

SODA SANAYİİ A.Ş.
INFORMATIVE DOCUMENTS CONCERNING THE ORDINARY GENERAL
ASSEMBLY MEETING DATED MARCH 08, 2019

1. Invitation To The Ordinary General Assembly Meeting Of 8 March 2019

As our Company's 2018 Shareholders Ordinary General Assembly Meeting will be held on March 8th, 2018, Friday, at 10.00 at the Company headquarters located at İçmeler Mh. D-100 Karayolu Cd. No:44/A 34947-Tuzla/Istanbul in order to discuss and take resolutions on the contents of the below-indicated agenda; our Esteemed Shareholders or their representatives are requested to honor the meeting on the mentioned day and at the mentioned hour.

The shareholders are allowed to participate in our Company's Ordinary General Assembly Meeting personally in physical environment or in electronic environment and they are also allowed to participate in the meeting by means of their representatives. It is possible to participate in the General Assembly Meeting in electronic environment by secure electronic signatures of the shareholders or their representatives. Therefore; the shareholders, who will perform transactions through the Electronic General Assembly System (EGKS) are firstly required to be registered with the e-MKK Information Portal of the Central Registry Agency (CRA) and thereby, they are required to ensure that their contact information are recorded into the system and; in addition, they are required to have a secure electronic signature. The shareholders or their representatives, who have not been registered with the e-MKK Information Portal and do not have a secure electronic signature, are not allowed to participate in the General Assembly Meeting in electronic environment.

In addition; the shareholders or their representatives, who wish to participate in the meeting in electronic environment, are required to fulfill their obligations in compliance with the provisions of "the Regulation on the General Assembly Meetings to be held in Electronic Environment in Joint Stock Companies" published in the Official Gazette dated August 28th, 2012 and No 28395 and with the provisions of "the Communiqué on the Electronic General Assembly System to Apply in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated August 29th, 2012 and No 28396.

The shareholders, who will not be able to participate personally in the meeting in physical or electronic environment, are required to prepare their powers of attorney in compliance with the below sample or are required to obtain a copy of the powers of attorney form from our Company Headquarters or from the corporate web site at www.sisecamkimyasallar.com.tr and are also required to fulfill the requirements of the matters stipulated in the Capital Market Board's Communiqué Nr. II-30.1 on "Casting Votes By Proxy and Collection of Proxies By Way of Calls" and thereby, they are required to submit their powers of attorney, the signatures of which shall have been affirmed by a public notary. The shareholders, who wish to participate personally in the General Assembly meeting in physical environment, are, by submitting their identity cards, allowed to exercise their rights concerning their shares registered with "Shareholders List" contained in the system pertaining to the Central Registry Agency (CRA).

Our shareholders, who will participate in the General Assembly Meeting in electronic environment through the Electronic General Assembly System, may obtain information about the principles and procedures regarding participation, appointment of a representative, submission of proposals,

declaration of opinions and voting, by using the link, <https://www.mkk.com.tr>, which is the web address belonging to the Central Registry Agency.

Reports of the Board of Directors and the Independent Auditing Firm pertaining to the activity year 2018, the Financial Statements and the Board of Directors' proposal on Distribution of Profit will be made available for reviews of the shareholders at the Company Headquarters located at İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla /Istanbul and, will be accessible through the page "Investor Relations" on the web site of the Company at www.sisecamkimyasallar.com.tr in advance of minimum 3 weeks to the date of the General Assembly Meeting.

For invitation to the General Assembly Meeting, no registered letters will additionally be sent to our shareholders, as per the Article 29 of the Capital Markets Law No 6362.

2. Additional Disclosures Released within the Scope of Article 1.3.1 of CMB'S Corporate Governance Principles

Pursuant to CMB's Communiqué No. II-17.1 on Corporate Governance, in addition to the notifications and disclosures to be made by the Company as required by the legislation and in addition to the documents to be made available for reviews by shareholders, together with the General Assembly Meeting announcement, on the Company's corporate web site and on PDP within the framework of Article 437 of the Turkish Commercial Code No. 6102 a minimum of three weeks before the date of the General Assembly Meeting provided that the dates of the announcement and the meeting are excluded; the additional disclosures, which are relevant to the Articles of the Agenda, are provided in the relevant below Article of the Agenda, and the general disclosures are submitted for the information of our shareholders in this chapter.

2.1 Partnership Structure and Voting Rights

In the Company Articles of Association, there is no privilege for the exercise of voting rights. Pursuant to the Company Articles of Association, each share provides one vote.

The Company's shareholder structure is as follows and there is no real person ultimate controlling shareholder among the Company's shareholders.

Shareholders	Share Amount (TL)	Share Rate (%)
T. Şişe ve Cam Fabrikaları A.Ş.	606.716.606	60,67
Other	393.283.394	39,33
Total	1.000.000.000	100,000

Note: Within the period it has been resolved that our Company's issued capital, which amounts to 900,000,000 Turkish lira within the current upper limit of registered capital amounting to 2,500,000,000 Turkish lira, has been increased to 1,000,000,000 Turkish lira. The amount of 100,000,000 Turkish lira has increased by 98,000,000 Turkish Lira from 2017's profit share, in accordance with article 5/1-e of Corporate Tax Law, 6.214,25 Turkish Lira sales of real estate and participation shares and 1,993,785,75 Turkish lira from extraordinary reserves.

2.2 The Requests of Shareholders, the Capital Markets Board (CMB) and/or Other Public Institutions or Organizations, with which the Company is concerned, for Inclusion of Articles into the Agenda

No such written demand has been made for the Ordinary General Assembly Meeting to discuss the operations in the year 2018, concerning the desire of shareholders to have an article placed on the agenda.

