

## **SASA POLYESTER SANAYİ A.Ş.**

### **INFORMATION DOCUMENT REGARDING THE 2020 ORDINARY GENERAL ASSEMBLY MEETING DATED 25 MARCH 2021**

Our Company's 2020 Shareholders General Assembly Meeting will be held to discuss the agenda below on 25 March 2021, Thursday, at 11:00, at the address of the Company headquarters as Sarıhamzalı Mahallesi Turhan Cemal Beriker Bulvarı No:559 Seyhan / Adana

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who have the right to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature through the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders can authorize their representatives by using Electronics General Assembly System or filling the below proxy form or the proxy form which is available at the Company headquarters and our company's website addressed [www.sasa.com.tr](http://www.sasa.com.tr) and notarizing their signature in line with provisions of the Capital Markets Board Communiqué numbered II- 30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

For attending physical General Assembly Meeting;

- Real person shareholders should submit their ID card,
- Legal person shareholders should submit their representatives' ID card and authorization documents,
- Real and legal person's representatives should submit their ID card and representation documents,
- Representatives authorized through the Electronic General Assembly System should submit ID card and should sign the Present List.

Our shareholders, who attend the meeting electronically through the Electronics General Assembly System, can get information about procedures and principles of participation, authorization of representatives, making proposals, explanations and voting from the Central Registry Agency web site <http://www.mkk.com.tr> .

Our shareholders and their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of " Regulation Regarding the Electronic General Assembly of the Joint Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The Financial Statements, The Board of Directors' and Independent Audit Reports, Profit Distribution Proposal of the Board of Directors and Information Document Regarding General Assembly Meeting for the year 2020 are made available for the shareholders examination at the Electronic General Assembly System section of the Central Registry Agency web site, at the Investors Relation section of the company web site addressed [www.sasa.com.tr](http://www.sasa.com.tr) at the above address of the Shareholders Relation Service of our Company at least 3 weeks before the meeting.

Our Shareholders are requested with respect to honor the meeting on mentioned day and time.

## **SASA POLYESTER SANAYİ A.Ş.**

### **Agenda of the Ordinary General Assembly Meeting to be held on Thursday, March 25, 2021 at 11:00**

- 1.** Opening and election of Meeting Chairmanship,
- 2.** Reading, discussion and approval of 2020 Activity Report prepared by the Company's Board of Directors,
- 3.** Reading of Independent Audit Report Summary for 2020 accounting period,
- 4.** Reading, discussion and approval of 2020 Financial Statements,
- 5.** Acquittal of each Board Member for 2020 activities of the Company,
- 6.** Determination of the number and office term of the Members of the Board of Directors, appointment of the members of the Board of Directors, appointment of the independent members of the Board of Directors,
- 7.** Determination of the wages of the members of the Board of Directors and the rights such as honorarium, bonus and premium,
- 8.** Determination of the use of 2020 profit / loss, the rate of profit and profit shares to be distributed,
- 9.** Informing the General Assembly about the share purchase transactions carried out by the company in 2020,
- 10.** Giving information to the General Assembly about donations and aids made in 2020,
- 11.** Determining the limit of donations to be made by the company in 2021,
- 12.** In accordance with the Turkish Commercial Code and Capital Markets Board regulations, to decide on the selection of the independent audit firm,
- 13.** Providing the respective permissions to the Board of Directors Chairman and Members for performing the transactions stipulated under the Articles 395 and 396 of the Turkish Commercial Code

**PROXY FORM**  
**SASA POLYESTER SANAYİ A.Ş.**

I hereby appoint \_\_\_\_\_ introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Sasa Polyester Sanayi A.Ş. that will convene on March 25, 2021, Thursday at 11:00 at the address of Sarıhamzalı Mahallesi Turhan Cemal Beriker Bulvarı No:559 Seyhan / Adana

**The Attorney's (\*)**;

Name Surname / Trade Name :

TR ID Number/ Tax ID Number, Trade

Register and Number and MERSİS Number :

(\*)Foreign shareholders should submit the equivalent information mentioned above.

