

TURCAS PETROL ANONİM ŐİRKETİ

ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR 2010

INFORMATION DOCUMENT

Our Company's Annual General Meeting of Shareholders for 2010 shall be held on 27.04.2011, Wednesday, at 10.30 a.m. in Conrad Hotel Beşiktaş – İstanbul.

The newspaper announcements that contain the calls to the shareholders were published in the newspapers called Dünya and Hürses on 28.03.2011 as well as in the Turkish Trade Registry Journal on 28.03.2011.

In addition, the letters of call containing the agenda of the Annual General Meeting of Shareholders and the sample of proxy were sent to the shareholders by means of registered mail on 25.03.2011.

Our Company's Balance Sheet, Income Statement and Reports of the Board of Directors and the Auditing Board for the year 2010 shall be available to the shareholders for examination 15 days before the date of the meeting in the Registered Office of the Company located in **Dikilitaş Mahallesi Emirhan Caddesi No: 109 Beşiktaş/ İstanbul.**

The shareholders or their proxies are required to appear in the place, on the day at the time specified above, and the shareholders who wish to be represented by a proxy must issue their proxies in accordance with the Proxy Form, a sample of which is provided hereunder, pursuant to the provisions of the Communiqué of the Capital Markets Board Serial IV No: 8 published in the Official Gazette on 09.03.1994, and have their signatures attested by the notary public or add a notarized list of authorized signatures to the Proxy Form that contains their signatures.

The methods "raise hands" and "open ballot" shall be used when voting the Items of the Agenda in the General Meeting of Shareholders.

The stakeholders and the members of the media who are not entitled to speak are invited to the General Meeting of Shareholders.

Our shareholders, whose shares are kept in the investor accounts under Investing Agencies before Central Registration Agency (MKK), and wishing to attend the General Board Meeting are hereby kindly required to act within the scope of the rules of Central Registration Agency (MKK), regulating the "General Board Blockage" and register themselves in the General Board Blockage List. We present that it is not legally possible or our Esteemed Shareholders not registered in the General Board Blockage List to attend the meeting in the capacity of a shareholder.

The General board meeting attendance application of our shareholders who are physically holding securities but not yet registered the same shall be considered only after registering the securities. You are free to get necessary information about the matter from "Relations with Shareholders Unit" at our headquarters.

EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

1. Opening and the Election of the Managing Board

The Chairman who shall preside over the General Meetings of Shareholders and the Managing Board shall be elected in accordance with provisions of the Turkish Commercial Code and the Regulations in connection with General Meeting of Shareholders of Stock Corporations, and the Commissary from the Ministry of Industry and Trade who must attend those meetings.

2. Authorizing the Managing Board to Sign the Minutes of the General Meeting of Shareholders

The shareholders shall be asked for their approval in respect of authorizing the Managing Board to keep the minutes for the resolutions adopted in the General Meeting of Shareholders in accordance with provisions of the Turkish Commercial Code and pertinent Regulations.

3. Discussions about the Reports of the Board of Directors and the Auditing Board for the Activities and Accounts, and the Balance Sheet and Income Statements for 2010 and Resolutions thereon,

The followings shall be read in the General Meeting of Shareholders; the Report of the Board of Directors, the Report of the Auditing Board, a summary of the Report of the Independent Auditing, all of which are prepared in accordance with provisions of the Turkish Commercial Code and the pertinent Regulations. The said reports shall be submitted to the shareholders who attend the meeting for approval who shall cast their votes for each of these reports.

4. Release of each of the Members of the Board of Directors and the Auditors in respect of the Activities of the Company in 2010,

The shareholders who attend the General Meeting of Shareholders shall be asked to cast their votes for the release of each of the Members of the Board of Directors and the Auditing Board in respect of the activities, procedures and accounts in the year 2010.

5. Resolutions in Respect of the Distribution of the Profit of the year 2010

The proposal of the Profit Distribution about which the public was informed by the resolution of the Board of Directors no. 2011/6 of 12.04.2011 shall be submitted to the shareholders attending the General Meeting of Shareholders for approval, and the date on which the dividend is to be paid shall be determined in accordance with a resolution adopted in the General Meeting of Shareholders. The Table of the Profit Distribution for 2010 is as follows:

TURCAS PETROL A.Ş. Table of Profit Distribution for 2010 (TL)			
1. Paid /Issued Capital		225.000.000,00	
2. Total Legal Reserve Fund (acc. to Legal Records)		26.710.705,51	
		acc. to the Capital Market Board	acc. to Legal Records
3.	Profit for the Period	59,726,981	60,452,998,68
4.	Taxes Payable (-)	3,344,390	3,119,707,21
5.	Net Profit for the Period (=)	56.382.591	57.333.291,47
6.	Losses from Prev. Years (-)	0	0
7.	First Legal Reserve (-)	2.866.664,57	2.866.664,57
8.	Distributable Amount of the Profit of the Subsidiary included in the Consolidation not Resolved to Distribute (-)	0	
9.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	53.515.926,43	54.466.626,90
10.	Donations in the Year (+)	13.575,00	
11.	Net distributable profit for the period to which donations are added, on which the first dividend shall be calculated	53.529.501,43	
12.	First Dividend to Shareholders	11.250.000,00	
	- Cash	11.250.000,00	
	- Free of Charge	-	
	- Total	11.250.000,00	
13.	Dividend Distributed to Shareholders holding Preference Shares	-	
14.	Dividend to the members of the board of directors, employees etc.	-	
15.	Second Dividend to Shareholders	-	
16.	Second Legal Reserve Fund	682.500,00	
17.	Statutory Reserves	-	-
18.	Special Reserves	-	-
19.	EXTRAORDINARY RESERVE	42.265.926,43	43.216.626,90
20.	Other Resources that may be Distributed		
	- Profits from Previous Year		
	- Extraordinary Reserves		
	- Other Reserves that may be distributable in accordance with laws and the articles of association	-	
INFORMATION ON THE DISTRIBUTED DIVIDEND (1)			

INFORMATION ON THE DIVIDENDS FOR EACH SHARE				
	GROUP	TOTAL AMOUNT OF DIVIDENDS (TL)	DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF TL 1	
			AMOUNT (TL)	PERCENTAGE (%)
GROSS	A			
	B			
	<u>TOTAL</u>	11.250.000	0,0500	5,00
NET (7)	A			
	B			
	<u>TOTAL</u>		0,0425	4,25
PERCENTAGE OF THE DISTRIBUTED DIVIDEND TO THE NET DISTRIBUTABLE PROFIT FOR THE PROFIT TO WHICH DONATIONS ARE ADDED				
AMOUNT OF THE DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)	PERCENTAGE OF THE DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO THE NET DISTRIBUTABLE PROFIT FOR THE PROFIT TO WHICH DONATIONS ARE ADDED (%)			
11.250.000,00	21,02			

6. Election of the Members of the Auditing Board and Determination of Their Remunerations

The members of the Auditing Board shall be elected for a period of 1 (one) year and their remunerations shall be determined in accordance with the principles set forth in the Articles of Association of the Company regarding the election of the Auditing Board, and pursuant to provisions of the Turkish Commercial Code.

The article of the Articles of Association of the Company regarding the election of the Members of the Auditing Board is as follows:

ELECTION OF AUDITORS AND INDEPENDENT AUDITORS

ARTICLE 22

The Company shall have two auditors.

One of the auditors shall be elected among the candidates determined by the majority of the Group C shareholders, and the other one by the majority of the Group B shareholders.

Auditors shall be elected by the General Shareholders' Meeting for the period of one year and may change them earlier if considered necessary. The Board of Directors shall invite Group C shareholders and Group B shareholders seven days before the General Board Meeting to elect their candidates. The Board of Directors shall call a meeting of the Group C shareholders and the Group B shareholders for the purpose of electing their candidates at least seven days before the General Shareholders' Meeting. This meeting shall be held on a plain majority of both the Group B shares and the Group C shares separately, and the resolution shall be adopted on a plain majority of the Group B shares and the Group C shares, which are represented in the meeting, separately.

Special Auditors may be appointed by the General Shareholders' Meeting when necessary for the purpose of examining and auditing some certain matters.

Auditors whose duty periods expire are allowed to be reelected.

In case of any vacancy in the position of an auditor for the reasons stated in the article 351 of the Turkish Commercial Code, then the other auditor shall elect the candidate who is to be nominated by the Group that had nominated the auditor whose position is now vacant.

Elections and changing of the auditors shall be dully registered and announced by the Board of Directors.

The Group B shareholders and the Group C shareholders shall ensure that the Company shall have Independent Auditors, which shall perform external auditing at least one time in a year, and these Independent Auditors shall be an internationally recognized auditing firm having an office in Istanbul and authorized perform an auditing in accordance with the provisions of the Securities Exchange Act.

7. Determination and Approval of Independent Auditing Institution according to the related Regulation of Capital Market Board for auditing the financial tables and reports of the company belonging to 2011 and 2012,

The proposal of the election of Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. by the Board of Directors for auditing the financial tables and reports of the company belonging to 2011 and 2012, about which the public was informed by the resolution of the Board of Directors no. 2011/4 of 04.04.2011 shall be submitted to the General Meeting of Shareholders for approval.

8. Explanation in respect of donations within the year

The Company has made a donation in the amount of TL 13,575 TL in 2010. The General Board shall announce the necessary details concerning donations within the year.

9. Permit to the Chairman and the Members of the Board of Directors in order to perform the procedures set forth in articles 334 and 335 of the Turkish Commercial Code

The shareholders attending the General Meeting of Shareholders shall be asked to grant a permit to the Members of the Board of Directors in order to perform the procedures set forth in article 334 "prohibition on dealing with the Company" and article 335 "Non-competition" of the Turkish Commercial Code, since this permit may be granted by only the General Meeting of Shareholders.

10. Explanations to the questions asked by the shareholders.

The authorized officers shall make necessary explanations to the questions of the shareholders at the end of the agenda.