

**GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ**  
**INFORMATION DOCUMENT RELATED TO ORDINARY GENERAL ASSEMBLY**  
**DATED APRIL 16, 2015 WITH REGARD TO THE YEAR 2014 FISCAL PERIOD**

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 Assembly 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.

## **GÜBRE FABRİKALARI TÜRK ANONİM ŞİRKETİ**

### **THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2014**

- 1.** Opening and election of the Meeting Board
- 2.** Reading and discussion of the Annual Report summary of the Board of Directors for 2014 fiscal year
- 3.** Reading of the Independent Audit Company summary for 2014 fiscal year
- 4.** Reading, discussion and approval of the Financial Statements for 2014 fiscal year
- 5.** Submitting the members 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 to the General Assembly for approval
- 6.** Acquittal individually of the members 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
- 8.** Submitting the Independent Audit Company selected 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 2014 fiscal year
- 10.** Informing the General Assembly on the donations and aids which were provided by the Company in the 2014 fiscal year
- 11.** Submitting articles 7 and 14 of the Articles of Association of the Company amended within the scope of conformity with the Capital Market Law and Turkish Commercial Code to the General Assembly for approval
- 12.** Election of the members of the Board of Directors
- 13.** Determination of the remuneration of the members of the Board of Directors
- 14.** 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
- 15.** 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
- 16.** Proposals and wishes
- 17.** 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	253.684.606,88	75,95%	25.368.460.688	75,95%
Other	80.315.393,12	24,05%	8.031.539.312	24,05%
<b>Total</b>	<b>334.000.000</b>	<b>100,00%</b>	<b>33.400.000.000</b>	<b>100,00%</b>

#### 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:

After the resignation of Abdullah Kutlu on 30 September 2014, Chairman of the Board of Directors, who was elected 2014 Ordinary General Assembly; Ali Namık Bostancı was elected for the vacant position in the same date and then after the resignation of Ali Namık Bostancı on 17 December 2014, İrfan Güvendi was elected for the vacant position in the same date by the Board of Directors pursuant to Article 363rd of the Turkish Commercial Code.

In addition to changes of Chairman of the Board of Directors, new members of the Board of Directors, presented in the table below, elected by the Board of Directors pursuant to Article 363rd of the Turkish Commercial Code will be submitted for the General Assembly’s approval.

Title	The member of the Board of Directors who resigned	Date of Completion	The member of the Board of Directors who was elected for the vacant positions	Date of Appointment
Başkan Vekili	Necdet DİRİK	30.12.2014	Selahattin AYDOĞAN	30.12.2014
Üye	Mustafa ÇIRAK	05.01.2015	Adem DANIŞIK	05.01.2015
Üye	İshak GÜNDÜZ	05.01.2015	Veli ALTUNKAŞ	05.01.2015
Üye	Dr. Erol DEMİR	19.01.2015	-	-
İcracı Üye	Osman BALTA	31.01.2015	Şükrü KUTLU	23.02.2015

### 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 Assembly related to the fiscal year 2014.

### 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.

According to the resolution of the Board of Directors Meeting dated 21.01.2015;

- Of the article 7 of the Articles of Association of Company because of the increase of authorized capital to 1 billion TL from the current 200 million TL,
- Of the article 14 of the Articles of Association of Company pursuant to Article 367th and 371st of the Turkish Commercial Code

in order to be amended as indicated below in the amendment draft, necessary approvals and permissions were obtained from Capital Market Board and T.R. Custom and Trade Ministry and the amendments of the article 7 and 14 of the Articles of Association shall be submitted for the General Assembly's approval.

