

**INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING FOR 2018
TO BE HELD BY AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ ON
APRIL 2, 2019**

Our Company shall hold an Ordinary General Assembly Meeting for 2018 on 2 April 2019 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 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 2018 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, corporate website (www.aksa.com) and electronic general assembly portal of MKK in addition to the Public Disclosure Platform (KAP) (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 SANAYİİ ANONİM ŞİRKETİ

**AGENDA FOR THE 2018 ORDINARY GENERAL ASSEMBLY MEETING OF
AKSA AKRİLİK KİMYA SANAYİİ ANONİM ŞİRKETİ**

1. Opening of the meeting and election of the Presiding Board of the General Assembly,
2. Reading and discussing the 2018 Annual Report prepared by the Board of Directors,
3. Reading the Auditors' Report for the year 2018,
4. Reading, discussing and approval of the Financial Statements for the year 2018,
5. Releasing the members of the Board of Directors individually with regard to the Company's activities in 2018,
6. Determining the usage of profit, percentages of profit distribution and profit sharing,
7. Determining the number and the duty terms of the Members of the Board of Directors and, according to the decided number of members, electing the Members of the Board of Directors and the Members of the Independent Board of Directors,
8. Determination of remuneration for the Board Members and Independent Directors,
9. 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,
10. Pursuant to the Capital Markets Board's Communiqué on Corporate Governance, in the event that controlling shareholders, members of the Board of Directors, executive management and their first and second degree relatives by blood or by marriage have carried out significant transactions that may result in conflict of interest either with the Company or its subsidiaries, and/or have carried out commercial transactions in the same line of business with the Company or its subsidiaries either by themselves or on behalf of others, or have become partners without limits of liability in a company that is engaged in the same line of business, informing the shareholders with regard to such transactions,
11. Pursuant to articles 395 and 396 of the Turkish Commercial Code, granting permission and authority to the members of the Board of Directors,
12. Informing shareholders with regard to share buybacks pursuant to board of directors decision taken and notified in public disclosure platform at 9 May 2018 according to the grant given by Capital Markets Board's press releases dated 21 July and 25 July 2016,
13. Pursuant to the Capital Markets Law, informing the shareholders about the donations and aid made by the Company in 2018,
14. 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 2018
15. Presenting the amendment draft with regard to article 7, "Board of Directors", of the Company's Articles of Association, in the format approved by the Energy Market Regulatory Authority, the Capital Markets Board and the Turkish Republic Ministry of Customs and Trade, and provided that the necessary permissions are obtained from the Energy Market Regulatory Authority, the Capital Markets Board and the Turkish Republic Ministry of Customs and Trade, for the approval of the General Assembly.

AKRİLİK KİMYA SANAYİİ A.Ş.

