SASA POLYESTER SANAYİ A.Ş. INFORMATION DOCUMENT REGARDING THE 2015 ORDINARY GENERAL ASSEMBLY MEETING DATED 29 MARCH 2016

Our Company's 2015 Shareholders General Assembly Meeting will be held to discuss the agenda below on 29 March 2016, Tuesday, at 11:00, at the address of the Company headquarters as Yolgeçen Mahallesi Turhan Cemal Beriker Bulvarı No:559 01355 Seyhan / Adana.

Our shareholders, whose shares are monitored by the Central Registry Agency in dematerialized form and who have the right to participate the general assembly meeting, may attend the meeting at the above mentioned address in person or through representatives or they may prefer to attend the meeting electronically in person or through representatives by using their secure electronic signature through the Electronics General Assembly System provided by the Central Registry Agency.

Shareholders can authorize their representatives by using Electronics General Assembly System or filling the below proxy form or the proxy form which is available at the Company headquarters and our company's website addressed <u>www.sasa.com.tr</u> and notarizing their signature in line with provisions of the Capital Markets Board Communiqué numbered II-30.1. Shareholders may also represent themselves through submitting signed proxy form with notarized signature circular of the shareholders.

For attending physical General Assembly Meeting;

- Real person shareholders should submit their ID card,
- Legal person shareholders should submit their representatives' ID card and authorization documents,
- Real and legal person's representatives should submit their ID card and representation documents,
- Representatives authorized through the Electronic General Assembly System should submit ID card and should sign the Present List.

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 <u>http://www.mkk.com.tr</u>.

Our shareholders or their representatives, who attend the meeting electronically are required to fulfill their obligations in accordance with the provisions of "Regulation Regarding the Electronic General Assembly of the Joint Stock Company" published on the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué Regarding the Electronic General Assembly System to be Applied in the General Assembly Meeting of the Joint Stock Company" published on the Official Gazette dated 29 August 2012 and numbered 28396.

The Financial Statements, The Board of Directors' and Independent Audit Reports, and Information Document Regarding General Assembly Meeting for the year 2015 will be made available for the shareholders' examination at the Electronic General Assembly System section of the Central Registry Agency web site, at the "Investors Relations" section of the company web site addressed <u>www.sasa.com.tr</u> at the above address of the Shareholders Relations Service of our Company at least twenty one days prior to the meeting.

Our Shareholders are requested with respect to honor the meeting on mentioned day and time.

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.

SASA POLYESTER SANAYİ A.Ş. AMENDMENT DRAFT FOR THE ARTICLES OF ASSOCIATION

FORMER VERSION OF THE MENTIONED ARTICLES

AMENDED VERSION OF THE MENTIONED ARTICLES

CAPITAL 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 (fifty billion) registered shares, with a par value of Kr 1 (one (one Kuruş) each. Kuruş) each. 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, have exited the registered capital system. by the Board of Directors' decision. 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

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 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 The share amounts corresponding to the capital subscribed in cash, shall be paid in advance and in full subscribed in cash, shall be paid in advance and in full during the commitment. during the commitment.

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

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

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.

paid, free of collusion.

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

In order to increase the issued capital, new shares are issued in the amount of the increase rate.	In order to increase the issued capital, new shares are issued in the amount of the increase rate.
Shareholders use their pre-emptive rights to the extent that the issued capital is increased.	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.	Registered shares are recorded in the Company's share ledger.
DONATIONS TO HACI ÖMER SABANCI FOUNDATION OR SABANCI UNIVERSITY	
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.	Article 37: This Article is abolished.

ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CAPITAL MARKETS BOARD REGULATIONS

Among the additional explanations that need to be made in accordance with the Corporate Governance Principle no 1.3.1. stipulated under the "Corporate Governance Communiqué" numbered II-17.1 of the CMB, those related to the agenda items are made in the relevant agenda item below, and general explanations are submitted for your information in this section:

1. Shareholder Structure and Voting Rights

The issued capital of the company is TL 216.300.000 (twohundredsixteenmillionthreehundredthousand), fully paid-in, divided into 21.630.000.000 (Twentyonebillionsixhundredthirtymillion) shares, each worth 1 Kr. (One Kuruş).

At the General Assembly meetings, each share with a nominal value of 1 Kr. has one vote. There are no privileged shares in the capital of the company.