2.3 Significant Changes to our Company's operations, management or participations

There are no managerial or operational changes that has or that will substantially affect the Company's activities. If it comes into question, the relevant disclosure is released to the public within the framework of the legislation.

In this scop, within period;

The new fiber production facility in Balıkesir, the investment of Şişecam Elyaf Sanayii A.Ş., which is founded in January 2017 and 100% owned by Soda Sanayii A.Ş., reached to its commissioning phase at the end of 2018.

The capital of Şişecam Elyaf Sanayii A.Ş, %100 owned by Soda Sanayii A.Ş., was increased to 200 million TL in order to finance the cost of new investment at Balıkesir, all of the capital was paid until the end of the year.

It's increase Soda Sanayii A.Ş. paid-in capital, within the upper limit of the company's registered capital (TL2.500.000.000) from TL 900.000.000 to TL 1.000.000.000.

3. OUR EXPLANATIONS REGARDING THE ARTICLES ON THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED ON 08 MARCH 2019

1. Election of the members of the Chairmanship Council and granting the Chairmanship Council the power to sign the minutes of the General Meeting,

Elections of the members of the Chairmanship Council and the Chairman, who will manage the General Assembly meeting, shall be accomplished within the framework of the provisions contained in "the Turkish Commercial Code" (TCC) and in "the Regulation on the General Assembly Meetings of Trading Companies" (the Regulation) prepared by the Ministry of Customs and Trade.

2. Presentation of Annual Report of the Company for the fiscal year 2018 prepared by the Board of Directors and presentation of the summary of the Independent Audit Report for the year 2018,

Within the framework of TCC, the Regulation and the Capital Markets Law and related regulations, Annual Report prepared by the Board of Directors and summary of the Independent Auditor's Report prepared and signed by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.(a member firm of Ernst & Young Global Limited), which has been submitted at the Headquarters of our Company and on the website of the Company at www.sisecamkimyasallar.com.tr for examination of our shareholders for a period of three

weeks before the General Assembly meeting and they shall be presented for evaluation and approval of our shareholders.

3. Read and approval of the Financial Statement as of and for the year ended 2018,

Following the Review of 2018 Balance Sheet and Income Statement Accounts within the framework of TCC and Regulation provisions, 2018 Balance Sheet and Income Statement Accounts will be separately submitted for approval.

4. Release of the Members of the Board of Directors from liability for the affairs,

Within the framework of provisions of TCC and the Regulation, release of the members of Board of Directors one by one due to activities, transactions and accounts of the year 2018 shall be presented for approval of the General Assembly pursuant to Article 408 of the TCC.

5. Election of the Members of the Board of Directors,

As is known, our Company's Board Members were elected to serve for one year at the Ordinary General Assembly of Shareholders held on March 20, 2018. Our Board Members' one-year legal term of office shall end on the date of the Ordinary General Assembly of Shareholders to be held on March 8, 2019. For this reason, it is a legal obligation to renew the election. In addition, the one-year legal term of office of our Board Members acting as independent members shall end on the same date. It is therefore obligatory to make the independent member election in accordance with Article 4.3.7 of the Capital Markets Board (CMB) Corporate Governance Principles.

In this scope:

The term of office of M.Sefa Pamuksuz and Aysun Mercan who have been acting as independent members in our Company's Board of Directors, shall end on the date of the Ordinary General Assembly of Shareholders to be held in relation to the year 2018. In order to reach the minimum number of Independent Members of the Board of Directors as laid down in the Corporate Governance Principles and to ensure the assignment of Independent Members of the Board of Directors, as a result of the evaluation made by our Corporate Governance Committee within the scope of the provisions of the Communiqué on Corporate Governance, it has been found that the following persons meet the criteria of independence specified in Article 4.3.6 of the Corporate Governance Principles, have already been acting as independent members in our Company's Board of Directors, have made positive contributions to Company's activities and remained impartial in case of conflict of interests between shareholders, have strong ethical standards to decide independently taking stakeholders' rights as well as professional reputation and experience, have duly fulfilled their duties as Independent Members of the Board and spared their time to the Company to the extent required for following up Company's activities and fulfilling the requirements of the duties they have undertaken. Thus,

- M.Sefa Pamuksuz

- Aysun Mercan

shall be elected as "independent members" of the Company Board of Directors. Within the framework of the criteria of independence stipulated in Article 4.3.6 of the Capital Markets Board (CMB) Corporate Governance Principles, "Corporate Governance Committee" report with Board of Directors decision dated January 31, 2018, resumes and declarations of independence included in **Annex-2** have been submitted for the evaluation of the Capital Markets Boards and have been approved by CMB's Letter No. 29833736-199.-E.907 dated February 18, 2019.

6. Resolution of gross salaries of the Members of the Board of Directors,

Monthly gross salaries of the members of the Board of Directors shall be determined by the General Assembly within the framework of the provisions contained in the TCC and in the Regulation and within the framework of the principles contained in the Articles of Association.

7. Authorization of the Members of the Board of Directors as per Articles 395 and 396 of the Turkish Commercial Code,

It is, only with the approval by the General Assembly, possible for the members of our Board of Directors to perform transactions within the framework of the Article 395, entitled “the Prohibition to Transacting with and Becoming Indebted to the Company” and of the Article 396, entitled “Noncompetition”, contained in the TCC. As per the CMB’s mandatory Corporate Governance Principle No. 1.3.6, prior approval should be granted by the General Assembly so that the majority shareholders, the members of the Board of Directors, top executives and their spouses and their relatives by blood and by marriage (up to the second degree) are able to perform any significant transactions in such a nature that may cause a conflict of interest with the Company or with any subsidiaries thereof and so that these persons are able to compete with them. In addition, information about the mentioned transactions should be provided at the General Assembly. In order that the requirements of these arrangements can be fulfilled, the request to grant the mentioned permission shall be submitted to our shareholders for approval at the General Assembly and, in addition, our shareholders shall be informed about the transactions that have been performed in such a nature within the year.

