

**INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING OF AKSA  
AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ FOR THE YEAR 2014 TO BE HELD ON 30<sup>th</sup> MARCH 2015**

The Ordinary General Assembly Meeting of our Company for the year 2014 shall be held on 30.03.2014 at 14:00 for the purpose of discussing the below mentioned agenda items at the Efes Byzantium Hall of Grand Hyatt Istanbul Hotel located at the address of Taşkılla Caddesi No: 1 Taksim 34437 Istanbul.

Our shareholders who are unable to 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 corporate website of our Company [www.aksa.com](http://www.aksa.com) 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 form enclosed in Annex-1. In case a proxy is appointed by means of the Electronic General Meeting System within the framework of the regulations of Merkezi Kayıt Kuruluşu A.Ş. (“Central Registry Agency”), it is not obligatory to use the power of attorney in Annex-1. 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.

Since the general assembly meeting shall be held in electronic media, 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, Independent Audit Report, Financial Statements and Profit Distribution for the year 2014 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 our branch office (Yalova Plant), at the corporate website [www.aksa.com](http://www.aksa.com) and Public Disclosure Platform (KAP) on [www.kap.gov.tr](http://www.kap.gov.tr) within the legal period of 3 weeks prior to the general assembly meeting provided that announcement and meeting days shall not be included.

Announced to our Shareholders.  
Best regards,

**AKSA AKRİLİK KİMYA SANAYİİ  
ANONİM ŞİRKETİ**

**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 herein 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 herein:

Shareholder	Capital Stock Share (TL)	Capital Rate (%)	Voting Right (Number of Shares)	Rate of Voting Right (%)
Akkök Holding 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 31.12.2014 is 37.11% 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:**

There is no change that has been effectuated or intended to be effectuated either in previous fiscal year or during the next fiscal year with respect to management and operations of the company and its significant subsidiaries and affiliates in a manner that might affect the company activities considerably.

**3. If the General Assembly Meeting Agenda Includes Items for Release, Substitution or Election of Members of Board of Directors, Information about Reasons for Release and Substitution, CVs and Positions Held within the Last Ten Years by Nominees to Board Membership and the Reason for Withdrawal from Those Positions, Quality and Significance Level of their Relationship to the Partnership and Related Parties of the Partnership, Qualification for Independence Status and Similar Matters that might Affect the Partnership Activities in the event that the Nominees are elected as the Board Members:**

The meeting agenda does not include any item as to release, substitution or election of members of board of directors.

**4. Written Requests of Shareholders to Investor Relations Department for Inclusion of Items in the Agenda, Suggestions Denied by the Board of Directors and Denial Reasons, if Applicable:**

No request concerning any agenda was communicated for the Ordinary General Assembly Meeting where the activities for the year 2014 shall be discussed.

**5. Previous and Updated Versions of Articles of Association along with the Relevant Board Resolution in case the Agenda Includes any Amendment to the Articles of Association:**

The meeting agenda does not include any item as to amendment to the articles of association.

**EXPLANATIONS REGARDING AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED  
30.03.2015**

**1. Opening Ceremony and Formation of Meeting Presidency,**

Within the framework of the provisions of the “Turkish Commercial Code (TCC)”, “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”) and provisions of the General Assembly Internal Directive of the Company, a President shall be elected to chair the General Assembly Meeting who shall duly form the Meeting Presidency Council to that end.

**2. Perusal and Discussion of the Annual Activity Report Prepared by the Board of Directors for the Year 2014,**

General Assembly shall duly discuss the Activity Report including the Corporate Management Practices Harmonization Report issued by the Board of Directors and published at the headquarters of our Company and our branch office (Yalova Plant), electronic general assembly portal of MKK, KAP and the corporate website [www.aksa.com](http://www.aksa.com) within the legal period of three (3) weeks prior to the general assembly meeting excluding the announcement and meeting days pursuant to the regulatory provisions of the Capital Market Board and the Turkish Ministry of Customs and Trade.

