**15/05/2018**

Ordinary General Assembly of our Company for the 2017 will be held at the address of Pasalimanı Caddesi No.41 Uskudar/Istanbul (Tel: 00 90 216 531 24 00, Fax: 00 90 216 531 24 44) on the date of June 12, 2018 at 11.00 a.m.

Financial Statements and Footnotes and Independent Audit Report issued as per the capital market laws and regulations for the Fiscal Year 2017, Board of Directors’ Recommendation on Distribution of Dividends for the Fiscal Year 2017, the Board of Directors’ Annual Report, Corporate Governance Principles Compliance Report, Investor Information Report and agenda items as well as Detailed General Assembly Information Document including additional disclosures required to be made as per the Corporate Governance Principles will be made available for review by the Distinguished Shareholders at the Headquarters of the Company, on the Company’s official web site at http://www.parkelektrik.com.tr, Public Disclosure Platform and Electronic General Assembly System (EGKS) three weeks prior to the general assembly excluding the days of announcement and meeting.

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| Agenda Items |
| 1 - Opening and organization of the Presidential Board, |
| 2 - Authorization of the Presidential Board for execution of the General Assembly Meeting Minutes and Attendance List, |
| 3 - Reading, discussing and ratifying the Annual Report of the Board of Directors for the fiscal year 2017, |
| 4 - Reading, analyzing and ratifying the Balance Sheet and Profit/Loss Statements for the activity year 2016, |
| 5 - Reading, analyzing and ratifying the Financial Statements for the activity year 2017 |
| 6 - Informing the General Assembly on the activities in 2017 of Konya Ilgın Elektrik Uretim Sanayi ve Ticaret A.S., subsidiary of the Company, |
| 7 - Ratification by the General Assembly of appointments to vacant Memberships of the Board of Directors after Nalan ERKARAKAS and Dogan PENCE within the year, |
| 8 - Individually discharge of the Chairman and members of the Board of Directors for their accounts and activities in 2017, |
| 9 - Discussion and conclusion of the recommendation of the Board of Directors on the distribution of dividend for the Fiscal Year of 2017, |
| 10 - Extension of the Company’s authorization term of registered capital limit for a term of 5 years as to cover the years 2018-20122 as per permission dated 05.01.2018 and numberd 29833736-110.04.04-E.148 of the Capital Market Board, permission dated 12.01.2018 and 77386926-110.01.01.01 E.1850 of Energy Market Regulatory Authority, permission dated .03.2018 and numbered 50035491-431.02 s of the Ministry of Customs and Trade and ratification by the General Assembly of the amendment texts prepared for amendment of Article 6 of the Articles of the Association within this frame |
| 11 - Ratification of PwC Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S” as the Independent Audit Company, designated by the Board of Directors upon recommendation by the Audit Committee, as to conduct independent auditing activities and overview the activities and accounts for the year 2018 as per the Capital Market Laws and Regulations, Turkish Commercial Code and the regulations of the Energy Market Regulatory Authority, |
| 12 – Informing the General Assembly on election of the members of the Board of Directors, determination of their terms of office and Independent Members of the Board of Directors, |
| 13 - Informing the General Assembly on remuneration principles of the Submission to the General Assembly of information on remuneration policy applicable to members of the Board of Directors and executives, determined as per the Corporate Governance Principle |
| 14 - Discussion and passing resolution on the remuneration to be paid to the members of the Board of Directors, |
| 15 – Passing resolution on permission by the General Assembly for the Board of Directors members to conduct business with the Company for and on their behalf or of the others, conduct any commercial activity covered by the Company’s subject of activity on their own account or on the account of others and to become shareholders of any company engaged in similar business as the Company with the capacity of general shareholder as per Article Articles 395 and 396 of the Turkish Commercial Code |
| 16 - Informing the shareholders on the transactions within the scope of the principle 1.3.6 of the Corporate Governance Principles published by the Capital Market Board, |
| 17 – Informing the Shareholders on the donations and aids made by our Company in 2017 and determination of the upper limit for the donations to be made in 2018 as per the Capital Market Laws and Regulations, |
| 18 - Submission to the General Assembly of information on the transactions held by the Related Parties in 2017, |
| 19 - Informing the General Assembly on guarantees, pledge, mortgage and sureties provided by the Company in favor of the third parties and income or interest generated in 2017 as per the arrangements of the Capital Market Board , |
| 20 - Discussion of the proposals and advises and closing. |

**15/05/2018**

It was unanimously resolved that net distributable period profit amounting to TRY 483,279,053 with donations, calculated -according to the enclosed profit distribution table - on the period profit set forth in the consolidated financial statements for the fiscal year 2017 issued as per the Communiqué on Principles regarding Financial Reporting in the Capital Market (II-14.1) and audited by PwC Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S., would not be distributed upon consideration of our long term investment and financing strategy and our cash position.

It was unanimously resolved that after setting aside the general legal reserves calculated according to the profit distribution table attached hereto, 75% of the Company’s proceeds generated from sale of its immovable relating to concentrated copper production activities, corresponding to TRY 243,523,090, would be transferred to a special fund account as per the tax laws and regulations and set aside as special contingency (funded reserves) in order to benefit from the tax exemption as per Article 5/1-e of the Corporate Tax Law No. 5520 and the remaining amount would be set aside as extraordinary reserves; and these matters would be submitted to the General Assembly for ratification.