<u>ESKİ METİN</u>	<u>YENİ METİN</u>
<b>II. SERMAYE VE HİSSE SENETLERİ</b> Sermaye, sermayenin ödenme şekilleri ve şartları	<b>II. SERMAYE VE PAY SENETLERİ</b> Sermaye, sermayenin ödenme şekilleri ve şartları
<b>Madde 7 – Şirketin Sermayesi</b> Şirket 2499 sayılı Kanun hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu'nun 11.9.1987 tarih ve 533 sayılı izni ile bu sisteme geçmiştir. Şirketin kayıtlı sermayesi 200.000.000,00 TL (İkiyüzmilyonTürkLirası)'dır. Şirketin çıkarılmış sermayesi her biri 1 (Bir Kuruş) Kuruşluk itibari değerde 33.400.000.000,00 (otuzüçmilyardörtüymilyon) adet paya bölünmüş durumdadır. Payların itibari değeri 500,-TL iken önce 5274 sayılı Türk Ticaret Kanununda Değişiklik Yapılmasına Dair Kanun uyarınca 1 Yeni Kuruş, daha sonra 4 Nisan 2007 tarih ve 2007/11963 sayılı Bakanlar Kurulu Kararı ile Yeni Türk Lirası ve Yeni Kuruş'ta yer alan "Yeni" ibaresinin 1 Ocak 2009 tarihinde kaldırılması sebebiyle 1 Kuruş olarak değiştirilmiştir. İşbu esas sözleşmede yer alan "Türk Lirası" ibareleri yukarıda belirtilen Bakanlar Kurulu Kararı uyarınca değiştirilmiş ibarelerdir.	<b>Madde 7 – Şirketin Sermayesi</b> Şirket 2499 sayılı Kanun hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu'nun 11.9.1987 tarih ve 533 sayılı izni ile bu sisteme geçmiştir. <b>Şirketin kayıtlı sermaye tavanı 1.000.000.000,00 TL (BirMilyarTürkLirası)'dır.</b> Şirketin çıkarılmış sermayesi her biri 1 (Bir Kuruş) Kuruşluk itibari değerde 33.400.000.000,00 (otuzüçmilyardörtüymilyon) adet paya bölünmüş durumdadır. Payların itibari değeri 500,-TL iken önce 5274 sayılı Türk Ticaret Kanununda Değişiklik Yapılmasına Dair Kanun uyarınca 1 Yeni Kuruş, daha sonra 4 Nisan 2007 tarih ve 2007/11963 sayılı Bakanlar Kurulu Kararı ile Yeni Türk Lirası ve Yeni Kuruş'ta yer alan "Yeni" ibaresinin 1 Ocak 2009 tarihinde kaldırılması sebebiyle 1 Kuruş olarak değiştirilmiştir. İşbu esas sözleşmede yer alan "Türk Lirası" ibareleri yukarıda belirtilen Bakanlar Kurulu Kararı uyarınca değiştirilmiş ibarelerdir.

