



## **TURCAS PETROL A.Ş.**

# **2014 ANNUAL GENERAL MEETING 13 MAY 2015**

## **INFORMATION DOCUMENT**

### **1) INVITATION TO THE 13 MAY 2015 ANNUAL GENERAL MEETING**

2014 Annual General Meeting of our Company shall be held at the address of Conrad Hotel, Beşiktaş, Istanbul at 10.00 a.m. on 13.05.2015, Wednesday to discuss and conclude the agenda stated in this letter.

Our newspaper announcements containing the invitation letter to our shareholders have been issued at Dünya and Hürses newspapers dated 30.03.2015 and Turkish Trade Registry Gazette no. 8795 and dated 07.04.2015.

In addition; invitation letters that contain the agenda related to Annual General Meeting and sample of power of attorney were sent to company shareholders who had submit their address information on 06.04.2015.

The Annual General 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 contact details and to have secure e-signatures. Shareholders or their representatives who are not registered in e-CRA Information Portal or do not have secure electronic signatures can not attend the 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 General Assembly in physical environment can use their rights as to their shares registered in “Shareholders List” stated in CRA system by submitting their identity.

It is required 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 sample in the public disclosure of Annual General Meeting or to provide the sample form from our Company Headquarter or website [www.turcas.com.tr](http://www.turcas.com.tr) and to fulfill matters foreseen in “Voting by Proxy and Proxy Solicitation” Communiqué II-30-1of Capital Markets Board published in the Official Gazette dated 24 December 2013, no.28861 and to submit their notarized powers of attorney by attaching it to Power of Attorney Form bearing their own signatures. Proxy holders who have been electronically appointed via Electronic General Assembly System don’t have to submit a notarized power of attorney.

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 Meeting.

In accordance with subparagraph 4 of article 415 of New Turkish Commercial Code no. 6102 and subparagraph 1 of article 30 of Capital Markets 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 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 meeting at the latest in case they want to attend to General Meeting.

Further information can be obtained from “Investor and Shareholder Relations Department” at the Headquarter of our Company.

In accordance with related legislation of Capital Markets Board and Ministry of Customs & Trade, 2014 annual report, independent audit report, financial statements, dividend distribution proposal and detailed information document including requirements of Corporate Governance Principles will be readily available for review of shareholders 21 days prior to the General Meeting at the Company’s Headquarter, corporate web-site, [www.turcas.com.tr](http://www.turcas.com.tr) and Electronic General Assembly System.

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

It is noticed to our shareholders respectfully.

**TURCAS PETROL A.Ş.**

## **2) FURTHER EXPLANATION ON AGENDA ITEMS OF 2014 ANNUAL GENERAL MEETING**

### **1. Opening and constitution of Meeting Council,**

Pursuant to the provisions of “Turkish Commercial Code” (TCC), “Regulation on the Procedures and Principles of the General Meetings of Stock Corporations and Representatives of the Ministry of Customs and Trade to Attend These Meetings” (“Regulation”) and Article 7 of Internal Directive on Working Principles of General Assembly of the Company, Meeting Chairman and the Presidency Council to direct the General Meeting shall be formed.

### **2. Authorization of the Meeting Council to sign the Annual General Meeting Minutes,**

Authorization of the Meeting Council to write decrees taken in the General Meeting to minutes within the framework of provisions of TCC, Regulation and Internal Directive on Working Principles of General Assembly of the Company shall be submitted to approval of our shareholders.

### **3. Review, discussion and approval of 2014 Annual Report,**

Pursuant to the provisions of TCC, Regulation, Capital Markets Law and other applicable legislation; information shall be given about 2014 Annual Report which was available to our shareholders for examination purposes at the Headquarter of our Company at the address of Ahi Evran Caddesi No:6 Aksoy Plaza Kat:7 34398 Maslak Sarıyer İstanbul 21 days prior to the date of the meeting, within statutory period, as well as at our corporate web site ([www.turcas.com.tr](http://www.turcas.com.tr)), Electronic General Assembly portal of the Central Registry Agency and Public Disclosure Platform (“PDP”). The mentioned annual report shall be submitted to the approval of our shareholders.

