

GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ
INFORMATION DOCUMENT RELATED TO ORDINARY GENERAL ASSEMBLY
DATED APRIL 16, 2014 WITH REGARD TO THE YEAR 2013 FISCAL PERIOD

62nd Ordinary General Assembly Meeting of our Company for the year 2013 will be held on April 16, 2014, Wednesday at 10:00 a.m., in Head Office, İstanbul, Esentepe Kasap Sokak No: 22, 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 <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 specimen below or access the

power of attorney template at the Company headquarters, “Kasap Sokak No: 22 Esentepe-İstanbul” or our web site at 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 2013, 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, the Company official website 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.

GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ

THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2013

- 1.** Opening and election of the Meeting Board
- 2.** Authorizing of the Meeting Board to sign the Meeting Minutes
- 3.** Reading and discussion of the Annual Report summary of the Board of Directors for 2013 fiscal year
- 4.** Reading of the Independent Audit Company summary for 2013 fiscal year
- 5.** Reading, discussion and approval of the Financial Statements for 2013 fiscal year
- 6.** Reading, discussion and approval of Profit Distribution Policy in accordance with the regulations of Capital Markets Board
- 7.** Acceptance of decisions on profit distribution in accordance with the profit distribution article of the Articles of Association of the Company
- 8.** Acquittal individually of the members of the Board of Directors
- 9.** Submitting the Independent Audit Company selected by the Board of Directors to the General Assembly for approval
- 10.** Informing the General Assembly on the warranty, pledge, mortgages and gurantees granted in favour of 3rd parties and the incomes or benefits aquired in the 2013 fiscal year
- 11.** Reading, discussion and approval of “Donation and Aid Policy” in accordance with the regulations of Capital Markets Board
- 12.** Informing the General Assembly on the donations and aids which were provided by the Company in the 2013 fiscal year
- 13.** Election of the members of the Board of Directors
- 14.** Determination of the remuneration of the Members of the Board of Directors
- 15.** Giving information to the General Assembly about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a Title of unlimited partner 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
- 16.** Granting authorization to the Members of the Board of Directors on the fulfillment of the written transactions pursuant to Article 395th and 396th of the Turkish Commercial Code
- 17.** Informing on “Disclosure Policy” in accordance with the regulations of Capital Markets Board
- 18.** Informing on “Remuneration Principles for the Members of Board of Directors and Executives with Administrative Responsibility” in accordance with the regulations of Capital Markets Board
- 19.** Proposals and wishes
- 20.** Closing

ADDITIONAL EXPLANATIONS

WITHIN THE CONTEXT OF CMB CORPORATE GOVERNANCE PRINCIPLES

Within the context of the Corporate Governance Principle numbered 1.3.1 which is in “Capital Markets Board Corporate Governance Communique” numbered II-17.1, the information concerning the agenda articles has been presented below and general information has been presented to our shareholders’ information in this section:

1. Shareholding Structure and Voting Rights :

Registered capital of the company is 200.000.000 TRL, paid capital is 334.000.000 TRL. There are no privileged shares of our Company.

Shareholders	Share Amount (TRL)	Share in Capital (%)	Voting Right	Share in Voting Right (%)
Central Union of Turkish Agricultural Credit Cooperatives	253.673.000	75,95%	25.368.460.800	75,95%
Other	80.327.000	24,05%	8.031.539.200	24,05%
Total	334.000.000	100,00%	33.400.000.000	100,00%

2. Information Regarding Changes in the Management and Operations that would have a Significant Impact on the Corporate Activities of our Incorporation and our Subsidiaries:

In 2013, there were no past or planned management and operational considerable changes that can affect our company’s or subsidiaries’ operations

3. Information Regarding the Requests of the Shareholders for Inclusion of additional items to the Meeting Agenda:

Budget Reporting, Investor and Subsidiaries Relations Department of our Company has not received any written requests from shareholders regarding the inclusion of any additional items to the agenda of the Annual General Meeting related to the fiscal year 2013.

4. Information about old and revised versions of amendments of Articles of Association with relevant decision of the Board of Directors in the event of amendments of Articles of Association in the agenda.

In our agenda of Ordinary General Assembly, there were no articles about amendments of Articles of Association.

**EXPLANATIONS REGARDING THE AGENDA OF
ORDINARY GENERAL ASSEMBLY MEETING DATED APRIL 16, 2014**

1. Opening and election of the Meeting Board

The Chairman, Vote collector and minutes scribe shall be constituted to conduct the Ordinary General Meeting within the framework of Turkish Commercial Code No: 6102, "Procedures and Principles of Ordinary General Meetings of Incorporated Companies and Provisions of the Regulations on Representatives of the Ministry of Customs and Trade" who shall attend these Meetings ("Regulation") and "Internal Directive" of the our Company

2. Authorizing of the Meeting Board to sign the Meeting Minutes

3. Reading and discussion of the Annual Report summary of the Board of Directors for 2013 fiscal year

The year 2013 Annual Report prepared by the Board of Directors which has been submitted for the review of our shareholders at the website of the Public Disclosure Platform, www.kap.gov.tr, on EGMS page and on our corporate internet address www.gubretas.com.tr. Pursuant to the provisions of the relevant legislation, the year 2013 Annual Report shall be read at the General Assembly and be submitted for the negotiation of our shareholders.

4. Reading of the Summary of the Independent Audit Report for 2013 fiscal year

The Independent Auditors' Report which has been submitted for the review of our shareholders' on EGMS page, on the Public Disclosure Platform, on our corporate internet address www.gubretas.com, within the scope of the provisions of Turkish Commercial Code and Regulations shall be read at the Ordinary General Meeting and submitted to the review of our shareholders.

5. Reading, discussion and approval of the Financial Statements for 2013 fiscal year

Financial Statements for the year 2013, which are available for the review of our shareholders at the company headquarters, Electronic General Assembly System of Central Registry Agency, at the website of the Public Disclosure Platform, www.kap.gov.tr and the company web site addressed www.gubretas.com.tr, 3 weeks before the general assembly meeting, will be read and presented to the opinions and approval of our shareholders according to the provisions of Turkish Commercial Code, the Regulation, and Capital Market Law.