**A) SCOPE OF REPRESENTATION**

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

**1. About the agenda items of General Assembly;**

- a)** The attorney is authorized to vote according to his/her opinion.  
**b)** The attorney is authorized to vote on proposals of the attorney partnership management.  
**c)** The attorney is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:**

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of Meeting Chairmanship,			
2. Reading, discussion and approval of 2020 Activity Report prepared by the Company's Board of Directors,			
3. Reading of Independent Audit Report Summary for 2020 accounting period,			
4. Reading, discussion and approval of 2020 Financial Statements,			
5. Acquittal of each Board Member for 2020 activities of the Company,			
6. Determination of the number and office term of the Members of the Board of Directors, appointment of the members of the Board of Directors, appointment of the independent members of the Board of Directors,			
7. Determination of the wages of the members of the Board of Directors and the rights such as honorarium, bonus and premium,			
8. Determination of the use of 2020 profit / loss, the rate of profit and profit shares to be distributed,			
9. Informing the General Assembly about the share purchase transactions carried out by the company in 2020,			
10. Giving information to the General Assembly about donations and aids made in 2020,			
11. Determining the limit of donations to be made by the company in 2021,			
12. In accordance with the Turkish Commercial Code and Capital Markets Board regulations, to decide on the selection of the independent audit firm,			
13. Providing the respective permissions to the Board of Directors Chairman and Members for performing the transactions stipulated under the Articles 395 and 396 of the Turkish Commercial Code			

(\*) All items in the General Assembly Agenda should be listed. If the minority has a different draft resolution, the opinion for this draft resolution should also be indicated in the proxy form.

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

**Special Instruction;** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as below**

- a) Order and Serial (\*):
- b) Number/Group (\*\*):
- c) Amount-Nominal Value :
- ç) Privilege on Vote or not:
- d) Bearer- Registered (\*):
- e) Ratio of the total shares/voting rights of the shareholder:
  - (\*)Such information is not required for dematerialized shares.
  - (\*\*)For dematerialized shares, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.**

**SHAREHOLDER'S (\*);**

Name Surname OR Tittle :  
TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS Number :  
Address :  
Signiture :

(\*)Foreign shareholders should submit the equivalent information mentioned above.

**ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CAPITAL MARKETS  
BOARD REGULATIONS**

Within the context of Capital Markets Board Corporate Governance Communiqué numbered II-17.1 and its attachment “Capital Markets Board Principles of Corporate Governance”, the information concerning the agenda articles has been presented below. General information has been presented to our shareholders in this section.

**1. Shareholder Structure And Voting Rights**

Shareholder	Share in Capital (TL)	Share in Capital (%)
Erdemoğlu Holding A.Ş.	521.271.850	62,80%
Merinos Halı San. ve Tic. A.Ş.	120.350.000	14,50%
Dinarsu İmalat ve Ticaret T.A.Ş.	62.250.000	7,50%
Other	126.128.150	15,20%
	830.000.000	100

There are no privileged shares.

**2. Information About The Past Or Planned Changes That Can Affect Our Company's Or Subsidiaries Operations**

In 2020, there were no past or planned management and operational changes that can affect our company's or subsidiaries' operations.

**3. Information About The Demands Of Shareholders, Capital Markets Board Or Other Public Authority For Adding New Article To Agenda**

Any kind of demand has not been received for the ordinary general assembly meeting for 2020.

SASA POLYESTER SANAYİ A.Ş.				
PROFIT DISTRIBUTION TABLE FOR 2020 (TL)				
1.	Paid in Capital			830.000.000,00
2.	General Legal Reserves (As per Statutory Records)			75.549.377,16
	Privilege in profit distribution in accordance with the Articles of Association			None
		As per Capital Market Board	As per Statutory Records	
3.	Profit	(275.020.000,00)	389.127.758,56	
4.	Taxes (-)	587.208.000,00	(274.097,28)	
5.	Net Profit For the Period (Share of the Parent)	312.188.000,00	388.853.661,28	
6.	Previous Years' Losses (-)	0,00	(80.181.009,84)	
7.	General Legal Reserves (-)	(15.433.632,57)	(15.433.632,57)	
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD	296.754.367,43	293.239.018,87	
9.	Donations during the year (+)		140.000,00	
10.	Net Distributable Profit Including Donations		293.379.018,87	
11.	First Category Dividend For Shareholders		290.000.000,00	
	Cash		0,00	
	Share		290.000.000,00	
	Total		290.000.000,00	
12.	Dividends Distributed to the Privileged Shareholders			
13.	Other Dividends Distributed			
	Members of the Board of Directors			
	Employees			
	Non Shareholders			
14.	Dividends Distributed to the Holders of Usufruct Right Certificates			
15.	Second Category Dividend For Shareholders			
16.	General Legal Reserves			
17.	Status Reserves			
18.	Special Reserves (According to the Article 5/1-e of Corporate Tax Law)			
19.	Extraordinary Reserves	6.754.367,43	3.379.018,87	
20.	Other Resource Planned for Distribution			
	Previous Years' Profit			
	Extraordinary Reserve			
	Other distributable reserves as per the legislation and Articles of Association			