**3. Perusal of the Independent Audit Report for 2014,**

General Assembly shall duly discuss the Independent Audit Report duly issued and published at the headquarters of our Company and our branch office (Yalova Plant), electronic general assembly portal of MKK, KAP and the corporate website [www.aksa.com](http://www.aksa.com) within the legal period of three (3) weeks prior to the general assembly meeting excluding the announcement and meeting days pursuant to the regulatory provisions of the Capital Market Board and the Turkish Ministry of Customs and Trade.

**4. Perusal, Discussion and Approval of the Financial Statements for the Year 2014,**

After relevant information is furnished, General Assembly shall discuss and approve the financial statements duly issued and published at the headquarters of our Company and our branch office (Yalova Plant), electronic general assembly portal of MKK, KAP and the corporate website [www.aksa.com](http://www.aksa.com) within the legal period of three (3) weeks prior to the general assembly meeting excluding the announcement and meeting days pursuant to the regulatory provisions of the Capital Market Board and the Turkish Ministry of Customs and Trade.

**5. Release of Board Members Individually for the Corporate Activities in 2014,**

Within the framework of the provisions of the Turkish Commercial Code and the relevant Regulation, the release of the 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,**

General Assembly shall discuss and approve the Profit Distribution Proposal of the Board of Directors published at the headquarters of our Company and our branch office (Yalova Plant), electronic general assembly portal of MKK, KAP and the corporate website [www.aksa.com](http://www.aksa.com) within the legal period of three (3) weeks prior to the general assembly meeting excluding the announcement and meeting days pursuant to the regulatory provisions of the Capital Market Board and the Turkish Ministry of Customs and Trade.

Profit Distribution Chart is available in ANNEX-2 and Profit Distribution Proposal in ANNEX-3.

**Determination of Remunerations Payable to Board Members and Independent Board Members,**

Monthly remunerations payable to the Board Members for 2015 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.

**7. Presentation for Approval of the Independent Auditor Election based on the Board Resolution and 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 Turkish Commercial Code and provisions of "Communiqué on Independent Auditing Standards at the Capital Market" issued by Capital Market Board, General Assembly shall hold a voting session to approve the election of the independent audit firm suggested by the Board of Directors based on the report of the Audit Committee for auditing financial statements and reports during 2015 fiscal year.

**8. In case Any 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 28.03.2014 for the year 2013.

In case 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 mandatory principle No. 1.3.6 of Corporate Governance Communiqué of the Capital Market Board which should be observed.

General Assembly shall be informed within the scope of the above mentioned corporate governance principle of the Corporate Governance Communiqué.

**9. Granting Permissions and Powers Specified in Articles 395 and 396 of Turkish Commercial Code to Board Members,**

The matter of granting permissions and powers 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.

**10. Informing Shareholders about Donations and Grants Made by the Company in 2014 pursuant to the Capital Market Regulation,**

General Assembly shall be informed of the donations made in the amount of TRY 1,094,563.00 in total in 2014 pursuant to the Corporate Governance Principle no. 1.3.10 of Corporate Governance Communiqué issued by Capital Market Board.

**11. Ratification of Corporate Donations and Grants Policy by General Assembly pursuant to 'Profit Share (Dividend) Communiqué' No. (II-19.1) of Capital Market Board and Capital Market Law,**

General Assembly shall be asked to ratify "Donations and Grants Policy" (ANNEX-4) reworded by the board of directors with due regard for future requirements pursuant to the provisions and principles of Corporate Governance Communiqué and Profits Share Communiqué numbered (II-19.1) issued by Capital Market Board as well as the company's articles of association.

**12. Informing General Assembly about the Company Information Policy in line with the Regulations of Capital Market Board,**

General Assembly shall be informed about "Information Policy" (ANNEX-5) of our Company which is reworded by the board of directors pursuant to Special Conditions Communiqué numbered (II-15.1) issued by Capital Market Board.

**13. Informing Shareholders 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,**

Shareholders shall be informed about the footnote no. 14 in the Financial Statements dated 31.12.2014 with respect to guarantees, pledges, mortgages and collaterals given by the company in favor of third persons as well as revenues and benefits acquired therefrom.