6. Reading, discussion and approval of Profit Distribution Policy in accordance with the regulations of Capital Markets Board

“Gübre Fabrikaları T.A.Ş. Profit Distribution Policy” which was prepared in accordance with Dividend Communiqué numbered II-19.1 and Corporate Governance Communiqué numbered II-17.1 of Capital Market Board will be submitted to the approval of the General Assembly.

Gübre Fabrikaları T.A.Ş. Profit Distribution Policy-Old Version

There are no privileged rights on distribution of dividends in the company. Distribution of dividends are completed within official period in accordance with Capital Market Law and Turkish Trade Law.

Gübre Fabrikaları T.A.Ş. Profit Distribution Policy-New Version

Gübre Fabrikaları T.A.Ş makes profit distribution in accordance with the provisions of the Turkish Commercial Code, the Capital Market Legislation, the Tax Legislation and the other relevant laws and regulations as well as the items of the Articles of Association concerning the profit distribution.

The dividend amounts which are calculated considering the long and short term strategies of the Company, investment and finance policies, market value, cash flows and economic improvements with the relevant legislation and the provisions of the Articles of Association over the distributable profit amount calculated taking the period profit after excluding the general capital reserves as the basis which is shown on the financial statements of our Company prepared pursuant to the existing legal regulations, are submitted to the approval of the General Assembly with the profit distribution proposal which is prepared by the Board of Directors within the scope of the regulations of the Capital Markets Board.

Based on the resolutions of the General Assembly, profit shares which shall be distributed to shareholders as bonus shares by means of adding the cash or the dividend on the capital or it shall be distributed in cash in the defined amounts or in bonus shares in defined amounts. Our Company has approved the principle of distribution of the maximum percentage of profits to its shareholders considering benefits of the Company.

There is no privilege in dividend payment. Dividends are distributed equally to all shares regardless of their issue and acquisition dates.

Dividend Advance are not paid by the Company.

In line with the article 31 of our Articles of Association, the dates and types of paying dividend are decided by the General Assembly in accordance with the proposal of the Board of Directors.

7. Acceptance of decisions on profit distribution in accordance with the profit distribution article of the Articles of Association of the Company

The following Profit Distribution Proposal of Gübre Fabrikaları T.A.Ş. the Board of Directors will be presented to the approval of the General Assembly.

Profit Distribution Proposal of Gübre Fabrikaları T.A.Ş. for the year 2013

The distribution of 94.713.934 TL profit (result of 2013 operations and realised in financial statements that are prepared according to Financial Reporting Communique in Capital Markets, CMB II-14.1) according to Turkish Trade Law, Capital Markets Law, tax regulations and articles of association:

	CMB	Legal Records
1 Issued Capital	334.000.000,00	334.000.000,00
2 Total Legal Reserves (According to Legal Records)	16.700.000,00	16.700.000,00
Information on Profit Distribution Privileges if any, According to Articles of Association		-
3 Profit for the Period	94.713.933,00	107.694.984,01
4 Taxes Payable (-)	0,00	0,00
5 Net Profit for the Period (=)	94.713.933,00	107.694.984,01
6 Accumulated Losses (-)		0,00
7 Primary Legal Reserves (-)	-5.384.749,20	-5.384.749,20
8 Net Distributable Profit for the Period (=)	89.329.183,80	102.310.234,81
9 Donations (+)	2.860.690,13	
10 Net Distributable Profit for the Period, Basis for First Dividend (=)	92.189.873,93	
11 First Dividend to Shareholders		
<i>Cash</i>	-66.800.000,00	
<i>Non Paid-Up</i>	0,00	
<i>Total</i>	-66.800.000,00	
12 Dividends Distributed to Owners of Preferred Shares		
13 Dividends Distributed to BoD Members, Personnel	0,00	
14 Dividends Distributed to Owners of Jouissance Shares		
15 Second Dividend to Shareholders		
16 Secondary Legal Reserves (-)	-5.010.000,00	
17 Statutory Reserves		
18 Special Reserves		
19 Extraordinary Reserves	17.519.183,80	102.310.234,81
20 Other Resources to be Distributed		
<i>Previous Years' Profits</i>		
<i>Extraordinary Reserves</i>		
<i>Other Distributable Reserves According to Law and Articles of Association</i>		

It is being proposed that, 66.800.000,-TL from distributable profit will be distributed as cash starting from May 30, 2014 (Gross 0,20 TL, net 0,17 TL for a 1 TL nominal value share), remaining 17.519.183,80 TL will be added to extraordinary reserves. (The distributable profit has been defined according to Dividend Communique, CMB Series II No:19-1, that has been announced Official Gazette No: 28891 in 23.01.2014.)

8. Acquittal individually of the members of the Board of Directors

The respective acquittals of our Board of Directors members due to their activities and accounts of the year 2013 shall be submitted to the approval of the General Assembly.

9. Submitting the Independent Audit Company selected by the Board of Directors to the General Assembly for approval

In line with the opinions of the Audit Committee, Audit Company shall be chosen to realize our Company's audit process for the 2014 activity year and this decision shall be submitted to the approval of the General Assembly.

10. Informing the General Assembly on the warranty, pledge, mortgages and guarantees granted in favour of 3rd parties and the incomes or benefits aquired in the 2013 fiscal year

It shall be submitted at the General Assembly for our shareholders' information that there are neither no warranty, pledge, mortgages and guarantees granted in favor of third parties nor any revenues or benefits acquired in 2013.

11. Reading, discussion and approval of "Donation and Aid Policy" in accordance with the regulations of Capital Markets Board

"Gübre Fabrikaları T.A.Ş. Donation and Aid Policy" which was prepared in accordance with "Dividend Communique" numbered II-19.1 and Corporate Governance Communique numbered II-17.1 of Capital Market Board will be presented to the approval of the General Assembly.

Gübre Fabrikaları T.A.Ş. Donation and Aid Policy

Donation and Aid Policy of the Company was formed in line with Turkish Commercial Code, Capital Market Board Legislation; as per sub-clause "H" of article 4 of our Articles of Association, the company may donate to third real and/or legal persons provided that such donation does not exceed the upper limit to be agreed by the General Assembly and does not intervene in the purpose and operations of the Company. In this direction, provided that it is not contrary to the hidden profit distribution regulations of the Capital Market Law, relevant material disclosures are made about donations.