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| Cash Dividend Payment Amounts and Rates |
| |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | | Share Group Information | Payment | Cash Dividend Payable per Share with TRY 1 Nominal Value – Gross (TRY) | Cash Dividend Payable per Share with TRY 1 Nominal Value – Gross – Gross (%) | Cash Dividend Payable per Share with TRY 1 Nominal Value – Gross – Net (TRY) | Cash Dividend Payable per Share with TRY 1 Nominal Value – Net (%) | | A Group, Unquoted, TREPRKT00018 |  | 0 | 0 | 0 | 0 | | **B Group, PRKME, TRAPRKTE91B5** |  | **0** | **0** | **0** | **0** | |
| Payment of Dividend in Shares and Payment Rates |
| |  |  |  | | --- | --- | --- | | Share Group Information | Dividend Amount to be Distributed in Shares (TRY) | Dividend rates to be Distributed (%) | | A Group, Unquoted, TREPRKT00018 | 0 | 0 | | **B Group, PRKME, TRAPRKTE91B5** | **0** | **0** | |

**06/04/2018**

This is an updating disclosure made as per Communiqué on Material Events Disclosure No. 23/7.

Beforehand, it was disclosed to the public that the process of action is still under judgment with regrd to termination of the royalty agreement executed with the operator Cim Madencilik Sanayi ve Ticaret A.S. relating to bauxite zone in Islahiye Town of Gaziantep Province, of which our Company holds the operating license, discharge of the relevant zone. As stated in our recent disclosure dated 05/02/2018, Ankara 6th Court of Peace has designated the hearing date to be 07/06/2018. Thereupon, no update has occurred on the matter. Kindly submitted for the information of the public.

**13/03/2018**

It was unanimously resolved at the Board of Directors of our Company held on March 13, 2018 that PwC Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S. would be appointed to be the independent auditor for the year 2018 upon the recommendation by the Audit Committee as per the Turkish Commercial Code, Capital Market Board and Energy Market Regulatory Authority’s regulations and this appointment would be submitted to the General Assembly for ratification.

**05/02/2018**

It was disclosed by us to the public through our past disclosures that the royalty agreement executed on 27.02.2015 for a term of 5 years with the operator Cim Madencilik Sanayi ve Ticaret A.S. relating to bauxite zone in Islahiye Town of Gaziantep Province, of which our Company holds the operating license, was terminated by us for justified reason of breach of the terms and conditions of the relevant agreement by the operator. The action process with regard to discharge of the zone is going on; Ankara 6th Court of Peace has designated the hearing date to be 07/06/2018. Thereupon, no event has occurred on the matter.

**05/01/2018**

Amendment text of Article 6 of our Company’s Articles of Association relating to extension of the validity term of authorized registered capital of our Company was approved and transmitted to our Company by the Capital Market Board today. It is stipulated that the amendment text for the articles of association would be submitted to the shareholders for ratification at the first general assembly held within 6 months.

**02/01//2018**

It was resolved by our Board of Directors that necessary permissions and approvals would be obtained from the Capital Market Board and the Ministry of Customs and Trade on amendment of Article 6 titled “Type and Transfer of the Shares” of our Company’s articles of association to extend the validity term of our authorized capital, which expired on December 31, 2017, until 2022.

Today, the relevant application was filed with the Capital Market Board for amendment drafts of the attached articles of association.

**15/12/2017**

Corporate Governance Compliance Rating Agreement, executed by and between our Company and Saha Kurumsal Yonetim ve Kredi Derecelendirme Hizmetleri A.S. was extended for a term of one year as to be effective from 15.12.2017.

**08/12/2017**

It was disclosed by us to the public through our past disclosures that the royalty agreement executed on 27.02.2015 for a term of 5 years with the operator Cim Madencilik Sanayi ve Ticaret A.S. relating to bauxite zone in Islahiye Town of Gaziantep Province, of which our Company holds the operating license, was terminated by us for justified reason of breach of the terms and conditions of the relevant agreement by the operator. The action process with regard to discharge of the zone is still going on.

**13/10/2017**

It was disclosed by us to the public through our past disclosures dated 27/03/2017 , 29/05/2017 and 16.08.2017 that the royalty agreement executed on 27.02.2015 for a term of 5 years with the operator Cim Madencilik Sanayi ve Ticaret A.S. relating to bauxite zone in Islahiye Town of Gaziantep Province, of which our Company holds the operating license, was terminated by us for justified reason of breach of the terms and conditions of the relevant agreement by the operator; and the action process with regard to discharge of the zone is still going on.

**08/09/2017**

The disclosure we made upon written request dated 08.09.2017 and numbered BİAS-4-8192 of Borsa Istanbul A.S. as per Article 8 titled “Extraordinary Price and Quantity Fluctuations” of the Communiques of Material Events No. II.15.1 of the Capital Market Board is as follows:

There is no material event, which may possibly cause fluctuations in the price and quantity of our shares, quoted on Borsa Istanbul, and which has not been disclosed to the public by us.

**16/08/2017**

It was disclosed by us to the public through our past disclosures dated 27/03/2017 and 29/05/2017 that the royalty agreement executed on 27.02.2015 for a term of 5 years with the operator Cim Madencilik Sanayi ve Ticaret A.S. relating to bauxite zone in Islahiye Town of Gaziantep Province, of which our Company holds the operating license, was terminated by us for justified reason of breach of the terms and conditions of the relevant agreement by the operator; and the action process with regard to discharge of the zone was still going on. Islahiye Court issued decision on rejection of veneue with regard to the action process relating to discharge of the zone; so, the relevant action will be continued to be heard by Ankara Courts.

The royalty income of TRY 880,328, generated from this agreement within the frame of the activities for the year 2016, constitutes 5% of the “Other Real Operating Income” according to the financial statements dated 31/12/2016.