### **4. Review, discussion and approval of Independent Audit Reports,**

Pursuant to the provisions of TCC, Regulation, Capital Markets Law and other applicable legislation; information shall be given about 2014 Independent Audit Report which was available to our shareholders for examination purposes at the Headquarter of our Company at the address of Ahi Evran Caddesi No:6 Aksoy Plaza Kat:7 34398 Maslak Sarıyer İstanbul 21 days prior to the date of the meeting, within statutory period, as well as at our corporate web site ([www.turcas.com.tr](http://www.turcas.com.tr)), Electronic General Assembly portal of the Central Registry Agency and Public Disclosure Platform (“PDP”). The mentioned independent audit report shall be submitted to the approval of our shareholders.

### **5. Review, discussion and approval of Balance Sheet and Income Statement for the fiscal year 2014,**

Pursuant to the provisions of TCC, Regulation, Capital Markets Law and other applicable legislation; information shall be given about Balance Sheet and Income Statement for the

fiscal year 2014 which was available to our shareholders for examination purposes at the Headquarter of our Company at the address of Ahi Evran Caddesi No:6 Aksoy Plaza Kat:7 34398 Maslak Sarıyer İstanbul 21 days prior to the date of the meeting, within statutory period, as well as at our corporate web site (www.turcas.com.tr), Electronic General Assembly portal of the Central Registry Agency and Public Disclosure Platform (“PDP”). The mentioned financial statements shall be submitted to the approval of our shareholders.

**6. Clearing of members of the Board of Directors of liability related to activities of the Company during 2014,**

Pursuant to the provisions of TCC and Regulation, release of our members of the Board of Directors separately for activities, transactions and accounts for the year 2014 shall be submitted to the approval of our shareholders.

**7. Approval of the Independent Audit Company for the fiscal year 2015 recommended by the Board of Directors in accordance with the Company’s related Audit Committee report pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,**

In accordance with TCC, Capital Markets Law and related legislation as well as the proposal of Audit Committee, the Board of Directors has resolved during their 27 March 2015 meeting that Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (PriceWaterhouseCoopers Turkey)’s election for the independent audit of financial statements of the fiscal year 2015 shall be submitted to the approval of shareholders during 2014 Annual General Meeting.

**8. Discussion and approval of dividend distribution proposal by the Board of Directors for the fiscal year 2014,**

Dividend Distribution proposal, which was approved with Board resolution no. 2015/05, dated 27.03.2015 and disclosed to the public, shall be submitted to approval of the General Assembly. 2014 Dividend Distribution Table has been presented in Annex-1.

**9. Approval of Turcas Petrol A.Ş.’s capital increase (bonus issuance) from 225.000.000.-TL (twohundredtwentyfivemillion) to 270.000.000.-TL (twohundredseventymillion) with a 45.000.000 TL (fortyfivemillion) increase, corresponding to 20% capital increase ratio, generated from internal funds, of which 25.364.207,38 TL from Share Sale Proceeds and 19.635.792,62 TL from prior years’ income and the amendment of Article 6 (Capital and Share Certificates) of the Articles of Association accordingly,**

In accordance with Board resolution no. 2014/21, dated 27.11.2014, the Board of Directors decided that the capital of the company shall be increased from 225.000.000.-TL (twohundredtwentyfivemillion) to 270.000.000.-TL (twohundredseventymillion) with a 45.000.000 TL (fortyfivemillion) increase, corresponding to 20% capital increase ratio, generated from internal funds, of which 25.364.207,38 TL from Share Sale Proceeds and 19.635.792,62 TL from prior years’ income, and to amend the Article 6 of the Articles of Association and to include within the agenda items of the following General Assembly Meeting to submit to the approval of the shareholders after the necessary permits are taken from the Capital Markets Board of Turkey and the Ministry of Customs and Trade. Related pre-approval and approvals from Capital Markets Board of Turkey and the Ministry of Customs and Trade, respectively, have been obtained. Accordingly, the mentioned decision will be submitted to the approval of our shareholders.

