

TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş.
INFORMATIVE DOCUMENTS CONCERNING THE ORDINARY GENERAL
ASSEMBLY MEETING DATED MARCH 8, 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 8st, 2019, Friday, at 14.00 at the Company headquarters situated at İçmeler Mahallesi D-100 Karayolu Caddesi 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 Annex-1 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.sisecam.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 situated 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.sisecam.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.

The above matters are respectfully submitted for information of the Esteemed Shareholdersr.

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 (%)
Türkiye İş Bankası A.Ş.	1,510,034,849	67.11
Efes Holding A.Ş.	185,072,640	8.23
Anadolu Hayat Emeklilik A.Ş.	1,081,312	0.05
Other	553,811,199	24.61
Total	2,250,000,000	100.00

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.

2.3 Planned Changes in Management and Operations of the Company and its Affiliates, Subsidiaries in the Previous of Future Accounting Period which Significantly Affect Company Operations

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 scope, within the period, the transactions made with the purpose of restructuring of the Group companies between 1 January and 31 December 2018 are as follows;

One of our subsidiaries, Trakya Cam Sanayi A.Ş. which owns 50% shares of HNG Float Glass Limited (new title as Şişecam Flat Glass India Limited) purchased the remaining non-group shares of this joint venture in cash on 13 June 2018 amounting 85,405 thousand US Dollars and 345 thousand US Dollars on December 26, 2018.

3. OUR EXPLANATIONS REGARDING THE ARTICLES ON THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED ON 8 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 of the Board of Directors and summary of the Independent Auditor’s Report prepared and signed Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi 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.sisecam.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. Review, discussion and approval of the Balance Sheet and Income Statement as of and for the year ended 2018,

Within the framework of the TCC and the Regulation, following the reviews and discussions on the Balance Sheet as of the year 2018 and Income Statement for the year ended 2018, they shall be presented for evaluation and approval of our shareholders.

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 21, 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 Dr. Mehmet Cem Kozlu, Aysun Mercan and Dinç Kızıldemir 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,

- Dr. Mehmet Cem Kozlu,
- Aysun Mercan and
- Dinç Kızıldemir

shall be elected as "independent members" of the Company Board of Directors again, 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, 2017, resumes and declarations of independence included in Annex-2 have been submitted for the evaluation of the Capital Markets Boards at the date February 1 2018 and have been approved by CMB's Letter No. 29833736-199-E.918 dated January 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 Anonim Şirketi 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 2,325,840 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 25 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 "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 2019, 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 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 2019 has been determined by our Board as 20,000,000 Turkish lira and shall 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 2018 by the Company and its companies included in the scope of consolidation amounts 4.326.374 Turkish liras

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 2018 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 Anonim Şirketi A member firm of Ernst & Young Global Limited.

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 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.5 updating the headoffice and branch addresses, article No.10 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

- ANNEX-1 : Power of Attorney
- ANNEX -2 : Resumes Of Members Of The Board Of Directors
- ANNEX -3 : Board of Directors Decision regarding 2018 Dividend Distribution Schedule
- ANNEX -4 : Amendment Draft Of Articles Of Incorporation

POWER of ATTORNEY

TÜRKİYE ŞİŞE VE CAM FABRİKALARI 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 Türkiye Şişe ve Cam Fabrikaları A.S.'s 2018 Ordinary General Assembly Meeting to be held at İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla /Istanbul on March 8, 2019, Friday, at 14.00.

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 equivalentents (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:

RESUMES OF THE BOARD OF DIRECTORS MEMBERS

Dr. Mehmet Cem Kozlu

Mehmet Cem Kozlu, as Cem M. Kozlu in social media and in international correspondence, has been mentioned as Cem Kozlu in the public opinion, although he also mentioned some titles as Doctor with an academic title. Mehmet Cem Kozlu holds a Bachelor's degree from Denison University, an MBA from Stanford University and a PhD from Boğaziçi University. In the USA, in NCR and in Switzerland, in worked as a manager in Procter and Gamble, he worked as manager and served as the general manager of Komili for 12 years.

In the USA, in NCR and in Switzerland, in worked as a manager in Procter and Gamble, he worked as manager and served as the general manager of Komili for 12 years.

Between 1988 and 1991, he served as the General Manager and Chairman of the Board of Directors of Turkish Airlines and then again served as the Chairman of the Board of Directors from 1997 to 2003. He also served as President of the European Airlines Association (AEA) in 1990.

He worked as a Deputy in 1991-1995 period.