**10/08/2017**

The disclosure we made upon written request dated 10.08.2017 and numbered BİAS-4-7522 of Borsa Istanbul A.S. as per Article 8 titled “Extraordinary Price and Quantity Fluctuations” of the Communiques of Material Events No. II.15.1 of the Capital Market Board is as follows:

There is no material event, which may possibly cause fluctuations in the price and quantity of our shares, quoted on Borsa Istanbul, and which has not been disclosed to the public.

**07/07/2017**

At our Company’s Board of Directors meeting held on 07.07.2017;

After resignation of Mrs. Nalan Erkarakas, Chairman of the Board of Directors and appointment of Mr. Dogan Pence, Member of the Board of Directors and Mr. Gursel Usta and Mr. Erdal Yavuz to the vacant positions, our Board of Directors committees were constituted as follows:

Corporate Governance and Appointment Committee;

Galip Celik

Erdal Yavuz

Suleyman Uyan

Yesim Bilginturan

Early Risk Determination Committee;

Galip Celik

Salih Selim Senkal

Audit Committee;

Galip Celik

Guven Onal

**07/07/2017**

Mrs. Nalan Erkarakas, Chairman of our Board of Directors, has resigned from the Board of Directors at her own request. We express our thanks to her for her services up to date and wish her success in her career hereafter.

Mr. Dogan Pence, Member of our Board of Directors, has resigned from the Board of Directors due to change of position in the group. We express our thanks to him for her services up to date.

Mr. Gursel Usta and Mr. Erdal Yavuz were appointed to the vacant memberships of the Board of Directors as to be voted at the initial General Assembly.

Our Board of Directors appointed Mr. Gursel Usta to be the Chairman of the Board of Directors at the meeting held on this day.

**22/06/2017**

As our Company acquired entire of the shares of Konya Ilgın Elektrik Uretim Sanayi ve Ticaret A.S. according to the resolution passed at Ordinary General Assembly held on 10.05.2017, it shall consolidate its financial statements to be disclosed in the Public Disclosure Platform (“KAP”), starting from the semi-annual period.

**05/06/2017**

Our Company’s corporate governance rating was updated as 9.08 by Saha Kurumsal Yonetim ve Kredi Derecelendirme Hizmetleri A.S. engaged in corporate governance rating activities under the license issued by the Capital Market Board in Turkey.

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| **Main Topics** | **Weight** | **Rate** |
| Shareholders | 25% | 87.90 |
| Public Disclosure and Transparency | 25% | 97.25 |
| Beneficiaries | 15% | 87.81 |
| Board of Directors | 35% | 89.50 |
| **TOTAL** | **90.78** | |

**29/05/2017**

Our shareholders - who attend the Ordinary General Assembly held on 10/05/2017, cast negative votes with regard to Articles 10 and 12 of the General Assembly Agenda Items and annotated their negative votes in the meeting minutes and holding 750,000 Clas A Shares,having total nominal value of TRY 750,000 - applied to Deniz Yatırım Menkul Kıymetler A.S, authorized to exercise its retirement right with total cost of TRY1,573,261.50 with sale price of TRY2.097682 per share; provided that his right to file a lawsuit is reserved and he has the right to mental reservation. The term for exercising the retirement right ended at 05.00 p.m. today.

**29/05/2017**

As we stated in our material event of disclosure dated 27/03/2017, the administrative process, we initiated before the Ministry of Energy and Natural Sources, General Directorate of Mining Affairs for termination of the royalty agreement executed on 27.02.2015 for a term of 5 years with the operator Cim Madencilik Sanayi ve Ticaret A.S. relating to bauxite zone with Registry No. 78173 and access no. 3247558 in Islahiye Town of Gaziantep Province, of which our Company holds the operating license, was terminated by us for justified reason of breach of the terms and conditions of the relevant agreement by the operator has been completed, whereas the legal process for discharge of the relevant zone is still going on.

Royalty income of TRY 880,327.91, generated from this agreement by our Company within the activities of the year 2016, constitutes 5% of the Item “Other Real Operating Income” in the financial statements dated 31/12/2016.

**10/05/2017**

At the Board of Directors meeting dated 03.04.2017, it was resolved that for the following reasons;

Period loss of TRY 20,502.367 occured according to our financial statements for the fiscal period 01.01.2016-31.12.2016 issued by our Company as per “Communiqué (II-14.1) of the “Capital Market Board on Principles of Financial Reporting in the Capital Market Board” and subjected to independent audit by DRT Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S and the period loss of TRY 27,518,103.91 occured according to our financial statements issued according to the Tax Procedural Code;

1) The shareholders would be informed on non-distribution of dividend for the fiscal year 2016;

2) The aforesaid recommendation of our Board of Directors would be submitted to our shareholders for ratification at the Ordinary General Assembly for the year 2016.

