

## **MINUTES OF GENERAL ASSEMBLY MEETING OF PETKİM PETROKİMYA HOLDİNG A. Ş. HELD ON 31 MARCH 2011**

The General Assembly meeting of PETKİM Petrokimya Holding AŞ for 2010 was held on 31.03.2011, Thursday at 11:00 at the headquarters of the company in Aliğa/İZMİR under supervision of Mr. Ferudun GÖKTAŞ, the Ministry Commissioner, assigned by the letter of Izmir Provincial Office of the Ministry of Industry and Trade no. 3056 of 18.03.2010.

As a result of the review carried out by the Ministry Commissioner, it was identified that the shareholders' stock register and the company auditors Mr. Nurettin DEMİRCAN, Mr. Cemal Yusuf ATA and Mr. Ferruh Murat BENZER were present at the General Assembly meeting.

The invitation announcements for the meeting have been made within specified time by announcing in The Journal of Commercial Registry no. 7768 of 9 march 2011 as well as in Dünya and Yenigün newspapers including the agenda as required by the Law and Articles of Incorporation and published on the website of the company (www.petkim.com.tr).

Upon reviewing the attendance sheet, it was stated by the commissioner from the Ministry of Industry and Trade that 64.178.470.136 shares (%64.18) corresponding to TL 641.784.01,36 out of 100.000.000.000 corresponding to total capital of the company of TL 1.000.000.000 are represented as 61.321.606.204 shares corresponding to TL 613.216.062,04 personally and 2.856.863.932 shares corresponding to TL 28.568.639,32 by proxy, therefore the meeting quorum as required by Turkish Commercial Code (TCC) and Articles of Incorporation is present and the meeting may be opened.

The meeting was opened by Mr. Vagif ALIYEV. The shareholders were informed that the open voting shall be applied by raising the hands, and proceeded with discussing the agenda items.

### **1. Regarding item 1 of the agenda;**

Discussions were made on establishment of chairmanship council. As a result of voting, it was unanimously decided to elect Mr. Vagif ALIYEV as the Chairman of Council, Ms. Serap KILIC and Mr. Saffet Batu AKSOY as vote collectors, Ms. Füsun UGAN as the Council Clerk as required by the Articles of Incorporation.

Mr. Vagif ALIYEV recommended Mr. Erdal AKSOY to deliver verbal and written explanations since Mr. Vagif ALIYEV is an Azerbaijan national and not fluent in Turkish, therefore he is not able to inform the General Assembly fully and clearly, and this recommendation voted. It was unanimously accepted.

### **2. Regarding item 2 of the agenda;**

Discussions were made to authorize the Council for signature of the meeting minutes and Attendance Sheet of the General Assembly. As a result of voting, it was unanimously decided to authorize the Council to sign the meeting minutes and Attendance Sheet of the General Assembly.

### **3. Regarding item 3 of the agenda;**

The proposal for skipping the Activity Report of the Board of Directors for 2010 without reading was unanimously accepted since it has been made available at the company headquarters and on the website (www.petkim.com.tr) of the company for comments by the shareholders 15 days before the date of meeting and disseminated to all shareholders before the meeting. The Activity Report of the Board of Directors was negotiated and unanimously approved as a result of voting.

### **4. Regarding item 4 of the agenda;**

The Audit Board Report 2010 was read. The Audit Board Report was negotiated and unanimously approved as a result of voting.

### **5. Regarding item 5 of the agenda;**

The balance sheet, profit and loss accounts of the company for 2010 were read by Mr. Ferzan ÜLGEN who personally attended the meeting representing GÜNEY Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the independent Auditing Body and negotiated. It was unanimously decided to approve the balance sheet, profit and loss accounts of the company for 2010.

### **6. Regarding item 6 of the agenda;**

Discussions were made on acquittal of Chairman and Members of Board of Directors for accounts and activities in 2010. Voting was held for acquittal of Chairman and Members of Board of Directors for accounts and activities in 2010.

The Chairman and Members of Board of Directors did not vote for their own acquittal. As a result of voting, it was unanimously decided to acquit the Chairman and Members of Board of Directors for accounts and activities in 2010.

**7.** Regarding item 7 of the agenda;

Discussions were made on acquittal of the Members of Audit Board for accounts and activities in 2010. Voting was held for acquittal of the Members of Audit Board for accounts and activities in 2010. As a result of voting, it was unanimously decided to acquit the Members of Audit Board for accounts and activities in 2010.