**ANNEXES:**

1. Power of Attorney form,
2. Profit Distribution Statement,
3. Profit Distribution Proposal,
4. Grants and Donations Policy,
5. Information Policy.

**ANNEX-1-**

**POWER OF ATTORNEY**

I/We hereby appoint ..... described in detail herein 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 herein at the Ordinary General Assembly Meeting of AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ to be held for the year 2014 on 30.03.2015 at 14:00 in Efes Byzantium Hall of Grand Hyatt Istanbul Hotel located at the address “Taşkışla Caddesi No: 1 Taksim 34437 Istanbul”.

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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 herein.

**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 herein.

**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 Ceremony and Formation of Meeting Presidency,			
2. Perusal and Discussion of the Annual Activity Report Prepared by the Board of Directors for the Year 2014,			
3. Perusal of the Independent Audit Report for 2014,			
4. Perusal, Discussion and Approval of the Financial Statements for the Year 2014,			
5. Release of Board Members Individually for the Corporate Activities in 2014,			
6. Determination of the Usage Method of Profit and the Rates of Dividend Shares to be Distributed,			
7. Determination of Remunerations Payable to Board Members and Independent Board Members,			
8. Presentation for Approval of the Independent Auditor Election based on the Board Resolution and Pursuant To the “Communiqué on Independent Auditing Standards at the Capital Market” Published by the Capital Market Board and the Turkish Commercial Code,			
9. In case Any 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,			
10. Granting Permissions and Powers Specified in Articles 395 and 396 of Turkish Commercial Code to Board Members,			
11. Informing Shareholders about Donations and Grants Made by the Company in 2014 pursuant to the Capital Market Regulation,			
12. Ratification of Corporate Donations and Grants Policy by General Assembly pursuant to 'Profit Share (Dividend) Communiqué' No. (II-19.1) of Capital Market Board and Capital Market Law,			
13. Informing General Assembly about the Company Information Policy in line with the Regulations of Capital Market Board,			
14. Informing Shareholders 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,			

(\*)The agenda items 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 herein.

**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 herein and specify the shares he/she wishes to be represented by the proxy.**

**1. I approve the representation of my shares specified in detail herein 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 FOR 2014 (TL)**

<b>1. Paid-in/Issued Capital</b>		185.000.000,00
<b>2. Legal Reserves (according to the Legal Records)</b>		74.438.384,57
<b>Information regarding privileges in the distribution of profit pursuant to the Articles of Association, if any</b>		N/A
	<b>According to CMB</b>	<b>According to Legal Records</b>
<b>3. Profit for the Period (*)</b>	208.129.444,90	206.843.873,81
<b>4. Taxes ( - )</b>	(45.273.549,00)	(42.076.065,74)
<b>5. Net Profit for the Period (**) ( = )</b>	162.848.734,90	164.767.808,07
<b>6. Losses from previous years ( - )</b>	-	-
<b>7. General Legal Reserves ( - )</b>	-	-
<b>8. NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>	<b>162.848.734,90</b>	<b>164.767.808,07</b>
<b>9. Donations made during the year ( + )</b>	1.094.563,43	
<b>10. Net distributable profit for the period including donations</b>	163.943.298,33	
<b>11. Primary Dividend to Shareholders</b>		
-Cash	9.250.000,00	
-Free of Charge	-	
- Total	<b>9.250.000,00</b>	
<b>12. Dividend Distributed to the Holders of Privileged Share Certificates</b>	-	

<b>13.</b>	Other Distributed Dividend	3.093.865,97	
	- To Board Members	3.093.865,97	
	- To Employees	-	
	- To the persons other than shareholders	-	
<b>14.</b>	Dividend Distributed to the Holders of Redeemed Shares	-	
<b>15.</b>	Secondary Dividend to Shareholders	112.850.000,00	
<b>16.</b>	General Legal Reserves	11.594.386,60	
<b>17.</b>	Statutory Reserves	-	
<b>18.</b>	Special Reserves	-	
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	26.060.482,34	27.979.555,51
<b>20.</b>	<b>Other Resources Stipulated to be Distributed</b>	-	-

