

TURCAS PETROL A.Ş.
2012 ORDINARY GENERAL ASSEMBLY
INFORMATION DOCUMENT

Ordinary General Meeting of 2012 of our Company shall be held at the address of **Conrad Hotel Beşiktaş-İstanbul at 10.30 on 23.05.2013, Thursday** to discuss and conclude the agenda stated below.

Our newspaper announcements containing the invitation made to our shareholders have been issued at Dünya and Hürses newspapers dated 25.04.2013 and Turkish Trade Registry Gazette no. 8309 and dated 29.04.2013.

In addition; invitation letters that contain the agenda related to Ordinary General Meeting and sample of power of attorney were sent to company shareholders as reply paid on 26.04.2013.

Balance Sheet, Income Statement, Board of Directors and Supervisory Board Reports of our Company belonging to 2012 shall be available at the Headquarter of our Company at the address of Dikilitaş Mahallesi Emirhan Caddesi No:109 Beşiktaş/İstanbul 15 days before the date of meeting as well as at our corporate web site, www.turcas.com.tr, for our shareholders to examine.

The Ordinary General Assembly Meeting of our Company may be attended by shareholders in physical environment or electronic media and they may also attend through their representatives. Attendance in the General Assembly is possible with secure electronic signatures of shareholders or their representatives. Therefore, it is necessary for shareholders to take action at Electronic General Assembly System (EGAS) to register in Central Registry Agency A.Ş. (CRA) e-CRA Information Portal and record their communication information and to have secure e-signatures. Shareholder or their representatives who are not registered in E-CRA Information Portal or do not have secure electronic signatures are not possible to attend to General Assembly electronically.

In addition, shareholders or their representatives who want to attend to the meeting on electronic media are required to fulfill their obligations in accordance with provisions of “Communiqué on Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies issued at Official Gazette no. 28396 and dated 29 August 2012 and “Regulation on general Assemblies to be Held Electronically in Joint Stock Companies” issued at Official Gazette no. 28395 and dated 28 August 2012.

Our shareholders who want to attend to General Assembly in physical environment can use their rights as to their shares registered in “Shareholders List” stated in Central Registry Agency (CRA) system by submitting identity.

It is necessary for shareholders who can not participate in the meeting personally in physical or electronic media to arrange their powers of attorney in compliance with the following sample or to provide the form sample form from our Company Headquarter or website of the Company of www.turcas.com.tr and to fulfill matters foreseen in communiqués serial: IV, No: 8 of Capital Market Board and to submit their notarized powers of attorney by attaching it to Power of Attorney Form bearing their own signatures.

Open ballot system shall be used by the procedure of raising hand provided that voting

provisions for electronic media are reserved as to approval of Agenda items at General Assembly Meeting.

In accordance with subparagraph 4 of article 415 of New Turkish Commercial Code no. 6102 and subparagraph 1 of article 30 of Capital Market Law, right to attend to general assembly and voting shall not be affiliated to term of storing share certificates. Within this framework, there is no need for our shareholders to block their shares in case they want to attend to General Assembly Meeting. However, our shareholders who do not want their identities and information as to shares in their accounts to be communicated to our Company and therefore information of whom can not be seen by our Company are required to apply to intermediary agencies where their accounts are available and to remove “limitation” that block their identities and information as to shares in their accounts to be informed to our Company until 16.30 one day before the General Assembly meeting at the latest in case they want to attend to General Assembly Meeting.

Necessary information can be obtained from “Department of Relations with Investor and Shareholders” at the Headquarter of our Company.

Beneficiaries and the press and other media organs are invited to our General Meeting without having the right to speak.

It is noticed to Dear Shareholders respectfully.

TURCAS PETROL A.Ş.

OUR REMARKS AS TO THE AGENDA OF ORDINARY GENERAL MEETING

1. Opening and Election of the Presidency Council,

Election of the chairman and the Presidency Council to direct the General Meeting shall be realized within the frame of provisions of “Turkish Commercial Code” (TCC) and Regulations as to General Meetings of Stock Corporations and Commissioner of the Ministry of Tariff and Trade to attend to these meetings.