2020 DIVIDEND RATES TABLE					
	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF 1 TL	
	CASH (TL)	SHARES (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS	0,00	290.000.000,00	98,90	0,34940	34,93975
NET (*)	0,00	290.000.000,00	98,90	0,34940	34,93975

## **MEMBERS OF THE BOARD OF DIRECTORS**

### **İbrahim ERDEMOĞLU**

Erdemoglu was born in Adıyaman, Besni in 1962. From elementary school to high school, he completed his education in Gaziantep. He majored in Physics while receiving his university education in Karadeniz Technical University. He became involved in carpet business, which is the profession of his father's, in 1983 with a single carpet loom. Following his graduation, Erdemoglu continued his carpet business which he began during his years in the university. Today, he serves as the Chairman of the Board of Directors in Erdemoglu Holding, which also includes Merinos brand that takes firm steps towards becoming a world brand.

### **Ali ERDEMOĞLU**

He was born in Adıyaman, Besni in 1959. He graduated from elementary school in Besni. He began working at rugs and carpet looms, which is the profession of his father's, from a young age without continuing his education. He became involved and present in all levels of production. Ali Erdemoglu, who has made significant contributions to Merinos brand since its beginning, continues to serve as the Chairman of the Board of Directors of Merinos Halı San. ve Tic. A.Ş.

### **Mehmet ŞEKER**

Şeker, who was born in Gaziantep, completed her primary, secondary and high school education in Gaziantep. He graduated from the Faculty of Medicine of Çukurova University. Since 1993, Erdemoğlu has held various positions within the Holding. He made membership at 24th and 25th Term T.G.N.A. He is still a member of Erdemoğlu Holding Board of Directors.

### **Mehmet ERDEMOĞLU**

He was born in Gaziantep, in 1985. He graduated from Elementary School and Middle School and High School in Gaziantep. He completed his university education at Machine Engineering Section of Koç University in year 2010. First, he began his career at Merinos Mobilya Tekstil Sanayi ve Ticaret A.Ş. which is one of the companies within the body of Erdemoğlu Holding. Today, he still continues as Member of the Board of Directors at the energy companies which is one of the line of works take place in within the body of the holding.

### **İrfan BAŞKIR**

He was born in Kayseri, 1969. He graduated from elementary, middle and high school in Pınarbaşı, Kayseri. He graduated from the Faculty of Economics and Administrative Sciences of Erciyes University. Since 1993, he has held various positions within Sasa Polyester Sanayi A.Ş., including the General Manager of the company.

## **CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name /Surname** : Kadir BAL

**Date and Place of Birth** : 11.01.1966, Yahyalı-Kayseri

**Educational Background** :

<b>Education</b>	<b>Institution Graduation</b>	<b>Start-End Date</b>
Master's Degree	University of Ottawa, Ottawa-Canada Business - Finance	1997-2000
Bachelor's Degree	Middle East Technical University, Ankara Mechanical Engineering	1984-1989
High School	Yahyağazi Lisesi, Yahyalı-Kayseri (Ranked First in Class of 1984)	1981-1984

**Work Experience:**

<b>Position</b>	<b>Institution</b>	<b>Start-End Date</b>
Deputy Undersecretary	Ministry of Economy / Trade	April 2017-March 2020
Director General for Imports	Ministry of Economy	June 2014-April 2017
Acting Director General for Agreements	Ministry of Economy	January 2014-June 2014
Foreign Trade Expert	Ministry of Economy	February 2012-January 2014
Chief Commercial Counselor	Turkish Embassy in Washington	January 2008-January 2012
Deputy Director General for Imports	General Directorate of Imports	April 2004-January 2008
Head of Department	General Directorate of Imports	March 2001-April 2004
Assistant Commercial Counselor	Turkish Embassy in Ottawa	January 1997-July 2000
Foreign Trade Expert/ Assistant Foreign Trade Expert	General Directorate of Import Undersecretariat of Treasury and Foreign Trade / Undersecretariat of Foreign Trade	January 1991-January 1997
Mechanical Engineer	TEMSAN Turkish Electromechanical Industries CO.	December 1989-January 1991

