

**GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ**  
**2014 ORDINARY GENERAL ASSEMBLY MEETING**  
**INVITATION**

63rd Ordinary General Assembly Meeting of our Company for the year 2014 will be held on April 16, 2015, Thursday 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.

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 28.08.2012 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 29.08.2012 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 the Central Registry Agency web site [www.mkk.com.tr](http://www.mkk.com.tr).

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)” 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.

The Financial Statements of the fiscal year 2014, 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.

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.