2. Authorizing the Presidency Council to sign General Meeting Minute,

The matter of authorizing the Presidency Council to write decrees taken in the General Meeting to minute within the frame of provisions of Turkish Commercial Code and Regulations shall be submitted for approval of our shareholders.

3. Discussing and Resolving Board of Directors’ and Auditors’ Report about activities and accounts of 2012 and Balance Sheet and Income Statements,

Board of Directors’ Report, Auditors’ Report, Independent Audit Report summaries prepared within the frame of provisions of Turkish Commercial Code and Regulations shall be read at

the General Meeting. The said reports shall be submitted to approval of attendants and be approved separately.

4. Acquittal of Board of Directors and Auditors separately for 2012 Activities of the Company

Releasing our Board of Directors and Supervisory Board Members separately for activities, transactions and accounts of 2011 separately within the frame of provisions of Turkish Commercial Code and Regulations shall be submitted to approval of the General Meeting.

5. Decision on the distribution of profit for 2012 fiscal year

Profit Distribution proposal submitted to information of public opinion with decree no. 2013/07 and dated 06.05.2013 of Board of Directors of the Company shall be submitted to approval of the General Meeting and date of payment of dividends shall be determined according to the decision to be taken in the General Meeting. Profit Distribution Table of 2012 has been presented in Appendix 1.

6. Selecting and approving Independent Audit Corporation for auditing Financial Statements and Reports of 2013 and 2014 of the Company in accordance with related regulations of Capital Market Board and New Turkish Commercial Law

Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci, Mali Müşavir A.Ş. that has been elected as the independent auditing firm by the Board of Directors for auditing financial statements of 2013 and 2014 of the company released to the public with decree of the Company Board of Directors no. 2013/03 and dated 28.03.2013 and to fulfill auditing services in accordance with new TCC shall be submitted to approval of the General Assembly.

7. Election and determination of remuneration for the members of the Board of Directors

The members of the Board of Directors shall be elected for a period of 3 (three) years 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 Board of Directors, 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 Board of Directors is as follows:

BOARD OF DIRECTORS, ESTABLISHMENT, ELECTION, TERM

ARTICLE 13

The Company shall be managed by a Board of Directors composed of seven members. The members of the Board of Directors shall be elected by the General Shareholders' Meeting for the period of three years. At least three of the members of the Board of Directors shall be elected among the candidates nominated by the Group B shareholders. At least two of the members of the Board of Directors shall be elected among the candidates nominated by the

Group C shareholders. In case the Group C shareholders hold at least forty percent (40%) of the Group A shares on the date of the General Shareholders' Meeting where the members of the Board of Directors are elected, then they shall have the right to nominate and elect three (3) members of the Board of Directors.

The remaining members of the Board of Directors, however, shall be nominated and elected by the Group B shareholders. 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.

The chairman of this meeting shall inform the Chairman of the Board of Directors of the candidates for the purpose of being submitted to the Chairmanship of the General Shareholders'

Meeting. The member who quits the membership is allowed to be reelected.

The General Shareholders' Meeting, if considered necessary, may change the members of the Board of Directors at any time without being bound by any term provided that the related procedure shall be respected. In appointments to be made to the memberships that become vacant for any reason by the Board of Directors in accordance with the article 315 of the Turkish

Commercial Code, new members shall be appointed taking into consideration the Groups. Such members shall

be submitted for the approval of the next General Shareholders' Meeting. In case their appointments are approved, then they shall complete the duty period of the previous members

8. Submitting tasks undertaken by Board of Directors members out of the company and their justifications to information of shareholders

Tasks undertaken by Company Board Members and their justification shall be submitted to the knowledge of shareholders at General Assembly.

9- Giving information to the General Assembly about donations granted during the fiscal year of 2012

Our company made donation of TL.201.349,60 - in 2012. Necessary explanations shall be made as to donations made within the year in the General Meeting.

10. Giving information to the General Assembly about Securities-Pledges, Mortgages and acquired incomes and benefits given in favor of third parties during the year of 2012

Shareholders shall be informed about Warranties, Pledges and Mortgages given in favor of third parties within 2012.