(\*) Consolidated pre-tax profit

(\*\*) Period net profit for parent company

<b>DIVIDEND RATIO STATEMENT</b>						
	<b>GROUP</b>	<b>TOTAL DISTRIBUTABLE DIVIDEND</b>		<b>TOTAL DISTRIBUTABLE DIVIDEND / NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>DIVIDEND CORRESPONDING TO A SHARE WITH NOMINAL VALUE OF 1 TL</b>	
		<b>CASH (TL)</b>	<b>FREE OF CHARGE (TL)</b>	<b>RATIO (%)</b>	<b>AMOUNT (TL)</b>	<b>RATIO (%)</b>
<b>NET (***)</b>	-	103.785.000,00	-	63,730922%	0,56100000	56,100000%
	<b>TOTAL</b>	<b>103.785.000,00</b>	<b>-</b>	<b>63,730922%</b>	<b>0,56100000</b>	<b>56,100000%</b>

(\*\*\*) Net values of dividends per gross share have been calculated based on 15% withholding rate pursuant to the Cabinet Decree dated 23/07/2006 and numbered 2006/10731 in compliance with the assumption that dividends are distributed to real person shareholders with full liability and distribution is not subject to any exceptional practice in terms of profits.

## 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 2014. 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 2014 has been arranged for the purpose of presenting the same for approval of the General Assembly.

Our consolidated balance sheet net period profit included in the financial statements issued pursuant to the of the Communiqué Serial: II, No: 14.1 of the Capital Market Board is 162.848.734,90 –TL whereas 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 164.767.808,07-TL.

With respect to the net period profit amounting to 162.848.734,90 -TL according to the consolidated financial statements issued pursuant to the of the Communiqué Serial: II, No: 14.1 of the Capital Market Board, we kindly present the following proposals;

- General Legal Reserves should not be set aside due to the fact that it has reached the upper limit provided in article 519.(1) of Turkish Commercial Code and article 25.(a) of the 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 3.093.865,97-TL of 153.598.734,90-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 Managers,
- The secondary dividend in the amount of 112.850.000,00-TL from the remaining amount of 150.504.869,94-TL (the amount of gross dividend corresponding to the share with nominal value of 1,00 TL is 0,610000-TL and the rate of dividend is gross 61,0000%) 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 122.100.000,00-TL (the amount of dividend corresponding to the share with nominal value of 1,00 TL is gross 0,660000-TL and the rate of dividend is gross 66,0000%),
- 11.594.386,60-TL should be added to the General Legal Reserves,

- The remaining amount should be set aside as Extraordinary Reserves,
- The amounts of dividend should be distributed in cash on 02.04.2015,
- A gross = net dividend at a rate of 66,00% and in amount of 0,66 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 56,10% to our other shareholders and gross 0,66 TL and net 0,5610 TL 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.

Board of Directors

#### **ANNEX -4**

#### **AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ GRANTS AND DONATIONS POLICY**

The company shall make grants and donations for corporate social responsibility purposes based on the following criteria in line with the provisions of Capital Board and other applicable regulations;

##### **1) Scope of grants and donations;**

- The Company may give donations and grants 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,
- Grants and donations may be given in cash or in kind,
- Any and all donations and grants are made in accordance with the principles regarding the donations and grants policy referred to in this text,
- In the process of taking decision or giving approval for the institution to which any donation or grant 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 grant,

2) Upper limit of the donations and grants have been determined to be 2.400.000-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 grants made in the related year to the shareholders at the ordinary general assembly meeting every year.

## **ANNEX-5**

### **AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ INFORMATION POLICY**

#### **1. Objective**

The basic public information policy of Aksa Akrilik Kimya Sanayii A.Ş. (hereafter referred to as “Aksa” or the “Company”) is aimed to equally and efficiently share information with the public, related and authorized institutions and organizations, stakeholders, current and potential investors and capital market experts (capital market contributors) in full, fair, correct, timely and understandable manner, maintaining a continuous active and transparent communication. Akxa believes that sharing information and explanations with stakeholders, excluding information considered commercial secret, shall result in the creation of a more efficient market for capital market instruments of the Company.

