

**SASA POLYESTER SANAYİ A.Ş.**  
**INFORMATION DOCUMENT REGARDING THE 2016 ORDINARY GENERAL ASSEMBLY**  
**MEETING DATED 30 MARCH 2017**

Our Company's 2016 Shareholders General Assembly Meeting will be held to discuss the agenda below on 30 March 2017, Thursday, 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 [www.sasa.com.tr](http://www.sasa.com.tr) 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 website <http://www.mkk.com.tr>.

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 2016 will be made available for the shareholders' examination at the Electronic General Assembly System section of the Central Registry Agency website, at the "Investors Relations" section of the company website addressed [www.sasa.com.tr](http://www.sasa.com.tr) 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 Thursday, March 30, 2017 at 11:00**

- 1.** Opening and election of Meeting Chairmanship,
- 2.** Reading, discussion and approval of 2016 Activity Report prepared by the Company's Board of Directors,
- 3.** Reading of Independent Audit Report Summary for 2016 accounting period,
- 4.** Reading, discussion and approval of 2016 Financial Statements,
- 5.** Acquittal of each Board Member for 2016 activities of the Company,
- 6.** Determination of the use of 2016 profit / loss, the rate of profit and profit shares to be distributed,
- 7.** Giving information to the General Assembly about donations and aids made in 2016,
- 8.** Determining the limit of donations to be made by the company in 2017,
- 9.** Deciding on the selection of the independent audit firm,
- 10.** Determination of the wages of the members of the Board of Directors and the rights such as honorarium, bonus and premium,
- 11.** 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.

## 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 366.300.000 (Threehundredsixtysixmillionthreehundredthousand), fully paid-in, divided into 36.630.000.000 (Thirty-six billion and sixhundredthirtymillion) 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)	Share in Capital (%)
Erdemoğlu Holding A.Ş.	310.636.484	84,80
Other	55.663.516	15,20
	<b>366.300.000</b>	<b>100</b>

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

There were no past or planned management and operational changes that can affect our company's or subsidiaries' operations.

### 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 2016 will be discussed.

## OUR EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 30 MARCH 2017

### 1) Opening and election 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 2016 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 <http://www.sasa.com.tr>, will be submitted to our shareholders' opinion and negotiation for three weeks before the General Assembly meeting.

### 3) Reading of Independent Audit Report Summary for 2016 accounting period

Information will be submitted to the General Assembly regarding the financial reports of the Company for the 2016 accounting period and Independent Audit Report which was prepared by Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." which is a member of PricewaterhouseCoopers located in Süleyman Seba Caddesi BJK Plaza No:48 B Blok Kat:9 34357 Beşiktaş / İstanbul 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 2016 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 <http://www.sasa.com.tr>. It will be submitted for the opinion and approval of our shareholders.

**5) Acquittal of each Board Member for 2016 activities of the Company**

The acquittal of the Members of the Board of Directors for their activities in 2016 will be submitted to the approval of the General Assembly.

**6) Determination of the use of 2016 profit / loss, the rate of profit and profit shares to be distributed**

Our dividend distribution proposal which was prepared by our company according to our financial statements for the 01.01.2016- 31.12.2016 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 Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." which is a member of PricewaterhouseCoopers located in Süleyman Seba Caddesi BJK Plaza No:48 B Blok Kat:9 34357 Beşiktaş / İstanbul is included in Annex-2, will be submitted to the General Assembly's opinion and approval.

**7) Giving information to the General Assembly about donations and aids made 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 2016 is TL 121.197.

**8) Determining the limit of donations to be made by the company in 2017**

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.

**9) Deciding on the selection of the independent audit firm**

In accordance with the principles set in the Turkish Commercial Code and Capital Market Law, at the meeting of our Board of Directors dated 04 January 2017, taking into consideration the recommendation of the Audit Committee, it has been decided to propose "DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte)" located in Eski Büyükdere Cad. Maslak Mah.N1 Maslak No1 Plaza 34398 Sarıyer / İstanbul to the General Assembly to audit the financial reports of our company for the 2017 accounting period and to carry out other activities within the scope of the relevant regulations in these laws, and this election will be submitted to the approval of the General Assembly.