11-Informing General Assembly on transactions stated in principle 1.3.7 of Capital Market Board Corporate Governance Principles

Since, it is only possible with approval of General Assembly for Shareholders, Board Members and Senior Managers who have management domination and their spouses and their blood relatives and relative by marriage to make transaction in a nature possible to cause interest conflict with the Company or Subsidiaries and to compete and to make transaction within framework of article 334 of Turkish Commercial Code titled “Prohibition of Transaction with the Company” and article 335 titled “Non-Competition” and in accordance with article 1.3.7 of communiqué of Capital Market Board no. 56, the said permission request shall be submitted to approval of our partners at General Assembly and General Assembly shall be informed on actions realized within this scope within the year.

12. Submitting summary of Share Buyback Program of Turcas Petrol A.Ş. dated 02 December 2012 for Shareholders’ information

As decided in Extraordinary General Assembly of the Company held on the date of 01.11.2012; transaction of purchasing shares in amount of nominal TL 12.059.446,591 corresponding to 5,36% of capital of Turcas Petrol A.Ş. and under responsibility of Turcas Enerji Holding A.Ş. that is that is affiliate company of Turcas Petrol A.Ş. by Turcas Petrol A.Ş. at BIST Wholesales Market was realized at once on the date of 29 November 2012 and summary of Repurchase Program shall be submitted to knowledge of Shareholders.

13. Informing General Assembly related to transactions made with related Parties in 2012

Information shall be given to the General Meeting about transactions made with related parties within the frame of regulations of Capital Market Board in 2012.

14.Submitting Internal Directive on Working Principles and Procedures of General Assembly of the Company prepared by the Board of Directors to approval of the General Assembly

Within the scope of secondary legislation works of Turkish Commercial Code no. 6102; “Regulation on Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of Ministry of Customs and Trade to Attend to These Meetings” that regulates principles and procedures as to determination of minimum facts to be available at Internal Directive that contains rules as to holding General Assembly meetings of joint stock companies in accordance with related legislation, Articles of Association of the company and Internal Directive and as to principles and procedures of General Assembly works of companies and which regulates principles and procedures as to use of participation in General Assembly Meeting and right to vote arising from share and share certificates of persons to whom share and share certificate are delivered in joint stock companies have been put into effect being issued at Official Gazette no. 28481 and dated 28 November 2012.

It is necessary for “Internal Directive of General Assembly”, minimum principles of which are determined in accordance with provision of article 40 of the said regulation, to be prepared in compliance with the sample stated in the annex of regulation and to be submitted to approval and registered and announced in ordinary general assembly meeting to be held in 2013 at the latest. Within this context, “Internal Directive of Working Principles and Procedures of General Assembly” prepared in accordance with provision of the said regulation shall be submitted to approval of General Assembly.

15-Allowing Board Chairman and Members to make transactions written in articles 395 and 396 of Turkish Commercial Code

Since it is only possible for our Board Members to transact within the framework of article 395 Turkish Commercial Code titled “Prohibition of Transaction with the Company” and article 396 titled “Non-Competition” with approval of General Assembly, giving the said permission shall be submitted to approval of our shareholders at General Assembly.

16- Answering to questions asked by shareholders

Necessary explanations shall be made by the authorities if there are questions asked by the Shareholders after the agenda.

OTHER REMARKS:

A-) Partnership structure of our Company/Right to Vote/ Privilege at Voting

Turcas Petrol A.Ş. Partnership Structure

Commercial Title/name Surname of Partner	Share in Capital (TL)	Share in Capital (%)
Aksoy Holding A.Ş.	115.979.909,81	51,55
Traded at BIST	55.748.652,89	24,78
Company's Own Share (Traded at BIST)	12.059.447,00	5,36
Other Real and Legal Persons	41.211.990,30	18,31
TOTAL	225.000.000,00	100,00

Information as to Shares Representing the Capital

Group	Registered/to the Bearer	Nominal Value of Each Share (TL)	Total Nominal Value (TL)	Rate to Capital (%)	Privilege Type	Whether Traded at Stock Exchange
A	REGISTERED	1,00	224.999.850,00	99,98	NON-PRIVILEGED	TRADED
B	REGISTERED	1,00	112,50	0,01	PRIVILEGED	NON-TRADED
C	REGISTERED	1,00	37,50	0,01	PRIVILEGED	NON-TRADED
		TOTAL	225.000.000,00	100,00		

Scope of Privilege: It has privilege of appointing Board Member in accordance with Article 13 of Articles of Association of the Company.