8. Taking a Resolution on the Profit Distribution of the year 2018 and the date of the dividend distribution,

According to our financial statements for the period January 1, 2018, and December 31, 2018 audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.(a member firm of Ernst & Young Global Limited), in accordance with the International Financial Reporting Standards and within the framework of the provisions contained in the Capital Markets Board’s Communiqué Nr. II.14.1 “on the Principles Concerning Financial Reporting in Capital Markets”, the “Consolidated Net Profit for the Period” belonging to equity holders of the Parent is amounting to 1.556.118 Thousand Turkish Lira. The proposal for the distribution of profit, which has been submitted by our Board of Directors to the General Assembly for approval, has been prepared as Annex 3 in accordance with the principles mentioned in the “Profit Distribution Policy” which has been revised at our Board of Directors’ meeting dated February 27th, 2013 and has been disclosed to the public on the same date, as well as the arrangements issued by CMB in relation to distribution of profit and Article 28 of our Articles of Association.

9. Authorization of the Board of Directors for Distribution of Dividend Advance in 2019

Pursuant to the provisions of the Capital Markets Board (CMB) Communiqué numbered II-19.1, authorization for the distribution of dividend advances will be submitted to the approval of the General Assembly in 2019 with the decision of the Board of Directors

10. Taking a resolution on the appointment of an independent auditing firm as per the Turkish Commercial Code and the regulations issued by the Capital Markets Board,

Within the framework of the opinions of our Audit Committee, Güney Bağımsız Denetim and Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member of Ernst & Young) which is chosen to make independent audits of the financial statements for 2019 to be prepared in accordance with the provisions of the Articles 397 to 406 of the TCC and the provisions of the CMB's, communique numbered II.14.1 "Communiqué on Principles of Financial Reporting in Capital Markets" by the Board of Directors will be presented to the General Assembly for approval.

11. Providing information to shareholders with respect to the donations granted within the year and determination of the limit pertaining to the donations to be granted in 2019,

In accordance with the principles of "the Donation Policy" which has been established in line with the provisions contained in the Turkish Commercial Code, the Capital Markets Law, the Communiqués, Principle Resolutions and other arrangements issued by the Capital Markets Board as well as the provisions contained in the Company's Articles of Association; any donations and aids, which have, for social aid purposes, been granted to the foundations and associations (societies) by the Company in the year 2016, shall be submitted to the General Assembly for information. In addition, the limit of the donations to be granted by publicly-held corporations shall be determined by the General Assembly of Shareholders in 11 accordance with the provisions of the Capital Markets Law No. 6362, Article 19 paragraph 5. In this context, the sum of the donations which shall be granted in the activity year of 2018 has been determined by our Board will be submitted to the General Assembly for approval, and the sum of the donations which have been granted to the educational institutions and various foundations and associations (societies) in the year 2017 by the Company and its companies included in the scope of consolidation amounts 19.619,70 Turkish liras.

2018 Annual Donation	TL
Mersin İl Tarım Müdürlüğü	9.322,03
Mersin Üniversitesi	10.000,00
Akdeniz Belediyesi	25.000,00
Lukavac Okulu	7.760,00
Saraybosna Büyükelçiliği	11.085,00
Other	11.710,00
Total	74.877,03

12. Providing information to shareholders with respect to the collateral, pledges, mortgages provided in favor of third parties.

As per Capital Markets Board's Corporate Governance Communiqué No. II-17.1 Article 12 entitled "Collaterals, pledges, mortgages and sureties", information has been provided under footnote no. 22 pertaining to the financial statements for the year 2017 issued in line with the provisions of the Capital Markets Board's Communiqué No. II.14.1 "on the Principles Concerning Financial Reporting in Capital Markets" and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

13. Taking a resolution on the Amendment of the Company's Articles of Association as Shown in the Amended Draft under the condition that the necessary permissions from the Energy Market Regulatory Authority, the Capital Markets Board and the Ministry of Commerce have been obtained.

It shall be submitted to the approval of the General Assembly on the condition of obtaining the permissions from the Capital Markets Board and the Ministry of Commerce regarding the amendment in the article No.4 updating the headoffice and branch addresses, article No.6 limiting the shareholders' right to have new shares in the capital increases within the decision of the Board, article No.14 applying electronic board in case of requested and arranging board meeting at least once a month. In addition updates about Early Detection of Risk Committee and changing title of Ministry of Customs and Trade to Ministry of Trade shall be submitted to the approval.

ANNEX-1: Example of Power of Attorney

ANNEX-2: Curriculum Vitae of Independent Board Member Candidates and Statements of Independence (See the Executive Board section of the Annual Report for CVs.)

ANNEX-3: Profit Distribution Table of the Board of Directors for 2018 Profit Distribution (See the Profit Distribution Proposal section of the Annual Report for the Profit Distribution Table.)

ANNEX-4: Text of Amendment to the Articles of Association

Annex : 1

POWERS OF ATTORNEY

SODA SANAYİİ A.Ş.

I hereby appointas my agent who is introduced in details below; so that he/she is authorized to represent me, vote, submit proposals and sign the required documents, accordingly with the considerations that I indicate below, at Soda Sanayii A.Ş.'s 2018 Ordinary General Assembly Meeting to be held at İçmeler mh. D-100 Karayolu Cd. No:44/A 34947-Tuzla /İstanbul on March 08, 2019, Friday, at 10.00.

The Agent's (*):

Name and Surname/Trade Name:

T.R. Identity No/Tax ID No, Trade Registry and Trade Registration Number and Central Registration System (MERSIS) No:

(*) For the foreign agents, it is mandatory to submit the equivalents (if any) of the above information.

