

**INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING OF AKSA AKRİLİK  
KİMYA SANAYİİ A.Ş. FOR THE YEAR 2013 TO BE HELD ON 28<sup>th</sup> MARCH 2014**

The Ordinary General Assembly Meeting of our Company for the year 2013 shall be held on 28.03.2014 for the purpose of discussing the below mentioned agenda items at the Efes Byzantium Hall of Grand Hyatt Istanbul Hotel located at the address “Taşkılla Caddesi No: 1 Taksim 34437 Istanbul”.

Our shareholders who cannot participate in the meeting in person are required to arrange their powers of attorney in accordance with the attached sample (Annex-1) or obtain the same from our address at “Miralay Şefik Bey Sokak, Akhan, No: 15 Gümüşsuyu, Beyoğlu, Istanbul” or the internet site of our Company at [www.aksa.com](http://www.aksa.com) address and fulfill the requirements stipulated in the Communiqué, Serial II, No: 30.1 of the Capital Market on Voting by Proxy and Collection of Powers of Attorney by Invitation (“Communiqué”) published in the Official Gazette no. 28862 dated 24.12.2013. Representation by proxy at the general assembly is possible by using the power of attorney sample enclosed herewith. In the case where a proxy is appointed from the Electronic General Meeting System within the framework of the regulations of Merkezi Kayıt Kuruluşu A.Ş. (“Central Registry Agency”), the use of the power of attorney is not required. The shareholders who are entitled to cast vote may appoint proxy ensuring that the signature on the power of attorney form issued through Electronic General Meeting System or physically or in the presence of a notary public is certified.

Our shareholders may actually participate in the General Assembly meeting or they may cast vote participating in electronic environment pursuant to article 1527 of the Turkish Commercial Code. No. 6102. Participation in the meeting in electronic environment is possible through safe electronic signatures of the shareholders or their proxies. Therefore, the shareholders who are going to carry out the transaction of Electronic General Meeting System should firstly have safe electronic signature and register with the E-Central Registry Agency Information Portal of Merkezi Kayıt Kuruluşu A.Ş. The shareholders not registered with the E-Central Registry Agency Information Portal and not having safe electronic signature cannot participate the general assembly meeting in electronic environment through Electronic General Meeting System.

Our shareholders or their proxies wishing to participate in the meeting through electronic environment should complete the transactions in accordance with the provisions of the “Regulation on General Assembly Meetings to be Held Through Electronic Environment in Joint Stock Companies” published in the Official Gazette no. 28395 dated 28.08.2013 and the “Communiqué on Electronic General Meeting System to be Applied in the General Assembly Meetings of Joint Stock Companies” published in the Official Gazette no. 28396 dated 29.08.2012.

Whereas, the general assembly meeting shall be realized through electronic environment, our Shareholders are requested to be present at the place of meeting prior to the hour of meeting in order to ensure that the meeting is started at due time.

The detailed information document containing the necessary explanations and the relevant documents within the framework of the compulsory Corporate Governance Principles regarding the Proposal and Agenda items related to the Annual Activity Report of the Board of Directors, Auditor’s Reports, Financial Statements and Profit Distribution for the year 2013 prepared within the framework of the provisions of the Capital Market Board and the Turkish Ministry of Customs and Trade shall be made available at the headquarters of our Company and at the [www.aksa.com](http://www.aksa.com) address within the legal period of 21 days prior to the meeting.

Announced to our Shareholders.

Best regards,

**AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ**

## OUR ADDITIONAL EXPLANATIONS REGARDING CAPITAL MARKET BOARD REGULATIONS

The additional explanations required to be made pursuant to the Corporate Governance Principle no. 1.3.1 included in the Corporate Governance Communiqué no II-17.1 of the Capital Market Board regarding agenda items are given in the relevant agenda item hereinbelow and the general explanations are presented for your information in this section.

### 1. Information Regarding the Number of Total Shares Reflecting Partnership Structure of the Partnership and Voting Right and the Number of Shares Reflecting Any Privileged Share Group If There is Privileged Share in the Partnership Capital and the Nature of Voting Right and Privileges:

The capital stock of the company issued within the registered capital ceiling of 425.000.000,00-TL is 185.000.000,00-TL which is paid in full. The issued capital has been divided into 18.500.000.000 shares of 1 Kr. (one Kurush) nominal value each.

All shares of our company are of registered type and there is no group discrimination or privileged share.

The partnership structure and voting rights of our shareholders are specified in the table hereinbelow

Shareholder	Share in Capital Stock (TL)	Capital Rate (%)	Voting Right (Number of Shares)	Rate of Voting Right (%)
Akkök Sanayi Yatırım ve Geliştirme A.Ş.	73.237.497,11	39,59	7.323.749.711	39,59
Emniyet Ticaret ve Sanayi A.Ş.	34.638.843,28	18,72	3.463.884.328	18,72
Other (*)	77.123.659,61	41,69	7.712.365.961	41,69
<b>TOTAL</b>	<b>185.000.000,00</b>	<b>100,00</b>	<b>18.500.000.000,00</b>	<b>100,00</b>

\* Indicates the shareholders whose Share in Capital Stock is below 5%.

The rate of our company in the actual circulation as of 31.12.2013 is 37,24% and the shares which are open to the public are included in the section titled "Other".

