

**DISCLOSURE DOCUMENT**  
**ON ORDINARY GENERAL ASSEMBLY MEETING FOR 2017 TO BE HELD BY**  
**AKSA AKRİLİK KİMYA SANAYİ ANONİM ŞİRKETİ ON APRIL 2, 2018**

Our Company shall hold an Ordinary General Assembly Meeting for 2017 on 02.04.2018 at 10:30 at the corporate plant located in Merkez Mahallesi Yalova-Kocaeli Yolu Caddesi No: 34 Çiftlikköy Yalova in order to discuss and resolve on the agenda items provided below.

Shareholders who shall not be able to attend the meeting in person are required to issue a power of attorney in conformity with sample power of attorney available in the annex hereto (Annex-1), or obtain it from the Corporate head office in Merkez Mahallesi Yalova-Kocaeli Yolu Caddesi No: 34 Çiftlikköy Yalova or corporate website at [www.aksa.com](http://www.aksa.com) and also to fulfil such requirements that are listed in the Communiqué on Voting by Attorneys and Calls for Gathering of Proxies (the “Communiqué”) No. (II-30.1) of the Capital Market Board, published in the Official Gazette No. 28862 of 24.12.2013. The Representation by a proxy at the General Assembly Meeting shall only be possible through the utilization of the sample power of attorney available in the Annex 1 hereto. In case of appointment of an attorney via the Electronic General Assembly System (EGKS) in accordance with applicable regulations of the Central Registry Agency (“MKK”), then the utilization of the power of attorney available in the Annex 1 shall not be required provided that it must conform to the principles detailed in the Communiqué. Shareholders having the right to vote may appoint their attorneys by approving the signature available on the power of attorney issued physically or via EGKS, or by attaching a signature declaration drawn up before a notary public to the signed power of attorney form.

Pursuant to Article 1527 of the Turkish Commercial Code No. 6102, the shareholders may attend the General Assembly Meetings in person, or may also attend through electronic media and cast their votes as such. Attendance through electronic media shall only be possible with the use of secured electronic signatures of the shareholders or representatives. The shareholders casting votes through the EGKS must thus first obtain a secured electronic signature and be registered in the E-MKK Information Portal of MKK. The shareholders or representatives who are not registered in E-MKK Information Portal, or who do not have any secured electronic signatures cannot attend General assembly Meetings through electronic media via EGKS.

The shareholders or their attorneys intending to attend the General Assembly Meeting through electronic media shall be required to complete necessary formalities laid down in the “Regulation on General Assembly Meetings of Stock Companies to be held in Electronic Environment” as published via the Official Gazette No. 28395 of 28.08.2012 as well as in the “Communique on Electronic General Assembly System to be Used for in General Assembly Meetings of Stock Companies” as published via the Official Gazette No. 28396 of 29.08.2012. Otherwise they will not be able to attend the meeting.

Since the general assembly meeting shall be held in electronic media, it is kindly requested that the shareholders be ready at the venue before the meeting time so that the meeting can start in time.

The Annual Board Report for 2017 which has been prepared in line with the provisions of the applicable regulations of the Capital Market Board and Turkish Ministry of Customs and Trade as well as Audit Report, Financial Statements, Proposal on Distribution of Dividends, Amendment to the Articles of Association and the Disclosure Document comprised of the necessary remarks and documents as laid down in mandatory Corporate Governance Principles shall be made available to the Shareholders in our corporate office, branch office (Plant), corporate website ([www.aksa.com](http://www.aksa.com)) and electronic general assembly portal of MKK in addition to the Public Disclosure Platform (KAP) ([www.kap.gov.tr](http://www.kap.gov.tr)) for review 3 weeks prior to the meeting date excluding the announcement and meeting days.

Please kindly be advised.  
Sincerely yours,

**AKSA AKRİLİK KİMYA SANAYİ ANONİM ŞİRKETİ**

## ADDITIONAL DISCLOSURES UNDER REGULATIONS OF CMB

The additional disclosures required under the Corporate Governance Principle no. 1.3.1 laid down in the “Corporate Governance Communiqué” no. (II-17.1) of CMB are explained below to the extent that they have any relevance to the agenda items:

### 1. Information on total number of shares reflecting the shareholding structure, the number of shares representing each group of privileged shares, if any, and the rights to vote and attributes of privileges:

The Company’s fully paid up capital, issued out of the registered capital cap of the Company in the sum of TRY 425.000.000,00, amounts to TRY 185.000.000,00. The issued capital is divided into a total of 18.500.000.000 shares, each having a par value of 1 (one) kurush.