**8.** Regarding item 8 of the agenda;

Discussions were made on re-election or replacement of Members of Board of Directors whose tenure has expired. As a result of voting, it was decided by majority of votes that:

Mr. Erdal AKSOY with Turkish Citizenship no. 43480457094 residing at Tarabya Yokuşu Armağan Sok. Aksoy Sitesi V-2 Tarabya - ISTANBUL nominated by shareholders group A pursuant to article 11/a of Articles of Incorporation, and Mr. Vagif ALIYEV with tax office no. 530483263 residing at B. Nuriyev Cad. Baku – AZERBAIJAN and Mr. Kenan YAVUZ with Turkish Citizenship no. 44392996770 residing at Petkim Siteler Mah. SİTE II NO:55 Aliğa - IZMIR nominated by shareholders Group B are elected as the members of Board of Directors representing shareholders Group A;

Mr. Saffet BATU with Turkish Citizenship no. 43453457960 residing at Tarabya Yokuşu Armağan Sok. Aksoy Sitesi C-4 Tarabya – ISTANBUL, Mr. David MAMMADOV with tax office no. 6110492016, residing at S. Rahimov Sokağı, Baku - AZERBAIJAN, and Mr. Farrukh GASSIMOV with tax office no. 3890661554, residing at Apt.15, 13 A. Alekberov Cad. Baku - AZERBAIJAN nominated by shareholders Group B are elected as the members of Board of Directors representing shareholders Group B;

Mr. Osman ILTER with Turkish Citizenship no. 47458653518 residing at 208 SOK. 2/4 SANCAK MAH. Çankaya / ANKARA nominated by shareholders Group C is elected as the member of Board of Directors representing shareholders Group C

for 2 (two) years as from the date of registration.

It was decided by majority of votes against rejection vote of 3.421.055 shares of ISHARES MSCI Turkey Investable Market Index Fund, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund B, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund represented by Mr. Hakan YİĞİTERİ by a power of attorney.

**9.** Regarding item 9 of the agenda;

Discussions were made on re-election or replacement of Members of Audit Board whose tenure has expired. As a result of voting, it was decided by majority of votes that:

Mr. Nurettin DEMIRCAN with Turkish Citizenship no. 24506700554, residing at Yalıyolu Cad. Emanet Sok. Manolya Ap. No: 11 D: 12 Bostancı - Kadıköy - ISTANBUL nominated by shareholders Group A is elected as the member of Audit Board representing shareholders Group A;

Mr. Cemal Yusuf ATA with Turkish Citizenship no. 29413779754, residing at Hürriyet Mah. Güngören Sok. Aygün Apt. No: 9 D: 8 Şirinevler - ISTANBUL nominated by shareholders Group B is elected as the member of Audit Board representing shareholders Group B;

Mr. Ferruh Murat BENZER with Turkish Citizenship no. 22849636448, residing at Alacaatlı Mah. 3346/2 sok. Rüyakent Sitesi A Blok D: 8 Yenimahalle - ANKARA nominated by shareholders Group C is elected as the member of Audit Board representing shareholders Group C

until the next Ordinary General Assembly as from the date of registration.

It was decided by majority of votes against rejection vote of 3.497.787 shares of IBM Savings Plan, ISHARES MSCI Turkey Investable Market Index Fund, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund B, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund represented by Mr. Hakan YİĞİTERİ by a power of attorney.

**10.** Regarding item 10 of the agenda;

Discussions were made on the fees payable to the members of Board of Directors and members of Audit Board. Ms. Serap KILIC representing the Privatization Administration suggested to apply the decisions of Supreme Planning Council (SPC) for the fees of the members of Board of Directors and members of Audit Board representing the

Privatization Administration (Group C) pursuant to the Communiqué on Determination of fees to apply to State Economic Enterprises regarding the fees payable to the members of Board of Directors and members of Audit Board under item 10.

As a result of voting, it was decided by majority of votes against abstaining votes for 4.000 shares of College Retirement Equities Fund represented by Mr. Hakan YİĞİTERİ by a power of attorney to pay a salary of TL 1.653,00 net plus two bonuses a year to the Chairman and members of Board of Directors, and a salary of TL 1.239,75 net plus two bonuses a year to the members of Audit Board considering the decisions of the Supreme Planning Council (SPC) pursuant to the Communiqué on Determination of fees to apply to State Economic Enterprises and to consider the increases by the decisions of SPC.

**11. Regarding item 11 of the agenda;**

The proposal submitted by the Board of Directors of the company to the Chairmanship Council regarding non-distribution of profit for 2010 based on the resolution of Board of Directors no. 80/152 of 14 March 2011 published on both Public Disclosure Platform (PDP) and the website of the company was read. The proposal of the Board of Directors that the profit is not distributed but set off the losses of past years since no distributable profit has been obtained in 2010 was accepted by majority of votes against abstaining votes for 4.000 shares of College Retirement Equities Fund represented by Mr. Hakan YİĞİTERİ by a power of attorney.

**PETKIM PETROKIMYA HOLDING A.Ş.  
PROFIT DISTRIBUTION TABLE  
APPROVED BY THE GENERAL ASSEMBLY 2010 HELD ON 31 MARCH 2011  
(TL)**