With respect to public information, Akxa complies with the provisions of the Turkish Commercial Code, Capital Market Legislation, the regulations of the Capital Market Board and Istanbul Stock Exchange; Akxa acts in due diligence in realization of the Corporate Management Principles regulated in the Corporate Management Communiqué of the SPK.

Akxa Information Policy was created on the basis of the related legislation and was approved by the Board of Directors. It was declared to all stakeholders through the corporate website of the Company.

#### **2. Scope**

This Information Policy covers the procedures and principles related to definition of methods and tools used by Akxa for public enlightenment and also communication of Akxa with the capital market contributors under the related provisions of the Capital Market Board and of the Turkish Commercial Code.

#### **3. Responsibility**

The Board of Directors is responsible for monitoring, review and development of the Information Policy. The task of supervising and monitoring the Information Policy has been assigned to the Investor Relations Unit.

#### **4. Public Enlightenment Method and Tools**

Reserving the provisions of the Capital Market Legislation, Istanbul Stock Exchange regulations and the Turkish Commercial Code, the basic public enlightening method and tools used by Aksa are outlined in the following:

1. Special condition statements submitted to Istanbul Stock Exchange via the Public Enlightening Platform ("PEF") (these statements are made available for access together with their abstract translations into English so that local and international investors and analysts can have access to in electronic environment),
2. Financial statements and footnotes, independent audit report, declarations and activity report submitted to Istanbul Stock Exchange periodically via the PEF (published in Turkish and in English in our website),
3. Notices and announcements through the Trade Registers Gazette of Turkey and/or through daily newspapers,
4. Press releases made via written and visual media,
5. Information discussions and meetings made face to face or through tele-conference with capital market contributors,
6. Corporate website and information society services, eManagement screens,
7. Communication methods and tools such as telephone, electronic mail, etc.,
8. Presentations containing introductory, financial and operational information of the Company,
9. Annual and interim period activity reports,
10. Other information and documents issued pursuant to capital market regulations.

## **5. Persons Authorized to Make Public Disclosure**

Requests for written and verbal information by capital market contributors, other than the notices specified above will be satisfied in writing and/or verbally, depending on the content of the request, by the Investor Relations Department or within knowledge and upon approval of the line manager within the knowledge of the Investor Relations Department. Press release to written and visual media will be made by the corporate communication unit.

Besides this, the employees of Aksa are not authorized to answer the questions of capital market contributors unless specifically assigned to. Incoming demands of information will be directed to the Investor Relations Unit.

## **6. Public Disclosure of Special Conditions**

Statements on special conditions consisting of continuous and internal information will be prepared under the advice of the related units (such as law, corporate communication, etc.) with the coordination of the Investor Relations Unit in accordance with the "Special Conditions Communique", excluding information considered to be trade secret, and disclosed to public without delay. Special condition statements will be made timely, correctly, sufficiently and free of any misleading words in order to be of assistance to individuals and entities expected to make use of the disclosure.

Special Condition Statements and Financial Statements bearing the authorized electronic signatures are sent to PEF under the regulations of Istanbul Stock Exchange and the Capital Market Board and

published in the corporate website of the Company not later than on the next day and retained at the website for at least five (5) years. In the event of existence of conditions specified in the related regulations, it may be possible to postpone the Special Condition Disclosure.

## **7. Public Disclosure of Financial Statements**

Aksa financial statements will be prepared quarterly under the Capital Market Legislation on the basis of TMS/IFRS published by KGK. Limited semi-annual review and annual financial statements will be subject to independent audit. Financial statements, footnotes and the independent auditor report presented to the Board of Directors for approval together with the declaration of responsibility issued by authorized officers for truth, with the affirmative opinion of the Supervisory Committee in accordance with the Capital Market Legislation will be declared through the public enlightening platform. Financial statements and footnotes related to previous periods are retained in the corporate website of the Company.

