Polisan Holding A.Ş.

Material Disclosure **March 15, 2017**

Invitation to General Assembly Meeting

Company Address	Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Cad. No:7 Dilovası-KOCAELİ
Company Telephone	0 262 754 80 00
Company Fax	0 262 754 80 56
Investor Relations Telephone	0 216 578 56 00
Investor Relations Fax	0 216 573 77 92
E-mail:	yatirimciiliskileri@polisanholding.com.tr investorrelations@polisanholding.com.tr
Is this an update announcement?	No
Is this a postponed announcement?	No
Is this an amendment announcement?	No
Summary Information	The date, place and time of the 2016 General Assembly Meeting

Date of the decision	15.03.2017
Type of the General Assembly	Ordinary
The beginning of the fiscal year	01.01.2016
The ending of the fiscal year	31.12.2016
Date and Time	13.04.2017 14:00
Deadline for Having Shares to Participate in the General Assembly	12.04.2017
Address	Dilovası Organize San.Bölgesi, 1. Kısım, Liman Cad. No:7 Dilovası-KOCAELİ
Agenda	Please refer to the Attachment 2, below.
Processes for Use of Rights that Take Place on the Agenda	Dividend Distribution
Invitation Documents	Invitation announcement and 2016 Consolidated Financial Tables

INVITATION FROM POLİSAN HOLDİNG BOARD OF DIRECTORS
TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED APRIL 13, 2017

In line with our Board of Directors' decision dated March 15 2017, numbered 2017/02; the 2016 Ordinary General Assembly Meeting of our Company will be held to discuss and settle the following agenda at the Company headquarters, addressed Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No: 7, Dilovası-KOCAELİ on April 13, 2017, Thursday at 14:00 p.m.

Our shareholders, who have the right to participate to the General Assembly Meetings, can attend the meeting to be held in the address indicated above, in person or through their representatives. Or, if they wish, they can use their secure electronic signatures and attend the meeting in person or through their representatives on the Electronic General Assembly System ("EGAS") provided by the Central Securities Depository ("CSD").

The shareholders can authorize their representatives either by using EGAS or with the proxy form provided at the Company Headquarters or Company website at www.polisanholding.com.tr within the provisions of the Capital Markets Board's ("CMB") Communique II-30.1. The shareholders can have themselves represented by filling out the proxies and having their signatures notarized; or by attaching the authorized signatory list approved by the notary to the proxy form, which has their signature on it.

Natural person shareholders shall submit their Identity Cards;
Legal person shareholders shall submit the identity cards along with the authorization certificates of the people who are authorized to represent and bind the legal person;
The representatives of natural persons and legal persons shall submit their identity cards and authorization certificates;
The representatives authorized by the EGAS shall submit their identity cards;
and sign the list of participants to physically attend the General Assembly Meeting.

The shareholders who will attend the General Assembly on the electronic platform through EGAS can obtain information from www.mkk.com.tr, which is the internet address of the CSD, in regards to the procedures and principles of participation, appointing representatives, suggesting proposal, explaning conviction, and use of vote.

The shareholders or their representatives who wish to attend the meeting on the electronic platform shall comply with the provisions of the "Regulation in regards to the General Assemblies of the Corporations to be held on the electronic platform" published on the Official Gazette dated August 28, 2012, numbered 28395 and the "Communique in regards to the Electronic General Assembly System to be applied for the General Assemblies of the Corporations" published on the Official Gazette dated August 29, 2012, numbered 28396.

Our Company's Annual Report and Independent Auditor Report including Financial Tables pertaining to the fiscal year 2016, Board of Directors' Dividend distribution proposal, and General Assembly information document will be readily made available for our shareholders' review at least 21 days prior to the meeting under the Investor Relations heading of www.polisanholding.com.tr, which is the link to our Company's website available on the EGAS page of CDS' website. Besides, the Annual Report will be published on the Public Disclosure Platform.

We kindly invite our shareholders to participate to the meeting at the place, date, and time stated above.