B-) Changes in management and activities to affect company activities planned by the company for the next period to an important degree

N/A

C-) Requests of shareholders, Capital Market Board and other public authorities to add topic to the agenda

N/A

D-) Information as to board members and independent board members:

Turcas Petrol A.Ş. Current Board of Directors

<u>NAME SURNAME</u>	<u>COMMENCEMENT AND END DATE OF TASK</u>	<u>TASK</u>
Erdal Aksoy	26 April 2010– 23 May 2013	Chairman of Board of Directors
Yılmaz Tecmen	26 April 2010– 23 May 2013	Deputy Chairman
Saffet Batu Aksoy	26 April 2010– 23 May 2013	Board Member – CEO
Banu Aksoy Tarakçıoğlu	26 April 2010– 23 May 2013	Board Member
Ayşe Botan Berker	24 May 2012 – 23 May 2013	Independent Board Member
Mehmet Sami	24 May 2012 – 23 May 2013	Independent Board Member
Matthew James Bryza	24 May 2012 – 23 May 2013	Board Member

Turcas Petrol A.Ş. Candidate Board Members

They shall be determined following the meeting for Nomination for Board of Directors to be held on the date of 16.05.2013 Thursday with the purpose of determining Board Members in accordance with article 22 of Articles of Association of the Company.

Information as to our Existing Board Members is available at our annual report for 2012 and our website.

APPENDIX 1

TURCAS PETROL A.Ş. Profit Distribution Statement of 2012 (TL)			
1. Paid/ Issued Capital		225,000,000.00	
2. Legal Reserve Fund (According to Legal Records)		32,071,250.54	
		According to CMB	According To Legal Records
3.	Period Profit	73,682,907	49,828,878.12
4.	Taxes payable (-)	3,048,450	3,749,664.39
5.	Net Period Profit (=)	70,634,457	46,079,213.73
6.	Previous Years' Loses (-)	0	0
7.	Primary Reserve (-)	2,303,960.69	2,303,960.69
8.	Profit Available for Distribution but not Decided to be Distributed of the Associate included in Consolidation (-)	0	
9.	DISTRIBUTABLE NET PROFIT OF THE PERIOD (=)	68,330,496.31	43,775,253.04
10.	Donation Made in the Year (+)	201,349.60	
11.	Distributable net profit of the period including donations by which first dividend is to be calculated (=)	68,531,845.91	
12.	First Dividend to Shareholders	7,500,000.00	
	Cash	7,500,000.00	
	Free of Charge	-	
	Total	7,500,000.00	
13.	Dividend Distributed to Preferred Share Owners	-	
14.	Dividend to Board Members, Employees, etc.	-	
15.	Second Dividend to Shareholders	-	
16.	Secondary Legal Reserves	-	
17.	Statutory Reserves	-	
18.	Special Reserves	-	
19.	EXCESS RESERVE	60,830,496.31	36,275,253.04
20.	Foreseen to be Distributed	-	
	Retained Earnings		
	Excess Reserve		
	Law and Principle		

INFORMATION ABOUT PROFIT SHARE DISTRIBUTED				
DIVIDEND INFORMATION PER SHARE				
	GROUP	TOTAL DIVIDEND (TL)	DIVIDEND CORRESPONDING TO SHARE WITH NOMINAL VALUE OF TL 1.00	
			AMOUNT (TL)	RATE (%)
GROSS	A			
	B			
	TOTAL	7,500,000	0.033333	3.333333
NET	A			
	B			
	TOTAL		0.028333	2.833333
RATE OF PROFIT SHARE DISTRIBUTABLE PROFIT FOR THE PERIOD ADDED DONATIONS				
AMOUNT OF PROFIT SHARE DISTRIBUTED TO SHAREHOLDERS (TL)	RATE OF PROFIT SHARE DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE PROFIT FOR THE PERIOD ADDED DONATIONS (%)			
7,500,000.00	10.94			