### 2. Information Regarding the Changes in Management and Activities Which May Considerably Affect the Company Activities Which Were Realized During the Previous Accounting Period of our Company and our Subsidiaries and Which Are Planned for the Future Accounting Period and the Reasons of Such Changes:

It has been decided that Ak-Tops Tekstil Sanayi A.Ş. shall conduct its activities under the umbrella of Aksa Akrilik Kimya Sanayii A.Ş. In the direction of this decision, Aksa has obtained the necessary permissions from EMRA (Energy Market Regulatory Authority) and CMB (Capital Market Board) following the explanation made to the Public Disclosure Platform on 1<sup>st</sup> November 2013 and upon registration of the same on 31<sup>st</sup> December 2013, it has acquired Ak-Tops Tekstil Sanayi A.Ş. that is its subsidiary by 100% since August 2013 together with any and all assets and liabilities thereof.

### 3. Information Regarding the Requests of the Shareholders, Capital Market Board and Other Public Institutions and Organizations To Which the Company is Related for Inclusion of Item in the Agenda:

No request concerning any agenda was communicated for the Ordinary General Assembly Meeting where the activities for the year 2013 shall be discussed.

**OUR EXPLANATIONS REGARDING AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED  
28.03.2014**

**1. Opening of the Meeting and Formation of Presidential Board:**

Within the framework of the provisions of the “Turkish Commercial Code (TCC)” and the “Regulation regarding the Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings” (“Regulation”), a President and a Presidential Board shall be elected to chair the General Assembly Meeting

**2. Reading and Discussion of the Annual Activity Report Prepared by the Board of Directors for the Year 2013:**

Within the framework of the regulatory provisions of the Capital Market Board and the Turkish Ministry of Customs and Trade, the Annual Report of the Board of Directors containing the Corporate Governance Compliance Report, which has been announced at the Headquarters of our Company on the Electronic General Assembly portal of the Central Registry Agency and at the corporate website of the Company at [www.aksa.com](http://www.aksa.com) for examination of our shareholders 3 (three) weeks before the General Assembly meeting shall be presented for evaluation of our shareholders.

**3. Reading of the Auditor’s Report for the Year 2013:**

Within the framework of the relevant provisions of the Capital Market Board and the provisions of the Turkish Commercial Code and the relevant Regulation, the Auditor’s Report which has been presented for examination of our respectable shareholders at the headquarters of our Company, Electronic General Assembly portal of the Central Registry Agency and our internet address [www.aksa.com](http://www.aksa.com) 3 weeks prior to the General Assembly Meeting shall be read.

**4. Reading, Discussion and Approval of the Financial Statements for the Year 2013:**

Within the framework of the relevant regulatory provisions of the Capital Market Board and the provisions of the Turkish Commercial Code and the Regulation, an information shall be given to our shareholder regarding the financial statements which have been presented for examination of our respectable shareholders at the headquarters of our Company, Electronic General Assembly portal of the Central Registry Agency and our internet address [www.aksa.com](http://www.aksa.com) 3 weeks prior to the date of the General Assembly Meeting and the same shall be presented for discussion and approval by our shareholders.

**5. Acquittal of the Board Members One By One Due To The Activities of the Company for the Year 2013:**

Within the framework of the provisions of the Turkish Commercial Code and the relevant Regulation, the acquittal of our Board Members for their activities during our Company’s fiscal year of 2013 shall be presented for approval of the General Assembly.

**6. Determination of the Usage Method of Profit and the Rates of Dividend Shares to be Distributed:**

Within the framework of the relevant regulatory provisions of the Capital Market Board and the provisions of the Turkish Commercial Code and the Regulation, the Profit Distribution Proposal of the Board of Directors which has been presented for examination of our respectable shareholders at the headquarters of our Company, Electronic General Assembly portal of the Central Registry Agency and our internet address [www.aksa.com](http://www.aksa.com) 3 weeks prior to the date of the General Assembly Meeting shall be presented for opinion and approval of our shareholders.

The Profit Distribution Statement has been presented in Annex-2 and the Profit Distribution Proposal has been presented in Annex-3.

**7. Determination of the Fees to be Paid to Board Members and Independent Board Members:**

Monthly fees of the Board Members shall be determined within the framework of the principles included in the provisions of the Turkish Commercial Code and the Regulation and our Articles of Association and our pricing policy.

**8. Presentation for Approval by the General Assembly of the Appointment Made In Order to Fill the Vacancy on the Board of Directors Due To the Vacancy Occurred on the Board of Directors During the Year of Activity:**

Appointment of Izer Lodrik appointed by resolution of the Board of Directors passed on 21<sup>st</sup> November 2013 following the death of Erol Lodrik who was elected for a period of three years at the ordinary general assembly meeting dated 26<sup>th</sup> March 2013 on 24<sup>th</sup> October 2013 shall be presented for approval of the General Assembly.

**9. Determination of the Number and Term of Office of the Board of Directors and Election of Board Members:**

Within the framework of the Corporate Governance Principles of the Capital Market Board and the provisions of the Turkish Commercial Code and our Company's Articles of Association, the Board Members shall be elected and their terms of office shall be determined.

Within the framework of sub-paragraph (c) of the Corporate Governance Principle no. 1.3.1 of the Capital Market Board, a detailed information regarding the curriculum vitae of the candidates of the Board of Directors, the tasks they have performed during the last ten years and the reasons of their resignation, the nature and materiality level of the partnership and the relation of the related parties of the partnership, the issue of whether they have independence nature and similar elements which may affect the activities of partnership if the said persons are elected to be Board Member has been given in Annex-4.