<p>Bu deęişim sebebiyle, toplam pay sayısı azalmıő olup 500,-TL'lik 20 adet pay karőılıęında 1 (Yeni) Kuruő nominal deęerli pay verilmiőtir. Söz konusu deęişim ile ilgili olarak ortakların sahip oldukları paylardan doęan hakları saklıdır. Sermayeyi temsil eden paylar kaydıleőtirme esasları çerçevesinde kayden izlenir.</p> <p>Sermaye Piyasası Kurulunca verilen kayıtlı sermaye tavanı izni, 2009-2013 yılları (5 yıl) için geçerlidir. 2013 yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşılamamıő olsa dahi, 2013 yılından sonra yönetim kurulunun sermaye artırım kararı alabilmesi için; daha önce izin verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulundan izin almak suretiyle genel kuruldan yeni bir süre için yetki alması zorunludur. Söz konusu yetkinin alınmaması durumunda Őirket kayıtlı sermaye sisteminden çıkmıő sayılır.</p> <p>Őirketin çıkarılmıő sermayesi, tamamı ödenmiő 334.000.000,00 TL(üçyüzotuzdörtmilyon TürkLirası) dır. Bu sermayenin 2.337.820,00 TL(İkimilyonüçyüzotuzyedibinsekizyüzyirmi Türk Lirası)'lik kısmı nakten ödenmiőtir. Bakiye 15.161.068,60 TL(OnbeőmilyonyüzaltmıőbirbinaltmıősekizTürkLirası AltmıőKuruő)'lik kısmı 213 sayılı Vergi Usul Kanunu'nda deęişiklik yapan 2731 sayılı Kanunun getirdięi yeniden deęerleme hükümleri gereęince oluőan Deęer Artıő Fonundan, 290.656.985,33 TL (İkiyüzdoksanmilyonaltıyüzellialtıbindokuzyüzseksen beőTürkLirasıOtuzüçKuruő)'lik kısmı Olaęanüstü Yedek Akçelerden, 25.159.164,89 TL (YirmibeőmilyonyüzellidokuzbinyüzaltmıődörtTürkLirası SeksendokuzKuruő)'lik kısmı Özsermaye Enflasyon Düzeltme Farklarından, 684.959,75 (AltyüzseksendörtbinDokuzyüzellidokuzTürkLirasıY etmiő-beőKuruő)'lik kısmı Sermaye'ye Eklenecek Gayrimenkul satıő karlarından, 1.43 TL(BirTürkLirasıKırküçKuruő)'lik kısmı ise Gübretaő Gübre Pazarlama ve Terminalcilik A.Ő.nin devralınması nedeniyle yapılan sermaye artırımlarından karőılanmıőtir.</p> <p>Sermayeye ilave edilen iç kaynaklar karőılıęında çıkarılan hisse senetleri Őirket ortaklarına hisseleri nispetinde bedelsiz olarak daęıtılmıőtir.</p> <p>Yönetim Kurulu, 2009-2013 yılları arasında Sermaye Piyasası Mevzuatı hükümlerine uygun olarak, gerekli gördüęü zamanlarda çıkarılmıő sermayeyi artırmaya yetkilidir.</p>	<p>Bu deęişim sebebiyle, toplam pay sayısı azalmıő olup 500,-TL'lik 20 adet pay karőılıęında 1 (Yeni) Kuruő nominal deęerli pay verilmiőtir. Söz konusu deęişim ile ilgili olarak ortakların sahip oldukları paylardan doęan hakları saklıdır. Sermayeyi temsil eden paylar kaydıleőtirme esasları çerçevesinde kayden izlenir.</p> <p>Sermaye Piyasası Kurulunca verilen kayıtlı sermaye tavanı izni, <b>2015-2019</b> yılları (5 yıl) için geçerlidir. <b>2019</b> yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşılamamıő olsa dahi, <b>2019</b> yılından sonra yönetim kurulunun sermaye artırım kararı alabilmesi için; daha önce izin verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulundan izin almak suretiyle genel kuruldan yeni bir süre için yetki alması zorunludur. <b>Bu yetkinin süresi 5 yıllık dönemler itibariyle genel kurul kararıyla uzatılabilir. Söz konusu yetkinin alınmaması durumunda Őirket yönetim kurulu kararıyla sermaye artırımını yapamaz.</b></p> <p>Őirketin çıkarılmıő sermayesi, tamamı ödenmiő 334.000.000,00 TL(üçyüzotuzdörtmilyon TürkLirası) dır. Bu sermayenin 2.337.820,00 TL(İkimilyonüçyüzotuzyedibinsekizyüzyirmi Türk Lirası)'lik kısmı nakten ödenmiőtir. Bakiye 15.161.068,60 TL(OnbeőmilyonyüzaltmıőbirbinaltmıősekizTürkLirası AltmıőKuruő)'lik kısmı 213 sayılı Vergi Usul Kanunu'nda deęişiklik yapan 2731 sayılı Kanunun getirdięi yeniden deęerleme hükümleri gereęince oluőan Deęer Artıő Fonundan, 290.656.985,33 TL (İkiyüzdoksanmilyonaltıyüzellialtıbindokuzyüzseksen beőTürkLirasıOtuzüçKuruő)'lik kısmı Olaęanüstü Yedek Akçelerden, 25.159.164,89 TL (YirmibeőmilyonyüzellidokuzbinyüzaltmıődörtTürkLirası SeksendokuzKuruő)'lik kısmı Özsermaye Enflasyon Düzeltme Farklarından, 684.959,75 (AltyüzseksendörtbinDokuzyüzellidokuzTürkLirasıY etmiő-beőKuruő)'lik kısmı Sermaye'ye Eklenecek Gayrimenkul satıő karlarından, 1.43 TL(BirTürkLirasıKırküçKuruő)'lik kısmı ise Gübretaő Gübre Pazarlama ve Terminalcilik A.Ő.nin devralınması nedeniyle yapılan sermaye artırımlarından karőılanmıőtir.</p> <p>Sermayeye ilave edilen iç kaynaklar karőılıęında çıkarılan hisse senetleri Őirket ortaklarına hisseleri nispetinde bedelsiz olarak daęıtılmıőtir.</p> <p>Yönetim Kurulu, <b>2015-2019</b> yılları arasında Sermaye Piyasası Mevzuatı hükümlerine uygun olarak, gerekli gördüęü zamanlarda çıkarılmıő sermayeyi artırmaya yetkilidir.</p>
<p><b>III. YÖNETİM KURULU</b></p> <p>Yönetim Kurulunun oluőturulması, görevleri ve Őirketin idaresi</p>	<p><b>III. YÖNETİM KURULU</b></p> <p>Yönetim Kurulunun oluőturulması, görevleri ve Őirketin idaresi</p>

**Madde 14**

Şirketin idaresi ve dışarıya karşı temsili, Yönetim Kuruluna aittir. Şirket tarafından verilecek bütün belgelerin ve sözleşmelerin geçerli olabilmesi için bunların Şirketin ticaret unvanı altına konmuş ve Şirketi temsil ve ilzama yetkili iki kişinin imzasını taşıması lâzımdır. Yönetim Kurulu, temsile yetkili kişileri ve bunların temsil şekillerini gösterir kararının noter tarafından onaylanmış suretini TTK'nın ilgili hükümleri çerçevesinde tescil ve ilân ettirir. Yönetim Kurulu, TTK ve SPK'nın devredilemez görev ve yetkilerine ilişkin maddesi haricinde temsil yetkisini bir veya daha fazla murahhas azaya veya müdür olarak üçüncü kişilere devredebilir. Ancak bu durumda, en az bir Yönetim Kurulu üyesinin temsil yetkisine haiz olması şarttır.