All of the shares are registered without any distinction as to share class or privileged shares.

The shareholding structure and voting rights are summarized in the following chart:

Shareholder	Capital Share (TL)	Capital Ratio (%)	Voting Rights (Number of Shares)	Ratio of Voting Rights (%)
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>

(\*) As of December 31, 2017, 37,19% of the shares of Aksa are actively traded in Borsa İstanbul (BİST) of which 5,43% is held by Somerset em.mar.d.v.ge.f.

### 2. Information on changes in the management and activities of our company and in affiliates that occurred in preceding account period, or that are planned to be performed during subsequent account periods, which may have a material impact on the Company’s activities; together with reasons of these changes:

There is no actual or planned change in the management and activities of the company or its significant affiliates and subsidiaries which might have a material impact on the activities conducted by the company.

### 3. Information on reasons for discharges of or changes in, if any, or selection of, members of the board of directors as per the agenda of general assembly meeting; resumes of persons whose nominations as member of the board of directors have been submitted to the partnership; their business performances realized in the last ten years and reasons for their quit; nature of their relationships with partnership and related parties and level of priority; whether they have independence or not; and issues that may affect the partnership activities if these persons are elected as members of the board of directors:

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

**4. Proposals made by the shareholders for inclusion of items into the meeting agenda by submitting the same to the Investor Relations Department in written form; proposals which are rejected and reasons for rejection in case any proposals of the shareholders are rejected by the board of directors:**

No written proposal has been forwarded for inclusion of any additional items into the agenda for the ordinary general assembly meeting where the activities of 2017 shall be discussed.

**5. If applicable, board resolution for amendment to the articles of association together with new and previous forms of the articles of association:**

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

**REMARKS ABOUT THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 02.04.2018**

**1. Opening and constitution of Meeting Council,**

Pursuant to the provisions of “Turkish Commercial Code” (the “TCC”), “Regulation on Rules and Principles of General Assembly Meetings of Incorporations and Attendance of Representatives of Ministry of Customs and Trade” (the “Regulation”) and Internal Directive on General Assembly Meetings, a meeting chairman shall be elected to preside the meeting after which the Meeting Chairman shall duly constitute the Meeting Council.

**2. Reading and discussing the Annual Report for 2017 which was prepared by the Board of Directors,**

The General Assembly shall discuss the Annual Board Report prepared in line with the provisions of the applicable regulations of the Capital Market Regulation and Turkish Ministry of Customs in a manner to contain the Compliance Report on Corporate Governance Principles and presented to the shareholders in the corporate office, branch office (Yalova Plant), electronic general assembly portal of MKK, KAP and corporate website ([www.aksa.com](http://www.aksa.com)) three (3) weeks prior to the meeting date excluding the announcement and meeting days.

**3. Reading the Independent Audit Report for 2017,**

This agenda item refers to reading out the Audit Report presented to the shareholders in the corporate office, branch office (Yalova Plant), electronic general assembly portal of MKK, KAP and corporate website ([www.aksa.com](http://www.aksa.com)) three (3) weeks prior to the meeting date excluding the announcement and meeting days under the relevant provisions of the Capital Market Regulation and TCC.

**4. Reading, discussing and approving the Financial Statements for 2017,**

This agenda item refers to reading out and approving the financial statements presented to the shareholders in the corporate office, branch office (Yalova Plant), electronic general assembly portal of MKK, KAP and corporate website ([www.aksa.com](http://www.aksa.com)) three (3) weeks prior to the meeting date excluding the announcement and meeting days under the relevant provisions of the Capital Market Regulation and TCC.

**5. Release of Directors for the activities conducted in 2017 individually,**

The General Assembly shall decide on the individual release of the directors with respect to the corporate activities conducted in 2017 under the relevant provisions of the Capital Market Regulation and TCC.