Cem M. Kozlu has held different positions at The Coca-Cola Company since 1996. Prior to his retirement in 2006, Cem M. Kozlu, who was responsible for 51 countries being head of Central Europe, Eurasia and Middle East Group in Vienna, served as an adviser to the Eurasia & Africa Group at The Coca-Cola Company between 2007 and 2015.

Cem M. Kozlu, who was a member of the board of directors of HÜRRİYET and TAV, also served as the Chairman of the Board of Directors of Evyap Asia, based in Singapore.

Cem M. Kozlu has been a member of the Board of Directors of many companies and has been working as an independent member of the Board of Directors only at Pegasus Air Transport Inc. since April 2013.

At different times, he served as a lecturer at Boğaziçi and Denison universities. Cem M. Kozlu has published ten books and numerous articles; he has also TV series related to management.

Cem M. Kozlu who is currently Board of Directors member in Coca-Cola İçecek, Anadolu Endüstri Holding, Efes Biracılık ve Malt Sanayii A.Ş., Kamil Yazıcı Management and Consulting Inc., Pegasus Airlines who are based in İstanbul and in DO&CO based in Vienna, Board of Trustees member in Anadolu-Johns Hopkins Health Center and Istanbul Modern Arts Foundation, is the chairman of the board of directors of the Global Relations Forum.

Aysun Mercan

he was born in 1959 in Ankara. In 1982, she graduated from Business Administration Department in METU. In 1997, she received her graduate degree from Wales University (Bangor) in Business Administration field.

Mercan who started her banking career in TÖBANK (Türkiye Öğretmenler Bankası T.A.Ş.) as Foreign Operations Assistant Specialist, respectively served in İktisat Bank; in Manufacturers Hanover Trust Company Istanbul; in BNP-AK-Dresdner Bank A.Ş. as Manager of Customer Representation and Corporate Banking Department, Corporate Banking Department President and Management Board member; in Heller Factoring A.Ş. as Vice President in charge of Marketing Department; in Interbank A.Ş. as Risk Management and Corporate Loans Departments' manager and in Demir Yatırım Menkul Kıymetler A.Ş. as Project Financing Department President After Bayındırbank A.Ş.'s transfer to the Savings Deposit Insurance Fund, she served as the Unit Manager responsible for Corporate Loans and Off-Shore Banking Department. Serving in the process of loan follow-up, liquidation, reorganization of Fund Banks which are merged in Bayındırbank A.Ş.; for over four years period in the SDIF, she worked in the process of liquidation of debts of the Bank's dominant partners as Project Manager and Consultant, particularly in Pamukbank TAŞ. and in EGS Bank, Sitebank, Demirbank, Bayındırbank A.Ş. and Esbank. In the period of February 2008 - September 2013, she served as Denizbank A.Ş.'s General Secretary, Assistant General Manager. Since January 2016, she continues to serve as Executive Board Member (Credits) in Bank Of Tokyo - Mitsubishi UFJ Turkey A.Ş.

Dinç Kızıldemir

Born in 1952, Dinç Kızıldemir After graduating from Robert College High School in 1971, he graduated from Bogazici University, Department of Administrative Sciences in 1975.

He started his career at Elka Elyafı Plaka Sanayii AŞ, which is a subsidiary of Garanti Bank and then joined Koç Group, and served as Sales and Marketing Manager. After his military service at Tuzla Infantry School and War Academies, he worked as Sales and Marketing manager and Assistant General Manager at Enka Group which belongs to Kelebek Kontrplak Mobilya A.Ş. In 1991, He worked as General Manager and vice president of the executive board by incorporating McDonald's Corporation Turkey and taking on the task of managing in these companies. He directed the establishment of the company's retail, logistics and supply infrastructure. Kızıldemir joined the OYAK Group in 2001, where he firstly worked as General Manager of Retail Group, as Board of Directors Member in AXA-OYAK Holding and Insurance Companies, and representing minority shareholders, in companies such as Good Year and ETİ Pazarlama. Since 2006, Kızıldemir served as Chairman of the Board of Directors and Managing Director positions for ten years at Erdemir Group Companies. Between 2009 and 2016, Kızıldemir carried out Business Development (new company acquisitions) Group, Energy Group, Overseas Chemical Group Presidencies and Group Legislation Compliance Department and Sustainability Department at Oyak Group. He served as Board Chairman, Managing Director and Board Member in more than 40 companies in Turkey and abroad. Over twenty companies in the US, Germany, Netherlands, Austria, Australia, the UK, China, Japan, Brazil, India and some other countries, Kızıldemir undertook the purchase and subsequent management of factories and refineries in abroad. These tasks included establishing a joint start-up company in medicine with Harvard University Hospital Massachusetts General.