**10) Determination of the wages of the members of the Board of Directors and the rights such as honorarium, bonus and premium**

The rights of the Members of the Board of Directors such as Honorarium, Bonuses and Premiums will be determined and submitted to the approval of the General Assembly.

**11) 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-1 : Proxy Form Sample

### 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 30, 2017, Thursday at 11:00 at the address of Yolgeçen Mahallesi Turhan Cemal Beriker Bulvarı No:559 01355 Seyhan / Adana

The Attorney's (\*);

Name Surname / Trade Name :

TR ID Number/ Tax ID Number, Trade Register and Number and MERSİS 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;**

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote on proposals of the attorney partnership management.
- 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:**

- The attorney is authorized to vote according to his/her opinion.
- The attorney is not authorized to vote on these matters.
- 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.**

- Order and Serial (\*):
- Number/Group (\*\*):
- Amount-Nominal Value:
- Privilege on Vote or not:
- Bearer- Registered (\*):
- 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 :

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

Address :

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

SIGNATURE

ANNEX-2 : Dividend Distribution Proposal

DIVIDEND DISTRIBUTION PROPOSAL FOR THE 01.01.2016 – 31.12.2016 ACCOUNTING PERIOD

<b>SASA POLYESTER SANAYİ A.Ş.</b>			
<b>PROFIT DISTRIBUTION TABLE FOR</b>			
<b>2016 (TL)</b>			
1.	Paid in / Issued Capital		366.300.000,00
2.	General Legal Reserves (As per Statutory Records)		10.029.118,05
	<i>Privilege in profit distribution in accordance with the Articles of Association</i>		<i>None</i>
		<b>As per Capital Market Board</b>	<b>As per Statutory Records</b>
3.	<b>Profit</b>	158.141.872,01	138.025.852,07
4.	<b>Taxes (-)</b>	-20.633.798,39	-15.232.403,66
5.	<b>Net Profit For the Period (=)</b>	<b>137.508.073,62</b>	<b>122.793.448,41</b>
6.	<b>Previous Years' Losses (-)</b>	-29.934.507,75	0,00
7.	<b>General Legal Reserves (-)</b>	-6.139.672,42	-6.139.672,42
8.	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD</b>	<b>101.433.893,45</b>	<b>116.653.775,99</b>
9.	Donations during the year (+)	121.197,23	
10.	<b>Net Distributable Profit Including Donations</b>	<b>101.555.090,68</b>	
11.	First Category Dividend For Shareholders	50.777.545,34	
	-Cash	50.777.545,34	
	-Share	-	
	<b>-Total</b>	<b>50.777.545,34</b>	
12.	Dividends Distributed to the Privileged Shareholders	-	
13.	<b>Other Dividends Distributed</b>	<b>0,00</b>	
	-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	<b>43.100.085,07</b>	
16.	General Legal Reserves	7.556.263,04	
17.	Status Reserves	-	
18.	Special Reserves	-	
19.	<b>EXTRAORDINARY RESERVES</b>	<b>0,00</b>	<b>15.219.882,54</b>
	<b>Other Resource Planned for Distribution</b>	<b>0,00</b>	<b>0,00</b>
20	-Previous Years' Profit		
	-Extraordinary Reserve		
	-Other distributable reserves as per the legislation and Articles of Association		

<b>DIVIDEND RATES TABLE</b>					
	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF 1 TL	
	CASH (TL)	SHARES (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
<b>GROSS</b>	<b>93.877.630,41</b>	-	<b>92,55</b>	<b>0,25629</b>	<b>25,6286</b>
<b>NET (*)</b>	<b>79.795.985,85</b>	-	<b>78,67</b>	<b>0,21784</b>	<b>21,7843</b>

\* Net calculation is made with the assumption of 15% income tax withholding.