Shareholder	Share in Capital (TL)	<u> </u>
Erdemoğlu Holding A.Ş.	183.430.725	84,80
Other	32.869.275	15,20
	216.300.000	100,00

2. Information About the Past or Planned Changes That Can Affect Our Company's or Subsidiaries' Operations

Hacı Ömer Sabancı Holding A.Ş. sold all of its shares in Sasa Polyester Sanayi A.Ş. with a nominal value of TL 110.313.001,18, representing 51% of the company capital, to Erdemoğlu Holding A.Ş. for USD 104.189.990; the share transfer took place on 30 April 2015. Pursuant to the provisions of the Capital Markets Board's Communiqué II.26.1 on Takeover Bids, the share purchase transactions were carried out between 14 July 2015 and 4 August 2015. At the end of the share purchase process, the share of Erdemoğlu Holding A.Ş. in Sasa Polyester Sanayi A.Ş. reached 84.80%, and a nominal amount of TL 183.430.724,77. There have been no changes in managerial and operational terms that will significantly affect the Company's activities planned by our Company or by our subsidiaries in the upcoming accounting periods.

3. Information About the Demands of Shareholders, Capital Markets Board or Other Public Authority for Adding New Article to Agenda

No request was made by the shareholders, Capital Markets Board, or other public authorities to add an additional item to the

agenda for the Ordinary General Assembly meeting where the activities of 2015 will be discussed.

OUR EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 29 MARCH 2016

1) Opening and formation of Meeting Chairmanship

The Meeting Chairmanship will be formed, consisting of the Chairman, Vote Collectors, and Minutes Clerk, who will manage the General Assembly meeting within the framework of the provisions of "Turkish Commercial Code No. 6102" (TTK), "The Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to Attend these Meetings" ("Regulation" or "General Assembly Regulation"), and "Internal Directive on Working Principles and Procedures of the General Assembly" of our Company.

2) Reading, discussion and approval of 2015 Activity Report prepared by the Company's Board of Directors

Within the framework of the regulations related to the Turkish Commercial Code, the Regulation and the Capital Market Law, Information about our Board of Directors Activity Report, which is submitted to our shareholders for review at our Company Headquarters, on Central Registry Agency's Electronic General Assembly portal and at <u>http://www.sasa.com.tr</u>, will be submitted to our shareholders' opinion and negotiation for three weeks before the General Assembly meeting.

3) Reading of Independent Audit Report 2015 accounting period

Information will be submitted to the General Assembly regarding the financial reports of the Company for the 2015 accounting period and Independent Audit Report which was prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst&Young Global Limited) as per the principles determined in accordance with the Turkish Commercial Code No 6102 and the Capital Market Law No 6362, which is submitted for the review of our shareholders at the Company's Headquarters, Central Registry Agency's Electronic General Assembly portal, and at Company's website http://www.sasa.com.tr for three weeks before the General Assembly meeting.

4) Reading, discussion and approval of 2015 Financial Statements

Within the framework of the regulations related to the Turkish Commercial Code, the Regulation, and the Capital Market Law, information will be given about our Balance Sheet and Profit/Loss statements, which are submitted 21 days before the General Assembly meeting to our shareholders for review at our Company's Headquarters, on the Electronic General Assembly portal of the Central Registry Agency, and on the Company website at <u>http://www.sasa.com.tr</u>. It will be submitted for the opinion and approval of our shareholders.

5) Acquittal of each Board Member for 2015 activities of the Company

The acquittal of the Members of the Board of Directors for their activities in 2015 will be submitted to the approval of the General Assembly.

6) Determination of the use of 2015 profit

Our dividend distribution proposal which was prepared by our company according to our financial statements for the 01.01.2015- 31.12.2015 accounting period in accordance with International Financial Reporting Standards (IFRS) within the framework of the provisions of the Communiqué No. II-14.1 of the Capital Markets Board and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst&Young Global Limited) will be submitted for the opinion and approval of the General Assembly. It is included in Annex-2 and will be submitted to the General Assembly's opinion and approval.

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

Donations made during the year must be submitted to the General Assembly Pursuant to the Article 6 of the "Dividend Distribution Communiqué" numbered II-19.1 of the Capital Markets Board. The amount of donations made to various foundations, associations and educational institutions operating for the benefit of society in Turkey in 2015 is TL 155.632.

The limit of donations to be made in 2016 will be determined by the General Assembly in accordance with the 5th paragraph of the Article 19 of the Capital Markets Law No. 6362.