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| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| |  |  |  | | --- | --- | --- | |  | Acc. to the CMB | Acc. to the Legal Records | | 3. Period Profit | -20,502,367 | -27,518,104 | | 4. Taxes ( - ) | 0 | 0 | | 5. Net Period Profit | -20,502,367 | -27,518,104 | | 6. Previous Years’ Losses ( - ) | 0 | 0 | | 7. General Legal Reserve ( - ) | 0 | 0 | | 8. Net Distributable Period Profit | -20,502,367 | -27,518,104 | | Dividend Advance Distributed in the Year (-) | 0 | 0 | | Net Distributable Period Profit/Loss After Dividend Advance | -20,502,367 | -27,518,104 | | 9. Donations made within the Year ( + ) | 821,219 |  | | 10. Net Distributable Period Profit including Donations | -19,681,148 | -27,518,104 | | 11. First Dividend for Shareholders | 0 | 0 | | \* Cash |  |  | | \* Bonus Shares |  |  | | 12. Dividend Distributed to Privileged Shareholders | 0 | 0 | | 13. Other Dividend Distributed to | 0 | 0 | | \* Employees |  |  | | \* Members of the Board of Directors |  |  | | \* Persons other than the Shareholders |  |  | | 14. Dividend Distributed to Dividend Coupon Holders | 0 | 0 | | 15. Second Tier Reserve to the Shareholders | 0 | 0 | | 16. General Legal Reserve | 0 | 0 | | 17. Statutory Reserves | 0 | 0 | | 18. Special Reserves | 0 | 0 | | 19. Extraordinary Reserves | 141,591,340 | 86,072,245 | | 20. Other Sources Anticipated to be Distributed | 0 | 0 | |
| Statement of Dividend Rates |
| |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | | Share Class | TOTAL DIVIDEND DISTRIBUTED - CASH (TRY) - NET | TOTAL DIVIDEND DISTRIBUTED – BONUS (TRY) | TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PERIOD PROFIT (%) | DIVIDEND CORRESPONDING TO SHARE WITH NOMINAL VALUE OF TRY 1 – AMOUNT (TRY) - NET | DIVIDEND CORRESPONDING TO SHARE WITH NOMINAL VALUE OF TRY 1 - RATE (%) - NET | | Class A | 0 | 0 | 0 |  |  | | Class B | 0 | 0 | 0 |  |  | | TOTAL | 0 | 0 | 0 |  |  | |

**10/05/2017**

Share transfer of Konya Ilgın Elektrik Uretim San. ve Tic. A.S., in which our Company decided to participate at the meeting dated 18.03.2017, was authorized and approved by Energy Market Regulatory Authority, Electricity Market Department with the date 20.04.2017 and the number 18723.

**18/04/2017**

Transfer of 4th Group Operating License of Siirt/Madenkoy with Registry Number 82631 to Cengiz İnsaat Sanayi ve Ticaret A.S was approved and completed today by the Ministry of Energy and Natural Sources, General Directorate of Mining Affairs. Our Company’s Board of Directors unanimously resolved that Siirt Madenkoy Branch would be closed as of April 21, 2017.

**12/04/2017**

Board of Directors and Board of Auditors’ Reports, Financial Statements and Independent Audit Report, Proposal for Non-Distribution of Dividend, Retirement Request Form and Annual Report and Corporate Governance Compliance Report enclosed therewith all for the Year 2016; and detailed Memorandum including necessary explanations required for compliance with the following agenda items and the Capital Market Board (Communiqué No. II-17.1 on. Corporate Governance) arrangements shall be made available at the headquarters of the Company, on the Company’s official web site at <http://www.parkelektrik.com.tr>, Public Disclosure Platform and Electronic General Assembly System for review by the Shareholders within its statutory period of time prior to the meeting.