**10. Presentation for Approval of the Independent Auditor Election Made by the Board of Directors Pursuant To the "Communiqué on Independent Auditing Standards at the Capital Market" Published by the Capital Market Board and the Turkish Commercial Code:**

Pursuant to the Turkish Commercial Code and in accordance with the provisions of the "Communiqué on Independent Auditing Standards at the Capital Market", the election of the independent auditing firm determined by our Board of Directors for the accounting period of 2014 obtaining assent of our Audit Committee shall be presented for approval of our shareholders at the General Assembly meeting.

**11. In the Case Where The Shareholders Having the Management Control, Board Members, Managers Having Administrative Responsibility and Their Spouses and Relatives by Blood Up To The Second Degree Carry Out An Important Transaction Which May Lead To Conflict of Interest With The Company or Its Subsidiaries and/or If the Company or its Subsidiaries Carry Out A Transaction of Commercial Nature Included In The Operating Scope in Its (Their) Own Account or Participate(s) in Another Partnership Dealing With the Affairs of Similar Type As A Partner Having Unlimited Responsibility, the Shareholders Shall be Informed Regarding Such Transactions Pursuant To the Corporate Governance Communiqué of the Capital Market Board:**

Execution of any transaction by our Board Members within the framework of the first paragraph of article 395 titled "Prohibition of Conducting Transaction With the Company, to Become Indebted to the Company" and article 396 titled "Non-Compete Obligation" of the Turkish Commercial Code shall be possible only if approval of the General Assembly is obtained. The authorities and permissions written in the provisions of articles 395 and 396 of the Turkish Commercial Code have been given to the Board Members at the general assembly meeting held on 26.03.2013 for the year 2012.

In the case where the shareholders having the management control, Board Members, managers having administrative responsibility and their spouses and relatives by blood up to the second degree carry out an important transaction which may lead to conflict of interest with the company or its subsidiaries and/or if the company or its subsidiaries carry out a transaction of commercial nature included in the operating scope in its (their) own account or participate(s) in another partnership dealing with the affairs of similar type as a partner having unlimited responsibility, the said transactions shall be included in the agenda of the general assembly as a separate agenda item and included in the minutes of the general assembly for the purpose of the giving detailed information regarding this matter at the general assembly pursuant to the Corporate

Governance Principle No. 1.3.6 of the Capital Market Board which should be observed.

Pursuant to this regulation, the General Assembly shall be informed within the scope of the above mentioned corporate governance principle of the Corporate Governance Communiqué.

**12. Delivery of the permissions and authorities specified in the provisions of articles 395 and 396 of the Turkish Commercial Code to the Board Members:**

The issue of giving the permissions and authorities specified in the provisions of articles 395 and 396 of the Turkish Commercial Code to the Board Members shall be presented for approval of our shareholders.

**13. Presentation of the Upper Limit Determined for the Donations Pursuant to the Capital Market Regulation and the Policy on Donations and Aids for Approval of the General Assembly:**

The “Policy on Donations and Aids” (Annex-5) re-issued by our Board of Directors within the framework of the relevant provisions of the Corporate Governance Communiqué, the Profit Share (Dividend) Communiqué of the Capital Market Board (“CMB”) and the other related CMB Regulation, the relevant provisions of the Turkish Commercial Code and in accordance with our values and corporate social responsibility understanding included in our Corporate Governance Principles Compliance Report and in the direction of the provisions and principles included in our Articles of Association and taking into consideration the future requirement shall be presented for approval of the General Assembly.

**14. Keeping Our Shareholders Informed About The Donations and Aids Made by Our Company in the Year 2013 Pursuant to the Capital Market Regulation:**

The General Assembly shall be informed regarding the donations made in the amount of 1.575.941,00 TL in total in the year 2013 pursuant to the Principle No. 1.3.10 of the Corporate Governance Principles of the Capital Market Board.

**15. Determination Of The Profit Distribution Policy Pursuant to The Profit Share (Dividend) Communiqué No. II-19.1 of the Capital Market Board:**

The Profit Distribution Policy of our Company (Annex-6) re-arranged by our Board of Directors within the framework of the Turkish Commercial Code, Corporate Governance Communiqué No. II-19.1 and the Profit Share (Dividend) Communiqué of the Capital Market Board ("CMB") and the other related Regulation of CMB, the Tax Regulation and the provisions of the other regulation and the provisions of article 25 of our Articles of Association regarding profit distribution shall be presented for opinion and approval of our shareholders.

**16. Keeping the Shareholders Informed About the Guarantees, Pledges, Mortgages and Collaterals Given By Our Company in Favor of Third Persons in the Year 2013 Pursuant to Article 12 of the Corporate Governance Communiqué and the Revenues Obtained During the Same Period:**

Our shareholders shall be informed at the General Assembly that no guarantee, pledge, mortgage or collateral was given in favor of third persons by our Company in the year 2013.

**17. Wishes and Closing:**

Our shareholders wishing to take the floor shall be listened and thereafter, the meeting shall be closed.

**ANNEXES:**

1. Sample Power of Attorney;
2. Profit Distribution Statement;
3. Profit Distribution Proposal;
4. Information Regarding Candidates for Board Membership;
5. Policy on Donations and Aids;
6. Board Resolution Concerning Determination of Upper Limit of Donations and Aids;
7. Profit Distribution Policy.