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 Haci Ömer Sabanci Foundation or Sabanci University, based on the Permission from the Capital Markets Board and T.R. Ministry of Customs and Trade

Within the framework of the Registered Capital System Communiqué of the Capital Markets Board No. II-18.1, the Amendment of the Article 8 of the Articles of Association, titled "Capital", which includes the amendment of the registered capital ceiling amounting to TL 500.000.000 valid for the five-year period between 2011-2015, to be valid between 2016-2020 by the Capital Markets Board, and the Decision to cancel the Article 37 titled "Donations to the Haci Ömer Sabanci Foundation or Sabanci University" will be submitted to the General Assembly's opinion and approval.

9) Selection of the independent audit firm

In accordance with Turkish Commercial Code and Capital Markets Board regulations, by taking the opinion of the Audit Committee at the meeting of our Board of Directors on February 16, 2016, it has been decided to propose PricewaterhouseCoopers mensubu Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. located at Süleyman Seba Caddesi BJK Plaza No:48 B Blok Kat:9 34357 Beşiktaş / İstanbul to audit the financial reports of our company for the 2016 accounting period and to carry out other activities within the scope of the relevant regulations in these laws, and this decision will be submitted to the approval of the General Assembly.

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

Since it is only possible with the approval of the General Assembly for Our Members of the Board of Directors can make transactions within the framework of the first paragraph of Article 395 titled "Prohibition of conducting a transaction with a company, to become indebted to a company", and Article 396 titled "Non-compete Obligation", granting the said permission will be submitted to the approval of our shareholders at the General Assembly.

Annexes; ANNEX-1 : Proxy Form Sample ANNEX-2 : Dividend Distribution Proposal ANNEX-3 : Draft Amendment to the Articles of Association

PROXY FORM

TO SASA POLYESTER SANAYİ A.Ş. CHAIRMANSHIP OF THE BOARD OF DIRECTORS

I hereby appoint..... introduced as detailed below as my proxy authorized to represent me, to vote, to make proposals and to sign the required papers in line with the views I express below at the Ordinary General Assembly of Sasa Polyester Sanayi A.Ş. that will convene on March 29, 2016, Tuesday at 11:00 at the address of Yolgeçen Mahallesi Turhan Cemal Beriker Bulvarı No:559 Seyhan / Adana

The Attorney's (*);

Name Surname / Trade Name :

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS Number:

(*) Foreign shareholders should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATION

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

- 1. About the agenda items of General Assembly;
- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, instructions specific to the agenda item are given by marking one of the options "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1.			
2.			
3.			

(*) All items in the General Assembly Agenda should be listed. If the minority has a different draft resolution, the opinion for this draft resolution should also be indicated in the proxy form.

- 2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:
- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote on these matters.
- c) The attorney is authorized to vote for the items in accordance with the special instruction.

SPECIAL INSTRUCTION; The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

- 1. I hereby confirm that the attorney represents the shares specified in detail as below.
- a) Order and Serial (*):
- b) Number/Group (**):
- c) Amount-Nominal Value:
- d) Privilege on Vote or not:
- e) Bearer- Registered (*):
- f) Ratio of the total shares/voting rights of the shareholder:

(*) Such information is not required for dematerialized shares.

(**) For dematerialized shares, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

SHAREHOLDER'S (*); Name Surname OR Tittle Name Surname OR Tittle : TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS Number : Address :

(*) Foreign shareholders should submit the equivalent information mentioned above.

SIGNATURE

ANNEX-2 : Dividend Distribution Proposal

DIVIDEND DISTRIBUTION PROPOSAL FOR THE 01.01.2015-31.12.2015 ACCOUNTING PERIOD

1.	Paid in / Issued Capital		
2.	General Legal Reserves (As per Statutory Records)		5.962
	Privilege in profit distribution in accordance with the Articles of Association		Ν
		As per Capital Markets Board	As per Statuto Records
3.	Profit	72.112.633,96	85.270.59
4.	Taxes (-)	-1.383.000,00	-3.955.21
5.	Net Profit For the Period (Share of the Parent)	70.729.633,96	81.315.37
6.	Previous Years' Losses (-)	-96.069.691,04	
7.	General Legal Reserves (-)	-4.065.768,83	-4.065.76
8.	NET DISTRIBUTABLEPROFIT FOR THE PERIOD	0,00	77.249.60
9.	Donations during the year (+)	0,00	
10.	Net Distributable Profit Including Donations	0,00	
	First Category Dividend For Shareholders		
11.	-Cash		
	-Share		
	-Total	0,00	
12.	Dividends Distributed to the Privileged Shareholders		
13.	Other Dividends Distributed	0,00	
	-Members of the Board of Directors		
	-Employees		
	-Non Shareholders		
14.	Dividends Distributed to the Holders of Usufruct Right Certificates		
15.	Second Category Dividend For Shareholders		
16.	General Legal Reserves		
17.	Status Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES		77.249.60
20	Other Resource Planned for Distribution -Previous Years' Profit	0,00	
20	-Extraordinary Reserve		
	-Other distributable reserves as per the legislation and Articles of Association		