## **8. Annual Report**

Annual and interim period reports will be prepared in compliance within the Turkish Commercial Code and the related regulations as well as the related regulations in the Capital Market Legislation and the Capital Market Board Corporate Management Principles. Quarterly, semi-annual and three quarterly interim activity reports will be published together with the interim period financial statements. Annual Report will be prepared within the period of time specified in the Capital Market Legislation. The annual report consisting of the financial statements, Board report and responsibility statement will be disclosed to the public within the period of time specified in the Capital Market Legislation together with the independent audit reports specified in the regulations of the Capital Market Board with respect to independent auditing. Annual Report will be made available to stakeholders for review at least three weeks in advance of a general meeting and also published both in English and in Turkish in the corporate website of the Company.

## **9. Corporate Website ([www.aksa.com](http://www.aksa.com))**

For public enlightening and ensuring transparency, the matters specified in the Corporate Management Communique of the Capital Market Board will be dealt with in addition to compulsory information under the related legislation.

The majority of the information given at the website is published both in English and in Turkish.

## **10. Definition of Persons With Administrative Responsibility and Creating a List of persons Authorized to Access to Internal Data**

The list of persons authorized to have access to internal data includes the directors of the Company, and persons not being a member of the Board of Directors but having regular access to internal data of the Company directly or indirectly and authorized to make managerial decisions that affect the future development and commercial targets of the Company ('Persons With Administrative Responsibility') as well as persons having close relations with the aforementioned individuals and other persons acting for and on behalf of the partnership and having regular or incidental access to internal data directly or indirectly. The list was created on the Central Registry System within the Central Registry Agency and is continuously updated and also published through the corporate website. The managers and employees of the Parent, subsidiaries and commonly managed partnerships of the Company are also among persons authorized to have access to internal data.



With respect to shares representing the capital of the Company and other capital market instruments based on these shares, transactions made by persons having administrative responsibility within the partnership and individuals having close relations therewith exceeding the minimum amount within a calendar year specified in the related notice of the Capital Market Board as well as transactions causing reduction or increase of the total voting right in the partnership or capital shares below or above the said ratios are reported to Istanbul Stock Exchange by the party performing the transaction.

Persons with administrative responsibility cover the Directors of the Company, and persons not being a member of the Board of Directors but having regular access to internal data of the Company directly or indirectly and authorized to make managerial decisions that affect the future development and commercial targets of the Company.

## **11. Postponement of Public Disclosure of Internal Data**

Information defined as internal data include the information, events or developments not publicized yet, which may affect the value and price of capital market instruments as well as investment decisions of investors.

Under Article 6 of the Special Conditions Communiqué of the Capital Market Board:

- 1) The Company may, assuming the responsibility, postpone public disclosure of internal data, to prevent any harm to its legitimate benefits, provided that such postponement does not mislead the investors and ensures maintenance of the said data confidential.
- 2) Immediately after elimination of the cause for postponement of public disclosure of internal data, the Company will appropriately disclose the said internal data in compliance with the Special Conditions Communiqué. The decision to postpone and the reasons which the decision is based on will be mentioned in the respective statement. No statement may be made if the event which is the subject matter of the internal data demanded to be disclosed is not realized.
- 3) The Company is liable to ensure confidentiality of the internal data deferred for disclosure and supervise access to these data.

In this context, the Company is obliged to

- a) Establish efficient regulations to prevent persons other than those given in the list of individuals entitled to access to internal data from having access to the said data,
- b) Take necessary measures to ensure that individuals having access to internal data accept the liabilities specified by the laws and in the related legislation with respect to internal data and the said individuals are aware of the sanctions imposed against misuse or dispersion of such data,
- c) Explain the reasons of failure in ensuring confidentiality of internal data.
- 4) The Board of Directors will decide the effect of postponement on the protection of legitimate benefits of the Company, whether it creates the risk of misleading the investors and measures taken during the period of postponement for protecting the confidentiality of the information or the approval of the person authorized by the Board of Directors will be obtained in writing.
- 5) Under conditions specified in the second paragraph of Article 5 of the Special Conditions Communiqué of the Capital Market Board, the said individuals may exercise their right of postponement specified in Article 6 of the Special Conditions Communiqué. Upon any notification to the Company by the said individuals, the fourth paragraph of this Article will apply.