**ANNEX-1-**

**POWER OF ATTORNEY**

I/We hereby appoint ..... described in detail hereinbelow as my/our proxy authorized to represent me/our Company, to cast vote, to make proposal and to sign the necessary documents in the direction of the opinions I/we specify hereinbelow at the Ordinary General Assembly Meeting of AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ to be held for the year 2013 on 28.03.2014 at the Efes Byzantium Hall of Grand Hyatt Istanbul Hotel located at the address "Taşkışla Caddesi No: 1 Taksim 34437 Istanbul".

Of the Proxy (\*):

Name-Surname / Trade Name:

TR Identification Number / Tax Account Registration - Number and Central Registration System

Number

(\*)Equivalent of the said information, if any, should be presented for the proxies of foreign citizen.

**A) SCOPE OF THE POWER OF ATTORNEY**

The scope of the power of attorney should be determined by selecting one of the alternatives (a), (b) or (c) for the sections 1 and 2 hereinbelow.

**1. Regarding The Issues Included in the Agenda of the General Assembly;**

- a) The Proxy is authorized to cast vote in the direction of his/her opinion;  
b) The Proxy is authorized to cast vote in the direction of the proposals of the partnership management;  
c) The Proxy is authorized to cast vote in the direction of the instruction specified in the Table hereinbelow.

**Instructions:**

In the case where the alternative (c) is selected by the shareholder, the instructions regarding the agenda item shall be given by making one of the alternatives given opposite to the agenda item (yes or no) and in the case where the alternative of "no" is selected, by specifying the dissenting opinion in the minutes of the general assembly.

Agenda Items (*)	Yes	No	Dissenting Opinion
1- Opening of the Meeting and Formation of the Presidential Board;			
2- Reading and discussion of the Annual Activity Report prepared by the Board of Directors for the year 2013;			
3- Reading of the Auditor's Report for the year 2013;			
4- Reading, discussion and approval of the Financial Statements for the year 2013;			
5- Acquittal of the Board of Directors one by one for the activities of the Company in the year 2013;			
6- Determination of the usage method of the profit, the rates of dividend and profit shares to be distributed;			
7- Determination of the fees of the Board Members and Independent Board Members;			
8- Presentation for approval by the General Assembly of the appointment made for the Board Membership in order to fill the vacancy occurred on the Board of Directors during the operating year pursuant to the Turkish Commercial Code;			
9- Determination of the numbers and terms of office of the Board of Directors;			
10- Election of Independent Auditor pursuant to the "Communiqué on Independent Auditing Standards at the			

Capital Market” published by the Capital Market Board and the Turkish Commercial Code and presentation for approval of the Independent Auditor election made by the Board of Directors pursuant to the “Communiqué on Independent Auditing Standards at the Capital Market”;			
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<b>11-</b> In the case where the shareholders having the management control, board members, managers having administrative responsibility and their spouses and relatives by blood up to the second degree carry out an important transaction which may lead to conflict of interest with the company or its subsidiaries and/or if the company or its subsidiaries carry out a transaction of commercial nature included in the operating scope in its (their) own account or participate(s) in another partnership dealing with the affairs of similar type as a partner having unlimited responsibility, the shareholders shall be informed regarding such transactions pursuant to the Corporate Governance Communiqué of the Capital Market Board;			
<b>12-</b> Delivery of the permissions and authorities specified in the provisions of articles 395 and 396 of the Turkish Commercial Code to the Board Members;			
<b>13-</b> Presentation of the upper limit determined for the donations pursuant to the Capital Market Regulation and the Policy on Donations and Aids for approval of the General Assembly;			
<b>14-</b> Keeping the shareholders informed about the donations and aids made by our Company during the year 2013 pursuant to the Capital Market Regulation;			
<b>15-</b> Determination of the Profit Distribution Policy pursuant to the Profit Share (Dividend) Communiqué No. II-19.1 of the Capital Market Board;			
<b>16-</b> Keeping the shareholders informed about the guarantees, pledges, mortgages and collaterals given by our Company in favor of third persons in the year 2013 pursuant to article 12 of the Corporate Governance Communiqué and the revenues obtained during the same period;			
<b>17-</b> Wishes and closing.			

**(\*)The issues included in the agenda of the General Assembly shall be enumerated one by one. If there is a draft resolution of the minority, this shall also be specified in order to ensure voting by proxy.**

**2. Special instruction regarding exercising of the other issues which may arise at the General Assembly meeting and especially the minority rights:**

- a) The Proxy is authorized to cast vote in the direction of his/her opinion;
- b) The Proxy is not authorized to represent in these issues;
- c) The Proxy is authorized to cast vote in the direction of the special instructions hereinbelow.

**SPECIAL INSTRUCTIONS:** The special instructions to be given by the shareholder to the proxy, if any, shall be specified herein.

**B) The shareholder shall select one of the alternatives hereinbelow and specify the shares he/she wishes to be represented by the proxy.**

**1. I approve the representation of my shares specified in detail hereinbelow by the proxy.**

- a) Serial and series:\*
- b) Number/Group:\*\*



c) Piece – nominal value:

ç) Whether it has privilege in voting:

d) Whether Bearer or Registered:\*

e) Ratio to the total shares / voting rights owned by the shareholders:

\* This information is not requested for the shares monitored through registration.

\*\* An information shall be given regarding the group, if any, instead of number for the shares monitored through registration.

**2. I approve the representation of all the shares I have as included in the list prepared by the Central Registry Agency regarding the shareholders who may participate in the General Assembly by the proxy one day prior to the date of the General Assembly.**

**NAME-SURNAME or TITLE OF THE SHAREHOLDER (\*)**

TR Identification Number/Tax Account Number, Trade Registration – Number and Central Registration System Number:

Address:

SIGNATURE

(\*)Equivalent of the said information, if any, should be presented for the proxies of foreign citizen.

