TL 114.035.094,00 has been obtained based on our financial tables for the accounting term 01.01.2009 – 31.12.2009 prepared by our Company in accordance with International Financial Reporting Standards as referred to in Communiqué of the Capital Markets Board Serial: XI, No. 29 and audited by Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.(a Member of Pricewaterhouse Coopers), and our recommendations and policy for profit distribution prepared considering our long-term community strategy, corporate capital requirements, investment and financing policies, profitability and cash status are available on our web site www.petkim.com.tr.

10. Informing our partners about profit distribution policy in line with the Corporate Governance Principles,

The following profit distribution policy of our company shall be submitted to the General Assembly for information and is also published on the web site of our company www.petkim.com.tr.

PETKİM PETROKİMYA HOLDİNG A.Ş. PROFIT DISTRIBUTION POLICY

The Board of Directors of Petkim Petrokimya Holding A.Ş predicates on Turkish Commercial Code, Capital Market Legislation, regulations and resolutions of Capital Market Board (CMB), tax laws and other relevant legal regulations and its Articles of Association in its profit distribution resolution.

In consideration of the above, in line with the determination of Profit Distribution Policy in 2010 and in the forthcoming years;

- The company, in principle, accepts to distribute profits to shareholders at the maximum level without disregarding its medium term and long term strategies, investment and financial plans, market conditions, and economic developments.
- 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 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.*

11. Informing the Shareholders about the donations and supports granted by our Company within the year

Our company has made a donation in an amount of TL 127.259,86 in 2009.

12. Informing the General Assembly about the Information Policy and the List of Those who accessed the internal information,

Our Company adopts all legal regulations and "Corporate Management Principles" adopted and publicized upon decision of the Capital Markets Board (CMB) no. 35/835 of 4.7.2003 and updated upon the decision of the Capital Markets Board (CMB) no. 48/1588 of 10.12.2004; and further aims to develop structures and principles suitable for operation of our Company to best serve the interests of the shareholders and all groups associated with our Company. In this context, our Company developed an "Information Policy" and "List of Those who have Access to Internal Information" in accordance with the "Corporate Management Principles" published by the CMB. The Information Policy and the List of Those who have Access to Internal Information included in the Corporate Management Compliance Report may be accessed on the web site of our company www.petkim.com.tr and our activity report for 2009.

13. Informing the General Assembly about Operating Principles and Codes of Conduct prepared by the Board and Committee responsible for Audit

The Operating Principles for the Board of Directors and Committee in charge of Audit and Corporate Codes of Conduct prepared in accordance with the Corporate Management Principles of CMB and adopted by our Board of Directors shall be submitted to the General Assembly for information. Our Codes of Conduct and Operating Principles for the Board of Directors and Committee in charge of Audit are available on the web site of our Company (www.petkim.com.tr).

14. Informing the General Assembly about Corporate Governance Committee and Risk Management Committee

The Corporate Management Committee and Risk management Committee established pursuant to the Corporate Management principles of CMB and adopted by our Board of Directors shall be submitted to the General Assembly for information. Those who are assigned at such committees are as follows:

Mr. Erdal AKSOY and Mr. Farrukh GASSIMOV, the members of the Board of Directors are responsible for operation of the Corporate Management Committee and Mr. David MAMMADOV, Mr. Kenan YAVUZ, the members of the Board of Directors, and Mr. C. Şafak AYIŞIĞI, the Assistant General Manager (Financial) for the operation of the Risk Management Committee.

15. Granting the Board Chairman and Members authorization to do the transactions provided for in Articles 334 and 335 of Turkish Commercial Code

Since the members of our Board of Directors can enter into transactions only upon approval of the General Assembly pursuant to Article 334 "No Transaction with the Company" and Article



335 "No Competition" of TCC, the approval in question shall be submitted to our shareholders at the General Assembly.

16. Establishment of a new company by means of partial spin-off of the Petkim Port, consisting of immovables, sea filled areas, piers, premises and other items, whose right of ownership and/or usage belongs to the Company, and the authorization of the Company's Board of Directors for carrying out all related procedures on the partial spin-off and the establishment of a new company,

Upon a decision taken by our Board of Directors, it was decided to assign Garanti Yatırım Menkul Kıymetler A.Ş. as the exclusive consultant and authorize the Board of Directors to carry out all related procedures for incorporation of a port company, to be fully owned by our Company, by transferring Petkim Port, consisting of the immovable properties, sea filled areas, piers, facilities and other elements and the ownership and/or right of use of which belong to our Company by partial spin-off, and for sales of majority of the shares in the new company to prospective investors in order to improve and ensure more economic operation of Petkim Port and perform the income raising activities more effectively.

17. Discussing the proposals and wishes and closing speech.

■ Attachment-1 – CV's of Board Members

Vagif ALIYEV- Chairman of the Board

Born in 1959, Vagif Aliyev graduated in 1981 from the Azerbaijan Civil Engineering Institute's Hydraulic Engineering program. Aliyev began his career at the Caspian Sea Oil & Gas Production Union's Azer Sea Oil Construction Trust, successfully moving up the ranks from engineer to senior engineer and then section manager. Since 2005, Aliyev has been Head of Investments at the State Oil Company of Azerbaijan Republic (SOCAR) and since 2008 a member of the Board of Directors of Petkim Petrochemical Holdings A.Ş. In 2009, Aliyev was named Chairman of the Board at Petkim.