	Acc. To CMB	Acc. To TPL
<b>DISTRIBUTION OF TERM PROFIT</b>		
1) Paid up / Issued Capital	1.000.000.000	1.000.000.000
2) Total Statutory Reserve Fund (based on legal records)	-	-
<b>Information on preferences on profit distribution, if any, pursuant to Articles of Incorporation</b>		
3) Term Profit	139.932.200	118.863.320
4) Taxes payable	(9.847.280)	-
<b>5) TERM NET PROFIT</b>	<b>130.084.920</b>	<b>118.863.320</b>
6) Loses from past years	(16.589.752)	(154.193.743)
7) Primary Legal Reserve Fund	-	-
<b>8) DISTRIBUTABLE TERM NET PROFIT</b>	-	-
9) Grants during the year	-	-
<b>10) GRANTS WHEREBY THE FIRST DIVIDEND IS TO BE CALCULATED ADDED</b>		
11) First dividend to shareholders	-	-
12) to owners of preferred share notes	-	-
13) Dividend to the members of board of directors, employees, etc.	-	-
14) Dividend distributed to the owners of dividend shares	-	-
15) Second dividend to shareholders	-	-
16) Secondary Legal Reserve Fund	-	-
17) Statutory Reserves	-	-
18) Special Reserves	-	-
<b>19) EXTRAORDINARY RESERVES</b>		
<b>20) Other resources distributable</b>		
- Past years- profit	-	-
- Extraordinary Reserves	-	-
- Other reserves distributable pursuant to the Law and Articles of Incorporation	-	-

**12. Regarding item 12 of the agenda;**

Amendment to articles 3, 6, 8, 11, 12, 15, 30 and 37, and addition of article 42 following article 41 of Articles of Incorporation under the preliminary permission of the General Directorate of Domestic Trade of the Ministry of Industry and Trade by its letter no. B.14.O.İT.G.0.10.00.01/351.02-1196-20323/1026 of 18/02/2011, as approved by Capital Markets Board by its letter no. B.02.1.SPK.0.13-110.03.02/267-1740 of 14/02/2011 was submitted to the General Assembly for voting. As a result of voting, it was unanimously decided to amend articles 3, 6, 8, 11, 12, 15, 30 and 37, and add article 42 following article 41 of Articles of Incorporation.

**13. Regarding item 13 of the agenda;**

It was unanimously decided to authorize the Chairman and Members of Board of Directors to complete the procedures listed in Articles 334 and 335 of Turkish Commercial Code.

**14.** Regarding item 14 of the agenda;

The grants and aids made by the company in 2010 in an amount of TL 106.146 are communicated to the shareholders with abstaining vote for 3.497.787 shares of IBM Savings Plan, ISHARES MSCI Turkey Investable Market Index Fund, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund B, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund represented by Mr. Hakan YİĞİTERİ by a power of attorney and abstaining vote for 1.547.918 shares of State of Wisconsin Investment Board represented by Ms. Zeynep Pınar OKULDAŞ by a power of attorney.

**15.** Regarding item 15 of the agenda;

The fact that since the raw material purchase transactions of the Company with SOCAR Trading S.A. in 2010 will be classified as related party transactions pursuant to Communiqué Serial: IV No. 41 of Capital Markets Board on Principles to be Followed by Joint Stock Companies subject to Capital Markets Board, the said transactions were evaluated by Güreli Yeminli Mali Müşavirlik ve Bağımsız Denetim Hizmetleri A.Ş. pursuant to the applicable Communiqué and CMB regulations and it was concluded under the Evaluation Report that the said related party transactions are fair and reasonable under the current market conditions was communicated to the shareholders with abstaining vote for 3.497.787 shares of IBM Savings Plan, ISHARES MSCI Turkey Investable Market Index Fund, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund B, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund represented by Mr. Hakan YİĞİTERİ by a power of attorney and abstaining vote for 1.547.918 shares of State of Wisconsin Investment Board represented by Ms. Zeynep Pınar OKULDAŞ by a power of attorney.

**16.** Regarding item 16 of the agenda;

The fact that the company has not provided any guarantee, pledges or mortgages nor obtained any income or interest in favor of third persons pursuant to the resolution of Capital Markets Board no. 28/780 of 09/09/2009 was communicated to the shareholders with abstaining vote for 3.497.787 shares of IBM Savings Plan, ISHARES MSCI Turkey Investable Market Index Fund, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund B, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund represented by Mr. Hakan YİĞİTERİ by a power of attorney and abstaining vote for 1.547.918 shares of State of Wisconsin Investment Board represented by Ms. Zeynep Pınar OKULDAŞ by a power of attorney.

**17.** Regarding item 17 of the agenda; Discussions were made under the agenda item on recommendations and comments. Mr. Hakkı Ömer GÜRÜN, one of the shareholders, took the word and delivered his comments and recommendations on the share value and dividend. Necessary answers were given by Mr. Erdal AKSOY, and notes taken. IBM Savings Plan, ISHARES MSCI Turkey Investable Market Index Fund, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund B, Emerging Markets Small Capitaliz. Equ. In. Non-Lendable Fund represented by Mr. Hakan YİĞİTERİ by a power of attorney stated abstaining vote for 3.497.787 shares, and State of Wisconsin Investment Board represented by Ms. Zeynep Pınar OKULDAŞ by a power of attorney stated abstaining vote for 1.547.918 shares on the agenda item.

The Chairman of Council delivered a thanks speech, and the meeting was closed by the Chairman of Council since nobody else took the word and no item left to be discussed.

These minutes have been drawn up, read and signed at the meeting place on this 31.03.2011.