**Text of Internal Directive on Working Principles and Procedures of General Assembly
of the Company**

**Internal Directive on Working Principles and Procedures of
General Assembly of Turcas Petrol Joint Stock Company**

CHAPTER ONE

Purpose, Scope, Basis and Definitions

Purpose and scope

ARTICLE 1- (1) The purpose of this Internal Directive is to determine working principles and procedures of Turcas Petrol Joint Stock Company General Assembly within the frame of the Law, related legislation and provisions of Articles of Association. This Internal Directive contains all ordinary and extraordinary General Assembly meetings of Turcas Petrol Joint Stock Company.

Basis

ARTICLE 2- (1) This Internal Directive has been prepared by the Board of Directors in accordance with Regulation on Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of Customs and Trade Ministry to Attend to Meetings.

Definitions

ARTICLE 3- (1) Stated in this Internal Directive;

- a) Sitting: shall mean one-day meeting of General Assembly,
- b) Law: shall mean Turkish Commercial Code no. 6102 and dated 13.1.2011,
- c) Session: shall mean each part of each sitting cut due to reasons such as rest, meal break and similar reasons,
- ç) Meeting: shall mean ordinary and extraordinary General Assembly meetings,
- d) Meeting Chairmanship: shall mean Board Chairman to direct the meeting in accordance with article 33 of Articles of Association of the Company or Vice Chairman in absence of him or the Board consisting of chairman to be elected by General Assembly in absence of both of them and Meeting Vice Chairman elected by General Assembly when necessary, Minute Clerk determined by Meeting Chairman and two shareholders who are present at General Assembly meeting and have the most shares or in case these shareholders

who have the most shares do not accept this task, Vote Collecting Officers elected among existing shareholders until two persons are found in accordance with article 419 of the Law.

CHAPTER TWO

Working Principles and Procedures of General Assembly

Provisions to be obeyed

ARTICLE 4 – (1) Meeting shall be held in compliance with provisions of related legislation and Articles of Association as to General Assembly.

Access to meeting place and preparations

ARTICLE 5 – (1) Meeting place may be accessed by shareholders registered at attendants list organized by the Board of Directors or their representatives, Board Members, auditor, if any, Ministry Representative if assigned and persons to be elected to or charged with Meeting Chairmanship. Other directors, employees of the Company, guests, voice and image taking technicians, press staff may attend to General Assembly meeting.

(2) In entrance to the meeting place, it is obligatory for real person shareholders and representatives appointed by electronic General Assembly system established in accordance with article 1527 of the Law to submit their identity cards, real person shareholders' representatives to submit their representation certificates with their identity cards, legal person shareholders' representatives to submit their authorization certificates and to sign places shown for them in attendants' list. The said control actions shall be performed by the Board of Directors or one or more Board Member charged by the Board of Directors or person or persons assigned by the Board of Directors.

(3) Tasks as to preparation of meeting place in a way to accommodate all shareholders, to make stationery, documents, tools and devices to be needed during the meeting available at the meeting place shall be executed by the Board of Directors. The Meeting shall be recorded in a video and audio form.

Opening the Meeting

ARTICLE 6 – (1) The Meeting shall be opened in the city where Company headquarter is located, at a time that is announced before and after determining that quorums stated in article 31 of Articles of Association of the Company and in case there is not any provision, in article 29 of Capital Market Board are provided by the Board Chairman or Vice Chairman or one of Board Members with a minute.

Formation of Meeting Chairmanship

ARTICLE 7- (1) In accordance with provision of article 6 of this Internal Directive, a Chairman and if deemed as necessary, a Vice Chairman shall be elected by the Board

Chairman or Vice Chairman in his absence or General Assembly in absence of both under management of the person opening the meeting.

(2) At least one minute clerk shall be assigned by the Chairman and vote collecting officers. In case two shareholders who attend to General Assembly meeting and have the most shares or shareholders who have the most shares do not accept this task, existing shareholders shall be assigned as Vote Collecting Officers in turn until persons accepting this task are found. In addition, experts may be assigned by Meeting Chairman with the purpose of performing technical actions for companies that use electronic General Assembly system.