Murahhas aza birden fazla ise oyların ekseriyeti ile karar alabilirler. Murahhas azaya veya müdürlere verilecek görev, yetki ve ücretler Yönetim Kurulu tarafından belirlenir. Bunların tayin ve azilleri Yönetim Kuruluna ait olup, tescil ve ilân ettirilir. Müdürlerin mes'uliyeti, vazife süreleri ve vazifelerini devir edememe keyfiyeti TTK hükümlerine tabidir.

**Madde 14**

Şirketin idaresi ve dışarıya karşı temsili, Yönetim Kuruluna aittir. Şirket tarafından verilecek bütün belgelerin ve sözleşmelerin geçerli olabilmesi için bunların Şirketin ticaret unvanı altına konmuş ve Şirketi temsil ve ilzama yetkili iki kişinin imzasını taşıması lâzımdır. Yönetim Kurulu, temsile yetkili kişileri ve bunların temsil şekillerini gösterir kararının noter tarafından onaylanmış suretini TTK'nın ilgili hükümleri çerçevesinde tescil ve ilân ettirir. Yönetim Kurulu, temsil yetkisini bir veya daha fazla murahhas azaya veya müdür olarak üçüncü kişilere devredebilir. Ancak bu durumda, en az bir Yönetim Kurulu üyesinin temsil yetkisine haiz olması şarttır. **Yönetim Kurulu TTK'nın ilgili hükümleri çerçevesinde düzenleyeceği bir iç yönergeye göre, yönetimi, kısmen veya tamamen bir veya bir kaç Yönetim Kurulu üyesine ve/veya Yönetim Kurulu üyesi olmayan üçüncü kişilere devretmeye yetkilidir. TTK ve SPK'nın ilgili hükümlerindeki devredilemez görev ve yetkiler saklıdır.**

Murahhas aza birden fazla ise oyların ekseriyeti ile karar alabilirler. Murahhas azaya veya müdürlere verilecek görev, yetki ve ücretler Yönetim Kurulu tarafından belirlenir. Bunların tayin ve azilleri Yönetim Kuruluna ait olup, tescil ve ilân ettirilir. Müdürlerin mes'uliyeti, vazife süreleri ve vazifelerini devir edememe keyfiyeti TTK hükümlerine tabidir.

**EXPLANATIONS REGARDING THE AGENDA OF  
ORDINARY GENERAL ASSEMBLY MEETING DATED APRIL 16, 2015**

**1. Opening and election of the Meeting Board**

The Chairman, Vote collector and minutes scribe shall be constituted to conduct the Ordinary General Assembly within the framework of Turkish Commercial Code No: 6102, "Procedures and Principles of Ordinary General Assemblies 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. Reading and discussion of the Annual Report summary of the Board of Directors for 2014 fiscal year**

The year 2014 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](http://www.kap.gov.tr), on EGMS page and on our corporate internet address [www.gubretas.com.tr](http://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.

**3. Reading of the Independent Audit Company summary for 2014 fiscal year**

The Independent Auditors' Report which has been submitted for the review of our shareholders' on E-GMS page, on the Public Disclosure Platform, on our corporate internet address [www.gubretas.com](http://www.gubretas.com), within the scope of the provisions of Turkish Commercial Code and Regulations shall be read at the Ordinary General Assembly and submitted to the review of our shareholders.

**4. Reading, discussion and approval of the Financial Statements for 2014 fiscal year**

Financial Statements for the year 2014, 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](http://www.kap.gov.tr) and the company web site addressed [www.gubretas.com.tr](http://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.



**5. Submitting the members 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 to the General Assembly for approval**

After the resignation of Abdullah Kutlu on 30 September 2014, Chairman of the Board of Directors, who was elected 2014 Ordinary General Assembly; Ali Namık Bostancı was elected for the vacant position in the same date and then after the resignation of Ali Namık Bostancı on 17 December 2014, İrfan Güvendi was elected for the vacant position in the same date by the Board of Directors pursuant to Article 363rd of the Turkish Commercial Code.

In addition;

- After the resignation of Necdet Dirik on 30 December 2014, Vice Chairman of the Board of Directors, Selahattin Aydođan was elected for the vacant position in the same date,
- After the resignations of Mustafa Çırak and İshak Gündüz on 5 January 2015, the members of the Board of Directors, Adem Danişık ve Veli Altunkaş were elected for the vacant positions in the same date,
- After the resignation of Osman Balta on 1 February 2015, the member of the Board of Directors and General Manager, Şükrü Kutlu was elected for the vacant positions in the same date

were elected by the Board of Directors pursuant to Article 363rd of the Turkish Commercial Code and the election of the aforementioned members of the Board of Directors shall be submitted for the General Assembly's approval.