He retired as of May 2016 and has no duties.

DECLARATION OF INDEPENDENCE**Türkiye Şişe ve Cam Fabrikaları 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 Türkiye Şişe ve Cam Fabrikaları 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

Cem M. KOZLU

28.12.2018

DECLARATION OF INDEPENDENCE**Türkiye Şişe ve Cam Fabrikaları A.Ş.
Presidency of Corporate Governance Committee**

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Yours respectfully

Aysun MERCAN

28.12.2018

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Türkiye Şişe ve Cam Fabrikaları A.Ş. Presidency of Corporate Governance Committee

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- 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

Dinç KIZILDEMİR

28.12.2018

Türkiye Şişe ve Cam Fabrikaları A.Ş.			
2018 Dividend Distribution Schedule (TRY)			
1.	Paid-In Capital		2,250,000,000.00
2.	General Legal Reserves (According to Statutory Records)		158,437,782.80
	If there are any privileges in profit distribution according to the Articles of Association; information on the mentioned privileges	-	-
		SPK'ya Göre	Yasal Kayıtlara (YK) Göre
3.	Profit for the Period	3,467,396,000.00	599,593,547.71
4.	Taxes Payable (-)	(210,919,000.00)	(15,400,310.42)
5.	Net Profit for the Period (=) (*)	2,325,840,000.00	584,193,237.29
6.	Losses from Previous Years (-)	-	-
7.	Amount allocated to the Special Funds as per the Articles 5/1-e of Corporate Tax Law	(84,390.00)	(84,390.00)
8.	General Legal Reserves (-)	(29,205,442.36)	(29,205,442.36)
9.	Net Distributable Profit for the Period (=)	2,296,550,167.64	554,903,404.93
10.	Donations Within the Year (+)	4,326,374.00	
11.	Net Distributable Profit for the Period, with Donations Included(**)	2,300,876,541.64	
12.	First Dividend to Shareholders		
	- Cash	400,000,000.00	
	- Shares	-	
	- Total	400,000,000.00	
13.	Dividends Distributed to Preferred Shareholders		
14.	Other Dividends Distributed		
	-To the Members of the Board of directors		
	-To the Employees		
	-To the Persons other than Shareholders		
15.	Dividend Distributed to Redemmed Shareholders		
16.	Second Dividend to Shareholders		
17.	General Legal Reserves		
18.	Statutory Reserves		
19.	Special Reserves		
20.	Reserve for Contingencies	1,896,550,167.64	153,325,991.80
21.	Other Sources Planned to be Distributed	-	-

DIVIDEND PER SHARE INFORMATION TABLE						
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE FOR 1 TL NOMINAL VALUE	
		CASH (TL)	SHARES (TL)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
NET (**)	TOTAL	340,000,000.00	-	14.80481	0.15111	15.11

(*) Net profit for the period is (3,467,396.000 – 210,919,000=) 3,256,477.000 Turkish Lira, out of which 1,047,836,000 Turkish Lira portion coinciding to non-controlling shares, 117,199,000 Turkish Lira coinciding to tax income - expenses relevant to the operations reflected in the Other Comprehensive Income Table, as a result of which (3,256,477,000 – 1,047,836,000 + 117,199,000 =) 2,325,840,000 Turkish Lira is the net profit amount for the period that belongs to equity holders of the parent.

(**) With the assumption that the dividend is distributed to resident tax payer real persons and there is no income subject to any exemption, withholding tax of 15% has been applied as per the Resolution number 2006/10731 and dated 23/07/2006 of the Council of Ministers in the net calculation of the gross profit per share.

AMENDMENT DRAFT OF ARTICLES OF INCORPORATION

Previous Text

OBJECTIVE and SUBJECT

Article 4:

A) The Company's Objective

The Company's objective is to incorporate, manage and improve a glass industry and side industry related with glass industry.

On the other hand, carrying out the investment, financing, organization, and management issues of the capital Companies incorporated or to be incorporated in which capital and management it has participated, together and in a mutually collective structure; dissemination of risk by venturing into the fields other than the glass industry, ensuring the safety of the investments against the conjectural movements and thus ensuring the development and continuity of the companies, supporting the development of the capital market, accordingly the national industry, by promoting the safe participation of the savings of the Company members and the public in the capital companies in which the Company has /did not have participated, and constitution of social units within/outside the Company are among the objectives of the company.

B) The Company's Subject

The Company, in order to realize the objectives given above;

a) The Company establishes side and complementary industries in conjunction directly or indirectly with all kinds of glass, glassware and glass industries (and/or replacement industry), takes the precautions for the development and improvement of them, and manages them.

b) The Company may participate in the capitals or managements of all kinds of commercial and industrial domestic or foreign companies established or to be established, working in any subject.

c) The Company may, not in the form of intermediary services and portfolio management in accordance with the Capital Market law, sell stocks and bonds like Government Bonds (including treasury shares), private sector bonds, and document of profit or loss partnership, bank deposit certificate.

Current Text

OBJECTIVE and SUBJECT

Article 4:

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The Company's objective is to incorporate, manage and improve a glass industry and side industry related with glass industry.

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c) The Company may, not in the form of intermediary services and portfolio management in accordance with the Capital Market law, sell stocks and bonds like Government Bonds (including treasury shares), private sector bonds, and document of profit or loss partnership, bank deposit certificate.

d) On condition that they will not be in the form of investment services and activities, the Company may transfer the stock certificates (or shares) or other stocks and bonds to others, change them with other stock certificates (and/or shares) and/or other stocks and bonds, put lien on them, purchase or sell stock certificates, and secure with a pledge the stock certificates (or shares) or other stocks and bonds of other partners.

e) The Company may pledge on its capital directly or indirectly and regarding the incorporation, capital increase, bank loans, and the issuance of bond and financing loans as well as their other debts.

For the Company's granting of guaranty, pledge, assurance, lien, including hypothec, the principles determine within the scope of the capital market legislation are complied with.

f) The Company may transfer all kinds of its receivables resulting from the sales of the companies, in which capital and management it has taken part, as well as their affiliates, and assign and/or endorse them to the other institutions in which it has/did not have participated.

g) The Company may, in order to realize its objective and subjects acquire real estates (including ships) and fixed material assets in relation with the movable properties, and rent them, lease them to others partially or completely, conduct transfer, abandon or grant its nonmaterial rights with regard to the real estate and movable properties it has, conduct access, usufruct, residence rights and conduct all kinds of borrowing and savings transactions in relation with the ocular and immaterial rights pursuant to the civil law and other rights, and carry out disposals on the immovable properties with or without obligations.

h) The Company, in respect of its objective and subject matter, may burrow with or without guarantees against the hypothecs and other securities, may give and take all kinds of personal or ocular guarantees for the collection or procurement of its receivables (including hypothec), and may conduct the registration and cancellation transactions in respect of them in the title deeds registration offices and other governmental offices.

d) On condition that they will not be in the form of investment services and activities, the Company may transfer the stock certificates (or shares) or other stocks and bonds to others, change them with other stock certificates (and/or shares) and/or other stocks and bonds, put lien on them, purchase or sell stock certificates, and secure with a pledge the stock certificates (or shares) or other stocks and bonds of other partners.

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i) The Company may cooperate with the domestic and foreign companies, constitute all kinds of affiliates/partnerships with them and may enter into agreements based on material responsibility share.

j) The Company, in accordance with the provisions of the law, may constitute foundations with social objectives within the structure of the Company, may participate in such foundations or grant charities to them.

k) The Company may provide intermediary services or financial or legal consultancy services for the collections and payments of the companies in which capital and management it participates directly or indirectly.

The Company may conduct the storage, transport, project design, feasibility studies, chemical and physical analyses, information processing, import, export, marketing, organization, training, and planning businesses of all kinds of enterprises in which capital and management it participates or not.

The Company, for reaching its objective and in relation with its subject matter of activity, may inaugurate storehouses, stores, branches, representations, exhibitions, and similar activities abroad or domestically.

The Company may, before the Turkish Patent Institute and other institutions abroad or in the country, conduct the registration of all kinds of intellectual property like brand, patent, utility model, industrial design, geographical sign, integrated circuit photographs and all kinds of initiatives before such institutions, and may provide intermediary services for the registration of the brands and patents of third persons.

l) The Company may involve with the search of all kinds of substances in the liquid, solid, and gas for (including LPG), closure, handing over, taking over or procurement or management of the mining areas, and in compliance with the respective laws, search, opening, storage, distribution, and trade of such matters.

m) The Company may carry out all kinds of agency, advertising, tourism, investment and management businesses.

i) The Company may cooperate with the domestic and foreign companies, constitute all kinds of affiliates/partnerships with them and may enter into agreements based on material responsibility share.

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m) The Company may carry out all kinds of agency, advertising, tourism, investment and management businesses.

o) In the event that amendments are made in the Company's objective and subject matter, required consents will be sought from the Ministry of Customs and Trade and Capital Market Board..

p) The Company may carry out all kinds of transactions with regard to the matters written in the paragraphs a - o above and other transactions that will facilitate them.

