

SASA POLYESTER SANAYİ A.Ş.

**Agenda of the Ordinary General Assembly Meeting to be held on Tuesday, March 29,
2016 at 11:00**

1. Opening and formation of Meeting Chairmanship,
2. Reading, discussion and approval of 2015 Activity Report prepared by the Company's Board of Directors,
3. Reading of Independent Audit Report 2015 accounting period,
4. Reading, discussion and approval of 2015 Financial Statements,
5. Acquittal of each Board Member for 2015 activities of the Company,
6. Determination of the use of 2015 profit,
7. Giving information to the General Assembly about donations and aids made in 2015, determining the limit of donations to be made by the company in 2016,
8. Deciding on the Amendment of the Article 8, titled Capital, of the Company's Articles of Association, and cancellation of the Article 37, titled Donations to the Hacı Ömer Sabancı Foundation or Sabancı University, based on the Permission from the Capital Markets Board and T.R. Ministry of Customs and Trade,
9. Selection of the independent audit firm,
10. Providing the respective permissions to the Chairman and Members of the Board of Directors for performing the transactions stipulated under the Articles 395 and 396 of the Turkish Commercial Code.

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AMENDMENT DRAFT FOR THE ARTICLES OF ASSOCIATION

FORMER VERSION OF THE MENTIONED ARTICLES

AMENDED VERSION OF THE MENTIONED ARTICLES

CAPITAL

Article 8: The Company has adopted the Authorized Capital System in accordance with the provisions of the Capital Market Law, and has shifted to this system with the permission of the Capital Markets Board, dated 13 April 1999 with no.35/413.

The upper limit of the authorized capital of the Company is TRY 500.000.000 (five hundred million Turkish Liras), divided into 50.000.000.000 (fifty billion) registered shares, with a par value of Kr 1 (one Kuruş) each.

The permission given by the Capital Markets Board for authorized capital upper limit is valid for 2011-2015 (5 years). Even if the permitted upper limit of authorized capital cannot be reached at the end of the year 2015, in order to increase the capital with the Board of Directors' resolution after the year 2015, it is compulsory to obtain authorization from the General Assembly for a new period up to five years by obtaining permission from the Capital Markets Board for previously permitted upper limit or for a new upper limit. In case such authorization is not obtained, the Company the Company is deemed to have exited the registered capital system.

The issued capital of the Company is TL 216.300.000 (two hundred sixteen million three hundred thousand Turkish Liras), and this issued capital has been fully paid, free of collusion.

The shares representing the capital, shall be monitored in electronic environment within the framework of dematerialization principles.

In accordance with the provisions of the Capital Market Law, whenever it deems necessary, the Board of Directors shall be

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The permission given by the Capital Markets Board for authorized capital upper limit is **valid for 2016-2020 (5 years). Even if the permitted upper limit of authorized capital cannot be reached at the end of the year 2020**, in order to increase the capital with the **Board of Directors' resolution after the year 2020**, it is compulsory to obtain authorization from the General Assembly for a new period up to five years by obtaining permission from the Capital Markets Board for previously permitted upper limit or for a new upper limit. In case such authorization is not obtained, the Company shall not be allowed to increase its capital, by the Board of Directors' decision.

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In accordance with the provisions of the Capital Market Law, whenever it deems necessary, the Board of Directors shall be

<p>authorized to increase the issued capital by issuing new shares up to the upper limit of authorized capital. The Board of Directors may decide that the value of the newly issued shares to be higher than the nominal values. The share amounts corresponding to the capital subscribed in cash, shall be paid in advance and in full during the commitment. In order to increase the issued capital, new shares are issued in the amount of the increase rate.</p> <p>Shareholders use their pre-emptive rights to the extent that the issued capital is increased. Registered shares are recorded in the Company's share ledger.</p>	<p>authorized to increase the issued capital by issuing new shares up to the upper limit of authorized capital. The Board of Directors may decide that the value of the newly issued shares to be higher than the nominal values. The share amounts corresponding to the capital subscribed in cash, shall be paid in advance and in full during the commitment. In order to increase the issued capital, new shares are issued in the amount of the increase rate.</p> <p>Shareholders use their pre-emptive rights to the extent that the issued capital is increased. Registered shares are recorded in the Company's share ledger.</p>
<p>DONATIONS TO HACI ÖMER SABANCI FOUNDATION OR SABANCI UNIVERSITY</p> <p>Article 37: Without prejudice to the first dividend to be distributed to the shareholders, the company will pay 4% of its pre-tax profit every year as a donation to Hacı Ömer Sabancı Foundation or Sabancı University, provided that it is deducted from the tax base.</p>	<p>Article 37: This Article is abolished.</p>