**6. 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 2014 shall be submitted for the General Assembly's approval.

**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 shall be presented to the approval of the General Assembly.

**Profit Distribution Proposal of Gübre Fabrikaları T.A.Ş. for the year 2014**

The distribution of 210.609.765 TL profit (result of 2014 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:

	<b>CMB</b>	<b>Legal Records</b>
1 <b>Issued Capital</b>	<b>334.000.000,00</b>	<b>334.000.000,00</b>
2 Total Legal Reserves (According to Legal Records)	27.094.749,20	27.094.749,20
Information on Profit Distribution Privileges if any, According to Articles of Association		-
3 Profit for the Period	210.609.765,00	188.134.895,60
4 Taxes Payable (-)		-30.315.313,63
5 <b>Net Profit for the Period (=)</b>	210.609.765,00	157.819.581,97
6 Accumulated Losses (-)		0,00
7 Primary Legal Reserves (-)	-7.890.979,10	-7.890.979,10
8 Net Distributable Profit for the Period (=)	202.718.785,90	149.928.602,87
9 Donations (+)	699.228,86	
10 Net Distributable Profit for the Period, Basis for First Dividend (=)	203.418.014,76	
11 First Dividend to Shareholders		
<i>Cash</i>	-50.100.000,00	
<i>Non Paid-Up</i>	0,00	
<i>Total</i>	-50.100.000,00	
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 (-)	-3.340.000,00	
17 Statutory Reserves		
18 Special Reserves		
19 Extraordinary Reserves	149.278.785,90	149.928.602,87
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, 50.100.000,-TL from distributable profit will be distributed as cash starting from July 31, 2014 (Gross 0,15 TL, net 0,1275 TL for a 1 TL nominal value share), remaining 149.278.785,90 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. 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 2015 activity year and this decision shall be submitted for the General Assembly's approval.

**9. 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 2014 fiscal year**

It shall be submitted at the General Assembly for our shareholders' information that there are neither no warranty, pledge, mortgages and gurantees granted in favor of third parties nor any revenues or benefits acquired in 2014.

**10. Informing the General Assembly on the donations and aids which were provided by the Company in the 2014 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 2014, the amount of donations granted to tax exempt foundations and associations is 699.228,86.-TRL.

**11. Submitting articles 7 and 14 of the Articles of Association of the Company amended within the scope of conformity with the Capital Market Law and Turkish Commercial Code to the General Assembly for approval**

Within the context of adaptation of the Articles of Association to Capital Market Board and Turkish Comercial Code, the amendments of article 7<sup>th</sup> and 14<sup>th</sup> is **in the article 4<sup>th</sup> of "Additional Explanations Within the Context of CMB Corporate Governance Principles" part** and the afforamentioned amendments of articles will be submitted for General Assembly's approval. After the approval of Capital Market Board dated 29.01.2015 for the abovementioned amendments of articles, the application made by Company to T.R. Custom and Trade Ministry was approved by related ministry with its official letter numbered 67300147/431.02.

**12. 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, İrfan GÜVENDİ, Selahattin AYDOĞAN, Adem DANIŞIK, Veli ALTUNKAŞ and Şükrü KUTLU, whose terms of duty have expired.

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

- İrfan GÜVENDİ
- Selahattin AYDOĞAN
- Adem DANIŞIK
- Veli ALTUNKAŞ
- Şükrü KUTLU
- Kamil Kenan YENİCE

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, Mustafa Fevzi YÜKSEL and Aydın BEDİR, whose terms of duty have expired.

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

- Hasan SEZER
- Prof. Dr. Nuh BOYRAZ
- Av. Dr. Cahit SULUK

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.

**13. 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 2015 until the Ordinary General Assembly Meeting in 2016 at which the year 2015 activities shall be determined.

**14. 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.

**15. 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.

**16. Proposals and wishes**

**17. 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**

#### **İRFAN GÜVENDİ (Nominee of the Board of Directors)**

İrfan Güvendi was graduated from International Relations Department in the Faculty of Political Sciences, Ankara University in 1991. He completed his master education in Department of Public Administration, Selçuk University (2006). His doctorate education continues in Yıldırım Beyazıt University.