**10. Informing General Assembly about the donations granted during the fiscal year of 2014,**

Pursuant to Articles of Association and Donation Policy, our Company has donated TL 112,500 (of which TL 100,000 to Koç University; TL 6,450 to Petroleum Industry Association; TL 3,600 to Boğaziçi University and TL 2,450 to Turkish Education Foundation) during the fiscal year of 2014.

**11. Informing General Assembly about the revised “Disclosure Policy” in accordance with “Public Disclosure Guidelines” prepared along with the Capital Markets Law no.6362 15th article and II-15.1 Public Disclosures Communique 27th article and which had been approved by the Board of Directors,**

In accordance with Board resolution no. 2014/18, dated 25.09.2014, the Board of Directors approved the “Disclosure Policy” which was revised in accordance with “Public Disclosure Guidelines” prepared along with the II-15.1 Public Disclosures Communique 27th article and to publish it on Company Website [www.turcas.com.tr](http://www.turcas.com.tr). The mentioned policy shall be shared with our shareholders.

**12. Informing General Assembly about securities-pledges, mortgages and acquired incomes and benefits given in favor of third parties during the fiscal year of 2014,**

Pursuant to the Article 12 of the Capital Markets Board Corporate Governance Communique No. II-17.1, securities-pledges, mortgages and acquired incomes and benefits given in favor of third parties must be stipulated in a separate article of the agenda of the Annual General Meeting. This is indicated in footnote 12 of our financial statements dated 31 December 2014.

**13. Informing General Assembly about transactions stated in principles 1.3.6 and 1.3.7 (Annex -1) of Capital Markets Board's Corporate Governance Communique no II.17.1,**

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 395 of Turkish Commercial Code titled "Prohibition of Transaction with the Company" and article 396 titled "Non-Competition" and in accordance with Corporate Governance Communique of Capital Markets Board No II.17.1, the mentioned permission request shall be submitted to approval of our shareholders at the General Assembly (15<sup>th</sup> agenda item) and General Assembly shall be informed on actions realized within this scope during 2014 in accordance with the approval of General Assembly in 13 May 2014.

**14. Informing General Assembly regarding transactions with related parties in 2014,**

Information shall be given to the General Assembly about transactions made with related parties in 2014 within the framework of regulations of Capital Markets Board.

**15. Granting authorization to the Chairman and Members of the Board to make transactions written in articles 395 and 396 of Turkish Commercial Code,**

Since it is only possible for our Board Chairman and Members to make a transaction within the framework of article 395 Turkish Commercial Code titled "Prohibition of Transaction with the Company" and article 396 titled "Non-Competition" with the approval of General Assembly, the mentioned permission shall be submitted to approval of our shareholders at General Assembly.

**16. Answering questions asked by shareholders.**

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

## 2) ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKETS BOARD

### **A-) Shareholding structure of our Company/Voting Rights/ Privilege at Voting**

#### **Turcas Petrol A.Ş. Shareholding Structure\***

Commercial Title/Name Surname	Share in Capital (TL)	Share in Capital (%)	Voting Right	Share in Voting Right (%)
Aksoy Holding A.Ş.	115.979.909,79	51,55	115.979.909,79	51,55
Traded at BIST	56.337.765,73	25,04	56.337.765,73	25,04
Company's Own Shares (Traded at BIST)	12.059.446,59	5,36	12.059.446,59	5,36
Other Individual and Corporate Investors	40.622.877,89	18,05	40.622.877,89	18,05
<b>TOTAL</b>	<b>225.000.000,00</b>	<b>100,00</b>	<b>225.000.000,00</b>	<b>100,00</b>