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| Agenda Items |
| 1 - Opening and organization of the Presidential Board, |
| 2 - Authorization of the Presidential Board for execution of the General Assembly Meeting Minutes and Attendance List, |
| 3 - Reading, discussing and ratifying the Annual Report of the Board of Directors and the Independent Audit Report for the fiscal year 2016, |
| 4 - Reading, analyzing and ratifying the Balance Sheet and Profit/Loss Statements for the activity year 2016, |
| 5 - Ratification by the General Assembly of Appointment to vacant Membership of the Board of Directors instead of Yakup Kaygusuz within the year, |
| 6 - Discharge of the Chairman and members of the Board of Directors for the activity year 2016 |
| 7 - Submission of the matter of Non-Distribution of dividend, resolved acc. to Resolution of the BOD dated April 3, 2017 and numbered 2017/09 to the General Assembly for ratification, |
| 8 - Ratification of PwC BAGİMSİZ DENETIM VE SERBEST MUHASEBECI MALI MUSAVIRLIK A.S.” as the Independent Audit Company, designated by the Board of Directors upon recommendation by the Audit Committee, to audit the Company and overview the activities and accounts for the year 2017 as per the Communiqué on Independent Audit Standards in the Capital Market, issued by the Capital Market Board and the Turkish Commercial Code and the regulations of the Energy Market Regulatory Authority, |
| 9 - In case the transaction to be discussed according to Article 10 of the Agenda is resolved, as considerable part of the assets of our Company is to be transferred and therefore, our subject of activity considerably changes, the relevant transaction is considered as material transaction as per Article 23 of the Capital Market Law and Communiqué on Common Principles Regarding Significant Transactions and the Retirement Right (No. II-23.1) Article 5, 1st Paragraph (b) and (c) subparagraphs and Article 6 of the issued by the Capital Market, our shareholders have the right to retire; before discussion of the agenda item on the relevant transaction, the operational process on the retirement fee and exercise of the retirement right is to be submitted for the information of our shareholders as follows, (Full text of the agenda item no. 9 is given in the invitation text) |
| 10 - Submission to the General Assembly for ratification of the matter of sale of our Company’s assets relating to the concentrated copper production activities to Cengiz Insaat Sanayi ve Ticaret A.S. at the total cost of 195,000,000.- + VAT as per Article 5, 1st Paragraph (b) and (c) subparagraphs and Article 6 of the Communiqué on Common Principles Regarding Significant Transactions and the Retirement Right (No. II-23.1) issued by the Capital Market, |
| 11 - In case the transaction to be discussed according to Article 12 of the Agenda is resolved, as the considerable amount of assets is acquired from related parties and therefore, our subject of activity may considerably change, the relevant transaction is deemed as material transaction as per Article 23 of the Capital Market Law and Communiqué on Common Principles Regarding Significant Transactions and the Retirement Right (No. II-23.1) Article 5, 1st Paragraph (e) and (c) subparagraphs and Article 6 of the issued by the Capital Market, our shareholders have the right to retire; before discussion of the agenda item on the relevant transaction, the operational process on the retirement fee and exercise of the retirement right is to be submitted for the information of our shareholders as follows, (Full text of the agenda item no. 11 is given in the invitation text) |
| 12 - Submission to the General Assembly for ratification of the matter of acquisition of the entire shares of Konya Ilgın Elektrik Uretim Sanayi ve Ticaret Anonim Sirketi, registered with Ankara Trade Registry Office with registration no 148939, from our major shareholder Park Holding A.S. (with a nominal value of TRY 126,233,000.-, consisting of unpaid portion of TRY 90,309,942.81 corresponding to 126,233,000 shares which equals to 99.9865346534653%) and our other shareholder Turgay Ciner (with a nominal value of TRY 17,000.- corresponding to 17,000 shares, which equals to 0.0134653465347%) at the total cost of USD 150,000,000.- as per (e) and (c) subparagraphs of 1st Paragraph of Article 5 and Article 6 of the Communiqué No. II-23.1on Common Principles regarding Significant Transactions and the Retirement Right, |
| 13 - Election of the new members of the Board of Directors, determination of their terms of office, designation of the Independent Members of the Board of Directors and presentation of information on the relevant Independent Members of the Board, |
| 14 - Delivery to the General Assembly of written information on remuneration policy applicable to members of the Board of Directors and top executives, determined as per the Corporate Governance Principles, |
| 15 - Discussion and passing resolution on the remuneration to be paid to the members of the Board of Directors, |
| 16 - Submission, for the information of the Shareholders Ratification by the General Assembly on performance of activities, possibly resulting in conflict of interest, competition with the Company and its affiliates, and participation in any other similar companies by the controlling shareholders, members of the board of directors, top executives, and their spouses, their lineal consanguinity up to second degree ex officio for their own account or for the account, of the donations and aids made by our Company in 2016 and determination of the upper limit for the donations to be made in 2017 as per Article 6 of the Communiqué on Dividends No. II-19.1 of the Capital Market Board, |
| 17 - Submission, for the information of the Shareholders Ratification by the General Assembly on the donations and aids made by our Company in 2016 and determination of the upper limit for the donations to be made in 2017 as per Article 6 of the Communiqué on Dividends No. II-19.1 of the Capital Market Board, |
| 18 - Submission to the General Assembly of information on the transactions held by the Related Parties in 2016 as per the laws and regulations of the Capital Market Board, |
| 19 - Submission, for the information of the General Assembly, guarantees, pledge, mortgage and sureties provided by the Company in favor of the third parties and income or interest generated in 2016 as per the arrangements of the Capital Market Board. |
| 20 - Discussion of the proposals and advises and closing. |

**03/04/2017**

At our Company’s Board of Directors meeting held on 03.04.2017, it was resolved that for the following reasons;

Period loss of TRY 20,502.367 occured according to our financial statements for the fiscal period 01.01.2016-31.12.2016 issued by our Company as per “Communiqué (II-14.1) of the “Capital Market Board on Principles of Financial Reporting in the Capital Market Board” and subjected to independent audit by DRT Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S and the period loss of TRY 27,518,103.91 occured according to our financial statements issued according to the Tax Procedural Code;

1) The shareholders would be informed on non-distribution of dividend for the fiscal year 2016;

2) The aforesaid recommendation of our Board of Directors would be submitted to our shareholders for ratification at the Ordinary General Assembly for the year 2016.,

**27/03/2017**

A royalty agreement was executed on 27.02.2015 for a term of 5 years with the operator Cim Madencilik Sanayi ve Ticaret A.S. relating to bauxite zone with Registry No. 78173 and access no. 3247558 in Islahiye Town of Gaziantep Province, of which our Company holds the operating license before the Ministry of Energy and Natural Resources, General Directorate of Mining Affairs; provided that it remains the legal property of our Company and this execution was disclosed to the public. Subsequently, it was decided that the relevant agreement would be terminated for the reason of failure by the operator to comply with the terms and conditions of the agreement.

Royalty income of TRY 880,327.91, generated from this agreement by our Company within the activities of the year 2016, constitutes 5% of the Item “Other Real Operating Income” in the financial statements dated 31/12/2016.

**20/03/2017**

An application was filed with the Turkish Employment Agency (İskur) Siirt Provincial Directorate for termination of 69 employees’ employment agreements with regard to our operations in Siirt Madenkoy, on which our Board of Directors resolved to sell on 17.03.2017 and for which we made a disclosure on Public Disclosure Platform (KAP) on the same date. The last dismissal date is 20.04.2017. Number of our remaining employees is 9 persons.