All donations and aids granted with the resolution adopted by the management of Gübre Fabrikaları T.A.Ş. are provided in cash and/or in kind to the following entities and organizations considering the ethical rules suitable for the company vision, mission and policies:

- Education Institutions and Organizations
- Associations and Foundations executing Social Responsibility Project
- Institutions which is in service to improve projects constituting public interes

Donation and aids must not exceed 0,2 % (2 per thousands) of total assets which is declared in the last annual financial statements.

While donation and aid are being made in the scope of the Capital Market Law, relevant legislation and limitations determined by the General Assembly are taken into consideration and the donations realized within the relevant activity period are added to the distributable profit base.

12. Informing the General Assembly on the donations and aids which were provided by the Company in the 2013 fiscal year

In pursuant of the article 6 of Dividend Communique numbered II-19.1 of CMB, the General Assembly has to be informed about the donations granted within the year. In the year 2013, the amount of donations granted to tax exempt foundations and associations is 2.860.690,13.-TRL.

13. Election of the members of the Board of Directors

An election shall be made by the General Assembly for the substitution of the real person Board of Directors members, Abdullah KUTLU, Necdet DİRİK, Erol DEMİR, Hamdi GÖNÜLLÜ, Ahmet BOYRAZ, Ali SARI and Osman BALTA, whose terms of duty have expired.

Candidate list of the Board of Directors presented to the General Assembly:

- Abdullah KUTLU
- Necdet DİRİK
- Dr. Erol DEMİR
- İshak GÜNDÜZ
- Mustafa ÇIRAK
- Osman BALTA

An election shall be made by the General Assembly as well for the substitution of the Independent Board of Directors members Prof. Dr. Lokman Delibaş and İsmail Tekin, whose terms of duty have expired.

According to CMB Bulletin 2014/1 dated 14.01.2014, our Company moved up from 3rd Group company to 2nd Group company. In pursuant of the articles 4.3.4 of the Annex-1 of Corporate Governance Communique numbered II-17.1 of CMB, as 2nd group company, our number

Independent Members of the Board of Directors is needed to rise from two to three. In this direction, with the decision taken by the Board of Directors, three Independent Members of the Board of Directors will be submitted to the approval of General Assembly.

Candidate list of the Independent Board of Directors presented to the General Assembly:

- Prof. Dr. Lokman DELİBAŞ
- Aydın BEDİR
- Mustafa Fevzi YÜKSEL

The CVs of nominees for the Board of Directors memberships and the CVs and Independent Declaration of nominees for the Independent Board of Directors memberships are presented in Annex-1.

14. Determination of the remuneration of the Members of the Board of Directors

The proposals submitted by the shareholders in this respect shall be put to vote in the General Assembly and the monthly net remunerations payable to the Board of Directors members starting from April 2014 until the Ordinary General Assembly Meeting in 2015 at which the year 2014 activities shall be determined.

15. Giving information to the General Assembly about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a Title of unlimited partner 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

In pursuant of the articles 1.3.6 of the Annex-1 of Corporate Governance Communique numbered II-17.1 of CMB, the General Assembly will be informed about relevant transactions.

16. Granting authorization to the Members of the Board of Directors on the fulfillment of the written transactions pursuant to Article 395th and 396th of the Turkish Commercial Code

The members of our Board of Directors can do business as stipulated in 395th and 396th articles of Turkish Commercial Code entitled "Ban to Enter into Business with the Company and Borrowing" and "Competition Ban" only with the approval of the general assembly. In order to fulfill the necessity of these regulations, the granting of this permission shall be presented to our shareholders' approval at the General Assembly meeting.

17. Informing on “Disclosure Policy” in accordance with the regulations of Capital Markets Board

The General Assembly will be informed about “Gübre Fabrikaları T.A.Ş. Disclosure Policy” which was prepared in accordance with Corporate Governance Communique numbered II-17.1 and Material Disclosure Communique numbered II-15.1 of Capital Market Board and was approved by the Board of Directors with dated 24.03.2014 and numbered 9874 decision.

Gübre Fabrikaları T.A.Ş Disclosure Policy-Old Version

In terms of informing investors, our company acts within the framework of the present legislations.

Gübre Fabrikaları T.A.Ş Disclosure Policy-New Version

1. PURPOSE

Gübre Fabrikaları Türk A.Ş. (GÜBRETAŞ)'s disclosure policy target is to share information on the performance and expectations of GÜBRETAŞ within the scope of generally accepted accounting principles and Capital Market Legislation (CML), in a fair, equal, transparent, punctual, accurate, complete, comprehensible and easily accessible way with shareholders and stakeholders. Except commercial secrets, GÜBRETAŞ believes that to share information about activities and related strategies with public will create a more efficient market for Company's capital markets instruments.

GÜBRETAŞ complies with the Turkish Commercial Code (TCC), the Capital Markets Legislation and Capital Markets Board (CMB) and Borsa İstanbul Regulations with respect to public disclosure. GÜBRETAŞ also complies with CMB Corporate Governance Principles.

2. BASE

GÜBRETAŞ Disclosure Policy is prepared within the framework of the relevant regulations of the Turkish Commercial Code, Capital Markets Legislation, the regulations of the Capital Markets Board and relevant institutions.

3. SCOPE

Disclosure Policy applies to GÜBRETAŞ and all of its groups and units, employees and advisers and it regulates the written and oral communication between GÜBRETAŞ and the capital market participants.

4. RESPONSIBILITY

Our Company is predicated on timeliness, relevancy, accuracy and equality in informing in the course of disclosure to all shareholders and other stakeholders. In this context, in the coordination of Budget Reporting Investor and Subsidiaries Relations Department (Investor Relations) with the support of Corporate Communication Department, our Company manages communications with shareholders and all other related parties, in order to ensure that relevant information is disseminated in a timely, accurate, understandable, analyzable, cost effective and in an easily accessible manner to avoid the asymmetric dissemination of information.