\*As of 20 April 2015

### **Information as to Shares Representing the Capital**

Group	Registered/to the Bearer	Nominal Value of Each Share (TL)	Total Nominal Value (TL)	Share in Capital (%)	Privilege Type	Whether or Not Traded at Stock Exchange
A	REGISTERED	1,00	224.999.850,00	99,98	NO PRIVILEGE	TRADED
B	REGISTERED	1,00	112,50	0,01	PRIVILEGED	NOT TRADED
C	REGISTERED	1,00	37,50	0,01	PRIVILEGED	NOT TRADED
		<b>TOTAL</b>	<b>225.000.000,00</b>	<b>100,00</b>		

Majority of Group A shares are owned by Aksoy Holding A.Ş. In addition, all of Group C shares are owned by Aksoy Holding A.Ş.

In accordance with Article 29 of the Company's Articles of Association, every shareholder attending the General Meeting has the right to cast one vote for each share as per Article 434 of the Turkish Commercial Code.

**Scope of Privilege:** Owners of B and C Group shares have the privilege of appointing Board Member in accordance with Article 13 of Articles of Association of the Company.

### **B-) Changes in management and operations planned or realized in 2014 by the Company which have significant impact on corporate activities of the Company and its Subsidiaries**

As per the public disclosures of our Company dated 10 February 2014 and 25 March 2014, Turcas Group (Turcas Petrol A.Ş. and its subsidiary Turcas Rafineri Yatırımları A.Ş.) and Rafineri Holding A.Ş. (100% subsidiary of SOCAR Turkey Enerji A.Ş.) have initiated talks in the way which would result in Turcas Group; selling its 13.5% shares or 18.5% shares in STAR Rafineri A.Ş. to Rafineri Holding A.Ş. As per the public disclosure of our Company dated 15 May 2014, both parties have agreed on selling 18.5% shares owned by Turcas Group in SOCAR Turkey

Yatırım A.Ş. to Rafineri Holding A.Ş. for USD 59.390.000 and the sale transaction was completed.

**C-) Requests of shareholders, Capital Markets Board and other public authorities to add items to the agenda**

None.

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

**Turcas Petrol A.Ş. Current Board of Directors**

<b><u>NAME SURNAME</u></b>	<b><u>COMMENCEMENT AND END DATE OF TASK</u></b>	<b><u>TASK</u></b>
Erdal Aksoy	23 May 2013 – Continuing	Chairman of Board of Directors
Yılmaz Tecmen	23 May 2013 – Continuing	Deputy Chairman
Saffet Batu Aksoy	23 May 2013 – Continuing	Board Member – CEO
Banu Aksoy Tarakçıoğlu	23 May 2013 – Continuing	Board Member
Ayşe Botan Berker	23 May 2013 – Continuing	Independent Board Member
Neslihan Tonbul	23 May 2013 – Continuing	Independent Board Member
Matthew James Bryza	23 May 2013 – Continuing	Board Member

Information regarding our Existing Board Members are available at our 2014 annual report and corporate website.



## ANNEX.1 Dividend Distribution Table

TURCAS PETROL A.Ş. 2014 Dividend Distribution Table (TL)		
1. Paid-in Capital		225,000,000.00
2. Legal Reserves (According to Statutory Books)		36,079,891.23
	According to CMB Financials	According to Statutory Financials
3. Profit Before Tax	502,270.00	53,056,295.87
4. Tax Expense (-)	15,280,228.00	4,045,483.96
5. Net Profit (=)	-14,777,958.00	49,010,811.91
6. Prior Years' Losses (-)	-	-
7. 1st Legal Reserves (-)	2,450,540.60	2,450,540.60
8. NET DISTRIBUTABLE PROFIT (=)	-	46,560,271.31
9. Donations Made During the Year (+)	112,500.00	-
10. Net Distributable Profit including donations to be used in the calculation of first dividend (=)	-	-
11. First Dividend to Shareholders	13,000,000.00	-
-Cash	13,000,000.00	-
-Bonus Shares	-	-
Total	13,000,000.00	-
12. Dividends Distributed to Owners of Privileged Shares	-	-
13. Dividends to Board Members, Employees, etc.	-	-
14. Dividends Distributed to Redeemed Shareholders	-	-
15. Second Dividend to Shareholders	-	-
16. Second Legal Reserves	-	-
17. Statutory Reserves	-	-
18. Special Reserves	-	-
19. EXTRAORDINARY RESERVES	-	-
20. Other sources provided for distribution	13,000,000.00	-
Retained Earnings	13,000,000.00	-
Extraordinary Reserves	-	-
Other Distributable Reserves in Accordance with the Related Laws and Articles of Association	-	-