**18/03/2017**

Within the frame of our disclosure on Public Disclosure Platform (KAP) on 28/02/2017, our Board of Directors resolved to acquire Konya Ilgın Elektrik Uretim San. ve Tic. A.S by the way of acquisition of its 100% shares at the cost of USD 150,000,000 at the board of directors meeting held on the date of 18/03/2017 (according to the due diligence conducted by Arkan & Ergin Uluslararası Bagimsiz Denetim ve SMMM A.S, the shareholder’ equity of the relevant Company is USD 163,000,000). Konya Ilgın Elektrik Uretim San. ve Tic. A.S.holds electricity generation/sale license for Konya Ilgın Thermal Power Plant to be established with fluidized-bed boiler of installed capacity of 500 MW under operateable lignite ore zone license for total 138 million tons having average lower calorific value of 2069 kcal/kg. The acquired companies a group company; the main shareholder is Park Holding A.S. This resolution, passed by the entire of the Independent Members of the Board of Directors and unanimity by the Board Directors would be submitted to the General Assembly for approval.

The relevant Board of Directors resolution is as follows:

As a result of the procedures held within the framework of the resolution dated February 28, 2017 of our Board of Directors, the following matters were resolved. This resolution was executed and passed as per Article 390/4 of the Turkish Commercial Code.

A) The matter of acquisition by our Company of entire of 126.233.000 shares with nominal value of TRY126.233.000, corresponding to 99.9865346534653% shares with outstanding (unpaid) shares of TRY 90,309,942.81 in Konya Ilgın Elektrik Uretim Sanayi ve Ticaret A.S, owned by Park Holding A.S., one of our main shareholders, and entire of 17,000 shares with nominal value of TRY17,000, corresponding to 0.0134653465347% shares in Konya Ilgın Elektrik Uretim Sanayi ve Ticaret A.S, owned by Turgay Ciner, another main shareholder of our Company at a total cost of USD 150,000,000 was discussed within the frame of the CMB laws and regulations and the following determinations were made:

1. As a result of valuation within the framework of the CMB Communiqué (II-23.1) on Common Principles regarding Significant Transactions and the Retirement Right (Significant Transactions Communiqué) The following calculations were made according to the exchange rate of 1 United States Dollar buying rate of the Turkish Central Bank = TRY 3.6058); and

Valuation made according to Subparagraphs (c) and (e) of Article 5 titled “Significant Transactions” of the Significant Transactions Communiqué and Paragraphs 2 and 4 of Article 6 titled Significance Criterion;

a) Ratio of the transaction amount to the Total Assets according to the Financial Statements Lastly Disclosed to the Public is as follows as of 31.12.2016:

TRY 540,870,000 / 507,445,139 TL = 107%,

b) Ratio of the Transaction Amount to the Shareholding Value calculated based on Arithmetical Average of Weighted Average on A Daily Basis, 6 Months Prior to the Date of the Board Of Directors’ Resolution:

TRY 540,870,000 /314,150,589 TL = 172%

As the rates in b and c are 50%, more than the calculated rates, the significance criterion required as per the Significant Transactions Communiqué is fulfilled, then the relevant transaction is considered to be a significant event of disclosure.

2. Valuation according to

As the sellers are two of our main shareholders namely Park Holding A.S. and Turgay Ciner, the relevant transaction is a related party transaction.

Within this scope, as a result of valuation made as per Subparagraph (a) of 2nd Paragraph of Article 9 titled Transactions with Related Parties of the Corporate Governance Communiqué and the Principle 1.3.9.a of the Corporate Governance Principles set forth in annex to the relevant Communiqué;

a) Ratio of the transaction amount to the Total Assets according to the Financial Statements Lastly Disclosed to the Public is as follows:

As of 31.12.2016; TRY 540,870,000 / TRY 507,445,139 = %107,

b) Ratio of the transaction amount to the Income Generated according to the Recent Annual Financial Statement:

As of 31.12.2016; TRY 540,870,000 TL /TRY 135,409,470 = 399%,

c) Ratio of the Transaction Amount to the Shareholding Value calculated based on Arithmetical Average of Weighted Average on A Daily Basis, 6 Months Prior to the Date of the Board of Directors’ Resolution:

TRY 540,870,000 / TRY 314,150,589 = 172%,

As the calculated rates were anticipated to be more than 5%, the Company had Arkan & Ergin Uluslararası Bagimsiz Denetim ve SMMM A.S. listed among the authorized auditing companies specified by the Board prior to the transaction, carry out a valuation. According to the valuation report, the independent valuation company weighted the results calculated by using reduced cash flow analysis, compared market valuation method and trading multiples method and determined the shareholder’s equity to be USD 163, 000,000 as of 18.03.2017.

Additionally, when the relevant rates were assessed within the frame of Article 1.3.9.a of the Corporate Governance Principles annexed to the same communiqué, it was determined that the calculated rates would exceed the rate of 10%.

It was unanimously resolved by the attendants at the Board of Directors that;

the relevant subsidiary would be acquired at a cost lower than the price determined in the valuation report; it would be resolved at the Board of Directors meeting dated 17.03.2017 that the concentrated copper production business would be sold due to ambiguities in such business, which constitutes entire of our sales income; and based on the requirement to make investments in the new industries to ensure continuity of the Company’s operations, entire of 126.233.000 shares with nominal value of TRY126.233.000, corresponding to 99.9865346534653% shares with outstanding (unpaid) shares of TRY 90,309,942.81 in Konya Ilgın Elektrik Uretim Sanayi ve Ticaret A.S, owned by Park Holding A.S., one of our main shareholders, and entire of 17,000 shares with nominal value of TRY17,000, corresponding to 0.0134653465347% shares in Konya Ilgın Elektrik Uretim Sanayi ve Ticaret A.S, owned by Turgay Ciner, another main shareholder of our Company would be acquired at a total cost of USD 150,000,000;

B) Valuation report abstract on this transaction would be published in the Public Disclosure Platform;