5. METHODS AND MEANS OF PUBLIC DISCLOSURE

In accordance with Capital Market Legislation and the provisions of TCC, GÜBRETAS's methods and tools of public disclosure policy are as follows:

- a) Material Disclosures submitted to Public Disclosure Platform (KAP)
- b) Financial statements and Footnotes, Independent Audit Reports, States of Responsibility that are periodically announce via KAP
- c) Annual Reports, (The relevant reports are presented to the attention of public either hard copy or official website in Turkish and English)
- d) Official Website, (www.gubretas.com.tr)
- e) Announcements and disclosures made via the Turkish Trade Registry Gazette and daily newspapers (Prospectus, circulars, announcement for general assembly etc.)
- f) Press releases made via the print, audial, visual and digital media according to considerable improvements within the year
- g) Declarations to data vendors
- h) Meetings, teleconferences or face to face interviews made with shareholders, investors, analysts and capital market specialists and information and introduction documents like investor presentation
- i) Methods and means of communication made via communication tools like phone, e-mail, fax etc.

5.1. Company Officials Authorized to Make Public Announcements

In addition to the disclosures outlined above, written and/or oral requests for information from capital market participants, according to their content, are processed by Investor Relations within approval and knowledge of his/her superior officer. Press releases for written, visual, audial and digital media and to data distributors can only be made in written and oral by;

- The Chairman of the Board Of Directors
- The members of the Board Of Directors
- General Manager

- Deputy General Managers
- Other relevant people authorized by General Manager

Employees other than those stated above are not authorized to reply to written or oral information requests given by capital market participants. Such information requests are forwarded to Investor Relations.

5.2.Public Disclosure of Material Events

Public disclosures of material circumstances are prepared by the Investor Relations upon the advice of the related departments under the coordination of the CFO. They are declared to public by the authorized electronic signatures of General Manager or Deputy General Managers and the Manager of Budget Reporting Investor and Subsidiaries Relations via KAP and published on GÜBRETAŞ official website.

Material event disclosures are prepared with regard to punctuality, accuracy, completeness, directness, comprehensibility and sufficiency so that they will be instrumental to the persons and organizations referring to the disclosure for their decisions. In case any GÜBRETAŞ employees declare to the public involuntary or detect disclosure of important and special information that has not disclosed before, he/she immediately reports this situation to Budget Reporting Investor and Subsidiaries Relations Department. Then a public disclosure of this material circumstance is prepared in accordance with CML and declared to the public via KAP.

5.3.Public Disclosure of Financial Statements

The Financial Statements and footnotes of GÜBRETAŞ are prepared quarterly as per the Capital Market Legislation and comply with the International Financial Reporting Standards (IFRS) and audited independently. They are submitted to the approval of the Board of Directors after the Audit Committee and then they are disclosed to the public via KAP with a State of Responsibility as affirmed by the authorized persons. English versions of the Quarterly Announcements are also published on the GÜBRETAŞ official web site.

Financial Statements and footnotes of previous periods are available on the Internet www.gubretas.com.tr

5.4.Public Disclosure of Annual Report

The Annual Report is prepared according to international standards, CML and CMB Corporate Governance Principles. After the Annual Report is prepared by Investor Relations, upon the approval of the Board of Directors, it is declared to the public via KAP as well as Financial Statements and Footnotes and published in the official website of the Company.

Annual Report and Interim reports are prepared in Turkish and English. Moreover, Interim Operating Reviews and Financial Statements prepared quarterly are also declared to the public via KAP and published in the official website of the Company.

Annual Report, Financial Statements and Footnotes is prepared and pressed by Corporate Communication Department as “GÜBRETAŞ Annual Report”

Capital Market participants can always obtain Turkish and/or English printed version of the Annual Report of GÜBRETAŞ from Budget Reporting Investor and Subsidiaries Relations Department.

5.5.General Assembly Meetings

The agenda of General Assembly and information documents are declared to the public in Electronic General Assembly System and KAP at least 21 days ago from the date of General Assembly except the announcement date and meeting date and published in the official website of the Company. In accordance with relevant regulations of CMB, documents, which will be made available for General Assembly, are submitted for shareholders’ information at least 15 days ago in the Head Office. The company drafts a clear agenda of the General Assembly Meeting to avoid any misunderstandings

During General Assembly meetings, the Annual Report, which was previously conveyed to shareholders, is presented. A brief presentation about GÜBRETAŞ’s annual activities is made to the participants by the Chairman or by the General Manager. Questions from participants are answered.

5.6.Corporate Website

All information that is supposed to take place in the Corporate Governance Principles are given in GÜBRETAŞ official website which is “www.gubretas.com.tr”. All past and current disclosures of GÜBRETAŞ can be easily accessed through the website. The website is open to everyone and it regulated to be used by all stakeholders who can benefit from it as a communication instrument in Turkish and English.

The information available on GÜBRETAŞ official website does not represent the announcement and material event disclosures regarding CML. All disclosures of GÜBRETAŞ can be accessed through the web page.

All precautions are taken by Information System Department for the access and security of the GÜBRETAŞ official website. The official website is prepared and designed in Turkish and in English in compliance with CMB Corporate Governance Principles.

Activities for the development and update of GÜBRETAŞ website are kept running.

6. DETERMINATION OF THE PERSONS WITH ADMINISTRATIVE RESPONSIBILITY AND DISCLOSURE OF THE INSIDERS

In the process of determining the Executives with Administrative Responsibility, relevant provisions of Material Disclosure Communiqué numbered II-15.1 of Capital Market Board are taken into consideration. The members of management and audit bodies of GÜBRETAS and persons (not the member of these bodies) who can directly or indirectly access insider informations of GÜBRETAS regularly and have power of administrative decision effecting the improvements and the commercial targets of GÜBRETAS in the future, are included to the list. In this direction;

- The Chairman of the Board Of Directors
- The Members of the Board Of Directors
- General Manager
- Deputy General Managers
- Unit Managers
- Legal Advisor
- Regional Sales Managers

are included to the list of Executives with Administrative Responsibility.

People in the list of those who have access to insider information are informed by Investor Relations regarding their being on the list for the protection of the insider information, for the assurance of their compliance with the privacy rules and the Silent Period. GÜBRETAS signs a confidentiality agreement with the institutions which need the insider information while performing their duties or use the information in the name and on account of the Company and from which it receives services such as consultancy or translation and puts these institutions under the liability to keep the information confidential.

People in the list of those who have access to insider information is updated invariably and if there is a change in the list, it is made a notice to Central Registry Agency (MKK) at the latest within 2 days after performing the necessary updates in accordance with relevant regulation.