**6. Determining how to use the profit and setting the ratio of dividends to be distributed,**

This agenda item refers to approval of the Board Proposal for Distribution of Dividends presented to the shareholders in the corporate office, branch office (Yalova Plant), electronic general assembly portal of MKK, KAP and corporate website ([www.aksa.com](http://www.aksa.com)) three (3) weeks prior to the meeting date excluding the announcement and meeting days under the relevant provisions of the Capital Market Regulation and TCC.

The Dividend Distribution Chart and Proposal for Distribution of Dividends are available in Annex-2 and Annex-3 respectively.

**7. Determining the remunerations payable to the Directors and Independent Directors,**

The General Assembly shall determine the monthly remuneration payable to the Directors in 2018 with due regard for the suggestions of the Corporate Governance Committee in line with the applicable provisions of Capital Market Regulation, TCC, articles of association and wage policy of the company.

**8. Presenting for approval of the election of an independent auditor by the Board of Directors in accordance with the “Communiqué on Independent Auditing Standards at Capital Markets” as published by the Capital Market Board, and also with Turkish Commercial Code,**

In accordance with applicable provisions of the “Communiqué on Independent Audit Standards at Capital Markets” of the Capital Market Board and with Turkish Commercial Code, the election of an independent audit firm as proposed by the Board of Directors for the fiscal year of 2018 in consideration of remarks delivered by our Audit Committee, shall be presented for approval of our shareholders at the General Assembly Meeting.

**9. Providing information as to whether the shareholders having managerial control, directors, executive officers and their spouses and relatives by blood or marriage up to second degree have been involved in any transactions which may pose a conflict of interests with the company or its affiliates and/or been involved in any process within scope of commercial activities of the company or its affiliates in their own names or on behalf of third parties, or been involved in any other company dealings within scope of commercial activities as an unlimited partner of the shareholders in accordance with the Communiqué on Corporate Governance as issued by the Capital Market Board,**

Members of the board of directors may be involved in any dealings within the framework of the Article 395 (1) “No Dealings with and No Loans From Company” and Article 396 “No Competition” of the Turkish Commercial Code, only prior consent of the General Assembly Meeting. The directors were endowed with the permissions and powers provided in Articles 395 and 396 of Turkish Commercial Code at the ordinary general assembly meeting for 2016 which was held on 03.04.2017.

In accordance with the mandatory Corporate Governance Principle No. 1.3.6. of the Capital Market Board, in the event that the shareholders having a managerial control, members of the Board of Directors, managers having administrative responsibilities, and their spouses and relatives by blood or marriage up to second degree, have been involved in any transactions which may pose a conflict of interests with the company or its affiliates and/or have been involved in a process within scope of commercial activities of the company or its affiliates on their names or on behalf of third parties, or been involved in any other company dealings within scope of commercial activities as an unlimited partner, then these transactions will be included in the agenda of the General Assembly Meeting as a separate item in order to provide detailed information about these transactions and be recorded into the minutes of the General Assembly Meeting.

Information will be provided to our shareholders at the General Assembly Meeting in accordance with this Corporate Governance Principle.

**10. Providing Directors with permissions and powers defined in Articles 395 and 396 of the Turkish Commercial Code,**

The shareholders shall be asked to provide approval for granting the permissions and powers to the Directors in line with Articles 395 and 396 of the Turkish Commercial Code.

**11. Informing shareholders about the donations and grants made by the Company in 2017 as per Capital Market Regulations,**

The General Assembly shall be informed of the donations amounting to TRY 76.507 in 2017 pursuant to the Corporate Governance Principle no. 1.3.10 under the Corporate Governance Communiqué of the Capital Market Board.

**12. Informing shareholders about the mortgages, liens, bails, and securities issued for the benefit of third parties by the Company as well as revenues and interests derived therefrom in 2017 in accordance with Article 12 of the Corporate Governance Communiqué,**

The General Assembly shall be informed of the fact that no mortgages, liens, bails, and securities were provided for the benefit of third parties in 2017.

**ANNEXES:**

1. Power of Attorney form,
2. Resumes of Candidate Members of the Board Of Directors and Independence Declarations
3. Profit Distribution Statement,
4. Profit Distribution Proposal,

**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 2017 on 02.04.2018 at 10:30 in factory located at the address “Merkez Mahallesi Yalova-Kocaeli Yolu Caddesi No: 34 Çiftlikköy Yalova”.

