

**AGENDA FOR SUBMISSION AT THE ORDINARY MEETING TO BE HELD ON MAY 24, 2012 BY THE GENERAL ASSEMBLY OF SHAREHOLDERS OF AKSA AKRİLİK KİMYA SANAYİİ A.Ş. FOR THE YEAR 2011**

**AGENDA**

1. Opening, and Formation of the Chairing Board of the General Assembly Meeting.
2. Authorization of the Chairing Board to sign the minutes of the General Assembly Meeting,
3. Reading, Discussion and Ratification of the Annual Report of the Board of Directors, the Auditor and Independent Auditor Reports for the Year 2011,
4. Reading, discussion and ratification of the balance sheet, the income statement, and the proposal of the Board of Directors concerning distribution of dividends,
5. Discharge of Members of the Board of Directors in connection with Operations Carried out within 2011,
6. Discharge of Auditors in connection with operations carried out within 2011,
7. Approval of amendments to be made to the following articles of the Articles of Association pursuant to the draft amendments attached hereto, subject to the acquisition of necessary consents from the Energy Market Regulation Board, the Capital Market Board, and the Ministry of Customs and Commerce of the Republic of Turkey: Article 2 „Trade Name“, Article 3. „Scope and Purpose of Activities“, Article 5 „Duration“, Article 5 „Capital“, Article 5 „Board of Directors“, Article 8 „Provisions concerning the board of directors“, Article 9 „Authorities Of The Board Of Directors“, Article 10 „Binding of the Company“, Article 11 „Auditors“, Article 12 „Duties and Powers of Auditors“, Article 13 „General Assembly of Shareholders“, Article 14 „Place of Meeting“, Article 15 „Quorum“, Article 16 „Presence of a ministerial representative“, Article 17 „Voting Rights“, Article 18 „Representation by Proxy“, Article 19 „Method of voting“, Article 20 „Amendments to articles of association“, Article 21 „Announcements“, Article 22 „Copies to be Submitted to the Ministry“, Article 23 „Issuance of bonds and profit-loss sharing certificates“, Article 24 „Annual Accounts“, Article 25 „Distribution of Profits, and Reserve Funds“, Article 26 „Liquidation and Dissolution“, Article 27 „Articles of association to be submitted to the ministry“, Article 28 „Legal Provisions“, Article 29 „Miscellaneous Provisions“, Article 30 „Transfer of shares“, and Article 31 „Provisions concerning Mergers“,
8. Determination of the number of members of the Board of Directors as well as their terms in office; election of the members of the Board of Directors; approval of the elections made for independent members of the Board of Directors; and determination of remunerations payable to the Members and Independent Members of the Board,

9. Election of Auditors, and Fixing of Their Remuneration,

10. Grant of consent to shareholders who maintain managerial dominance, members of the Board of Directors, top level directors, and their relative by blood or marriage up to the second degree to carry out deals with the Company and its affiliates which might result in conflicts of interest, to compete with the Company, to conduct any activities, which are covered by fields of operation of the Company, on their own or through third parties, to become partners of other companies which are involved in these activities, and to conduct other deals in accordance with the Corporate Governance Principles of the Capital Market Board, and grant of consent to members of the Board of Directors pursuant to Articles 334 and 335 of Turkish Commercial Code; and providing of information to the General Assembly of Shareholders about formalities that have been carried out within the year in this regard,

11. Drafting of a Policy on Determination of Remunerations Payable to Members of the Board of Directors and Top Level Executives,

12. Approval of the independent audit firm which was elected by the Board of Directors as per respective approval of the Board of Auditors pursuant to the Communiqué on Independent Audit Standards at Capital Markets as drafted and issued by the Capital Market Board,

13. Information on guarantees, pledges, mortgages, and sureties that were given by the Company in favor of third parties, and on revenues and benefits derived by the Company in the year 2011,

14. Providing of information to shareholders about donations and aids made by our Company within the year of 2011 pursuant to applicable capital market regulations, and about related party transactions carried out pursuant to valuation reports according to applicable provisions of the "Communiqué on Principles to be Observed by Stock Companies Which are Subject to the Capital Market Law" Series: IV, Nr. 41.

15. Wishes and closing.

AKSA  
AKRİLİK KİMYA SANAYİİ A.Ş.