7. DEFERRING PUBLIC DISCLOSURE OF INSIDE INFORMATION

The Company may postpone the public disclosure of insider information in order to prevent its legal interest from impairment, provided that this shall not mislead the public and the Company shall be able to ensure confidentiality of this insider information. As soon as the reasons for the postponement of the public disclosure of the insider information are eliminated, this information shall be disclosed to the public in accordance with the applicable laws and regulations and indicate the underlying reason for the postponement decision.

In case the Company decides to postpone the disclosure of the internal information to public, the Company will undertake that this postponement is made to protect the legal rights of the Company, that there will be no risk that the investors may be misled, that all reasonable precautions are taken to keep such information strictly confidential, and the decision for this postponement is made upon the approval of the Board of Directors or the person authorized by the Board of Directors in this respect.

8. PRECAUTIONS TO PROTECT THE INTEGRITY OF INSIDE INFORMATION UNTIL PUBLIC ANNOUNCEMENT

GÜBRETAŞ employees protect any kind of information acquired during the course of employment that can be regarded as commercial secret during and after their employment with the company and they do not use such information directly or indirectly. Employees at GÜBRETAŞ are prohibited from engaging in activities that would generate commercial gains from trading shares of GÜBRETAŞ based on insider information obtained during the course of their employment. Moreover GÜBRETAŞ, taking all kind of precautions in information systems, also provides the corporate information security.

9. COMMUNICATION WITH CAPITAL MARKETS PARTICIPANTS

In GÜBRETAŞ, managing and conducting the relations with both present and potential investors regularly, responding to the questions of investors as effectively as possible, carrying out initiatives aimed at enhancing and increasing corporate value are conducted by Investor Relations.

Calls and face to face interviews at home and abroad with capital market participants are the important part of the development of the investor relations program and at the meetings which is not open to the public, any important/priviledged informations which has not been publicly disclosed before, are not being announced.

GÜBRETAŞ Investor Relations participates in all meetings with capital markets participants. Also, our current investor presentation prepared for these meetings declared to the public ivia KAP to make available for all shareholders and published in the official website synchronously.

All press meetings and releases are made by the executives authorized by the Company in this respect.

10. PROCEDURES REGARDING THE NEWS IN MEDIA

10.1. Media Tracking Mechanism

GÜBRETAŞ monitors the news regarding the Company in national and local press, television and internet media with a contracted media agency. Accordingly each morning the related news published in media are submitted to GÜBRETAŞ Executives, Corporate Communications Department, Budget Reporting Investor and Subsidiaries Relations Department and Legal Consultancy Department. Besides, relevant news contents are evaluated by Head Office and if required, Material Disclosure is made.

10.2. Explanations About News and Rumours

In case there is news and rumors published in the media outlets about the Company, which may affect the decisions of the investors and the value of capital market instruments, which are originated from those who are not authorized to represent the Company, and which are different from the information previously disclosed to public, then a special case disclosure will be made in respect of whether they are true and sufficient, in accordance with the pertinent communiques of the Capital Markets Board (CMB). The Company will ensure that the press releases in this respect are forwarded to various media outlets and broadcasts in the official website.

If regulatory disclosure related subjects, including the guidance are announced to public through press or other media, a regulatory disclosure is made either simultaneously or before this announcement. If above mentioned subjects are announced unintentionally during a public event, the related subject is disclosed immediately via KAP.

This shall also apply to such news and rumors, which are published in the media outlets, not requiring a special case disclosure in accordance the legislations of the Capital Markets Board (CMB), but for which the top management of the Company deem useful to make a disclosure in that respect.

11. DISCLOSURE OF FORWARD LOOKING EXPECTATIONS

Within the framework of GÜBRETAŞ Disclosure Policy, if required, forward looking statements are declared to the public given that it is resolved by the Board of Directors or there is a written approval from the person who is authorized by Board of Directors.

Forward looking statements are declared to the public by the management of the Company at most four times a year. Guidance may be announced both in the form of material events disclosures and through annual reports issued under CMB's financial statements regulations or presentations to inform investors provided these are published on the KAP.

Forward looking statements rely on reasonable assumptions and forecasts. At the explanations which will be made related to forward looking statements, in case there is a material difference between the matters previously disclosed to the public and realizations because of the unforeseen risks and developments, are made update including the reasons of such differences.

12. ANALYST REPORTS

The Company does not confirm, attest and take any responsibility for analyst reports or income models prepared for the Company. Nevertheless, for some certain and limited events and upon the request, in order to prevent the public from being misled, The Company may publish interpretation, evaluation and rectification, provided that only information disclosed to public is used and that this is limited to a specific issue.

13. SILENT PERIOD

Before the official disclosure of the periodical results, GÜBRETAŞ implements a practice called “Silent Period” when the people who have access to insider information abstain from sharing such information with the public. This Silence Period starts 15 days ago from declaring the results of relevant period and ends when these results are disclosed. During this period, the Company does not comment on undisclosed financial statements, does not negotiate about them and does not answer any questions regarding such statements within the frame of confidentiality principle.

14. ENFORCEMENT

Gübre Fabrikaları Türk A.Ş. Disclosure Policy comes into force upon the approval of GÜBRETAŞ Board of Directors. It is submitted for the information of the first General Assembly upon receiving the approval of GÜBRETAŞ Board of Directors. It also declared to the all shareholders and stakeholders via GÜBRETAŞ official website (www.gubretas.com.tr).

In the event that there is a need for amendment in the Disclosure Policy, it is submitted for the information of the General Assembly upon receiving the approval of GÜBRETAŞ Board of Directors. It also declared to the all shareholders and stakeholders via GÜBRETAŞ official website (www.gubretas.com.tr).

18. Informing on “Remuneration Principles for the Members of Board of Directors and Executives with Administrative Responsibility” in accordance with the regulations of Capital Markets Board

The General Assembly will be informed about “Gübre Fabrikaları T.A.Ş. Remuneration Policy” which was prepared in accordance with the article 4.6.2 of Annex-1 of Corporate Governance Communique numbered II-17.1 and was approved by the decision of the Board of Directors with dated 24.03.2014 and numbered 9875.