**ANNEX-2**  
**PROFIT DISTRIBUTION STATEMENT**

Profit Distribution Statement of AKSA AKRİLİK KİMYA SAN A.Ş. for the Year 2013 (TL)			
<b>1. Paid-in/Issued Capital</b>			185.000.000,00
<b>2. Legal Reserves (according to the Legal Records)</b>			54.962.245,64
<b>If there is any privilege in the distribution of profit pursuant to the Articles of Association, information regarding the said privilege</b>			
		<b>According to CMB</b>	<b>According to Legal Records</b>
<b>3.</b>	<b>Profit for the Period</b>	182.480.963,1 0	202.056.764,23
<b>4.</b>	<b>Taxes ( - )</b>	(41.796.117,00 )	(41.225.534,12)
<b>5.</b>	<b>Net Profit for the Period ( = )</b>	140.684.846,1 0	160.831.230,11
<b>6.</b>	<b>Losses from previous years ( - )</b>	-	-
<b>7.</b>	<b>General Legal Reserves ( - )</b>	(2.963.714,62 )	(2.963.714,62)
<b>8.</b>	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD ( = )</b>	<b>137.721.131,4 8</b>	<b>157.867.515,49</b>
<b>9.</b>	<b>Donations made during the year ( + )</b>	1.575.940,7 8	
<b>10.</b>	<b>Net distributable profit for the period including donations</b>	139.297.072,2 6	
<b>11.</b>	<b>Primary Dividend to Shareholders (*)</b>		
	-Cash	9.250.000,0 0	
	-Free of Charge	-	
	- Total	<b>9.250.000,0 0</b>	
<b>12.</b>	<b>Profit Share (Dividend) Distributed to the Holders of Privileged Share Certificates</b>	-	
<b>13.</b>	<b>Other Distributed Profit Share (Dividend)</b>	2.569.422,6 3	
	- To Board Members	2.569.422,6 3	
	- To Employees		
	- To the persons other than shareholders		
<b>14.</b>	<b>Profit Share (Dividend) Distributed to the Holders of Redeemed Shares</b>	-	
<b>15.</b>	<b>Secondary Dividend to Shareholders</b>	99.225.577,3 7	
<b>16.</b>	<b>General Legal Reserves</b>	10.179.500,0 0	
<b>17.</b>	<b>Statutory Reserves</b>	-	
<b>18.</b>	<b>Special Reserves</b>	-	
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	16.496.631,4 8	36.643.015,49
<b>20.</b>	<b>Other Resources Stipulated to be Distributed</b>	-	
	- Profit of the Previous Year		
	- Extraordinary Reserves		
	- Other Distributable Reserves		

	Pursuant to the Law and Articles of Association		
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	GROUP	TOTAL DISTRIBUTABLE DIVIDEND		TOTAL DISTRIBUTABLE DIVIDEND NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND CORRESPONDING TO A SHARE WITH NOMINAL VALUE OF 1 TL	
		CASH (TL)	FREE OF CHARGE (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS		108.475.577,37	-	78,76%	0,58635447	58,635447%
	TOTAL	108.475.577,37	-	78,76%	0,58635447	58,635447%
NET		92.204.240,76	-	66,95%	0,49840130	49,840130%
	TOTAL	92.204.240,76	-	66,95%	0,49840130	49,840130%

**ANNEX-3**  
**PROFIT DISTRIBUTION PROPOSAL**

Dear Shareholders;

We have presented our operating information and the balance-sheet and income statement for the fiscal year of 2013. We hope that the operating results shall be found to be appropriate by you.

Pursuant to our profit share (dividend) distribution policy which we have previously shared with you, the profit distribution proposal of our Company regarding the profit of the year 2013 has been arranged for the purpose of presenting the same for approval of the General Assembly.

Our net profit for the period included in our consolidated financial statements prepared within the framework of the provisions of the Communiqué Serial: II, No: 14.1 of the Capital Market Board is 140.684.846,10 TL and our net profit for the period as included in our financial statements prepared within the framework of the provisions of the Tax Procedural Law is 160.831.230,11 TL.

We present for approval of the General Assembly that from out of the net profit for the period in the amount of 140.684.846,10 TL included in our consolidated financial statements prepared within the framework of the provisions of the Communiqué Serial: II, No: 14.1 of the Capital Market Board:

- From out of the net profit for the period in the amount of 160.831.230,11 TL included in our legal records, only 2.963.714,62 TL should be set aside as I<sup>st</sup> Series Legal Reserve since the I<sup>st</sup> Series Legal Reserve included in our records has reached the ceiling specified in the provision of the first (1<sup>st</sup>) paragraph of article 519 of the Turkish Commercial Code and article 25, paragraph (a) of our Company's Articles of Association;

- The primary dividend in the amount of 9.250.000,00 TL corresponding to 5% of the paid-in capital of our Company in the amount of 185.000.000,00 TL (the amount of dividend corresponding to the share with nominal value of 1,00 TL is 0,05 TL and the rate of dividend is gross 5%) should be distributed in cash to our shareholders within the framework of the provision of article 25 of our Company's Articles of Association;

- The gross dividend in the amount of 2.569.422,63 TL corresponding to 2% of 128.471.131,48 TL remaining after the primary dividend distributed to our shareholders should be paid to the Board Members pursuant to the provision of Article 25 of our Company's Articles of Association and within the framework of our Company's Fee Policy Regarding Board Members and Senior Executives;