DIVIDEND PAYOUT RATIO						
	GROUP	TOTAL DIVIDEND AMOUNT (TL)		THE RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE INCOME(TL)	DIVIDEND PER SHARE WITH 1 TL NOMINAL VALUE	
		CASH (TL)	BONUS SHARES (TL)		AMOUNT (TL)	RATIO (%)
NET	A <sup>(1)</sup>	11,049,993	-	-	0.049111	4.911
	B	6	-	-	0.049743	4.974
	C	2	-	-	0.057778	5.778
	TOTAL	11,056,000	-	-	0.049111	4.911

(1) Consists of free float and remaining other shares (not publicly traded). As these shareholders' identities (real/legal person) are unknown, net dividend amounts were calculated with the "real person" assumption

## **ANNEX.2 Disclosure Policy**

Turcas Petrol A.Ş. (“Turcas”) pursues an effective information disclosure policy to ensure simultaneous, complete, clear and accurate dissemination of information to all related parties including domestic and foreign shareholders, investors, capital markets specialists and intermediary institutions within the framework of the provisions of the related laws and the Capital Market Legislation. In implementing the information disclosure policy, necessary information and explanations other than trade secrets must be disclosed to all stakeholders, shareholders and investors in particular, promptly, accurately, completely and intelligibly.

Turcas’ public disclosure practices are based on the Capital Market Law and Regulations, regulations of the Capital Markets Board (CMB) and the Borsa Istanbul (BIST) as well as the Corporate Governance Principles of the Capital Markets Board. The Information Disclosure Policy of Turcas Petrol A.Ş. was formulated as per Article 17 of the Capital Markets Board’s Communiqué No: II-15.1 regarding Public Disclosures and is made available to all stakeholders through the Turcas website ([www.turcas.com.tr](http://www.turcas.com.tr)).

### **I- Authority and Responsibility**

Turcas’ Information Disclosure Policy has been formulated by the Board of Directors. The oversight, supervision and improvement of the public disclosure and information dissemination policy of Turcas are under the authority and responsibility of the Board of Directors. Investor and Shareholder Relations Unit, under the supervision of Finance Directorate, is in charge of coordinating the information disclosure function. The related personnel execute their responsibilities in close cooperation with the Audit Committee, Corporate Governance Committee and the Board of Directors.

### **II- Methods and Vehicles**

Information disclosures are made via disclosure tools such as Public Disclosures, Financial Statements and Reports, Annual Reports, the Company website, Informative Letters and Press Releases.

The methods and vehicles of public disclosure as per the Capital Markets Board Regulations, provisions of the Turkish Commercial Code, and the regulations of the Borsa Istanbul are as follows:

- Notifications and material event disclosures made within the scope of the Borsa Istanbul (BIST) and the Public Disclosure Platform (PDP);
- Financial statements and notes to these financial statements, independent audit report, statements, and annual reports transmitted to the BIST via the PDP. These reports are also published on the Company’s website ([www.turcas.com.tr](http://www.turcas.com.tr)) to facilitate access on demand;
- Ads and announcements (e.g. Prospectus, Circular, Invitation to the General Assembly meetings) published in the Turkish Trade Registry Gazette and daily newspapers;
- Press releases made through print and visual media upon the occurrence of significant events during the year;

- Annual reports (these reports are published both in print form and electronically on the Company's website for the information of interested parties);
- The Company's website ([www.turcas.com.tr](http://www.turcas.com.tr));
- Face-to-face or teleconference meetings with investors and analysts;
- Announcements made via the communication methods and means such as telephone, electronic mail, post letter and fax.