A) Scope of Representative Authority

For the Sections No 1 and 2 provided below, one of the alternatives indicated as (a), (b) and (c) should be checked and thereby; the scope of the representative authority should be determined.

1. In respect of the matters contained in the agenda of the General Assembly Meeting;

- a) The Agent is authorized to vote accordingly with his/her own opinion.
- b) The Agent is authorized to vote accordingly with the recommendations of the Company's management.
- c) The Agent is authorized to vote accordingly with the instructions declared in the table below.

Instructions:

In case the alternative (c) is checked by the shareholder; the instructions specific to the article of the agenda shall be given by checking one of the alternatives provided next to the relevant agenda article of the general assembly meeting (affirmative or dissentient) and, in case the alternative "dissentient" is checked, by indicating the dissenting opinion (if any) requested to be written on the minutes of the General Assembly Meeting.

Articles of the Agenda (*)	Affirmative	Dissentient	Dissenting Opinion
1.			
2.			
3.			

(*)The matters contained in the agenda of the General Assembly Meeting shall be listed one by one. If the minority has a separate resolution draft, this draft shall additionally be specified in order for casting vote by proxy.

2. Special instructions for any other matters that may emerge at the General Assembly Meeting and particularly for exercising minority rights:

- a) The Agent is authorized to vote accordingly with his/her own opinion.
- b) The Agent is not authorized to represent with respect to these matters.
- c) The Agent is authorized to vote accordingly with the special instructions below.

Special Instructions; any special instructions (if any), which will be given to the agent by the shareholder, shall be specified here.

B) The shareholder shall check one of the alternatives below and thereby, shall indicate the shares, which the shareholder requests the agent to represent.

1. I grant approval for representation of my shares by the agent, the details of which are provided below.

a) Quantity-Nominal value:

b) Whether or not there is a privilege in voting:

c) Its rate to the voting rights/total shares held by the shareholder:

2. I grant approval for the agent's representation of all of my shares contained in the list which is relevant to the shareholders that are allowed to participate in the General Assembly Meeting and has been prepared by the Central Registry Agency on the day before the day of the General Assembly Meeting.

THE SHAREHOLDER'S:

Name and Surname/Trade Name (*):

T.R. Identity No/Tax ID No, Trade Registry and Trade Registration Number and Central Registration System (MERSIS) No:

Address:

(*) For the foreign shareholders, it is mandatory to submit the equivalents (if any) of the above information.

Signature:

DECLARATION OF INDEPENDENCE

Soda Sanayii A.Ş.

Presidency of Corporate Governance Committee

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Soda Sanayii A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's ("CMB") Communiqué on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,
- h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

M.Sefa Pamuksuz

28.12.2018

DECLARATION OF INDEPENDENCE**Soda Sanayii A.Ş.****Presidency of Corporate Governance Committee**

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Soda Sanayii A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's ("CMB") Communiqué on Corporate Governance. In that regard I also confirm that;

- d) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- e) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- f) My resume indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No.193 dated 31.12.1960,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul,
- h) I am not registered in the name of any legal entity elected as a board member,

Yours respectfully

Aysun Mercan**28.12.2018**

Profit Share

Soda Sanayii A.Ş.						
2018 Dividend Distribution Schedule (TL)						
1.	Paid-in-Capital / Issued Capital					1.000.000.000
2.	Total Legal Reserves (according to statutory records)					198.000.000
	If there is dividend privilege in accordance with the Articles of Association, the information about this privilege					
					According to CMB	According to Statutory Records
3.	Income for the Period			1.467.772.000		1.372.366.769
4.	Tax Expenses (-)			82.348.031		(207.045.137)
5.	Net Income for the Period (=) (*)			1.556.118.176		1.165.321.632
6.	Retained Losses (-)			0		0
7.	First Series of Legal Reserves (-)			(2.000.000)		(2.000.000)
8.	Distributable net income for the period (=)			1.554.118.176		1.163.321.632
9.	Donations within the year (+)			74.877		
10.	Distributable net income for the period including donations			1.554.193.053		
11.	First Dividend to Shareholders					
	- Cash			345.000.000		
	- Bonus			0		
	- Total			345.000.000		
12.	Dividend Distribution to Shareholders with Privileged Shares			0		
13.	Other Dividend Distributed			0		
	- Board of Directors			0		
	- Employees			0		
	- Non-shareholders			0		
14.	Dividend Distribution to Redeemed Shareholders			0		
15.	Second Dividend to Shareholders			0		
16.	General Legal Reserves			29.500.000		
17.	Statutory Reserves					
18.	Special Reserves					
19.	Extraordinary Reserves			1.179.618.176		788.821.632
20.	Other Distributable Reserves					
RATE OF DISTRIBUTED DIVIDEND TABLE						
	GROUP	TOTAL DIVIDEND AMOUNT (TL)		TOTAL DISTRIBUTED DIVIDEND/DISTRIBUTABLE NET INCOME	DIVIDEND CORRESPONDING TO SHARES WITH A NOMINAL VALUE OF 1 TL	
		CASH (TL)	BONUS (TL)	RATE (%)	TOTAL (TL)	RATE (%)
NET(**)	-	293.250.000,00	0,00	18,87%	0,29325	29,33
(*) Group net income is (1.467.772.000 +82.348.031) =1.550.120.031 TRY.Parent company net profit (1.550.120.031 +6.893.599 - 895.454 =) 1.556.118.176 TRY,consisting of group net income, plus 6.893.599 TRY of tax income/expense from continued operations reflected in the other comprehensive income statement, less 895.454 TRY attributed to the non-controlling interests.						
(**) According to No 2006/10731 dated 23.07.2006 decision of the Council of Ministers, net value of the gross dividend per share amount is calculated by taking 15% withholding tax rate with the assumption of distribution of dividend to partner who are real person with full liability and with the assumption of no earning with the exemption subject to distribution.The ratio of the distributed profit to net distributable profit is 22,20%						