For the information of our esteemed shareholders,

Board of Directors

POLİSAN HOLDİNG
AGENDA OF THE 2016 ORDINARY GENERAL ASSEMBLY DATED APRIL 13, 2017

1. Opening and appointment of the Presidential Board for the meeting,
2. Granting authorization to the Presidential Board for the signing of the meeting minutes,
3. Review, discussion, and approval of the Annual Report of the Board of Directors and summary statement of the Independent Audit Report for the fiscal year 2016,
4. Review, discussion, and approval of the Financial Statements for the fiscal year 2016,
5. Release of the each member of the Board of Directors and Independent Auditor from their activities for the year 2016,
6. Informing shareholders in regards to the "Dividend Policy" of the Company for 2016 and upcoming years as per the regulations of the Capital Markets Board,
7. Discussion of the use of 2016 profit, the profit subject to distribution, and earning share ratios,
8. Approval of the Independent External Audit Company nominated by the Board of Directors in accordance with Capital Markets Board's Communique Serial: X No:22 on the Standards of Independent Audit on the Capital Market and Article 399 of the Turkish Commercial Code,
9. Appointment of the members of the Board of Directors and the Independent Board Members and determination the duration of their duties,
10. Determination of the wages of the members of the Board of Directors, Independent Board Members and Committee Members,
11. Providing information in regards to the remuneration policy for the members of the Board of Directors and the senior management,
12. Informing shareholders in regards to the "Related Party Transactions" realized in 2016 as per the Capital Market Board regulations,
13. Informing shareholders in regards to the donations and aids, which were provided by the Company to the funds and organizations in 2016 as part of the social responsibility and determining an upper limit for the donations to be provided in 2017 as per the regulations of the Capital Markets Board,
14. Granting permission to the Chairman and the Members of the Board on the fulfillment of the written transactions pursuant to Article 395 and 396 of the Turkish Commercial Code,
15. Giving information to the shareholders regarding pledges, collaterals, and mortgages provided by the Company in favor of the 3. Parties,
16. Wishes and closing.

ADDITIONAL INFORMATION AS PER CMB REGULATIONS

The additional information as per the Corporate Governance Principle Numbered 1.3.1, which takes place in the CMB's Corporate Governance Communique Numbered II-17.1 is as follows:

1) Shareholder structure and voting rights:

There is no privileged share and voting right in the Polisan Holding's shareholder capital. The shareholder structure as of the date of this disclosure is as follows:

Name and Last Name of the Shareholder	Capital Share (TRY)	Capital Share (%)
Necmettin Bitlis	56,163,449.00	15.18
Mehmet Emin Bitlis	62,493,625.00	16.89
Ahmet Ertuğrul Bitlis	62,493,625.00	16.89
Ahmet Faik Bitlis	37,756,717.00	10.20
Fatma Nilgün Kasrat	37,756,717.00	10.20
Ayşe Melike Bitlis	37,756,717.00	10.20
Other Bitlis Family	34,008,225.00	9.19
Other	10,507,500.00	2.84
Float	31,063,425.00	8.40
TOTAL	370,000,000.00	100.00

2) Was there any change in the management and operations of the Company and its affiliates in the previous fiscal year or is there any plan of change for the future fiscal years that will affect the Company's operations materially and the reasons of such changes:

In 2016, Polisan Holding transfered 50% shares of its 100% subsidiary Polisan Boya Sanayi ve Ticaret A.Ş. ("Polisan Boya"), to one of the leading paint manufacturers in Japan and among the top 10 in the world; Kansai Paint Co. Ltd. ("Kansai Paint"). The share transfer realized on December 21, 2016 was followed by a capital increase, in which Polisan Holding did not use its preemptive rights. Consequently, Polisan Holding's share in Polisan Boya stood at 50%. Kansai Paint paid US$68.5 million for the share transfer to Polisan Holding and transferred US$45 million in total for the capital increase to Polisan Boya. Additionally, with an amendment in the Articles of Association, the Company's title has been registered as "Polisan Kansai Boya Sanayi ve Ticaret Anonim Şirketi".

3) Members of the Board of Directors:

Election of the members of the Board of Directors is among the agenda items of the General Assembly meeting and that the information in regards to the nominees of the members of the Board of Directors is as follows:

Necmettin Bitlis: He was born on December 1, 1928 in Malatya. After having graduated from Commercial High School, he started working in 1955. Necmettin Bitlis, currently Chairman of the Polisan Holding BoD, is also the Chairman of Polisan Kimya, Poliport, Polisan Tarım, Polisan Yapı, Şark Mensucat. Additionally, Mr. Bitlis is the founding member of Malatya Education Fund, President of Dilovası Industrial Zone Entrepreneurs' Board and the member of Turkish Industry and Business Association.

Mehmet Emin Bitlis: He was born on August 22, 1958. He was graduated from BundesaufbauGymnasium in Horn, Austria in 1978 and Wirtschaets Universiteat in Wien, Austria in 1984. He started his professional career in 1985. Mehmet Emin Bitlis is currently the Deputy Chairman of Polisan Holding, Polisan Kimya, Polisan Tarım and Polisan Yapı. Additionally, he is the Board member of Poliport, Polisan Hellas, Şark Mensucat and Rohm and Haas. Mr Bitlis is also a member of the Malatya Education Fund.