- The secondary dividend in the amount of 99.225.577,37 TL from the remaining amount of 125.901.708,85 TL (the amount of dividend corresponding to the share with nominal value of 1,00 TL is 0,53635447 TL and the rate of dividend is gross 53,635447%) should be distributed in cash to our shareholders within the framework of the provision of Article 25 of our Company's Articles of Association;

- The total of the primary and secondary dividends to be distributed to our shareholders should be determined to be 475.577,37 TL (the amount of dividend corresponding to the share with nominal value of 1,00 TL is gross 0,58635447 TL and the rate of dividend is gross 58,635447%);

- The amount of 10.179.500,00 TL should be set aside as II<sup>nd</sup> Series Legal Reserves;

- The remaining amount should be set aside as Extraordinary Reserves;

- The amounts of dividend should be distributed in cash on 01.04.2014;

- A gross = net dividend at a rate of 58,635447 and in amount of 0.58635447 TL with nominal value of 1 TL should be paid to the fully accountable institutions and our corporate partners obtaining profit share (dividend) through a workplace or permanent representative in Turkey;

- Cash dividend should be paid at a rate of 49,840130% to our other shareholders and gross 0.58,635447 TL and net 0,49,840130 to a share with nominal value of 1 TL.

Our esteemed shareholders, we pay our respects to you hoping that the future years shall bring happy and

successful days for our Company and all of us.

The Board of Directors

**ANNEX-4**  
**INFORMATION REGARDING CANDIDATES FOR BOARD MEMBERSHIP**

A detailed information regarding the curriculum vitae of the candidates for the Board of Directors, the tasks they have performed during the last ten years and the reasons of their resignation, the nature and materiality level of the partnership and the relation of the related parties of the partnership, the issue of whether they have independence nature and similar elements which may affect the activities of partnership if the said persons are elected to be Board Member has been given hereinbelow.

**MEHMET ALİ BERKMAN**

Mehmet Ali Berkman, born 1943 in Malatya has completed the Industrial Management Department of the Administrative Sciences in METU (Middle East Technical University). Thereafter, Berkman has continued his education in America and after having focused on Operations Researches, he has received the degree of MBA. Berkman has retired in 2004 from Koç Group in which he had participated in 1972 and he has assumed the positions of Board Member and Chief Executive Officer in Akkök Sanayi Yatırım ve Geliştirme A.Ş. in September 2005. Furthermore, he has assumed the positions of Board Member and President in the Board of Directors of the Group companies. Mehmet Ali Berkman has transferred the position of Chief Executive Officer of Akkök as of 1<sup>st</sup> January 2013 and he still continues to perform the task of Executive Committee Consultant in Akkök. Berkman's tasks as Chairman and Member of the Board of Directors in the Group Companies are continuing.

**RAİF ALİ DİNÇKÖK**

Raif Ali Dinçkök, born 1971 in Istanbul, has graduated from the Business Administrative Department of Boston University and thereafter, he has started to work in the Akkök Group of Companies. He has taken office as Coordinator in the Purchasing Department of Ak-Al Tekstil San. A.Ş. between 1994 - 2000 and Akenerji Elektrik Üretim A.Ş. between 2000 - 2003. Raif Ali Dinçkök who is a Board Member and Executive Committee Member in Akkök Sanayi Yatırım ve Geliştirme A.Ş. also takes office in the Boards of Directors of Akkök Group Companies.

**ALİ RAİF DİNÇKÖK**

Ali Raif Dinçkök, born 1944 in Istanbul, has completed his high school education in the Austrian High School. He has graduated from the Textile Engineering Department of Aachen University in 1969 and started his business life in the Akkök Group of Companies. Dinçkök who is the Chairman of the Board of Directors in Akkök Sanayi Yatırım ve Geliştirme A.Ş. also takes office in the Boards of Directors of the other Group companies.

**AHMET CEMAL DÖRDÜNCÜ**

Ahmet Cemal Dördüncü, born 1953 in Istanbul, has graduated from the Business Administration Department of Çukurova University and conducted post-graduate studies in the Mannheim and Hannover Universities. Starting his business life in the company Claas OHG in Germany, Dördüncü has continued his career in the company Mercedes Benz A.Ş. in Turkey between 1984 - 1987. He has participated in Sabancı Group in 1987 and assumed miscellaneous tasks in Kordsa A.Ş. until the year 1998. He has worked as General Manager/President in the DUSA South America and DUSA North America in the company DUSA of Sabancı Group in 1988. Following his duty of Strategic Planning and Business Development President in H.Ö. Sabancı Holding A.Ş. in 2004, he has assumed the position of Chief Executive Officer in H.Ö. Sabancı Holding A.Ş. between 2005 - 2010.

Ahmet Cemal Dördüncü who has been the Chief Executive Officer of Akkök Group since January 2013 also takes office in the Board of Directors of the other Group Companies.

**NİLÜFER DİNÇKÖK ÇİFTÇİ**

Nilüfer Dinçkök Çiftçi, born 1956 in Istanbul, has completed Sainte Pulcherie French High School in 1970. Continuing her education in Switzerland, she has graduated from St. Georges School in 1976. She performs duty in the Board of Directors of Akkök Sanayi Yatırım ve Geliştirme A.Ş. and the other Group companies.