(3) Meeting Chairmanship is authorized about signing meeting minute and other documents that are basis of this minute.

(4) Meeting Chairman shall act in accordance with provisions of the Law, Articles of Association and this Internal Directive while directing General Assembly meeting.

Tasks and authorities of the Meeting Chairmanship

ARTICLE 8 – (1) Meeting Chairmanship shall perform following tasks under management of the Chairman:

a) To examine whether the meeting is held at the address stated in the announcement and if stated in Articles of Association, whether meeting place is in compliance with that.

b) To examine whether General Assembly has been called to the meeting in the way stated in Articles of Association with announcement issued at website and Turkish Trade Registry Gazette and Public Disclosure Platform and other places determined by Capital Market Board, whether this call has been made at least three weeks before the meeting date excluding announcement and meeting days and to enter this situation in meeting minute.

c) To control whether persons who do not have authorization to access to meeting place attended to the meeting or not and whether tasks decided in the second subparagraph of article 5 of this Internal Directive related to access to the meeting place are fulfilled by the Board of Directors or not.

d) If change is made, to determine whether Articles of Association containing changes, share books, Board of Directors Annual Activity Report, auditor's reports, financial statements, agenda, amendment draft prepared by the Board of Directors if there is Articles of Association change at agenda, permission writings obtained from the Ministry of Customs and Trade and Capital Market Board related to change of Articles of Association and attached amendment draft, attendants' list issued by the Board of Directors, postponement minute as to the previous meeting in case General Assembly is called to the meeting upon postponement other necessary documents as to the meeting are available at the meeting place completely and to state this situation in meeting minute.

e) To perform identity control of persons attending to General Assembly in person or by proxy by signing attendants' list upon objection or necessity and to control authenticity of representation certificates.

f) To determine whether Managing Directors and at least one Board Member and auditor in companies subject to auditing are available in the meeting or not and to state this situation in meeting minute.

g) To direct General Assembly works within the framework of agenda, to prevent going out of agenda except exceptions stated in the Law, to ensure meeting order, to take necessary actions for it.

ğ) To open, close sittings and sessions and to close the meeting.

h) To read or to have read decree, draft, minute, report, suggestion and similar documents as to matters discussed to General Assembly and to give right to speech to persons who want to talk about them.

ı) To take a vote as to decrees to be given by General Assembly and to notice results.

ii) To observe whether minimum quorum for the meeting is maintained in the beginning, afterwards and at the end of the meeting, whether decrees have been taken in compliance with quorums foreseen in the Law and Articles of Association.

iii) In accordance with article 436 of the Law, to prevent persons not having right to vote to vote in decisions stated in the said article, to observe all kinds of limitations brought to right to vote and privileged voting in accordance with the Law and Articles of Association.

iv) Upon request of shareholders who have five percent of capital, to postpone negotiation of financial statements and matters affiliated to that to be discussed in the meeting to be held after one month without need for General Assembly to take decision on this matter.

v) To ensure arrangement of minutes belonging to General Assembly works, to record objections in the minute, to sign decisions and minutes, to state votes used in favor and against as to decisions taken in the meeting in meeting minute in a way not to lead any hesitation.

vi) To deliver meeting minute, Board of Directors Annual Activity Report, auditor's reports in companies subject to audit, financial statements, attendants' list, agenda, motions, if any, voting papers and minutes of elections and all certificates related to the meeting to one of attending Board Members with a minute at the end of the meeting.

Actions to be taken before agenda is discussed

ARTICLE 9 – (1) Meeting Chairman shall read meeting agenda or have it read to General Assembly. It shall be asked whether there is a suggestion of change as to discussing order of agenda articles by the Chairman and in case there is a suggestion, this situation shall be submitted to approval of General Assembly. Discussion order of agenda articles may be changed with decision of majority of votes attending to the meeting.