Ahmet Ertuğrul Bitlis: He was born on May 31, 1961 in Istanbul. He was graduated from Boston University, Production Engineering (BSc) in 1983 and he had a masters degree from the same university in 1984 on Mechanical Engineering. He started his professional career in 1986. Ahmet

Ertuğrul Bitlis is currently the Board member of Polisan Holding, Polisan Kimya, Polisan Tarım, Polisan Yapı, and Şark Mensucat. He is also the Deputy Chairman of Poliport.

Ahmet Faik Bitlis: He was born on August 29, 1962 in Istanbul. He was graduated from Deutsche High School in Istanbul in 1981 and Bosphorus University, Industrial Engineering (BSc) in 1986. He had a masters degree from Istanbul University International Management Program in 1990 and completed Harvard Business School Owners and Presidents Certificate Program in 2004. He started his professional career in 1987. Ahmet Faik Bitlis is currently the Board member of Polisan Holding, Polisan Kimya, Polisan Tarım, Polisan Yapı, Şark Mensucat, Poliport, and Rohm and Haas. He is the Chairman of Polisan Yapı Kimyasalları. Additionally, Mr. Bitlis is the Treasurer Member at İstanbul Minerals and Metals Exporters' Association (IMMIB), Member of Malatya Education Fund's Board of Trustees, and Member of Board of Directors at Deutsche High School Culture and Education Fund.

Fatma Nilgün Kasrat: She was born on April 1, 1964 in Istanbul. She was graduated from Notre Dame de Sion French Girls High School in 1983 and Istanbul Technical University (ITU), Chemical Engineering (BSc) in 1987. She started her professional career in 1987. Fatma Nilgün Kasrat is currently the Board member of Polisan Holding, Polisan Kimya, Polisan Tarım, Polisan Yapı, Şark Mensucat, and Poliport.

Erol Mizrahi: He was born on September 2, 1954 in Edirne. He was graduated from University of Istanbul, Faculty of Law in 1977. Having carried out several managerial responsibilities since 1976 within Polisan Holding, he was assigned as the Holding's General Coordinator and General Manager of Polisan Kansai Boya at the second half of 1998 and Polisan Holding's CEO as of 2005. Erol Mizrahi is currently the Chairman of Polisan Kansai Boya and the Board member of Polisan Holding, Polisan Kimya, Polisan YapiKim, Rohm and Haas, Polisan Tarım, Polisan Yapı, Poliport, Polisan Hellas, and Şark Mensucat. Additionally, he is the Board member of Association of Paint Industry (BOSAD).

Ali Fırat Yemeniciler: He was born in 1956 in Istanbul. He was graduated from Saint Joseph High School in 1975. After having graduated from University of Istanbul, Chemical Engineering (BSc) in 1981, he had a masters degree at University of Brussels on Petrochemicals (MSc). After having worked at Societe General de Surveillance as Petrochemicals Unit Manager and Union Carbide Turkey General Manager between 1985 and 1995, he joined Polisan Holding in 1995. Ali Fırat Yemeniciler is currently the General Manager of Poliport, the Executive Committee Member of Polisan Holding and the member of the Board of Poliport, Polisan Holding, Polisan Hellas, and Polisan Kansai Boya. Additionally, he is the Council Member at Chamber of Shipping and Vice President of Port Operations Committee.

Yahya Mehmet İzzet Özberki: He was graduated from Galatasaray High School and University of Ankara; Political Sciences (BSc), Faculty of Economics, and had a masters degree on Economics, from Middle East Technical University (METU). He has been a Research Fellow at Gazi University for 5 years. Mr. Özberki, who has a work experience of 30 years has a Corporate Financier (CF) degree from the Institute of Chartered Accountants of England and Wales. Yahya Mehmet İzzet Özberki has the qualifications of the independent member as per the CMB Corporate Governance Principles.

Ahmet Temizyürek: He was graduated from the University of Ankara; Political Sciences (BSc) in 1995. At the same year, he started as an Associate Account Expert at the Account Expert Board. Having succeeded at Proficiency Exam, he was assigned as the Account Expert in 1999. He became Chief Account Expert in 2006. He completed his masters at the University of Boston on Financial Economy, E-Trade, Systems and Technologies (MSc) between 2006 and 2008. He resigned his duty as an Account Expert in 2010. He is currently the Sworn Financial Advisor. Ahmet Temizyürek has the qualifications of the independent member as per the CMB Corporate Governance Principles.