C) Due to the acquisition of assets and considerable change in the subject of activity, this transaction is a significant transaction as per Subparagraphs (c) and (e) of Article 5 titled “Significant Transactions” of the Significant Transactions Communiqué and Paragraphs 2 and 4 of Article 6 titled Significance Criterion;

D) As the ratification of the General Assembly is required besides the approvals of the related governmental authorities for completion of the transaction process as per Articles 23 and 24 of the Capital Market Law and the Significant Transactions Communiqué, the relevant transactions would be submitted to the General Assembly for ratification and necessary procedures would be initiated to get approvals and authorizations from these authorities within the shortest time possible;

E) Our shareholders or their proxies, who are to cast negative votes at the General Assembly where the relevant transaction is to be ratified, and to annotate their votes in the general assembly meeting minute, would all be informed on the following matters:

a) They have the right to retire by selling their shares to our Company;

b) As stated in our Board of Directors’ resolution dated 28.02.2017 and in the Significant Event of Disclosure relating to this resolution, upon consideration that the relevant transactions were for the first time disclosed to the public as of 28.02.2017, the “exercise price of the retirement right” per share with nominal value of TRY 1 in our Company was calculated as TRY2,097682 by using arithmetical weighted average occurred in the stock exchange within thirty days prior to this transaction as per Article 10 of the Significant Transaction s Communiqué;

on the Public Disclosure Platform as of the date of this Board of Directors Resolution in compliance with the public disclosure obligations of the Capital Market laws and regulations.

**17/03/2017**

Within the frame of our disclosures made on the Public Disclosure Platform on 28/02/2017, the resolutions passed by our board of directors on17/03/2017 with regard to sale of our Company’s assets relating to concentrated copper production operations to Cengiz İnsaat Sanayi ve Ticaret A.S. at a total cost of USD 195,000,000 USD + VAT (United States Dollar exchange rate of the Turkish Central Bank = TRY 3.6714) equivalent to total TRY 715,923,000. The purchase cost of TRY 715,923,000. - would be collected in cash and in advance on March 20, 2017.

Our Company’s Board of Directors agreed upon the following resolutions at the meeting held on Mach 17, 2017 as a result of the efforts made within the frame of the resolution dated February 28, 2017.

A)  The matter of transfer of our Company’s concentrated copper production business to Cengiz İnsaat Sanayi ve Ticaret A.S. at a total cost of USD 195,000,000 USD + VAT (United States Dollar exchange rate of the Turkish Central Bank = TRY 3.6714) equivalent to total TRY 715,923,000 was valued according to the Capital Market laws and regulations and the following determinations were made.

1. Evaluation within the Frame of the Communiqué on Common Principles Regarding Significant Transactions and the Retirement Right (Significant Transactions Communiqué (II-23.1)

as a result of the evaluation made as per 1st Paragraph (b) and (c) subparagraphs of Article 5 titled Significant Transactions and Paragraphs 1, 3 and 4 of Article 6 titled Significance Criterion of the Communiqué on Common Principles Regarding Significant Transactions and the Retirement Right (No. II-23.1) issued by the Capital Market

a) Ratio of the transaction amount to the Total Assets according to the Financial Statements Lastly Disclosed to the Public is as follows as of 31.12.2016:

TRY 155,946,669 / TRY 507,445,139 = 31 %

b) Ratio of the Transaction Amount to the Shareholding Value calculated based on Arithmetical Average of Weighted Average on A Daily Basis, 6 Months Prior to the Date of the Board of Directors’ Resolution:

TRY 715,923,000 / TRY 314,150,589 = 228%

c) Ratio between the financial value of the asset contribution to be transferred (or leased or

created a right in rem) to the income stated in the last financial statements and the income stated

in the last financial statements as of 31.12.2016

TRY 135,125,067 / TRY 135,409,470 = 100%

As the rates in b and c are 50%, more than the calculated rates, the significance criterion required as per the Significant Transactions Communiqué is fulfilled as stated in the Significant Event of Disclosure dated 28.02.2017, then the relevant transaction is considered to be a significant event of disclosure.

2. As the buyer is not a related party as per CMB Communiqué (II-17.1) on Corporate Governance (Corporate Governance Communiqué), the relevant transaction is not a related party transaction.

As per provision 1.3.9./b of the Corporate Governance Principles,

a) Ratio of the transaction amount (in case the Net Book Value of the Asset is Higher, the Net Book Value) to the Total Assets according to the Financial Statements Lastly Disclosed to the Public is as follows as of 31.12.2016:

TRY 715,923,000 / TRY 507,445,139 = 141%,

b) Ratio of the Profit Gained from the relevant Asset according to the Last Annual Financial Statement to the Company’s Pre-Tax Income from Continuing Operations as of 31.12.2016:

TRY 24,453,840 / - TRY 22,915,094 TL = 107%,

c) Ratio of the Transaction Amount to the Company’s Value calculated based on Arithmetical Weighted Average of Semi-Annual Corrected Prices prior to the Date of the Board Of Directors’ Resolution:

TRY 715,923,000 TRY / 314,150,589 = 228 %,

It would be resolved that our assets relating to concentrated copper production business would be sold to Cengiz İnsaat Sanayi ve Ticaret A.S. at a total cost of TRY 715,923,000 upon consideration of the ambiguities after the landslide with regard to these activities and the proceeds to be gained from sale of our assets relating to the concentrated copper sale would possibly be used for the operations which would adversely affect the Company’s profitability

B) The transaction of sale of our concentrated copper production activities (assets) is a significant event as per (b) and (c) subparagraphs of 1st Paragraph of Article 5 titled Significant Transactions and Paragraphs 1, 3 and 4 of Article 6 titled Significance Criterion of the Communiqué on Common Principles Regarding Significant Transactions and the Retirement Right (No. II-23.1) issued by the Capital Market