	DIVIDEND RATES TABLE					
	CDOUD	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND	DIVIDEND FOR A SHARE V	
	GROUP			AMOUNT / NET	OF 1	TL
				DISTRIBUTABLE PROFIT		
				FOR THE PERIOD		
		CASH	SHARES	RA	AMOUNT (TL)	RATIO (%)
		(TL)	(TL)	TIO		
				(%)		
		0,00		0,00	0,0000	0,00
NET	TOTAL	0,00	0,00	0,00		

ANNEX-3 : Draft Amendment to the Articles of Association

SASA POLYESTER SANAYİ A.Ş. DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION

FORMER VERSION OF THE MENTIONED ARTICLES

AMENDED VERSION OF THE MENTIONED ARTICLES

CAPITAL CAPITAL Article 8: The Company has adopted the Authorized Article 8: The Company has adopted the Authorized Capital System in accordance with the provisions of Capital System in accordance with the provisions of the Capital Market Law, and has shifted to this the Capital Market Law, and has shifted to this system system with the permission of the Capital Markets with the permission of the Capital Markets Board, Board, dated 13 April 1999 with no.35/413. dated 13 April 1999 with no.35/413. The upper limit of the authorized capital of the The upper limit of the authorized capital of the Company is TRY 500.000.000 (five hundred million Company is TRY 500.000.000 (five hundred million Turkish Liras), divided into 50.000.000.000 (fifty Turkish Liras), divided into 50.000.000.000 (fifty billion) registered shares, with a par value of Kr 1 (one billion) registered shares, with a par value of Kr 1 (one Kuruş) each. Kuruş) each. The permission given by the Capital Markets Board The permission given by the Capital Markets Board for authorized capital upper limit is valid for 2011for authorized capital upper limit is valid for 2016-2015 (5 years). Even if the permitted upper limit of 2020 (5 years). Even if the permitted upper limit of authorized capital cannot be reached at the end of the authorized capital cannot be reached at the end of year 2015, in order to increase the capital with the the year 2020, in order to increase the capital with the Board of Directors' resolution after the year 2015, it Board of Directors' resolution after the year 2020, is compulsory to obtain authorization from the it is compulsory to obtain authorization from the General Assembly for a new period up to five years General Assembly for a new period up to five years by by obtaining permission from the Capital Markets obtaining permission from the Capital Markets Board for previously permitted upper limit or for a new upper Board for previously permitted upper limit or for a new upper limit. In case such authorization is not limit. In case such authorization is not obtained, the obtained, the Company the Company is deemed to Company shall not be allowed to increase its capital, have exited the registered capital system. by the Board of Directors' decision. The issued capital of the Company is TL The issued capital of the Company is TL 216.300.000 216.300.000 (two hundred sixteen million three (two hundred sixteen million three hundred thousand hundred thousand Turkish Liras), and this issued Turkish Liras), and this issued capital has been fully capital has been fully paid, free of collusion. paid, free of collusion. The shares representing the capital, shall be The shares representing the capital, shall be monitored monitored in electronic environment within the in electronic environment within the framework of dematerialization principles. framework of dematerialization principles. In accordance with the provisions of the Capital In accordance with the provisions of the Capital Market Law, whenever it deems necessary, the Market Law, whenever it deems necessary, the Board Board of Directors shall be authorized to increase the of Directors shall be authorized to increase the issued issued capital by issuing new shares up to the upper capital by issuing new shares up to the upper limit of limit of authorized capital. The Board of Directors authorized capital. The Board of Directors may decide may decide that the value of the newly issued shares that the value of the newly issued shares to be higher to be higher than the nominal values. than the nominal values.

The share amounts corresponding to the capital The share amounts corresponding to the capital

subscribed in cash, shall be paid in advance and in full during the commitment.	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.	In order to increase the issued capital, new shares are issued in the amount of the increase rate.
Shareholders use their pre-emptive rights to the extent that the issued capital is increased.	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.	Registered shares are recorded in the Company's share ledger.
DONATIONS TO HACI ÖMER SABANCI FOUNDATION OR SABANCI UNIVERSITY 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.	Article 37: This Article is abolished.