In 1992, he started his career as Auditor Assistant in Court of Accounts and in 1994-1995, he worked under the World Bank project of the Restructuring the Public Financial Management of the Republic of Turkey. He then worked as auditor in Court of Accounts (1994-2000), as lead auditor in Court of Accounts (2000-2002), as consultant in the General Secretariat of the Grand National Assembly of Turkey (2001-2003), as Deputy General Manager in the Central Union of Agricultural Credit Cooperatives (2003-2009), as vice chairman in the board of Gübre Fabrikaları T.A.Ş. (2003-2009), as chairman of the board of Güven Sigorta (2003-2006), as vice chairman of the board of Tarım Sigorta A.Ş. (2006-2007), as the executive director and vice chairman of the board of Razi Petrochemical Co. (2008-2009), as the chairman of the board of HAY-SÜT A.Ş.(Süt Hayvancılık-Besi Hayvancılık Ve Bitkisel Üretim) (2010-2014), as general manager and vice chairman of the board of Lokman Hekim Engürüsağ A.Ş. (2009-2014) and as the specialist auditor of Court of Accounts (2014).

In addition to being the General Manager of the Central Union of the Agricultural Credit Cooperatives since 16th December, 2014, Mr. Güvendi is also the chairman of the Board of Gübre Fabrikaları T.A.Ş. and Raintrade Petrokimya ve Dış Ticaret A.Ş..

#### **Duties Carried Out Within The Last 10 Years**

##### **Ongoing Duties**

Central Union of the Agricultural Credit Coop.	General Manager
Gübre Fabrikaları T.A.Ş.	Chairman of the Board
Raintrade Petrokimya ve Dış Ticaret A.Ş.	Chairman of the Board

##### **Duties Ended**

Güven Sigorta	Chairman of the Board	(2003-2006)
Gübre Fabrikaları T.A.Ş.	Vice Chairman of the Board	(2003-2009)
Tarım Sigortaları A.Ş.	Vice Chairman of the Board	(2006-2007)

Razi Petro Kimya Şirketi	Executive Director and Vice Chairman	(2008-2009)
Lokman Hekim Engürüsağ A.Ş.	General Manager and Vice Chairman	(2009-2014)
HAY-SÜT A.Ş.	Chairman of the Board	(2010-2014)

### **SELAHATTİN AYDOĞAN (Nominee of the Board of Directors)**

Selahattin Aydoğan started his career as Assistant Inspector in the Central Union of Turkish Agricultural Credit Cooperatives at 14.01.1988. He became inspector in 01.08.1991. While working as inspector, he was appointed as the vice president of Board of Inspection at 28.07.2003 and then the president of the Board of Inspection at 30.10.2005. Mr. Aydoğan, who successfully fulfilled this duty, has worked as consultant inspector since 30.05.2011. With the resolution of the board of Central Union dated 26.12.2014 no. 473, Mr. Aydoğan has been appointed to the presidency of the Board of Counselling and Inspection.

Birth Date and Place: 1966 – Bolu

Graduation: Graduated from Business Administration Department in the Faculty of Economics and Administrative Sciences, Gazi University, 1987.

Foreign Language: German

Marital Status: Married, 3 Children.

### **Duties Carried Out Within The Last 10 Years**

#### **Ongoing Duties**

President of the Board of Counselling and Inspection at the Central Union of Agricultural Credit Cooperatives

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

#### **Duties Ended**

President of the Board of Ins. at the Cen. Union of Agricul. C. Coop. (2005-2011)

Member of the Board of Audit at Gübre Fabrikaları T.A.Ş. (2005-2011)

Consultant Inspector at the Central Union of Agricultural Credit Coop. (2011-2014)

### **ADEM DANIŞIK (Nominee of the Board of Directors)**

Adem Danişık completed his undergraduate education at Department of Plant Protection, Faculty of Agriculture, Ankara University in 1988 and then he started to his career as officer in Ankara Region Union of Agricultural Credit Cooperatives in 1989. He served in Keskin Agricultural Credit Cooperative numbered 252 bounded Ankara Region Union between 1989 and 1991 and in Akyurt Agricultural Credit Cooperative numbered 1528 bounded Ankara Region Union between 1991 and 1994. He was appointed to Internal Purchase Management bounded Department of Supply and Marketing Central Union of Agricultural Credit Cooperative in 1994.

Mr. Danişık served in different units of Head of Department of Supply and Marketing and then Management of Plant Nutrition and Protection. While he was working in Management of Plant Nutrition and Protection, he was appointed as chief to Department of Plant Protection in 2004.

While he was working as chief in Management of Plant Nutrition and Protection, he was appointed as manager to Management of Plant Nutrition and Protection in 2010.

#### **Duties Carried Out Within The Last 10 Years**

##### **Ongoing Duties**

Central Union of Agricultural Credit Coop. Gübre Fabrikaları T.A.Ş.	Head of Marketing Department The member of the Board of Director
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### **VELİ ALTUNKAŞ (Nominee of the Board of Directors)**

Veli Altunkaş completed his undergraduate education in Department of Agricultural Economy, Faculty of Agriculture, Atatürk University.