**İZER LODRİK**

İzer Lodrik, born 1971 in Istanbul, has completed his education in the Economics Department of Northeastern University in America and thereafter, he has started to work in Emboy Yüntaş Tekstil Sanayi ve Ticaret A.Ş. He is now performing duty as Chairman of the Board of Directors in Emniyet Ticaret ve Sanayi A.Ş., Emboy Yüntaş Tekstil Sanayi ve Ticaret A.Ş., Eryapı Gayrimenkul A.Ş. and Embul Investment AD. He is Board Member in Akarsu Enerji Yatırımları Sanayi ve Ticaret A.Ş., Aktops Tekstil Sanayi A.Ş., Ak-kim Kimya Sanayi ve Ticaret A.Ş.

**DR. ANT BOZKAYA**

Dr. Ant Bozkaya, born 1963, has completed the University of Petroleum and Mineral – Industry Management Department and thereafter, he has received post-graduate diplomas from the University Libre de Bruxelles – MBA Program and the Management Science and Finance Department of the same University. He has taken doctorate in the field of economics in the same University and completed his post-doctoral studies in the Harvard University. Bozkaya who has assumed various tasks such as Chairman and CEO of Technology, Health and Energy Initiative Group in Bilkent Holding between 1992 – 1999 is performing duty as academic member in various universities since 2003 in addition to the position of Board Member in Eczacıbaşı Holding. Bozkaya who is not in executive position is in the nature of independent member according to the Corporate Governance Principles of the Capital Market Board. During the last five years, he has no relation with Aksa Akrilik Kimya Sanayii A.Ş. and its related parties.

**TİMUR ERK**

Timur Erk, born 1944 in Istanbul has graduated from the German High School and thereafter, he has received education in Chemical Engineering Master's Degree in Germany. Rendering service as industrialist in the chemical sector since 1971, Erk has taken part among the founders of the Turkish Chemical Manufacturers Association (TCMA). In addition to the Chairmanship of TCMA, he also acts as Chairmans of the Turkish Union of Chambers and Commodity Exchanges, Turkish Chemical Industry Assembly and Chemical Sector Platform. Erk who is still performing duty in various associations, foundations and committees also performs two important tasks in the international area as 2011-2013 Term President of the European Chemical Industry Council (CEFIC) and International Federation for Kidney Foundations (IFKF). Erk who is not in executive position is in the nature of independent member according to the Corporate Governance Principles of the Capital Market Board. The tasks he has assumed during the last 10 years are in essence explained hereinabove. During the last five years, he has no relation with Aksa Akrilik Kimya Sanayii A.Ş. and its related parties.

**DR.MEHMET ABDULLAH MERİH ERGİN**

Born 1938 in Istanbul, he has graduated from the Textile Engineering Department of Leeds University and taken doctorate in the same University. He has performed the task of Chairman of the Board of Directors in Ak-Al Tekstil Sanayii Anonim Şirketi. Still performing the task of Chairman of the Board of Directors in Kabataş Male High School Education Foundation, Merih ERGİN has excellent command of English. Merih ERGİN who is not in executive position is in the nature of independent member according to the Corporate Governance Principles of the Capital Market Board. The tasks he has assumed during the last 10 years are in essence explained hereinabove. During the last five years, he has no relation with Aksa Akrilik Kimya Sanayii A.Ş. and its related parties.

**BAŞAR AY, Att-at-Law**

Born 1965 in Amasya. After having graduated from the Law School of Ankara University in 1989 and following completion of his law internship, he has gone out to work as attorney registered with the Istanbul Bar Association. Having started to perform task as Legal Counselor in the Turkish Textile Employers' Association in 1991, Mr. Ay was appointed as Deputy General Secretary in 2005 and General Secretary in 2007 in the same organization. He is still performing the duty of General Secretary in the Association.

Performing the duties of Minimum Wage Determination Commission representing Turkish Confederation of Employer Associations (TCEA), carrying out studies in the issues of Law on Trade Unions, Labour Law and Strike-Lockout, conducting the tasks of Employer's delegate and representative in the Turkish Employment Organization, Mr. Ay is now acting as Board Member of the Turkish Textile Foundation established within the framework of "University – Industry Cooperation", as Supervisory Board Member of TCEA Microneurosurgery and Reconstruction Foundation and observer member of International Textile Manufacturers' Federation (ITMF), International Labour Organization (ILO) and the Turkish Employers' Delegation. Taking the initiative in the organization of lots of national and international seminars and conferences regarding the economics and working life, participating in the preparation studies of industrial strategic certificate conducted by the Ministry of Economy and making contribution to lots of investigations such as National Revenue Calculation and Effects of the Customs Union on the Turkish Textile Industry, Mr. Ay also performs the task of Editor in Chief of the Textile Employer's Journal printed about 5.000 pieces and has been active in the sectoral publication life for a period of 25 years. He also takes part in the management of Exam Certification Center established for the purpose of



determining the occupational standards in the textile sector. Mr. Ay who is a member of the advisory committee in the Center for Middle Eastern Strategic Studies (CMESS) and a congress member of Galatasaray Sports Club is married and the father of one child.