## **12. Measures to Ensure Confidentiality Until Public Disclosure of Internal Data**

As a general rule, employees possessing internal data will in no way share with third parties all information not yet publicized and constituting a special condition. If such employees are found to disclose the said information inadvertently to third parties, a special condition statement will be made immediately if it is concluded that it will not be possible to keep the said information confidential within the frame of Capital Market regulations. If disclosure is postponed a list of individuals having knowledge of the postponement is issued at the time of the postponement decision and in this context the “List of Individuals Having Access to Aksa Internal Data” is updated. Necessary procedures are performed in order to inform these individuals and other parties having knowledge of the information and necessary measures are taken. Persons included in the list of individuals having access to internal data are informed by the Investor Relations Unit that they are on the list until special conditions, financial and operational results are publicized, in order to ensure that they comply with the rules regarding protection of internal data and abiding with the rules of confidentiality. The Company executes a confidentiality agreement with organizations requiring the internal data for performing their jobs or using the data for and on behalf of the Company, such as consultants, translation services, etc. and impose on these organization the liability of keeping the data confidential.

## **13. Communication with Capital Market Contributors**

Aksa does not provide guidance with respect to expectations regarding the results of interim period and the annual activities. Instead, Aksa prefers to transfer to capital market contributors the critical matters affecting the results of activities, its strategic approach and important elements that provide a better understanding of the environments in which the activities are performed. In unpublicized interviews made with capital market contributors no information not yet publicized and no important/private information will be disclosed.

## **14. Face-to-face meetings**

Meeting made individually or collectively with groups of capital market contributors are an important part of programs used for developing investor relations. However, no new information is provided in these meetings and important and private data not disclosed to public previously will not be disclosed.

## **15. Forbidden and Silent Period**

In the Company and in its Subsidiaries/partnerships Under Common Management persons possessing internal data of continuous information or the spouses, children and other people sharing the same house with those persons are prohibited from performing transactions due to prevailing **prohibited period** as to Aksa shares, from the day following the completion of financial statements and reports semiannual and annual reports) as well as independent audit reports until the statements and reports are publicized in compliance with the laws.

In addition, the questions of analysts, investors and other capital market contributors with respect to financial structure of the Company during this period will not be answered due to prevailing **silent period**. “Silent period” will not prevent persons authorized to represent Aksa to participate in conferences, forums and panels and make speeches and declarations therein, provided that the related Capital Market Legislation is reserved.

## **16. Method to Follow Against News Released in Press and Media**

Aksa follows the news published by important national the press organizations through a press and media surveillance agency with which it has entered an agreement. In this context, news released every morning is followed by via the subscribed data publisher.

Statements related to incorrect news and speculations in the market:

In the event of news or speculations on our Company, which are important in that they may affect the value and price of capital market instruments or the decisions of investors, publicized for the first time through press and media or other means of communication or having a content which is different from previously publicized information, the Company is obliged to make a public statement as to whether these news and speculations are true or sufficient, under the principles specified in the Special Conditions Communique. This liability will be satisfied without waiting for the issue of any notice or request by the Capital Market Board or the related stock exchange.

## **17. Publicizing of Prospective Evaluations**

In line with the Special Conditions Communique of the Capital Market Board, the Company may from time to time disclose its prospective evaluations. Prospective evaluations will be based on reasonable assumptions and estimations and it may be revised in the case of unpredictable risks and developments.

## **18. Analyst Reports**

Aksa accepts the title of the company issuing analyst reports and does not publish the reports in its website. Aksa does not confirm, verify and assume the responsibility of and disseminate analyst reports. However, under certain and limited conditions or if demanded, Aksa may review analyst reports in order to avoid misinformation of the public, provided that only publicized and retrospective historical information is used. Aksa publicizes in the website, the analysts who monitor Aksa and the companies with the analysts work for.

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