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.**

<b>Agenda Items (*)</b>	<b>Yes</b>	<b>No</b>	<b>Dissenting Opinion</b>
<b>1. Opening Ceremony and Formation of Meeting Presidency,</b>			
<b>2. Perusal and Discussion of the Annual Activity Report Prepared by the Board of Directors for the Year 2017,</b>			
<b>3. Perusal of the Independent Audit Report for 2017,</b>			
<b>4. Perusal, Discussion and Approval of the Financial Statements for the Year 2017,</b>			
<b>5. Release of Board Members Individually for the Corporate Activities in 2017,</b>			
<b>6. Determination of the Usage Method of Profit and the Rates of Dividend Shares to be Distributed,</b>			
<b>7. Determination of Remunerations Payable to Board Members and Independent Board Members,</b>			
<b>8. Submitting the selection of the Independent Auditor for approval pursuant to the Turkish Commercial Code, the ‘Communiqué on Independent Auditing Standards in Capital Markets’ issued by the Capital Markets Board of Turkey, and the decision of the Board of Directors on the matter,</b>			
<b>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,</b>			
<b>10. Granting Permissions and Powers Specified in Articles 395 and 396 of Turkish Commercial Code to Board Members,</b>			
<b>11. Pursuant to the Capital Markets Law, informing the shareholders about the donations and aid made by the Company in 2017,</b>			
<b>12. Pursuant to Article 12 of the Communiqué on Corporate Governance, informing the shareholders about the sureties, pledges, mortgages and guarantees given by the Company in favor of third parties and on the income and benefits acquired by the Company in 2017</b>			

(\*)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 2015 (TL)

<b>1. Paid-in/Issued Capital</b>		185.000.000,00
<b>2. Legal Reserves (according to the Legal Records)</b>		107.435.461,57
<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.</b>	<b>Profit for the Period (*)</b>	364.790.053,00
<b>4.</b>	<b>Taxes ( - )</b>	(69.819.000,00)
<b>5.</b>	<b>Net Profit for the Period (**) ( = )</b>	125.798.137,00
<b>6.</b>	<b>Losses from previous years ( - )</b>	-
<b>7.</b>	<b>General Legal Reserves ( - )</b>	-
<b>8.</b>	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>	<b>294.971.053,00</b>
<b>9.</b>	Donations made during the year ( + )	76.506,93
<b>10.</b>	<b>Net distributable profit for the period including donations</b>	<b>295.047.559,93</b>
<b>11.</b>	Primary Dividend to Shareholders	
	-Cash	9.250.000,00
	-Free of Charge	-
	- Total	<b>9.250.000,00</b>
<b>12.</b>	Dividend Distributed to the Holders of Privileged Share Certificates	-
<b>13.</b>	Other Distributed Dividend	
	- To Board Members	-
	- 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	197.950.000,00
<b>16.</b>	General Legal Reserves	19.795.000,00
<b>17.</b>	Statutory Reserves	-
<b>18.</b>	Special Reserves	-
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	<b>67.976.053,00</b>
<b>20.</b>	<b>Other Resources Stipulated to be Distributed</b>	<b>-</b>

(\*) Consolidated pre-tax profit

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

**DIVIDEND RATIO STATEMENT**

	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 (%)
NET (***)	-	176.120.000,00	-	59,707554%	0,95200000	95,200000%
	<b>TOTAL</b>	<b>176.120.000,00</b>	<b>-</b>	<b>59,707554%</b>	<b>0,95200000</b>	<b>95,200000%</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 2017. 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 2017 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 294.971.053,00-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 281.736.356,33-TL.

With respect to the net period profit amounting to 294.971.053,00-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 secondary dividend in the amount of 197.950.000,00-TL from the remaining amount of 285.721.053,00 -TL (the amount of gross dividend corresponding to the share with nominal value of 1,00 TL is 1,07-TL and the rate of dividend is gross 107%) should be distributed in cash to our shareholders within the framework of the provision of Article 25 of our Company's Articles of Association,
- 19.795.000,00 –TL should be added to the General Legal Reserves,
- The sum of the 1st and 2nd dividends distributable to shareholders and the dividend contemplated for distribution from retained profits shall be TL 207.200.000,00 (the amount of dividend falling on a share with par value of TL 1.00 is TL 1.12 in gross and the ratio of dividend is 112%);
- The amounts of dividend should be distributed in cash on 04.04.2018,

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