4) The requests of the shareholders to add an agenda item:

There is no request from shareholders to add an item to the agenda of the Ordinary General Assembly Meeting, where 2016 fiscal year's operations will be discussed.

POWER OF ATTORNEY
POLİSAN HOLDİNG

I hereby appoint …….. as attorney introduced in detail below in order to represent me, to vote, to make proposal, and to sign the required documents in line with the views that I indicated below, at the Ordinary/Extra Ordinary General Assembly Meeting of Polisan Holding A.Ş. to be held on April 13, 2017, Thursday, at 14:00 p.m. at Dilovası Organize Sanayi Bölgesi, 1. Kısım, Liman Caddesi, No:7, Dilovası-KOCAELİ.

The Attorney's(*):
Name Surname/ Trade Name:
TR ID Number/ Tax ID Number, Trade Registery and Number and MERSIS (Central Registration System) Number:
(*) Foreign attorneys should submit the equivalent information, if any, mentioned above.

A) SCOPE OF REPRESENTATIVE POWER
The scope of representative power should be defined by choosing one of the options (a), (b) or (c) in the following sections numbered 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 Company's 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, the shareholder should mark one of the options next to the agenda item (namely; "Accept" or "Reject") and if the shareholder marks the "Reject" box, then he/she should state the dissenting opinion that is requested to be noted down on the general assembly minutes, if any.

No	Agenda Items	Accept	Reject	Dissenting Opinion
1	Opening and appointment of the Presidential Board for the meeting,			
2	Granting authorization to the Presidential Board for the signing of the meeting minutes,			
3	Review, discussion, and approval of the Annual Report of the Board of Directors and summary statement of the Independent Audit Report for the fiscal year 2016,			
4	Review, discussion, and approval of the Financial Statements for the fiscal year 2016,			
5	Release of the each member of the Board of Directors and Independent Auditor from their activities for the year 2016,			

6	Informing shareholders in regards to the "Dividend Policy" of the Company for 2016 and upcoming years as per the regulations of the Capital Markets Board,			
7	Discussion of the use of 2016 profit, the profit subject to distribution, and earning share ratios,			
8	Approval of the Independent External Audit Company nominated by the Board of Directors in accordance with Capital Markets Board's Communique Serial: X No:22 on the Standards of Independent Audit on the Capital Market and Article 399 of the Turkish Commercial Code,			
9	Appointment of the members of the Board of Directors and the Independent Board Members and determination the duration of their duties,			
10	Determination of the wages of the members of the Board of Directors, Independent Board Members and Committee Members,			
11	Providing information in regards to the remuneration policy for the members of the Board of Directors and the senior management,			
12	Informing shareholders in regards to the "Related Party Transactions" realized in 2016 as per the Capital Market Board regulations,			
13	Informing shareholders in regards to the donations and aids, which were provided by the Company to the funds and organizations in 2016 as part of the social responsibility and determining an upper limit for the donations to be provided in 2017 as per the regulations of the Capital Markets Board,			
14	Granting permission to the Chairman and the Members of the Board on the fulfillment of the written transactions pursuant to Article 395 and 396 of the Turkish Commercial Code,			
15	Giving information to the shareholders regarding pledges, collaterals, and mortgages provided by the Company in favor of the 3. Parties,			
16	Wishes and closing.			

2. Special instruction related to other issues that may come up during the General Assembly meeting and particularly in regards to the use of minority rights:

a) The attorney is authorized to vote according to his/her opinion.
b) The attorney is not authorized to represent in these matters.
c) The attorney is authorized to vote in accordance with the following special instructions:

SPECIAL INSTRUCTIONS; The special instructions (if 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 follows:
a) Order and Serial:*
b) Number / Group: **
c) Amount-Nominal Value:
ç) Whether or not the votes are priviledged:
d) Bearer-Registered: *
e) Ratio of voting rights of the shareholder to the total shares that the shareholder has:

*Such information is not required for the shares which are followed up electronically.
**For the shares which are followed up electronically, 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, which is prepared by CSD, the day before the General Assembly, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/ Tax ID Number, Trade Registery and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign attorneys should submit the equivalent information, if any, mentioned above.

SIGNATURE

We hereby declare that our above statement is in conformity with the principles included in the Capital Market Board's effective Communiqué on Material Disclosures; exactly reflects the entire information we received on the subject/subjects; the information complies with our records, books and documents; we have endeavored to obtain the correct and complete information relative to this subject, and we are responsible for the declarations made in this regard.