Annex: 4

Previous Text	Current Text
<p>SODA SANAYİİ ANONİM ŞİRKETİ</p> <p>ARTICLES OF INCORPORATION</p>	<p>SODA SANAYİİ ANONİM ŞİRKETİ</p> <p>ARTICLES OF INCORPORATION</p>
<p>Article 3.</p> <p>The purpose and subject of the company are as follows:</p> <p>a) Produce sodium carbonate, sodium bicarbonate, and other soda chemicals, as well as all other kinds of chemicals, including bichromate, chromic acid, basic chromium sulfate, and other chromium chemicals; build plants to produce other products; invest in such entities and manufacture heavy machinery;</p> <p>b) Explore other natural raw material sources such as salt, limestone, and chromite, which are essential for the production of soda-chromium chemicals, as well as other materials regulated by mining laws; build and operate facilities to mine these resources;</p> <p>c) Establish, operate, and/or invest in any auxiliary and complementary industry that would be of interest to Soda Sanayii A.Ş. in one way or another;</p> <p>d) Develop and improve industries associated with the soda-chromium chemicals; build, operate, and invest in their facilities;</p> <p>e) Engage in all kinds of auxiliary and complementary activities that would be of interest to Soda Sanayii A.Ş. and its products in one way or another:</p> <p>f) Acquire, either by direct registration or an outright purchase, any patent, brand, design, letters patent, artifice, know-how, and other industrial property rights related to activity areas; have others use such rights the company owns, by drawing up license agreements; transfer and assign such to others; and/or use such rights owned by others through license or know-how agreements.</p> <p>g) Engage in all kinds of commercial, financial, industrial, and contracting transactions related to the company's activity areas; acquire shares and/or bonds of other companies engaged in such transactions, barring investment brokerage activities of any sort defined by the Capital Markets Law; establish such companies or purchase factories; establish companies to promote/enhance sales of its products or transfer its sales rights and authority to existing companies; obtain all kinds of loans from domestic or foreign entities and banks;</p> <p>h) Engage in all kinds of sales, import and export activities related to the company's activity areas; open up new domestic or foreign agencies, representative offices, branches, stores, warehouses, showrooms, and the like for the same purpose; build an organization and engage in marketing activities for such; The company may invest in (existing or future) domestic and/or foreign companies in and/or outside Turkey, without violating the provisions of the Capital Markets Law on the prohibition of illegal transfer pricing activities. The company may buy or sell share stocks, barring investment brokerage activities of any sort; sell, transfer or hypothecate existing share stocks (or shares) or other</p>	<p>Article 3.</p> <p>The purpose and subject of the company are as follows:</p> <p>a) Produce sodium carbonate, sodium bicarbonate, and other soda chemicals, as well as all other kinds of chemicals, including bichromate, chromic acid, basic chromium sulfate, and other chromium chemicals; build plants to produce other products; invest in such entities and manufacture heavy machinery;</p> <p>b) Explore other natural raw material sources such as salt, limestone, and chromite, which are essential for the production of soda-chromium chemicals, as well as other materials regulated by mining laws; build and operate facilities to mine these resources;</p> <p>c) Establish, operate, and/or invest in any auxiliary and complementary industry that would be of interest to Soda Sanayii A.Ş. in one way or another;</p> <p>d) Develop and improve industries associated with the soda-chromium chemicals; build, operate, and invest in their facilities;</p> <p>e) Engage in all kinds of auxiliary and complementary activities that would be of interest to Soda Sanayii A.Ş. and its products in one way or another:</p> <p>f) Acquire, either by direct registration or an outright purchase, any patent, brand, design, letters patent, artifice, know-how, and other industrial property rights related to activity areas; have others use such rights the company owns, by drawing up license agreements; transfer and assign such to others; and/or use such rights owned by others through license or know-how agreements.</p> <p>g) Engage in all kinds of commercial, financial, industrial, and contracting transactions related to the company's activity areas; acquire shares and/or bonds of other companies engaged in such transactions, barring investment brokerage activities of any sort defined by the Capital Markets Law; establish such companies or purchase factories; establish companies to promote/enhance sales of its products or transfer its sales rights and authority to existing companies; obtain all kinds of loans from domestic or foreign entities and banks;</p> <p>h) Engage in all kinds of sales, import and export activities related to the company's activity areas; open up new domestic or foreign agencies, representative offices, branches, stores, warehouses, showrooms, and the like for the same purpose; build an organization and engage in marketing activities for such; The company may invest in (existing or future) domestic and/or foreign companies in and/or outside Turkey, without violating the provisions of the Capital Markets Law on the prohibition of illegal transfer pricing activities. 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<p>movables/securities from the company's own portfolio or establish a lien on the same in the form of a pledge.</p> <p>i) In order to achieve its purposes, the company may buy all kinds of movable and immovable property and vehicles, sell, lease or operate the same, hypothecate the company's movable or immovable properties, establish liens in the company's favor, release such pledges as necessary, establish/acquire all kinds of real rights on movable properties and take any discretionary action on the same, establish and issue mortgages, and perform all kinds of acts or deeds related to unification, subdivision/partition/parceling, waiver, or constitution of a servitude and the like.</p> <p>j) The company may, directly or indirectly, issue guarantees for its affiliated or subsidiary stock corporations to cover their establishment, capital increase, bank loans, and issues of bond and other debt instruments or other debts. Rules and guidelines stipulated by the Capital Market Legislation shall be followed in the event the company should issue, whether on its own behalf or in favor of third parties, a warranty, a guarantee, a collateral/security, or a right of lien/pledge, including mortgages.</p> <p>k) The company shall engage in building, commissioning, and renting electric power plants, producing electrical energy and selling their output and/or capacity, hot water, steam, deep/surface water, heat, and other miscellaneous by-products. To achieve this purpose, the company shall engage in the following activities, by strictly following the legislation that governs the electricity market:</p> <p>1) build, operate, acquire/take over, rent, or lease all kinds of facilities that produce electricity;</p> <p>2) Sell electricity and/or capacity to legal entities (with wholesaler or retailer license) and independent consumers, by signing mutually acceptable contracts;</p> <p>3) Invest in existing or future distribution companies with no controlling share structure established;</p> <p>4) Invest in existing or future electrical power companies;</p> <p>On the other hand, in order to achieve its purpose and objectives, the company may engage in the following provided they are limited to the company's activity areas:</p> <p>l) Rent, buy, and sell any machinery and equipment related to the company's own activity areas, at home or abroad;</p> <p>m) Rent, buy, sell, and operate any facility related to the company's own activity areas;</p> <p>n) Obtain long-, medium-, and short-term loans from domestic or foreign companies and banks; issue a simple guarantee or joint and several liabilities and guarantees to secure funds for the company's own use;</p> <p>o) Enter into agreements with domestic and/or foreign companies; bid in tenders at home or abroad; commit to contracts related to the company's own activity areas; Provide administrative and technical organization for existing or future companies in which it invests and participates as a founding partner.</p> <p>p) Establish foreign-capital companies, ordinary partnerships and business partnerships related to own activity areas, with domestic or foreign proprietorships, stock corporations, ordinary companies, and natural persons; invest in existing partnerships; buy and sell their share stocks and bonds, barring brokerage activities of any sort;</p> <p>r) Invest in the industrial and commercial projects related to the company's own activity areas;</p> <p>s) The company may provide assistance and make donations to social foundations, associations, universities, and similar entities within the guidelines established, the provisions of the Capital Markets Law on the prohibition of illegal transfer pricing activities are not violated and the company's own purpose and subject are not defeated, and the donations made within the year are duly reported to the shareholders at the general meeting and the related mandatory material event disclosures are properly made.</p>	<p>movables/securities from the company's own portfolio or establish a lien on the same in the form of a pledge.