Gübre Fabrikaları T.A.Ş. Remuneration Policy

Remuneration Principles for the Members of Board of Directors and Executives with Administrative Responsibility

Gübre Fabrikaları T.A.Ş. remuneration policy document defines remuneration system and practices for the members of board of directors and top managers in the scope of those who have administrative responsibility as required by CMB Corporate Governance Principles regulations.

Remuneration Principles for the Members of Board of Directors and Executives with Administrative Responsibility are established in accordance with the international standards and the legal obligations by taking into consideration the macro-economic data in the market, the compensation policies prevailing in the market, the size of the company and the experiences, trainings, contributions of the individuals with respect to their current positions.

The basic purpose of this remuneration policy formed in the scope of principles above is to reward the success for the purpose of supporting our company to realize targets of company employees and to obtain the work results above their targets and to place the target-focused performance culture in our company.

Remuneration Principles for the Members of Board of Directors

Within the scope of the provisions of Articles of Association and relevant legislation which is valid for all the members of the Board of Directors, the amounts of fixed monthly fee, attendance fee and travelling expenses determined by the General Assembly are paid to the Board of Directors.

Remunerations paid to managers are determined by the Board of Directors.

For the remuneration of Independent Board Members, payment plans based on profit share, stock options or the company's performance may not be used. The wages for Independent Board Members shall be at a level reasonable for them to sustain their independence.

Remuneration Principles for Executives with Administrative Responsibility

Human Resources Department and Remuneration Committee defines its proposals related to the salary calculation of the senior managers considering the long-term objectives of the Company.

Remunerations for Executives with Administrative Responsibility arranged and applied in accordance with the fair, objective, appreciating high performance, competitive, rewarding and motivating criterias in the direction of the main targets of company.

19. Proposals and wishes

20. Closing

APPENDIX

Annex-1: The CVs of nominees for the Board of Directors memberships and the CVs and Independent Declaration of nominees for the Independent Board of Directors memberships

APPENDIX

Annex-1: The CVs of nominees for the Board of Directors memberships and the CVs and Independent Declaration of nominees for the Independent Board of Directors memberships

ABDULLAH KUTLU (Nominee of the Board of Directors)

He completed his license degree in the Culture Technical Department of Agriculture Faculty of Atatürk University and after his graduation he did his masters degree in the Sciences Institution of Trakya University.

Abdullah KUTLU started his business life as an engineer in Erzurum Regional Directorate of Köy Hizmetleri, then he took office as a Senior Engineer in Regional Directorate of Agriculture Credit Cooperatives, later on while he was working as chief in the same region, he was appointed as Regional Assistant Manager of Erzurum Regional Union in 1992. In 1995, he became the Regional Manager of the same Regional Union. In 1997 he was appointed as Consultant of the General Directorate of Central Union and on 25.02.2003 he was appointed as Regional Manager of Izmir Regional Union. While Abdullah KUTLU was carrying out this duty, he was appointed as the Assistant General Manager of the General Directorate of Central Union on 01.08.2008 and then he was appointed as the General Manager on 19.04.2011.

Duties Carried Out Within The Last 10 Years

Between the years 2003-2005 and 2008-2011, as the Chairman of the Board of Directors of İmece Plastik A.Ş.

Between the years 2003-2006, as the Chairman of the Board of Directors of Denizli Yem A.Ş.

Between the years 2007-2008, as the Vice Chairman of the Board of Directors of Tareks A.Ş.

Between the dates 24.03.2011-10.05.2011, as the Chairman of the Board of Directors of Tareks A.Ş.

In the years 2009-2011, as the Chairman of the Board of Directors of Tarkim A.Ş.

Between the years 2010-2012, as the Chairman of the Board of Directors of the Foundation of Pension Fund,

In the years 2006-2007-2008, as the Member of the Board of Directors of Gübre Fabrikaları T.A.Ş.

He has been carrying out his duty as the Chairman of the Board of Directors of Gübre Fabrikaları T.A.Ş. since 19.04.2011 up to this day.

NECDET DİRİK (Nominee of the Board of Directors)

Necdet Dirik completed his license degree in Economics and Administrative Sciences Faculty of Marmara University (1982). Necdet Dirik started business life in an Accountant Office and then he continued his career in Manisa Branch of the Turkish Religious Foundation and in 1985 in General Directorate of Central Union of Turkish Agriculture Credit Cooperatives, in 1989 he became chief, in 1994 he became Manager and then he worked respectively as the Coordination Manager of Administrative and Agricultural Affairs, Trade Manager and Domestic Purchases Manager, in 2003 he became expert, in 2005 he was appointed as the Chairman of the Supply and Marketing Department and currently he has been carrying out the same duty.

As of 1994 he worked in the following entities which are a participant of the Agriculture Credit Cooperatives;

As a Member of the Board of Directors of Tareks A.Ş.,

As a Member of the Board of Directors of Toros Gübre ve Pazarlama companies,

As the Chairman of the Board of Directors of Delice Feed Factory,

As a Member of the Board of Directors of imece Feed Factory,

As a Member and Managing Member of the Board of Directors of Tarım Kredi Sigortacılık ve Aracılık Şirketi,

As a Member and Managing Member of the Board of Directors of Tareks A.Ş. (second time),

As a Member of the Board of Directors of Poyraz Feed Factory,

As a Member and Vice Chairman of the Board of Directors of Gübre Fabrikaları T.A.Ş.,

As a Member, Vice Chairman and Chairman of the Board of Directors of Tarkim

Duties Carried Out Within The Last 10 Years

A. Ongoing Duties

Head of Supply and Marketing Department

Vice Chairman of the Board of Directors of Gübre Fabrikaları T.A.Ş

Chairman of the Board of Directors of Tarkim Bitki Koruma Sanayi ve Ticaret A.Ş.

B. Duties Ended

Domestic Purchases Manager 2003 (Duty change)

Expert 2005 (Duty change)

DR. EROL DEMİR (Nominee of the Board of Directors)

Mr. Demir was born on 13.05.1968 in Kahramanmaraş; he started his business life in 1988 in Turkish Credit Cooperatives. In 1997 he did his masters degree in Business Administration-Cooperation Business Department of Social Sciences Institution, in 2003 he did his Phd in Agriculture Economics Department of Sciences Institution of Ankara University. He took Office in various examination and research commissions which were established within the body of Turkish Cooperation Agency. He worked in the regulation committee of the International Cooperation Congre for two periods. He worked for the project of preparation of the Uniform Chart of Account for Turkish Agriculture Credit Cooperatives. Besides, from time to time he participated as lecturer in the training courses provided for the personnel of the agency. Currently, he has been working as the Chairman of the Department of Fund Management and Accounting of the General Directorate of the Turkish Agriculture Credit Committee.