Agenda and discussing agenda articles

ARTICLE 10 – (1) It is obligatory for ordinary General Assembly agenda to include following matters:

- a) Opening and formation of Meeting Chairmanship.
- b) Discussing Board of Directors Annual Activity Report, auditor's report in companies subject to audit and financial statements.
- c) Release of Board Members and auditors, if any.
- ç) Election of Board Members whose terms of office are over and auditor in companies subject to audit.
- d) Determining fees of Board Members and their rights such as attendance fee, bonus and premium.
- e) Determining form of use of profit, its distribution and yield share rates.
- f) Discussing Articles of Association changes, if any.
- g) Other matters deemed as necessary.

(2) Agenda of Extraordinary General Assembly meeting consists of reasons requiring holding the meeting.

(3) In accordance with article 29 of Capital Market Board, matters not existing in meeting agenda can not be discussed and decreed except situations where it is obligatory to take matters that are requested by Capital Market Board to be discussed or announced to shareholders into the agenda and exceptions stated below without obeying to principle of affiliation to the agenda in General Assembly of the Company:

- a) In case all shareholders are available, the agenda may be continued by unanimity.
- b) In accordance with article 438 of the Law, special audit request of any shareholder shall be decreed by General Assembly without considering whether it takes place at the agenda or not.
- c) Matters of discharging Board Members and electing new members shall be deemed to be related to article on discussion of year-end financial statements and shall be decreed by

discussing directly in case of request without considering whether there is any article on the agenda as to the matter.

ç) Although there is not any article on the agenda, in case of existence of just reasons such as malpractice, incompetency, violation of affiliation liability, difficulty in execution of the task due to membership in many companies, conflict, misuse of power, matters of discharging Board Members and electing new members instead of them shall be taken into the agenda with majority of votes of attendants in the General Assembly.

(4) Agenda article that is decreed by being discussed at General Assembly can not be discussed again and decreed until it is decided with unanimity of attendants.

(5) Matters that are requested to be discussed at General Assembly of the Company shall be put on the agenda by the Ministry as result of the audit made or due to any reason.

(6) The agenda shall be determined by the person calling General Assembly to the meeting.

Getting the floor in the meeting

ARTICLE 11 – (1) Shareholders and other related persons who want to get the floor on the agenda item that is discussed shall convey the situation to Meeting Chairmanship. Chairmanship shall announce persons to get the floor to General Assembly and give the floor to these persons according to order of application. In case the person who has the turn to speak is not present at meeting place, he/she shall loose right to speak. Speeches shall be made from the place allocated for that as addressing General Assembly. Persons may change order of speaking among themselves. In case time of speaking is limited, a person who has the turn and make his/her speech, may continue the speech when the time for speech is over only in case the first person to speak after him/her permits within duration of speech of that person. Otherwise, duration of speech can not be extended.

(2) Board Members and auditor who want to make explanation on matters that are discussed may be given right to speech by Meeting Chairman without considering order.

(3) Duration of speeches shall be decided by General Assembly upon suggestion of the Chairman or shareholders according to intensity of agenda, number of matters necessary to be discussed and number of persons who want to take the floor. In such cases, General Assembly shall take decision on matters whether speech duration is necessary to be limited or not and the length of the duration afterwards by making separate voting.

(4) In accordance with article 1527 of the Law, procedures and principles determined in the said article and sub-regulations shall be applied as to transfer of opinions and suggestions of shareholders or their representatives attending to General Assembly electronically.

Voting and procedure of using vote

ARTICLE 12 – (1) Before starting to voting, Meeting Chairman shall announce that matter to be voted to General Assembly. In case a draft resolution is to be voted, voting shall start after this is determined and read in written. After it is announced to pass to voting, permission may be asked to speak only about procedure. Meanwhile, in case there is a shareholder who made a request but not given the floor, he/she shall use right to speak after he/she reminds it and confirmed by the Chairman. Floor shall not be given after voting is passed.

(2) Votes as to matters discussed in the meeting shall be used by raising hands. These votes shall be counted by meeting Chairmanship. When necessary, Chairmanship may assign adequate number of persons to assist the counting votes. Persons who do not raise their hands or not make declaration in any way shall be deemed to give “nay” vote and these votes shall be accepted as given against the related decision in assessment. Secret ballot may be used with request of persons having five percent of capital represented by shareholders attending to the meeting and approval of General Assembly.

