

**SASA POLYESTER SANAYİ A.Ş.**

**Agenda of the Ordinary General Assembly Meeting to be held on Thursday, March 25,  
2015 at 14:00**

1. Opening and formation of Meeting Chairmanship,
2. Reading, discussion and approval of 2014 Activity Report prepared by the Company's Board of Directors,
3. Reading of Independent Audit Report 2014 accounting period,
4. Reading, discussion and approval of 2014 Financial Statements,
5. Acquittal of each Board Member for 2014 activities of the Company,
6. Determination of the use of 2014 profit,
7. Giving information to the General Assembly about donations and aids made in 2014,
8. Approval of the Donations and Contributions Policy,
9. Determining the limit of donations to be made by the company in 2015,
10. Election of the Board Members and determination of the term of office,
11. Determination of the wages of the members of the Board of Directors and the rights such as honorarium, bonus and premium,
12. Selection of the independent audit firm,
13. 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 AMENDED VERSION OF THE  
MENTIONED ARTICLES MENTIONED ARTICLES**

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## 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 shall not be allowed to increase its capital, 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 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 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.

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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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<p>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. Registered shares are recorded in the Company's share ledger.</p>	<p>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. Registered shares are recorded in the Company's share ledger.</p>
<p><b>DONATIONS TO HACI ÖMER SABANCI FOUNDATION OR SABANCI UNIVERSITY</b></p> <p><b>Article 37:</b> 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><b>Article 37: This Article is abolished.</b></p>