Başar Ay who is not in executive position is in the nature of independent member according to the Corporate Governance Principles of the Capital Market Board. During the last five years, he has no relation with Aksa Akrilik Kimya Sanayii A.Ş. and its related parties

**DR. BÜLENT BULGURLU**

Bülent Bulgurlu, born 1947 in Ankara, has completed his Higher Education in the Ankara Faculty of Engineering and Architecture and taken his doctorate from the Norwegian Technical University. Beginning to work as Civil Engineer in Elliot Strömme A/S, Oslo in 1972, Mr. Bulgurlu has started to work as Field Engineer in Garanti İnşaat in 1977. Following the tasks of Engineering, Planning and Construction Director, Site Coordination and Construction Manager, Deputy General Manager and General Manager respectively, hes has continued to perform task as Executive Director in Garanti-Koza A.Ş. He has assumed the positions of Tourism and Services Group Chairman, Tourism and Construction Group Chairman and Durable Consumption and Construction Group Chairman in Koç Holding since 1996. He has performed duty as CEO of Koç Holding between May 2007 and April 2010. He is Board Member of Koç Holding sinse May 2007. Furthermore, he is member of the Turkish Industrialists' and Businessmen's Association and the Turkish Marine Environment Protection Association.

**CENGİZ TAŞ**

Cengiz Taş, born 1966 in Bursa, is a graduate of the Industrial Engineering Department of Boğaziçi University. Following his university education, he has started to work as Investment Planning Engineering in Kordsa in 1989. Participating in Ak-Al Tekstil Sanayi A.Ş. in 1991, he has worked as Budget Specialist, Budget Chief, Budget Manager, Production Coordinator and Deputy General Manager Responsible for Planning respectively and assumed the position of General Manager between 2004 - 2011. He has been performing task as General Manager and Board Member of Aksa Akrilik Kimya Sanayii A.Ş. since February 2011.

## ANNEX-5

### AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ POLICY ON DONATIONS AND AIDS

Within the framework of the relevant provisions of the Corporate Governance Communiqué of the Capital Market Board (CMB), Communiqué No. II-19.1 on Profit Share (Dividend) and the other related CMB Regulation and the relevant provisions of the Turkish Commercial Code and the Tax Regulation and the other relevant regulatory provisions and in accordance with our values and corporate social responsibility understanding included in our Corporate Governance Principles Compliance Report and in the direction of the provisions and principles included in our Articles of Association, our Company's "**Policy on Donations and Aids**" has been determined as follows:

#### 1) Content of donations and aids;

- The Company may give donations and aids to the departments included in the general budget, annexed budget administrations, provincial special administrations, municipalities and villages, foundations and disaster areas for which tax exemption is granted by the Council of Ministers, associations useful for public interest, non-governmental organizations, local sports clubs, institutions and organizations conducting scientific research and development activities, universities and other educational institutions and the institutions conduction activity in the fields of culture, art, environment, education and similar issues intended for social benefit;
- Donations and aids may be given in cash or in kind;
- Any and all donations and aids are made in accordance with the principles regarding the policy on donations and aids referred to in this text;
- In the process of taking decision or giving approval for the institution to which any donation or aid is to be provided, the conformity to the social responsibility policies of the Company and Akkök Group of Companies shall always be taken into consideration regarding the method and amount of the donation and aid;

2) Upper limit of the donations and aids have been determined to be 1.700.000 TL for each calendar year and the General Assembly is authorized to change this limit;

3) The Company shall present explanatory information regarding the donations and aids realized in the related year to the shareholders at the ordinary general assembly meeting every year.

**ANNEX-6**  
**AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ**  
**PROFIT DISTRIBUTION POLICY**

Within the framework of the relevant provisions of the Corporate Governance Communiqué of the Capital Market Board (CMB), Communiqué No. II-19.1 on Profit Share (Dividend) and the other related CMB Regulation and the relevant provisions of the Tax Regulation and the other relevant regulatory provisions and in accordance with the provision of article 25 of our Articles of Association regarding distribution of profit, our Company's "**Profit Distribution Policy**" has been determined as follows:

**1)** In order to ensure that our shareholders regularly obtain profit share (dividend) in addition to the share earnings, at least 20% of the distributable profit which may be obtained within the framework of Article 25 of the Articles of Association shall be distributed every year taking into consideration the investment expenditures and other fund requirements of our Company, provided that the same is related to the profits for the year 2014 and the following years, there is no conflict with the current regulations of the Capital Market Board and there is no negative occurrence in the national and economical conditions.

Dividend share may be paid to the Board Members depending on the resolution of the general assembly within the framework of the provision of article 25, paragraph (c) of our Articles of Association and our Company's "Fee Policy Regarding Board Members and Senior Executives".

All of the dividend contemplated to be distributed may be distributed only if the same can be met from the net distributable profit existing in the legal records and from the other resources.

**2)** There is no privileged share in our Company and the dividends to be distributed to the shareholders shall be equally distributed to all of the shares existing as of the date of distribution without taking into consideration the dates of the issuance and acquisition thereof.

**3)** Dividend distribution may be made in the form of cash or free of charge share or cash in part and free of charge in part.

**4)** Distribution date of dividend shall be determined by the General Assembly in the direction of the proposal of the Board of Directors and in compliance with the Regulation of the Capital Market Board, provided that it is started not later than the end of the accounting period during which the General Assembly meeting, where the resolution for distribution is passed, is held.

**5)** The distributable dividend may be paid in instalments of equal or different amounts. The number of instalments may be determined by the General Assembly or the Board of Directors if explicitly authorized by the General Assembly. In the case where the instalment payment times are determined by the Board of Directors, the payment times shall be announced to the public within the framework of the disclosure of special situations to the public by the Capital Market Board within fifteen days following the date of the General Assembly.

**6)** Dividend advance may be distributed to the shareholders within the framework of the Regulation of the Capital Market Board.

**7)** This Profit Distribution Policy may be reviewed every year taking into consideration the financial performance of the Company, the contemplated investment projects and the sectoral and economical conditions.