Duties Carried Out Within The Last 10 Years

Ongoing Duties

Member of the Board of Directors of Gübre Fabrikaları T.A.Ş.

Member of the Board of Directors of Tarım Kredi Süt Sanayi ve Tic. A.Ş.

Member of the Board of Audit of Turkish Cooperation Agency

Member of the Board of Audit of Tareksav Education Foundation

Duties Ended

Vice Chairman of the Board of Directors of Tareks A.Ş. 2003-2007 (Resignation)

Member of the Board of Directors of Güven Sigorta Türk A.Ş. 2004-2008 (Resignation)

OSMAN BALTA (Nominee of the Board of Directors)

Osman Balta was born on 01.09.1963 in Erzurum. After receiving his university degree from Istanbul Technical University Sakarya Engineering Department, he worked as production and planning engineer in private sector until 1988's end. After completing military service, he began to work in Camialti Navy Yard in Türkiye Gemi Sanayi A.Ş., a subsidiary of ministry of transportation. Until 2009 he has been in various high rank positions. In 2009 August, he joined Gübre Fabrikaları T.A.Ş. as Assistant General Manager and thereafter he was assigned as General Manager as of February 1, 2012. He is the Chairman of the Board of Directors of Razi Petrochemical Co., a member of Board of Directors of Negmar Denizcilik ve Yatırım A.Ş., and the Vice Chairman of the Board of Directors of Raintrade Petrokimya ve Dış Ticaret A.Ş. He is married, with three children; he knows English and Arabic.

Duties Carried Out Within The Last 10 Years

Ongoing Duties

General Manager and Member of the Board of Directors of Gübre Fabrikaları T. A.Ş.

Chairman of the Board of Directors of Razi Petrochemical Co.

Member of the Board of Directors of Negmar Denizcilik Yatırım A.Ş.

Vice Chairman of the Board of Directors of Raintrade Petrokimya ve Dış Ticaret A.Ş.

İSHAK GÜNDÜZ (Nominee of the Board of Directors)

İshak GÜNDÜZ, who completed his undergraduate study at Atatürk University Agriculture Faculty Land Department, started his business life with Egean Agricultural Research Institute - Wheat Reclamation Project. Afterwards, he worked as an officer in Poyraz Agricultural Credit Cooperatives numbered 621 (1994-95) and Balçova Agricultural Credit Cooperatives numbered 329 (1995-1997). He worked as officer in Agricultural Credit Cooperatives İzmir Regional Union between 1997 and 2004 and worked as chief in Agricultural Credit Cooperatives İzmir Regional Union between 2004 and 2007. He worked as branch chairman of Coop Business No 1 (2007-2009), assistant manager of Agricultural Credit Cooperatives İzmir Regional Union (2009-2012). İshak GÜNDÜZ has been working as Regional Manager currently in Agricultural Credit Cooperatives Balıkesir Regional Union (2012-).

Duties Carried Out Within The Last 10 Years

A. Ongoing Duties

Member of the Board of Directors of Tarım Kredi Süt Sanayi ve Tic. A.Ş. Tarım Kredi

Member of the Board of Directors of Endüstriyel Ürünler Pz.ve Tic. A.Ş. Tarım Kredi Yem

Member of the Board of Directors of Sanayi ve Ticaret A.Ş.

B. Duties Ended

Membership of the Board of Directors of İmece Plastik Sanayi ve Ticaret A.Ş. (2009-2011)

Membership of the Board of Audit of Tarkim Bitki Koruma San. ve Ticaret A.Ş.

(30.04.2009 - 31.12.2009)

Membership of the Board of Directors of Tarkim Bitki Koruma Sanayi ve Ticaret A.Ş.

(2011 – 2012)

MUSTAFA ÇIRAK (Nominee of the Board of Directors)

İshak GÜNDÜZ completed his undergraduate study at 9 Eylül University Faculty of Economics and Administrative Sciences Labor Economics Department.

He started his business life as Controller in Agricultural Credit Cooperatives İzmir Regional Union in 1988. He was assigned as Inspector to Committee of Inspection Chairmanship of The Central Union of Turkish Agricultural Credit Cooperatives Head Office in 1995. He was assigned as Regional Assistant Manager to Agricultural Credit Cooperatives İzmir Regional Union in 1999. He was assigned as Regional Manager to Agricultural Credit Cooperatives Kütahya Regional Union in 2011 and he has been carrying out the same duty currently.

Duties Carried Out Within The Last 10 Years

A. Ongoing Duties

Vice Chairman of the Board of Directors Tarım Kredi Süt San. ve Tic. A.Ş.

Member of the Board of Directors Tarım Kredi Yem AŞ.

B. Duties Ended

Vice Chairman of the Board of Directors Denizli Yem Sanayi A.Ş. 2000-2011

Chairman of the Board of Directors Poyraz Yem Sanayi A.Ş. 2011-2012

PROF. DR. LOKMAN DELİBAŞ (Nominee of the Independent Member of the Board of Directors)

Lokman DELİBAŞ completed his license degree in Agriculture Faculty of Ataturk University in 1980 and he worked as Senior Agriculture Engineer in the 9th Regional Directorate of Erzurum Topraksu for 6 months and then he started to work as an assistant in Agriculture Faculty of Ataturk University in 1981 and he completed his Phd education in Culture-technic Department of Sciences Institution of Ataturk University in 1984.

In 1987 he was appointed as the Vice Assistant Professor to the Department of Culture-technic Department of Tekirdağ Agriculture Faculty of Trakya University. On 20 October 1989 he was granted the title of Assistant Professor of the University due to his studies which he performed regarding Culture-technic matters and accordingly he was appointed as Assistant Professor to the Culture-technic Department of Tekirdağ Agriculture Faculty of Trakya University.

He conducted his duties as a member of the Commission of Purchase of the Faculty and as a member of the Commission of Education-Learning in Tekirdağ Agriculture Faculty between the years 1988 - 1990.