C) As the ratification of the General Assembly is required besides the approvals of the related governmental authorities for completion of the transaction process as per Articles 23 and 24 of the Capital Market Law and the Significant Transactions Communiqué, the relevant transactions would be submitted to the General Assembly for ratification and necessary procedures would be initiated to get approvals and authorizations from these authorities within the shortest time possible;,

D) Our shareholders or their proxies, who are to cast negative votes at the General Assembly where the relevant transaction is to be ratified, and to annotate their votes in the general assembly meeting minute, would all be informed on the following matters;

a) They have the right to retire by selling their shares to our Company,

b) The Shareholders would be disclosed in compliance with the disclosure obligations of the capital market laws and regulations as stated in our Board of Directors’ resolution dated 28.02.2017 and in the Significant Event of Disclosure relating to this resolution, upon consideration that the relevant transactions were for the first time disclosed to the public as of 28.02.2017, the “exercise price of the retirement right” per share with nominal value of TRY 1 in our Company was calculated as TRY2,097682 by using aritmethical weighted average occurred in the stock exchange within thirty days prior to this transaction as per Article 24 of the Capital Market Law and Article 10 of the Significant Transactions Communiqué.

**28/02/2017**

Upon landslide occurred on 17/11/2016, letter dated 13/12/2016 issued to our Company by the Ministry of Energy and Natural Sources, General Directorate of Mining Affairs required our Company to have the experts and related corporations prepare a new project with regard to mining and submit it to the General Directorate of Mining Affairs for evaluation.

Our Board of Directors convened and evaluated the relevant process on the date 26/12/2016; and as it was not definite how long the preparation of the project and evaluation of the same by the Ministry would take, the agreements with the subcontractor firms were cancelled; employment agreements of the workers working in the open-pit quarry were terminated; on the other hand, nearly 300,000 tons of ore, existing in our stocks, were continued to be processed; and as less time remained until completion of these processes, necessary applications were filed on 23/02/2017 for termination of the 216 employees out of 295 personnel as to be effective from 31/03/2017; and these events and updates were concurrently disclosed to the public.

Our Company’s Board of Directors convened and passed the following resolutions on the date of February 28, 2017:

I. Necessary transactions would be carried out with regard to options such as evaluation/sales/leasing of our concentrated copper production business under the market conditions based on the following grounds:

a. It is ambiguous to re-start the production in the open-pit quarry in the short run in terms of costs and administrative process due to the landslide in the copper mine in Siirt Madenkoy and geographical conditions following the landslide;

b. The concentrated copper prices, which constitute entire of our sales income, are sensitive to the fluctuations in the world commodity market; commodity prices directly affected by the economic deadlock and accordingly recession in the copper prices adversely affected the Company’s activities recently; due to the extra costs to possibly arise in case of re-start of the production, the Company’s profitability would adversely be affected;

**II.** Transactions as to include amendment of articles of association, if required, would be carried out on making investments in the new industries with the options of acquisition/leasing/participation in the assets from related parties and/or the third parties to the extent that these would be more profitable for the investors of our Company; and the relevant matter would be submitted for the information of the attendants and resolved at the initial General Assembly;

**III.** In case of performance of these transactions, based on the conditions of performance, the following information would be disclosed on the public disclosure platform:

a. In case of evaluation and sale/leasing of our concentrated copper production business under the market conditions, as per (b) and (c) subparagraphs of 1st Paragraph of Article 5 titled Significant Transactions and Paragraph 4 of Article 6 titled Significance Criterion of the Communiqué on Common Principles Regarding Significant Transactions and the Retirement Right (No. II-23.1) issued by the Capital Market

b. In case of acquisition/leasing/participation in the assets from related parties and/or the third parties, as per subparagraph (e) of Article 5 and Paragraph 2 of Article 6 of the Communiqué;

these transactions would be considered as the significant events and accordingly the retirement right might arise;

**IV.** Save as the matter of performance of the requirements set forth in the Communique in the relevant transactions is reserved, as per Article 24 of the Capital Market Law and Article 10of the Communiqué, upon consideration that the relevant transactions were for the first time disclosed to the public as of date of this board of directors resolution, the “exercise price of the retirement right” per share with nominal value of TRY 1 in our Company was calculated as TRY 2,097682 by using arithmetical weighted average occurred in the stock exchange within thirty days prior to this transaction as per Article 10 of the Significant Transaction s Communiqué;

**23/02/2017**

Within the frame of the Board of Directors resolution passed and disclosed to the public on 26/12/2016, following the completion of the process of nearly 300,000 tons of ore, existing in our stocks of our concentration facility, employment agreements of 216 employees out of 295 personnel employed would be terminated as to be effective from 31/03/2017 by paying all their rights thereon.

**20/01/2017**

It was resolved at the Board of Directors of our Company held on 20.01.2017, that **PwC Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S.** would be appointed to be the independent auditor for the year 2017 upon the recommendation by the Audit Committee as per the Turkish Commercial Code, Capital Market Board and Energy Market Regulatory Authority’s regulations and this appointment would be submitted to the General Assembly for ratification.

**12/01/2017**

According to our disclosure made on 26.12.2016, application was filed with Siirt Provincial Directorate of Labor and Employment Agency for compulsory termination as of 31.01.2017 of the employment contracts of 139 workers other than those working in strategically important units, out of total 211 workers employed in our open pit quarry, by paying all their rights as per Article 29 of the Labor Act