THE AMENDMENT TO AKSA AKRİLİK KİMYA SANAYİİ A.Ş. ARTICLES OF ASSOCIATION

OLD FORM	NEW FORM
<p>BOARD OF DIRECTORS</p> <p>ARTICLE 7- The Company shall be represented and managed by a board of directors with at least five (5) members who shall be elected by the general assembly of shareholders for a term of at most three (3) years in office according to the provisions of Turkish Commercial Code. A member whose term in office expires may be elected again.</p> <p>The number and qualifications of independent members of the Board of Directors shall be determined in accordance with mandatory corporate governance principles of the Capital Market Board.</p> <p>Legal person(s) may be elected as directors. If a legal person is elected as a director, solely one real person shall be registered and announced along with and in the name of the relevant legal person. Besides, the registration and announcement shall be disclosed on the corporate website. The real person registered in the name of the legal person may attend and cast votes in board meetings. The legal person director may replace the real person representative who is registered in its name at any time.</p> <p>Remuneration shall be paid to members of the Board of Directors as determined by the general assembly of shareholders on either monthly or per meeting basis. Applicable regulations of the Capital Market Board regarding mandatory corporate governance principles are hereby reserved.</p> <p>Board meeting and resolution quorum shall be subject to the provisions of Turkish Commercial Code.</p> <p>If none of the directors requests a meeting pursuant to article 390/4 Turkish Commercial Code, board resolutions may be made through written consent to be provided by the majority of the all of the directors at a minimum for any motion written in the form of resolution on a topic by one of the directors. Such a resolution shall be valid only if the same motion is submitted to all directors. It is not essential to produce the consents on the same paper but all the papers containing the signatures of those giving consent to a resolution must be attached to the board resolution book or it must be converted into a resolution containing the signatures of affirming parties and attached to the resolution book so that the resolution may be valid.</p>	<p>BOARD OF DIRECTORS</p> <p>ARTICLE 7- The Company shall be represented and managed by a board of directors with at least five (5) members who shall be elected by the general assembly of shareholders for a term of at most three (3) years in office according to the provisions of Turkish Commercial Code. A member whose term in office expires may be elected again.</p> <p>The number and qualifications of independent members of the Board of Directors shall be determined in accordance with mandatory corporate governance principles of the Capital Market Board.</p> <p>Legal person(s) may be elected as directors. If a legal person is elected as a director, solely one real person shall be registered and announced along with and in the name of the relevant legal person. Besides, the registration and announcement shall be disclosed on the corporate website. The real person registered in the name of the legal person may attend and cast votes in board meetings. The legal person director may replace the real person representative who is registered in its name at any time.</p> <p>Remuneration shall be paid to members of the Board of Directors as determined by the general assembly of shareholders on either monthly or per meeting basis. Applicable regulations of the Capital Market Board regarding mandatory corporate governance principles are hereby reserved.</p> <p>Board meeting and resolution quorum shall be subject to the provisions of Turkish Commercial Code.</p> <p>If none of the directors requests a meeting pursuant to article 390/4 Turkish Commercial Code, board resolutions may be made through written consent to be provided by the majority of the all of the directors at a minimum for any motion written in the form of resolution on a topic by one of the directors. Such a resolution shall be valid only if the same motion is submitted to all directors. It is not essential to produce the consents on the same paper but all the papers containing the signatures of those giving consent to a resolution must be attached to the board resolution book or it must be converted into a resolution containing the signatures of affirming parties and attached to the resolution book so that the resolution may be valid..</p> <p>Those who have the right to participate in the Board of Directors meeting of the Company may also attend these meetings in electronic environment pursuant to Article 1527 of the Turkish Code of Commercial. In accordance with the provisions of the Communiqué on the Committees to be Conducted in an Electronic Environment other than Joint Stock Companies, the Company may establish an Electronic Meeting System that will allow the right holders to participate and vote in electronic environment and may also purchase services from such systems. In the meetings to be held, it is ensured that the rights holders of the rights specified in the related legislation can be used within the framework specified in the Communiqué through the system established in accordance with this provision of the company agreement or on the system to be supported.</p>

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 2018 on 02.04.2019 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.

ŞİRKETE ÖZEL

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 2018,			
3. Perusal of the Independent Audit Report for 2018,			
4. Perusal, Discussion and Approval of the Financial Statements for the Year 2018,			
5. Release of Board Members Individually for the Corporate Activities in 2018,			
6. Determination of the Usage Method of Profit and the Rates of Dividend Shares to be Distributed,			
7. Determining the number and the duty terms of the Members of the Board of Directors and, according to the decided number of members, electing the Members of the Board of Directors and the Members of the Independent Board of Directors,			
8. Determination of Remunerations Payable to Board Members and Independent Board Members,			

9. 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,			
10. 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,			
11. Granting Permissions and Powers Specified in Articles 395 and 396 of Turkish Commercial Code to Board Members,			
12. Informing shareholders with regard to share buybacks pursuant to board of directors decision taken and notified in public disclosure platform at 9 May 2018 according to the grant given by Capital Markets Board’s press releases dated 21 July and 25 July 2016,			
13. Pursuant to the Capital Markets Law, informing the shareholders about the donations and aid made by the Company in 2018,			
14. 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 2018			
15. Presenting the amendment draft with regard to article 7, “Board of Directors”, of the Company’s Articles of Association, in the format approved by the Energy Market Regulatory Authority, the Capital Markets Board and the Turkish Republic Ministry of Customs and Trade, and provided that the necessary permissions are obtained from the Energy Market Regulatory Authority, the Capital Markets Board and the Turkish Republic Ministry of Customs and Trade, for the approval of the General Assembly.			

(*)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.