In 1993 he was appointed as the Founding Manager to the Lüleburgaz Vacation School of Higher Education which was established under the Trakya University and he held office until 1996. He was appointed as the Professor on 13 January 1995. He took office as the Head of the

Department of Agricultural Constructions and Irrigation of Tekirdağ Agriculture Faculty between the years 1995-1997.

Lokman DELİBAŞ took office as Faculty Member under the title of Assistant Docent between the years 1987-1990, under the title of Assistant Professor between the years 1990-1995, under the title Professor between the years 1995-2006 in Tekirdağ Agriculture Faculty of Trakya University. He was appointed to Namık Kemal University by transfer in 2006 and he has been carrying out the duty of Faculty Member in Tekirdağ Agriculture Faculty which has been joined to Namık Kemal University.

He has made a range of scientific publishing since 1987 and taught a range of license and masters degree lectures. In the same period, several times he worked as a jury member regarding foreign language and science, as a jury member regarding the duty of assistant professor, as a director for masters degrees and Phd thesis and as a arbitrator in various scientific magazines.

Duties Carried Out Within The Last 10 Years

Ongoing Duties

Faculty Member in Namık Kemal University

Independent Member of the Board of Directors of Gübre Fabrikaları T.A.Ş.

AYDIN BEDİR (Nominee of the Independent Member of the Board of Directors)

After he graduated from Gazi University School of Vocational Education Management Accounting Department in 1982, he worked as vocational courses teacher in Çanakkale Trade High School between 1984 and 1988. He gave general accounting and cost accounting as vocational courses.

He started to work as Controller of Tekirdağ Regional Union in 1988 after passing the exam which was opened within the body of The Central Union of Turkish Agricultural Credit Cooperatives in 1987.

Until 1995, in the line of his duty, he made the audit, analyzed the accounts of Agricultural Credit Cooperatives which is in the body of Tekirdağ Regional Union and he made examinations and investigations about its employees. Also, he audited the results of year.

He was assigned as Regional Assistant Manager to Agricultural Credit Cooperatives Erzurum Regional Union with the decision of the Board of Directors in 1995. In the same time, he made the membership of the Board of Directors in Baysan Bayburt Yem Sanayi ve Ticaret A.Ş. which is within the body of The Central Union.

After he worked as Specialist and Controller in Agricultural Credit Cooperatives Sakarya Regional Union in 1998, again he was appointed as Controller to Agricultural Credit Cooperatives Tekirdağ Regional Union. With decision of the Central Union, he made inspections in Agricultural Credit Cooperatives which is within the body of Regional Union. He had continued the subjects of other audit, accounting, examination and investigation until 2007. He retired from Agricultural Credit Cooperatives Tekirdağ Regional Union in 2007.

Duties Carried Out Within The Last 10 Years

A. Ongoing Duties

None.

B. Duties Ended

Agricultural Credit Cooperatives Tekirdağ Regional Union Regional Controller 1998-2007
Retired

Mustafa Fevzi YÜKSEL (Nominee of the Independent Member of the Board of Directors)

He became Mechanical Engineer after completing his undergraduate study in İstanbul Technical University. After a while later he worked in 12th Regional Directorate; he completed his military service as Technical Officer in Bursa Işıklar Military High School.

He started to work as engineer in Konya Şeker Factory in 1976 and contributed to duplicate the capacity of factory. Respectively; he worked as administrator in Eskişehir, Elbistan, Afyon, Elazığ, ağaşn Afyon and Adapazarı Şeker factories and he retired after 1999 earthquake.

He worked as engagement director in assembly process and test campaign from beginning to end at Elbistan sugar company.

After he worked as General Manager in private sector, in 2000 he started again his duty as administrator in Konya Şeker Company. He took in charge orders of project, machine plant and tender works of Çumra Şeker Factory, he worked as engagement director in assembly process and test campaign of factory which has the biggest capacity in Turkey, he worked as Deputy General Manager and Project and Investment Coordinator.

Between 2006 and 2011 he was the membership of the Board of Şeker and he was the membership of the company which Konya Şeker had share.

Duties Carried Out Within The Last 10 Years

A. Ongoing Duties

None

B. Duties Ended

Adapazarı Şeker Fabrikası Operating Manager	1999 Retired
Private Sector General Manager	2000 Resignation
Konya Şeker Vice General Manager	2009 Duty Change
Konya Şeker Deputy General Manager	2010 Duty Change
Konya Şeker Project Investment Coordinator	2011 Resignation
Panplast The Membership of the Board of Directors	2007 Ending of Duty
The Membership of the Board of Şeker	2006-2011 Ending of Duty

BAĞIMSIZLIK BEYANI

Gübre Fabrikaları T.A.Ş (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu tarafından ilan edilen Kurumsal Yönetim İlkelerinde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hisimlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5'inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticari ilişkinin kurulmadığını,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Bağlı olduğum mevzuata uygun olarak, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmayacağımı,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşik sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

h) Yönetim Kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu

beyan ederim. 05.03.2014

ADI – SOYADI : Lokman DELİBAŞ

İMZASI:



BAĞIMSIZLIK BEYANI

Gübre Fabrikaları T.A.Ş (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu tarafından ilan edilen Kurumsal Yönetim İlkelerinde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5'inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticari ilişkinin kurulmadığını,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın aldığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Bağlı olduğum mevzuata uygun olarak, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmayacağımı,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşik sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

h) Yönetim Kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu

beyan ederim. 05.03.2014

ADI – SOYADI :

Aydın Bedir

İMZASI:



BAĞIMSIZLIK BEYANI

Gübre Fabrikaları T.A.Ş (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu tarafından ilan edilen Kurumsal Yönetim İlkelerinde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığını, sermaye veya oy haklarının veya imtiyazlı payların %5'inden fazlasına birlikte veya tek başına sahip olunmadığını ya da önemli nitelikte ticari ilişkinin kurulmadığını,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Bağlı olduğum mevzuata uygun olarak, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmayacağımı,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşik sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek ölçüde etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,

ğ) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

h) Yönetim Kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu

beyan ederim. 05.03.2014

ADI – SOYADI :

Mustafa Feriz Yüksel

İMZASI:

