

**INVITATION FROM THE BOARD OF DIRECTORS OF
GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ
TO 2017 ORDINARY GENERAL ASSEMBLY MEETING**

Ordinary General Assembly Meeting of our Company for 2017 will be held on May 3, 2018, Thursday at 10:00 a.m., in Meeting Hall located at the address of “İstanbul Kadıköy Bora Sk. Nida Kule Göztepe İşm. No.1 K.B1” and agenda items listed below will be discussed and resolved by our shareholders.

Our shareholders can attend the general assembly meeting personally or they can authorize a 3rd person as their representative instead. Our natural person shareholders can attend the meeting by providing their identity cards. Representatives, who are attending the meeting on behalf of a natural or legal person, should also provide their powers of attorney with their identity cards.

The shareholders, who will not be able to attend the meeting in person, are required to arrange their powers of attorney in accordance with the format in the appendix of General Assembly announcement or access the power of attorney template at the Company headquarters, “İstanbul Kadıköy Bora Sk. Nida Kule Göztepe İşm. No.1 K.12 (Bölüm: 42, 45) K.30-31” or our web site at www.gubretas.com.tr and also fulfill the requirements stated in “Communiqué on Voting by Proxy and Proxy Solicitation (Serial No: II-30.1, Publication Date: 24/12/2013)” and submit their signed and notary approved power of attorney. **Representatives authorized through the E-GEM (Electronic General Assembly System) are not required to submit a power of attorney.**

Powers of attorney, which are not compliant with the example provided below (mandatory due to the mentioned Communiqué) or whose signature is not approved by notary, are strictly forbidden due to our legal responsibility.

Our shareholders can also attend our general assembly meeting in electronic environment instead of physical environment, in accordance with 1527th article of Turkish Commercial Code. The shareholders, who plan to attend the general assembly in electronic environment personally or by a representative, should state this preference in E-GEM. Our shareholders, who decides to attend the general assembly in E-GEM, can change their decision, but if they do not make any change after they chose the electronic environment, they cannot attend the general assembly meeting in physical environment.

Shareholders or their representatives, who want to attend General Assembly Meetings in the electronic environment, must fulfill their duties in accordance with “the Regulation on the General Assembly Meetings to be held in Electronic Environment in Joint Stock Companies” published on August 28, 2012 in the Official Gazette numbered 28395 and “the Communiqué on the Electronic General Assembly System to be used in the General Assemblies of Joint Stock Companies” published on August 29, 2012 in the Official Gazette numbered 28396.

Our shareholders, who plan to attend the meeting in electronic environment through E-GEM, can get information about procedures and principles of participation, authorization of representatives, making proposals, explanations and voting from www.mkk.com.tr, which is the web site of Central Registry Agency.

The Consolidated Financial Statements of the accounting period 2017, Activity Report of the Board of Directors which also includes the Corporate Governance Principles Compliance Report, Independent Audit Report, General Assembly Information Document and the Profit Distribution Proposal will be available for the review of the shareholders on the Public Disclosure Platform website www.kap.gov.tr, the corporate website www.gubretas.com.tr, the E-GEM system of the Central Registry Agency and the headquarters and branches of the company on the date of invitation to the general assembly. The addresses of our headquarters and branches can be found in the Activity Report of the Board of Directors, which is provided in the Public Disclosure Platform www.kap.gov.tr and corporate website www.gubretas.com.tr.

In accordance with the 4th clause of article 415th of the New Turkish Commercial Code no. 6102 and the 1st clause of 30th article of the Capital Markets Law, the right to attend and vote in the General Assembly cannot be conditional on the depositing of shares. Within this respect, our shareholders are not obliged to deposit their shares if they plan to attend to the general assembly meeting.

While voting the agenda items in general assembly meeting, open ballot system will be used as shareholders vote by raising hands in the General Assembly, excluding the provisions related to voting in electronic environment.

Our shareholders are respectfully requested to honor the meeting on mentioned day and time.

GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ
THE AGENDA OF 2017 ORDINARY GENERAL ASSEMBLY MEETING

1. Opening and formation of the Meeting Board
2. Reading and discussion of the Activity Report of the Board of Directors for 2017 accounting period.
3. Reading the Independent Auditor's Report for 2017 accounting period.
4. Reading, discussion and approval of the Financial Statements for 2017 accounting period.
5. Acquittal of the members of the Board of Directors.
6. Accepting, accepting by amendment or rejecting the proposal of the Board of Directors about the utilization of the profit of 2017, the dividend payout ratio and the date of dividend distribution.
7. Determination of the remuneration of the members of the Board of Directors.
8. Submitting the Board member selections to the General Assembly for approval, who were elected to replace the vacancies of the members of the Board of Directors within the year In accordance with article 363 of Turkish Commercial Code.
9. Election of the members of the Board of Directors whose terms of duties have expired and the determination of their duty term.
10. Submitting the Independent Audit Company selection to the General Assembly for approval, which is selected by the Board of Directors in accordance with Turkish Commercial Code and Capital Markets Board's regulations.
11. Informing the General Assembly on the warranty, pledge, mortgages and guarantees granted in favor of 3rd parties and the incomes or benefits acquired in the 2017 accounting period.
12. Within the context of the article 1.3.6 of the Annex-1 of Corporate Governance Communiqué (II-17.1) of Capital Markets Board, giving information to the General Assembly about transactions, that were realized by shareholders who control management, members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage up to second degree.
13. Informing the General Assembly on the donations and aids which were provided by the Company in the 2017 accounting period.
14. Informing the General Assembly and discussing about "Remuneration Policy" and benefits to the top management.
15. Granting authorization to the Members of the Board of Directors to conduct transactions with the company and to compete with company as stated in 395th and 396th articles of the Turkish Commercial Code
16. Wishes and requests
17. Closing