He started to his career as officer in Ankara Region Union of Agricultural Credit Cooperatives in 1989. He served as chief in the same region union between 1992 and 2001 and then as assistant manager between 2001 and 2007. After he served as Manager of Trabzon Region Union of Agricultural Credit Cooperatives between 2007 and 2011, he was Manager of Sakarya Region Union of Agricultural Credit Cooperatives in the years of 2011-2012. He was the manager of Agricultural Credits Cooperatives Officers Retirement Fund Foundation between 2012 and 2014.

Mr. Altunkaş started as manager in Ankara Region Union of Agricultural Credits Cooperatives in 2015.

#### **Duties Carried Out Within The Last 10 Years**

##### **Ongoing Duties**

Gübre Fabrikaları T.A.Ş.	The member of the Board of Directors
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### **Duties Ended**

TACC İmece Yem A.Ş.	The member of the Board of Directors (2001-2007)
TACC Social Aid Foundation	(2008-2011)
TACC Officers Retirement Fund Foundation	(2008-2011)

### **ŞÜKRÜ KUTLU (Nominee of the Board of Directors)**

Şükrü KUTLU was born in Amasya, in 1970. After he graduated from Faculty of Law, Ankara University in 1991, he completed his master education in Department of Private Law, Gazi University.

In 1992, he started to his career as Auditor Assistant in Court of Accounts and during this period, he continued to his audit career as Auditor and Head Auditor in head and other offices of the related institutions.

In 2003, he started to Türk Telekom A.Ş. as Deputy General Manager and throughout 12 years in Türk Telekom, he put into practice lots of successful projects as Deputy General Manager responsible from Human Resources, Regulation and Support Services. Especially, he led lots of successful projects such as the transformation and change projects of human resources, the redesigning of the company organizational structure based on segments and efficiency-oriented and taking practice, the reducing the number of workers covered by labor transformation project, the shift to performance-based human resources system, the implementation of the career management system. He managed the process of adaptation to competition and regulation of Türk Telekom A.Ş. which was privatized and unmonopolized at that time. He also played an important role in the reducing the cost of support services and in the continuation of the company's profitability with optimization projects implemented for the assessment of real estates.

### **Duties Carried Out Within The Last 10 Years**

#### **Ongoing Duties**

Gübre Fabrikaları T.A.Ş. General Manager

#### **Duties Ended**

Membership of the Board of Directors of Turkish Republic State Railways  
Membership of the Board of Directors of TÜRSAT Satellite and Communication Company  
The Membership of the Board of Directors of Turkish Public Employers Union  
Membership of the Board of Directors of Turkish Table Tennis Federation  
Founder and the Chairman of the Board of Directors of Türk Telekom Health and Social Aid Foundation  
Membership of Board of Directors and Deputy Chairman of Türk Telekom Sports Club



### **KAMİL KENAN YENİCE (Nominee of the Board of Directors)**

Kamil Kenan Yenice, who completed his undergraduated program in Karadeniz Technical University, Faculty of Economic and Administrative Sciences, Department of Economy, started his career in 2001. Between 2002 and 2004, he attended to the education of ESL in abroad and he worked in the sector of fast moving consumer goods synchronously.

He served as Deputy Inspector (2007-2010) and Inspector (2010-2014) in the Head Office of TACC.

Mr. Yenice has already continued his career as Manager of Subsidiaries in TACC since January 2, 2015.

#### **Duties Carried Out Within The Last 10 Years**

##### **Ongoing Duties**

TACC	Manager of Subsidiaries	Continued
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### **HASAN SEZER (Nominee of the Independent Member of the Board of Directors)**

Hasan Sezer completed his undergraduate program in Gazi University, Faculty of Economic and Administrative Sciences, Department of Banking and Insurance in 1982.

He started his career as Inspector in Ziraat Bankası and then he served as assistant manager and department manager in Security Directorate and as head of department in Capital Markets Directorate respectively (1990-1997). After that, he served as General Manager in Ziraat Yatırım A.Ş. (1997-2001) and Halk Yatırım A.Ş..

He was the Vice Chairman of the Board of Directors in Halk Bankası between 2001 and 2010 and then the Chairman of the Board of Directors in T. Vakıflar Bankası between 2010 and 2011 and finally TMSF Presidential Adviser between 2011 and 2013. He also served as the member of the Board of Directors in the subsidiaries of the aforementioned banks.

Mr. Sezer has already continued his career as the independent member of the Board of Directors in Nuh Çimento A.Ş and Panora GYO A.Ş..