(3) In accordance with article 1527 of the Law, procedures and principles determined in the said article and sub-regulations shall be applied as to voting of shareholders or their representatives attending to General Assembly electronically.

Issuing meeting minute

ARTICLE 13 – (1) Meeting Chairman shall sign attendants’ list showing shareholders or their representatives, shares that they have, their groups, numbers and nominal prices, it is ensured that questions asked at General Assembly and answers given are shown as summary and decisions taken and number of positive and negative votes used for each decision are shown clearly in the minute and minute shall be ensured to be issued in accordance with procedures stated in the Law and related legislation.

(2) Minute of General Assembly shall be issued at meeting place and during the meeting, by typewriter, computer or by handwriting using pen in a legible way. It is obligatory to have a printer to allow taking print out at meeting place for minute to be written on computer.

(3) Minute shall be issued in Turkish at least in two copies and each page of the minute shall be signed by Meeting Chairmanship and Ministry Representative in case he/she attends.

(4) In the minute; it is obligatory to state commercial title of the Company, meeting date and place, total nominal price of shares of the Company and number of shares, total number of shares represented in the meeting in person and by proxy, name and surname of Ministry Representative if he/she attended, date and number of assignment letter, if meetings is made with announcement, how the invitation is made and in case it is made without announcement, it should be stated.

(5) Amount of votes as to decisions taken in the meeting shall be stated in the minute with figure and letter in a way not to lead any hesitation.

(6) Name, surname and opposition justifications of persons who use nay votes for decisions taken in the meeting and want to record this opposition to the minute shall be written to the minute.

(7) In case reason of opposition is given in written, this writing shall be added to the minute. In minute, name, surname of shareholder or his/her representative shall be written and it shall be stated that her/his opposition writing is attached. Writing of opposition attached to the minute shall be signed by meeting chairmanship and Ministry Representative in case he/she attends.

Actions to be taken at the end of the meeting

ARTICLE 14- (1) Meeting Chairman shall deliver a copy of minute and all other documents related to General Assembly to one of attending Board Members at the end of the meeting. This situation shall be determined with a separate minute to be issued between parties.

(2) Board of Directors is obliged to submit a notarized copy of minute to Trade Registry Directorate within 15 days following the meeting date at the latest and to register and announce matters in this minute that are subject to registration and announcement.

(3) Minute shall be located at website within five days at the latest following the date of General Assembly by companies responsible for opening website.

(4) In addition, Meeting Chairman shall deliver a copy of attendants' list, agenda and General Assembly meeting minute to Ministry Representative in case he has attended.

Attending the meeting electronically

ARTICLE 15- (1) In case it is allowed to attend General Assembly meeting electronically in accordance with article 1527of the Law, actions to be taken by the Board of Directors and Meeting Chairmanship shall be executed by considering article 1527 of the Law and the related legislation.

CHAPTER THREE

Miscellaneous

Attendance of Ministry Representative and documents as to General Assembly meeting

ARTICLE 16 – (1) As to requesting Ministry Representative and tasks and authorities of this representative, provisions of Regulation on Principles and Procedures of General

Assembly Meetings of Joint Stock Companies and Representatives of Customs and Trade Ministry to Attend to Meetings are reserved.

(2) In preparation of list of persons possible to attend to General Assembly and attendants' list, it is obligatory to comply with provisions of the Regulation stated in the first subparagraph in arrangement of representation certificates to be used at General Assembly and meeting minute.

Situations Unforeseen in Internal Directive

ARTICLE 17 – (1) In case any situation that is unforeseen in this Internal Directive is faced in meetings, action shall be taken in direction of decision to be taken by General Assembly.

Acceptance of Internal Directive and amendments

ARTICLE 18 – (1) This Internal Directive shall enter into force, be registered and announced by the Board of Directors with approval of General Assembly of Turcas Petrol Joint Stock Company. Amendments to be made in Internal Directive are subject to the same procedure.

Enforcement of Internal Directive

ARTICLE 19 – (1) This Internal Directive has been accepted in General Assembly Meeting of Turcas Petrol Joint Stock Company dated 23 May 2013 and it shall be enter into force on the date of its announcement at Turkey Trade Registry Gazette.