Erdal Aksoy - Vice Chairman of the Board

Born in Trabzon in 1943, Erdal Aksoy is an electrical engineer with a degree in Electronics and Electrical Engineering from Istanbul Technical University. He also holds an advanced degree in business administration. Aksoy has had a varied and successful professional career and currently carries out a range of duties including: Chairman of the Board of Turcas Petrol A.Ş. and its subsidiaries; Founder and Chairman of the Board of Aksoy Holding A.Ş. and Enak Construction and Trade A.Ş.; Board member at Shell & Turcas Petrol A.Ş.; Vice Chairman of the Board at SOCAR & Turcas Energy A.Ş., SOCAR & Turcas Petrochemical A.Ş., Petkim Petrochemical Holding A.Ş. and E.ON & Turcas North and South; Founder, Principal Shareholder and Chairman of the Board of the Conrad Istanbul Hotel; member of the Turkish Industrialists' and Businessmen's Association (TÜSİAD); and Member of the High Advisory Board of the Turkish Economic and Social Studies Foundation (TESEV). Aksoy speaks English and is married with two children.

Osman İlter- Member of the Board

Born in Milas in 1965, Osman İlter graduated in 1989 from the Gazi University Faculty of Economics and Administrative Sciences in Ankara. Having begun his career as Chairman of the Board at Köy Tarım Makineleri A.Ş. in 1992, since 2003 İlter has been Vice President of the Republic of Turkey's Privatization Administration and since 2008 a member of the Board of Directors at Petkim. İlter speaks English and is married with two children.

Batu Aksoy – Member of the Board

Born in Istanbul in 1977, Batu Aksoy graduated from Johns Hopkins University's Faculty of Electrical and Computer Engineering in 1998. Aksoy is a Board Member of Turcas Petrol A.Ş. and its subsidiaries; Founder and Member of the Boards of Directors of Aksoy Holding, Enak Construction and Foreign Trade, SOCAR & Turcas Energy, SOCAR & Turcas Petrochemicals, E.ON & Turcas North and South Power Generation, and PETKİM Petrochemicals Holding Co.; a Member of the Board of the Petroleum Platform Association (Petform); a member of the Energy Working Group of the Turkish Industrialists' and Businessmen's Association (TÜSİAD); and a member of the Board for the Koç Private Schools Foundation.



David Mammadov- Member of the Board

Born in 1955, David Mammadov graduated in 1980 with a degree in Chemical Engineering from the M. Azizbeyov Petroleum and Chemicals Institute in Azerbaijan. Mammadov began his career in 1976 as an operator at the Baku Oil Refinery. Since 2005, he has been Vice President in charge of refineries at the State Oil Company of Azerbaijan Republic (SOCAR) and since 2008, a member of the Board of Directors at Petkim.

Farrukh Gassimov – Board Member

Born in 1959 in Baku, Farrukh Gassimov graduated with a law degree from Baku State University in 1981 and received a doctorate from Moscow's Public Studies and Legal Institute in 1985. From 1985-1991, he served as a teacher and Lecturer at the Baku Public Management and Politics University. Since 2006, he has been Deputy Head of the Legal Department at SOCAR and since 2009, has been a Member of the Board of Petkim.

Kenan Yavuz – Member of the Board

Born in 1959 in Bayburt, Kenan Yavuz graduated from the Management Department of the Ankara Academy of Commercial and Economic Sciences in 1981 and received advanced degrees in Business Administration from Istanbul University in 1984 and from the Yeditepe University Institute of Social Sciences in 1998. Yavuz began his career at the Mako Electrical Industrial and Trade Co., performing various duties before becoming Director of the Commercial and Finance Department. In March of 2004, he became a member of the Board at Petkim, and in May of 2004, he was promoted to General Manager.

Yavuz was the General Manager and a Board Member at Petkim Petrochemicals Holding, Inc. until May 2008 and, from May 2008 – November 2009, served as the General Manager of Petkim Petrochemicals Holding, Inc. As of October 2009, he was appointed a Board Member at Petkim Petrochemicals Holding, Inc. and as of November 2009, transferred his responsibilities as General Manager to Doğan Çırakoğlu and was appointed Senior Manager/CEO of SOCAR Turcas Energy, Inc. He continues in the roles of Board Member at Petkim Petrochemicals Holding, Inc. and Senior Manager/CEO of SOCAR Turcas Energy, Inc.

He is also a Board Member of the Public Employer's Union, the International Competitiveness Research Institute and the Aegean Region Chamber of Industry (EBSO).

Yavuz, who writes frequently on business topics, particularly the automotive and petrochemicals industries for various journals and newspapers, speaks English and is married with two children.



■ Attachment-2: CV's of Auditors

Nurettin Demircan – Audit Committee Member

Born in 1955 in Karamürsel, Nurettin Demircan graduated from Marmara University's Management Faculty. With 33 years of professional experience, Demircan is Director of Accounting at Turcas Petrol A.Ş. and a member of the Petkim Audit Committee.

Cemal Yusuf ATA – Audit Committee Member

Born in 1960 in Kastamonu, Cemal Yusuf Ata is a graduate of the Anatolian University Management Faculty. He is Director of Shareholder Services at Turcas Petrol A.Ş. and a member of the Audit Committee at Petkim.

Ferruh Murat BENZER – Audit Committee Member

Born in 1970 in Sungurlu, Ferruh Murat Benzer is a graduate of Yıldız University. Benzer has been a specialist at the Privatization Administration since 2003 and is a member of the Audit Committee at Petkim.