#### **Duties Carried Out Within The Last 10 Years**

##### **Ongoing Duties**

Nuh Çimento A.Ş	Member of the Board of Directors	2013	Continued
Panora GYO A.Ş	Member of the Board of Directors	2013	Continued

##### **Duties Ended**

TMSF	Presidential Adviser	2011-2013 (Retired)
T. Vakıflar Bankası	Chairman of the Board of Directors	2010-2011 (Resign)
T. Halk Bankası	Member of the Board of Directors	2003-2010 (Resign)

### **Other Members of the Board of Directors**

Vakıf Yatırım A.Ş	Chairman of the Board of Directors	2010 -2011
Vakıf Emeklilik A.Ş	Chairman of the Board of Directors	2010 -2011
Halk Yatırım A.Ş	Chairman of the Board of Directors	2003 -2010
Birlik Sigorta A.Ş	Member of the Board of Directors	2003 -2009
Pamukbank	Member of the Board of Directors	2004 -7 months
UA Karakum Bankası	Member of the Board of Directors	2004 -2009

### **Prof. Dr. Nuh BOYRAZ (Nominee of the Independent Member of the Board of Directors)**

While Prof. Dr. Nuh Boyraz was graduated as Agriculture Engineer from in Ankara University, Agriculture Faculty, Department of Plant Protection, he completed his master(1990) and PhD degree(1996) in Ege University, Science Intititution, Department of Pytopathology.

He started his career as Research Assistant in Selçuk University, Agriculture Faculty, Department of Plant Protection in 1988, and then he served as lecturer in the same department between 1996 and 2006. He became associate professor in 2006; professor in 2011 and he has continued his duty as professor in the same university.

In addition to his duty as lecturer in Selçuk University, Agriculture Faculty, he took office in the Board of Directors of Konya Branch, the chamber of Agriculture Engineers between 2008 and 2013. He was the representative of assistant professor between 1998 and 2006; the representative of associate professor between 2010 and 2011 in the Board of Directors of Faculty which he took office in.

Mr. Boyraz, who continues to work as lecturer in Selçuk University, Agriculture Faculty, Department of Plant Protection, has more than 50 articles and 3 lesson books in the national and international journals related to his area. He also took office as expert trainer in four projects which were supported by Regional Development Agency and European Union's Funds(EU) and he represented Selçuk University in the prepration of action plan which was realized by Konya Plain Project Region Development Administration (KPP). He served as subject expert (2008-2011) in the "Good Agricultural Practices" which was supported by Special Environmental Protection Agency.

### **Duties Carried Out Within The Last 10 Years**

#### **Ongoing Duties**

Selçuk Un. Agriculture Faculty	Member of Faculty Committee	Continued
Selçuk Un. Agriculture Faculty	Head of Department	Continued
Selçuk Un. Agriculture Faculty	Head of Department	Continued
TÜBİTAK	Project Monitoring Arbiter	Continued
Konya Önder Farmer Assoc.	Member of Advisory Committee	Continued
Selçuk Agr. and Food Inf. Assoc.	Editor	Continued

### **Duties Ended**

Konya Chamber of Agr. Eng.	Member of the Board of Directors	2008-2013	Resign
Selçuk Un. Agriculture Faculty	Member of the Board of Directors	1998-2006	Resign
Selçuk Un. Agriculture Faculty	Member of the Board of Directors	2010-2011	Resign

### **Av. Dr. Cahit SULUK (Nominee of the Independent Member of the Board of Directors)**

Av. Dr. Cahit Suluk was graduated from İstanbul University, Law Faculty in 1992 and he completed master and PhD degree in Marmara University, Social Science Institution.

Between 1993 and 1999, he served as Research Assistant in Kırıkkale University and then he has been visiting lecturer in ITU Architecture Faculty, Department of Industrial Design since 2002; in Kadir Has University Law Faculty since 2007.

While he has been publishing lots of academic articles and book in the area Trade Law, Intellectual and Industrial Property Law and European Union Law, he was the Intellectual Rights Commissioner in İstanbul Bench between 2001 and 2006. Mr. Suluk has also been carrying out his duty as Expert in İstanbul Courts for Intellectual and Industrial Property Rights since 2002.

### **Duties Carried Out Within The Last 10 Years**

#### **Ongoing Duties**

ITU Architecture Faculty, Department of Industrial Design	Visiting Lecturer
Kadir Has University Law Faculty	Visiting Lecturer
İstanbul Chamber of Commerce	Intellectual Property Commissioner
Turkish Patent Institute and Europe Patent Office	Deputy of Patent and Trademark
İstanbul Courts for Intellectual and Industrial Property Rights	Expert

#### **Duties Ended**

Intellectual Rights Commissioner	İstanbul Bench	2001 - 2006
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## 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 sıhri 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 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,

g) 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.

ADI – SOYADI : *NEZAR SEZER* Tarih: *24/03/2015*

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 hisimlerin 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.

ADI – SOYADI : Prof. Dr. Nuh BOYRAZ Tarih: 24. 03. 2015

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 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 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.

ADI – SOYADI : Cahit Sülük Tarih: 26.07.2015

İMZASI:

