

**GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ**  
**2015 ORDINARY GENERAL ASSEMBLY MEETING**  
**INVITATION**

64th Ordinary General Assembly Meeting of our Company for the year 2015 will be held on April 13, 2016, Wednesday at 10:00 a.m., in Meeting Hall located at the address of İstanbul, Kadıköy, Nida Kule Göztepe Business Center, Merdivenköy Mahallesi, Bora Sokak No: 1 Floor: B1, in order to investigate and settle the matters which is written below on the agenda.

The Financial Statements of the fiscal year 2015, the Annual Report as well as the Corporate Governance Principles Compliance Report in its Appendix, Independent Audit Report, General Assembly Information Document and the Report of Profit Distribution Proposal will be available for the review of the Distinguished Shareholders on the Public Disclosure Platform website [www.kap.gov.tr](http://www.kap.gov.tr), the Company official website [www.gubretas.com.tr](http://www.gubretas.com.tr), the Electronical General Assembly System of the Central Registry Agency and the Company headquarters on at least three weeks prior to the meeting date.

Our shareholders may attend the Ordinary General Assembly Meeting in person or through their representatives physically or electronically. Attendance of our shareholders or their representatives in electronic media is possible with their secure electronic signature. Hence our shareholders who will use Electronic General Meeting System should possess electronic signature and login to “Central Registry Agency” (MKK) e-MKK Information Portal. Moreover, shareholders should also declare the types of attendance via “e-MKK Information Portal”. It is not possible to attend the general assembly meeting in electronic media for shareholders or their representatives without logging in the “e-MKK Information Portal” and having electronic signature.

Shareholders or their representatives who want to attend General Assembly Meetings in the electronic environment must fulfill their liabilities in accordance with “Regulation Regarding Participation to General Assembly Meetings of Joint Stock Companies on Electronic Medium” published on August 28, 2012 in the Official Gazette numbered 28395 and “Communiqué on the Electronic General Assembly Meeting System Used in General Assembly Meetings of Joint Stock Companies” published on August 29, 2012 in the Official Gazette numbered 28396.

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 [www.mkk.com.tr](http://www.mkk.com.tr) which is the web site of Central Registry Agency.

Our shareholders, who will not be able to attend the meeting in person, reserving the rights and obligations of people who will attend to meeting in electronic method, are required to arrange their proxies in accordance with the format in the appendix of General Assembly announcement or access the power of attorney template at the Company headquarters, "Merdivenköy Mahallesi, Bora Sokak, No:1 Kadıköy/İstanbul" or our web site at [www.gubretas.com.tr](http://www.gubretas.com.tr) and fulfill the requirements set forth in Capital Markets Board's "Communiqué on Proxy Voting and Gathering Proxy by Call (II-30.1)" published on December 24, 2013 and submit their signed and notary approved power of attorney. Representatives authorized through the e-General Assembly System are not required to submit a letter of proxy. Letters of proxy (obliged by the said communique), which are inappropriate to example of the attached letter of proxy and whose signature is not approved by notary, are not accepted definitely by the Company because of the our legal responsibility.

The agenda items shall be voted explicitly by raising hands in the General Assembly on the condition that all resolutions concerning voting via the electronic system shall be reserved.

In accordance with the Article 415, Clause 4 of the New Turkish Commercial Code no. 6102 and the Article 30, Clause 1 of the Capital Markets Law no. 6362, the blockage of the share certificates will not be laid down as a condition for the right to attend and vote in the General Assembly. Within this respect, if our shareholders demand to attend in the General Shareholder's Meeting, there is no need for them to block their shares.

All right owners, beneficiaries and press members are welcome as well in the General Assembly Meeting.

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

## **GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ**

### **THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2015**

1. Opening and election of the Meeting Board
2. Reading and discussion of the Annual Report of the Board of Directors for 2015 fiscal year
3. Reading of the Independent Auditor's Report for 2015 fiscal year
4. Reading, discussion and approval of the Financial Statements for 2015 fiscal year
5. Submitting the members who were elected to replace the vacancies of the members of the Board of Directors within the year of 2015 in accordance with article 363 of Turkish Commercial Code to the General Assembly for approval
6. Acquittal individually of the members of the Board of Directors
7. Accepting, accepting by amendment or rejecting the propositions of the Board of Directors about the usage of the profit of 2015, the dividend payout ratio and the date of dividend distribution
8. Submitting the Independent Audit Company, selected in accordance with Turkish Commercial Code and Capital Markets Board's regulations by the Board of Directors, to the General Assembly for approval
9. 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 2015 fiscal year
10. Informing the General Assembly on the donations and aids which were provided by the Company in the 2015 fiscal year
11. Election of the members of the Board of Directors whose terms of duties have expired and the determination of their duty term
12. Determination of the remuneration of the members of the Board of Directors
13. Giving information to the General Assembly about transactions within the context of the articles 1.3.6 of the Annex-1 of Corporate Governance Communiqué (II-17.1) of Capital Markets Board, 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
14. Granting authorization to the Members of the Board of Directors on the fulfillment of the written transactions pursuant to Article 395, relating to prohibition of conducting transaction with company and Article 396, relating to prohibition of competition, of the Turkish Commercial Code
15. Wishes and requests
16. Closing