</p> <p>i) In order to achieve its purposes, the company may buy all kinds of movable and immovable property and vehicles, sell, lease or operate the same, hypothecate the company's movable or immovable properties, establish liens in the company's favor, release such pledges as necessary, establish/acquire all kinds of real rights on movable properties and take any discretionary action on the same, establish and issue mortgages, and perform all kinds of acts or deeds related to unification, subdivision/partition/parceling, waiver, or constitution of a servitude and the like.</p> <p>j) The company may, directly or indirectly, issue guarantees for its affiliated or subsidiary stock corporations to cover their establishment, capital increase, bank loans, and issues of bond and other debt instruments or other debts. Rules and guidelines stipulated by the Capital Market Legislation shall be followed in the event the company should issue, whether on its own behalf or in favor of third parties, a warranty, a guarantee, a collateral/security, or a right of lien/pledge, including mortgages.</p> <p>k) The company shall engage in building, commissioning, and renting electric power plants, producing electrical energy and selling their output and/or capacity, hot water, steam, deep/surface water, heat, and other miscellaneous by-products. To achieve this purpose, the company shall engage in the following activities, by strictly following the legislation that governs the electricity market:</p> <p>1) build, operate, acquire/take over, rent, or lease all kinds of facilities that produce electricity;</p> <p>2) Sell electricity and/or capacity to legal entities (with wholesaler or retailer license or supplier license) and independent consumers, by signing mutually acceptable contracts;</p> <p>3) Invest in existing or future distribution companies with no controlling share structure established;</p> <p>4) Invest in existing or future electrical power companies;</p> <p>On the other hand, in order to achieve its purpose and objectives, the company may engage in the following provided they are limited to the company's activity areas:</p> <p>l) Rent, buy, and sell any machinery and equipment related to the company's own activity areas, at home or abroad;</p> <p>m) Rent, buy, sell, and operate any facility related to the company's own activity areas;</p> <p>n) Obtain long-, medium-, and short-term loans from domestic or foreign companies and banks; issue a simple guarantee or joint and several liabilities and guarantees to secure funds for the company's own use;</p> <p>o) Enter into agreements with domestic and/or foreign companies; bid in tenders at home or abroad; commit to contracts related to the company's own activity areas; Provide administrative and technical organization for existing or future companies in which it invests and participates as a founding partner.</p> <p>p) Establish foreign-capital companies, ordinary partnerships and business partnerships related to own activity areas, with domestic or foreign proprietorships, stock corporations, ordinary companies, and natural persons; invest in existing partnerships; buy and sell their share stocks and bonds, barring brokerage activities of any sort;</p> <p>r) Invest in the industrial and commercial projects related to the company's own activity areas;</p> <p>s) The company may provide assistance and make donations to social foundations, associations, universities, and similar entities within the guidelines established, the provisions of the Capital Markets Law on the prohibition of illegal transfer pricing activities are not violated and the company's own purpose and subject are not defeated, and the donations made within the year are duly reported to the shareholders at the general meeting and the related mandatory material event disclosures are properly made.</p>
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<p>ş)Neatly store the waste produced as the natural outcome of the processes involved in the production activities of our company, at on-site locations allotted and official permits obtained in accordance with the environmental legislation; and when the process of onsite storage is completed, close such dedicated storage zones in accordance with the environmental legislation</p>	<p>Donations shall be made if the following conditions are provided: Upper limit of the donations shall be determined by the General Assembly and aforesaid limit cannot be exceeded; the donations made shall be added to the distributable profit base, the donations shall not contradict Capital Market Board's regulations regarding the transfer of implicit earnings; the relevant material events closures shall be done; and the shareholders shall be informed in the General Assembly for the donations done within the year.</p> <p>ş)Neatly store the waste produced as the natural outcome of the processes involved in the production activities of our company, at on-site locations allotted and official permits obtained in accordance with the environmental legislation; and when the process of onsite storage is completed, close such dedicated storage zones in accordance with the environmental legislation</p>
<p>PRINCIPAL OFFICE</p> <p>Article 4.</p> <p>The principal office of the company is in Istanbul. Its address is: "İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla, Istanbul."</p> <p>In any address change, the new address shall be registered with the Trade Registry and published in the Turkish Trade Registry Gazette and on the company's website. Any notification sent to the registered and published address, shall be considered to have been made to the company.</p> <p>The company may open branches at home and abroad, subject to notifying the Ministry of Customs and Trade.</p>	<p>PRINCIPAL OFFICE</p> <p>Article 4.</p> <p>The principal office of the company is in Istanbul. Its address is: "İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla, Istanbul."</p> <p>In any address change, the new address shall be registered with the Trade Registry and published in the Turkish Trade Registry Gazette and on the company's website. Any notification sent to the registered and published address, shall be considered to have been made to the company.</p> <p>The company may open branches at home and abroad, subject to notifying the Ministry of Trade.</p>
<p>CAPITAL: Article 6 -</p> <p>The company accepted the registered capital system in accordance with the provisions of the Capital Markets Law No. 6362 and adopted the system following the Capital Markets Board's authorization No. 17-428 dated April 5, 2001.</p> <p>The company's registered capital is 2,500,000,000 Turkish lira, and it is divided into 250,000,000,000 shares each with one (1) kuruş par value. The company's issued capital is 900,000,000 Turkish lira, and it is divided into 90,000,000,000 registered shares each with one (1) kuruş par value. The issued capital of 900,000,000 Turkish lira has been fully paid up and covered.</p> <p>The shares that represent the company are monitored in a dematerialized form as per the rules of dematerialization.</p> <p>The registered capital ceiling authorized by the Capital Markets Board shall be valid for five (5) years, covering the period from 2017 through 2021. Even if the company falls short of topping the authorized registered capital ceiling by 2021, the board of directors should secure an authorization from the Capital Markets Board and obtain the approval of the shareholders at the general meeting for a new deadline, in order to approve a new capital increase after 2021, whether it is for the previously authorized amount or a new ceiling. If such an authorization is not secured, then the company cannot effect any capital increase by means of a board of directors resolution.</p> <p>The company's capital may be increased or decreased, if required, in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Regulations.</p>	<p>CAPITAL: Article 6 -</p> <p>The company accepted the registered capital system in accordance with the provisions of the Capital Markets Law No. 6362 and adopted the system following the Capital Markets Board's authorization No. 17-428 dated April 5, 2001.</p> <p>The company's registered capital is 2,500,000,000 Turkish lira, and it is divided into 250,000,000,000 shares each with one (1) kuruş par value. The company's issued capital is 900,000,000 Turkish lira, and it is divided into 90,000,000,000 registered shares each with one (1) kuruş par value. The issued capital of 900,000,000 Turkish lira has been fully paid up and covered. The Board of Directors may limit and decide to issue shares above nominal value the shareholders' right to receive new shares in the capital increases to be made by the Board of Directors.</p> <p>The shares that represent the company are monitored in a dematerialized form as per the rules of dematerialization.</p> <p>The registered capital ceiling authorized by the Capital Markets Board shall be valid for five (5) years, covering the period from 2017 through 2021. Even if the company falls short of topping the authorized registered capital ceiling by 2021, the board of directors should secure an authorization from the Capital Markets Board and obtain the approval of the shareholders at the general meeting for a new deadline, in order to approve a new capital increase after 2021, whether it is for the previously authorized amount or a new ceiling. If such an authorization is not secured, then the company cannot effect any capital increase by means of a board of directors resolution.</p> <p>The company's capital may be increased or decreased, if required, in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Regulations.</p>