THE COMPANY'S HEAD OFFICE AND BRANCHES

Article 5:

The Company's head office is in Istanbul and its address is İş Kuleleri Kule 3 34330 4. Levent-Beşiktaş/İstanbul.

In the event that the address changes, the new address is registered in the commercial registry and announced in the Turkish Commercial Registration Gazette as well as the Company's internet site and additionally notified to the Ministry of Customs and Trade and Capital Market Board. The notices sent to the registered and announced address are considered to have been made to the Company.

For the Company that has vacated the registered and announced address and failed to register its new address in the legal period, this condition is considered to be a reason for annulment.

The Company may inaugurate branches internationally or domestically upon notifying the Ministry of Customs and Trade.

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THE COMPANY'S HEAD OFFICE AND BRANCHES

Article 5:

The Company's head office is in Istanbul and its address is İçmeler Mahallesi D-100 Karayolu Cad. No: 44 A 34947 Tuzla/İstanbul.

In the event that the address changes, the new address is registered in the commercial registry and announced in the Turkish Commercial Registration Gazette as well as the Company's internet site and additionally notified to the Ministry of Trade and Capital Market Board. The notices sent to the registered and announced address are considered to have been made to the Company.

For the Company that has vacated the registered and announced address and failed to register its new address in the legal period, this condition is considered to be a reason for annulment.

The Company may inaugurate branches internationally or domestically upon notifying the Ministry of Trade.

CONVENTION AND WORKING ORDER OF THE BOARD OF DIRECTORS

Article 10:

The Board of Directors, after each General Committee meeting, elects a chairman and deputy chairman. However, if the chairman and/or deputy chairman leave this duty for any reason, the Board of Directors conducts election again for the vacated posts.

In the cases where no chairman is present, the Board of Directors is chaired by the deputy Chairman.

If there no such deputy Chairman, the Board of Directors is presided by a temporary chairman it will elect among its attendees.

Board of Directors's meeting time and agenda are determined by the Chairman. In the cases where no chairman is present, such duty is carried out by the deputy Chairman. However, the meeting date can be determined by the resolution of the Board of Directors as well. The Board of Directors convenes as required by the Company's businesses and transactions but it must convene at least once a month.

While the Board of Directors is making its resolutions, it pays attention to the meeting and resolution quorum in accordance with the respective legislation of the Turkish Commercial Law and Capital Market law.

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Board of Directors's meeting time and agenda are determined by the Chairman. In the cases where no chairman is present, such duty is carried out by the deputy Chairman. However, the meeting date can be determined by the resolution of the Board of Directors as well. The Board of Directors convenes as required by the Company's businesses and transactions.

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 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.

While the Board of Directors is making its resolutions, it pays attention to the meeting and resolution quorum in accordance with the respective legislation of the Turkish Commercial Law and Capital Market law.

Board of Directors may establish commissions and committees in addition to the commissions and committees stipulated in the Turkish Commercial Law, Capital Market law, and Capital Market Board's regulation for corporate management as well as respective other legislation provisions, in order to carry out the application of the Companybusinesses and respective resolutions and policies and the supervise them. In the constitution of all these committees and in the determination of those who would take part as well as of the principles of their assignments, regulations of the Turkish Commercial Law, Capital Market law, and Capital Market Board 'nun regulations on corporate management are complied with. In addition, for the early determination of risk, a committee must be established within the framework of the Turkish Commercial Law's 378th article..

THE MINISTRY'S REPRESENTATIVE

Article 18:

For the Ministry's Representative who will take part in the General Committee meetings, regulations of the Ministry of Customs and Trade are complied with.

AMENDMENTS IN THE ARTICLES OF INCORPORATION

Article 21:

Conclusion and application of all kinds of amendments that will be applied in these articles of incorporation are carried out in accordance with the provisions of the Turkish Commercial Law and Capital Market Law. Subsequent to duly approving the respective amendments and registering them in the commercial registry, they become valid as of the date of announcement

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 Customs and Trade, in the General Committee meeting, where compliance with the law and the provisions of the articles of association will be observed.

Board of Directors may establish commissions and committees in addition to the commissions and committees stipulated in the Turkish Commercial Law, Capital Market law, and Capital Market Board's regulation for corporate management as well as respective other legislation provisions, in order to carry out the application of the Companybusinesses and respective resolutions and policies and the supervise them. In the constitution of all these committees and in the determination of those who would take part as well as of the principles of their assignments, regulations of the Turkish Commercial Law, Capital Market law, and Capital Market Board 'nun regulations on corporate management are complied with.

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