**Foreign Language (s)** : English

**Marital Status** : Married

**Relation to the Company** : He has no relationship with the company and related entities.

**CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name /Surname** : Mahmut BİLEN

**Place /Date of Birth** : 11.01.1969, Ceyhan-Adana

**Educational Background** :

Education	Institution Graduation	Start-End Date
Visitor Academician	University of Illinois at Urbana-Champaign	2008-2010
Doctorate	Istanbul University, Faculty of Economics, Department of Economy	2002
Master's Degree	Istanbul University, Faculty of Economics, Department of Economy	1994
Bachelor's Degree	Istanbul University, Faculty of Economics, Department of Economy	1992
High School	Adana Erkek Lisesi	1988

**Work Experience:**

Position	Institution	Start-End Date
Professor	Sakarya University, Faculty of Political Sciences, Economics	2016-.....
Associate Professor	Sakarya University, Faculty of Political Sciences, Economics	2011-2016
Assistant Professor	Sakarya University, Faculty of Political Sciences, Economics	2002-2011
Research Assistant (Dr)	Sakarya University, Faculty of Political Sciences, Economics	May-September 2002
Research Assistant	Sakarya University, Faculty of Political Sciences, Economics	1993–2002

**Foreign Language (s)** : English

**Marital Status** : Married

**Relation to the company** : He has no relationship with the company and related entities.



**CURRICULUM VITAE (INDEPENDENT MEMBER)**

**Name /Surname** : Haci Ahmet KULAK

**Place /Date of Birth** : 01.06.1969, Besni-Adiyaman

**Educational Background** :

<b>Education</b>	<b>Institution Graduation</b>	<b>Start-End Date</b>
Master's Degree	Gaziantep University Graduate School of Social Sciences	2017
Bachelor's Degree	Anadolu University, Faculty of Business Administration	1994

**Work Experience:**

<b>Work Experience</b>	<b>Date</b>
Expert Witness	2017
Independent Auditor	2014
Independent Accountant and Financial Advisor	2001
Independent Accountant	1995

**Marital Status** : Married

**Relation to the company** : He has no relationship with the company and related entities.

## DECLARATION FOR INDEPENDENCY

I hereby declare that I am candidate for independent board membership on the Board of Directors of Sasa Polyester Sanayi A.Ş. (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board’s Communique 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 shareholding exceeding 5% directly or indirectly; 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 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 CV 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,
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- e) I am deemed to be resident in Turkey according to Revenue Tax Law No. 193 dated 31.12.1960,
- f) 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,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfilment of my responsibilities,
- h) I have not been on the board of the Company for more than six years within last ten years,
- i) I am not serving as an independent board member in neither more than 3 corporations controlled by the company or its controlling shareholders nor in total more than 5 corporations listed in Borsa İstanbul,
- j) I am not registered in the name of any legal entity elected as a board member.

Kadir BAL

## DECLARATION FOR INDEPENDENCY

I hereby declare that I am candidate for independent board membership on the Board of Directors of Sasa Polyester Sanayi A.Ş. (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board’s 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 shareholding exceeding 5% directly or indirectly; 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 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 CV 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,
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- e) I am deemed to be resident in Turkey according to Revenue Tax Law No. 193 dated 31.12.1960,
- f) 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,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfilment of my responsibilities,
- h) I have not been on the board of the Company for more than six years within last ten years,
- i) I am not serving as an independent board member in neither more than 3 corporations controlled by the company or its controlling shareholders nor in total more than 5 corporations listed in Borsa İstanbul,
- j) I am not registered in the name of any legal entity elected as a board member.

Mahmut BİLEN

## DECLARATION FOR INDEPENDENCY

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- 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 shareholding exceeding 5% directly or indirectly; 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 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 CV 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,
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- e) I am deemed to be resident in Turkey according to Revenue Tax Law No. 193 dated 31.12.1960,
- f) 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,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfilment of my responsibilities,
- h) I have not been on the board of the Company for more than six years within last ten years,
- i) I am not serving as an independent board member in neither more than 3 corporations controlled by the company or its controlling shareholders nor in total more than 5 corporations listed in Borsa İstanbul,
- j) I am not registered in the name of any legal entity elected as a board member.

Haci Ahmet KULAK