<p>Subject to the provisions of the Capital Markets Law, the board of directors shall be authorized, if necessary, to increase the issued capital of the company at any time by issuing new shares up to the upper limit of the registered capital, as well as to restrict the preemptive rights of the shareholders and/or to issue below-par or premium shares. The authority to restrict the preemptive rights, however, cannot be exercised in a manner leading to inequality among the shareholders.</p>	<p>Subject to the provisions of the Capital Markets Law, the board of directors shall be authorized, if necessary, to increase the issued capital of the company at any time by issuing new shares up to the upper limit of the registered capital, as well as to restrict the preemptive rights of the shareholders and/or to issue below-par or premium shares. The authority to restrict the preemptive rights, however, cannot be exercised in a manner leading to inequality among the shareholders.</p>
<p>REPRESENTING AND BINDING THE COMPANY:</p> <p>Article 12.</p> <p>The responsibility for managing and representing the company lies with the board of directors.</p> <p>In order for the documents and agreements to be valid and bind the company, they should be signed by officers who are duly authorized to sign on behalf of the company.</p> <p>The officers who are duly authorized to sign on behalf of the company and the way of affixing a binding signature shall be determined by the board of directors resolution, which shall be registered and published.</p> <p>The board of directors may delegate its representation authority to one or more executive directors or to third parties as managers. At least one board member must retain his/her representation authority.</p>	<p>REPRESENTING AND BINDING THE COMPANY:</p> <p>Article 12.</p> <p>The responsibility for managing and representing the company lies with the board of directors.</p> <p>In order for the documents and agreements to be valid and bind the company, they should be signed by officers who are duly authorized to sign on behalf of the company.</p> <p>The officers who are duly authorized to sign on behalf of the company and the way of affixing a binding signature shall be determined by the board of directors resolution, which shall be registered and published. The board of directors may delegate its representation authority to one or more executive directors or to third parties as managers. At least one board member must retain his/her representation authority. Unless notarized copy of names of the persons authorized to sign and the resolution and the resolution showing the authorization of representation of such persons are not recorded and announced in the commercial registry, assignment of the authorization of authorization of representation shall not be valid. Restriction of the authorization of representation does not apply to third persons with good will; however, the restrictions that apply when the authorization of representation is allotted only to the head office or a branch or the restrictions registered and announced for being used jointly shall apply. Provisions of the Turkish Commercial Law's 371st , 374th, and 375th articles are reserved.</p>
<p>MEETINGS AND OPERATING RULES OF THE BOARD OF DIRECTORS:</p> <p>Article 14.</p> <p>Following the general meeting, the board of directors shall elect, from among its members, a chairperson and a deputy chairperson. However, if chairperson and/or deputy chairperson should vacate their posts for any reason, then the board of directors shall hold a re-election to fill the vacancies.</p> <p>In absence of the chairperson, the deputy chairperson shall chair the board of directors.</p> <p>If the deputy chairperson is absent as well, then a temporary chairperson to be elected by the board of directors for a specific meeting, shall chair the board of directors.</p> <p>The date and the agenda of the board of directors meeting shall be determined by the chairperson. In situations where the chairperson cannot be available, then his/her tasks shall be performed by the deputy chairperson. Only in this case, the meeting date shall be determined by a board of directors resolution. The board of directors shall convene whenever the company's business and transactions require. Yet, it is mandatory for the board of directors to convene at least once a month.</p>	<p>MEETINGS AND OPERATING RULES OF THE BOARD OF DIRECTORS:</p> <p>Article 14.</p> <p>Following the general meeting, the board of directors shall elect, from among its members, a chairperson and a deputy chairperson. However, if chairperson and/or deputy chairperson should vacate their posts for any reason, then the board of directors shall hold a re-election to fill the vacancies.</p> <p>In absence of the chairperson, the deputy chairperson shall chair the board of directors.</p> <p>If the deputy chairperson is absent as well, then a temporary chairperson to be elected by the board of directors for a specific meeting, shall chair the board of directors.</p> <p>The date and the agenda of the board of directors meeting shall be determined by the chairperson. In situations where the chairperson cannot be available, then his/her tasks shall be performed by the deputy chairperson. Only in this case, the meeting date shall be determined by a board of directors resolution. The board of directors shall convene whenever the company's business and transactions require. Meetings of the Board can be organised with depending on the decision of Board of Directors in Turkey, abroad or electronically. Those who have the right to participate in the Board of Directors meeting of the Company may attend these meetings in electronic environment pursuant to Article 1527 of the Turkish Commercial Code. In accordance with the provisions of the Communiqué on the Committees to be Conducted in Electronic Media other than Joint Stock Companies, the Company may establish an Electronic</p>

<p>When the board of directors passes a resolution, it always takes account of the Turkish Commercial Code, the Capital Markets Law, and the meeting and resolution quorums stipulated by applicable laws. The board of directors may form, in addition to the committees and commissions stipulated by the Capital Markets Board's regulations, other commissions and committees to oversee the implementation of operating and monitoring the company's business, decisions, and policies. The Capital Markets Board's regulations apply to the formation of these committees.</p>	<p>Meeting System that will allow Board members to attend and vote in these meetings electronically and may purchase services from such systems. In the meetings to be held, it is ensured that the members can use their rights specified in the relevant legislation within the framework specified in the Communiqué through the system established in accordance with this provision of the company contract or through the system to be supported.</p> <p>When the board of directors passes a resolution, it always takes account of the Turkish Commercial Code, the Capital Markets Law, and the meeting and resolution quorums stipulated by applicable laws. The board of directors may form, in addition to the committees and commissions stipulated by the Capital Markets Board's regulations, other commissions and committees to oversee the implementation of operating and monitoring the company's business, decisions, and policies. The Capital Markets Board's regulations apply to the formation of these committees.</p>
<p>MINISTRY REPRESENTATIVE:</p> <p>Article 19.</p> <p>The Ministry of Customs and Trade regulations shall apply to the ministry representative attending the general meetings.</p>	<p>MINISTRY REPRESENTATIVE:</p> <p>Article 19.</p> <p>The Ministry of Trade regulations shall apply to the ministry representative attending the general meetings.</p>
<p>AMENDMENTS TO THE ARTICLES OF ASSOCIATION:</p> <p>Article 26.</p> <p>Resolving and effecting any amendment to the company's articles of association shall require the Energy Market Regulatory Authority's approval and be processed in accordance with the provisions of the Capital Markets Law and the Turkish Commercial Code.</p>	<p>AMENDMENTS TO THE ARTICLES OF ASSOCIATION:</p> <p>Article 26.</p> <p>Resolving and effecting any amendment to the company's articles of association shall require the Energy Market Regulatory Authority's approval and be processed in accordance with the provisions of the Capital Markets Law and the Turkish Commercial Code. Subsequent to duly approving the respective amendments and registering them in the commercial registry, they become valid as of the date of announcement.</p> <p>Resolution for the amendment of the articles of incorporation is made in accordance with the Law, Board legislation and the provisions specified in the articles of incorporation after receiving the respective consent from the Capital Market Board and the Ministry of Trade, in the General Committee meeting, where compliance with the law and the provisions of the articles of association will be observed</p>