### **III- Public Disclosure of Material Events and Authorized Persons**

Material event disclosures are prepared by Investor and Shareholder Relations Unit; signed by the members of the Board of Directors or executives with the necessary signature authority; and transmitted electronically as PDP disclosures. Confirmation that they have been published as PDP disclosures are made.

### **IV- Annual Report**

The annual report is drafted in compliance with the Capital Market Law and Regulations and the Corporate Governance Principles of the Capital Markets Board. After the approval of the Board of Directors, the annual report is disclosed to the public on the Company's website.

It is also published in print for delivery to the relevant parties.

### **V- Public Disclosure of Financial Statements**

Financial statements of Turcas are prepared pursuant to the provisions stipulated by the Capital Markets Board and disclosed to the public after they are independently audited in accordance with the International Standards on Auditing (ISA). Before disclosure to the public, financial statements and the accompanying notes are presented to the Board of Directors for approval pursuant to the Capital Market Law and Regulations upon consent of the Audit Committee. After the statement of accuracy letters that are drafted by the Accounting Department are signed by the Board of Directors, the financial statements and the accompanying notes as well as the independent audit report and interim activity report, if any, are transmitted electronically as a PDP disclosure. Confirmation that they have been published as PDP disclosures is made.

### **VI- Guidance for Expectations for the Future**

From time to time, the Company may provide guidance about its expectations for sales, productivity, market share, income generation capability, profitability, debt, equity ratio and similar metrics for the future as part of the Company's strategic objectives. Accordingly, the Company's CEO / General Manager and CFO / Finance Director are authorized to announce financial expectations while the Company's Chairman, CEO / General Manager, CFO / Finance Director and Electricity and Gas Group Director are authorized to announce expectations regarding investments. Expectations for the Future (information shared with investors on future plans and projections or future operations, financial situation and performance of the Company) can be disclosed four times in a year at maximum in principle following the announcement of quarterly financial statements. Mentioned expectations may be announced via PDP or investor presentation and annual report published on Company's web site. It is clearly stated that these announcements are made based on certain assumptions and that they may differ from the actual results. In the event that changes occur with regard to future expectations or it becomes clear that the

previously provided expectations will not materialize, a public disclosure is made immediately using the same vehicles. Investor and Shareholder Relations Unit is in charge of disclosing this information and they execute their responsibilities in close cooperation with the Audit Committee and the Board of Directors.

#### **VII- Company's Website**

The Turcas website ([www.turcas.com.tr](http://www.turcas.com.tr)) is actively used in public disclosures. Explanations published on the Company's website do not take the place of notifications and material event disclosures mandated by the provisions of the Capital Market Law and Regulations. All disclosures made to the public by Turcas are also published on the website. The website is maintained both in Turkish and in English, in the form and with the contents as stipulated in the Corporate Governance Principles of the Capital Markets Board.

#### **VIII- Announcements and Other Declarations Published in the Turkish Trade Registry Gazette and Daily Newspapers**

Pursuant to the Capital Market Law, the Turkish Commercial Code, and the Company's Articles of Association, announcements regarding the General Assembly meetings, annual balance sheet and income statement, and capital increases are published in the Turkish Trade Registry Gazette and in daily newspapers.

The Company's Board of Directors provides controlled news flow to the print and visual media on significant developments that occur during the year, and public is informed in detail. This disclosure may also be made by way of a press conference depending on the nature of the developments.

The Company evaluates the questions and information requests regarding various developments and general outlook transmitted by the press in writing and always provides a response, whether affirmative or negative.

#### **IX- Criteria Used in Designating the Persons Bearing Administrative Responsibility**

The persons who shall have administrative responsibility and regular access to insider information are designated according to the scope of the related information. Accordingly, managers and other personnel who do not possess information significant enough to impact the value of capital markets instruments or the investment decisions of investors, in other words, who have detailed information on merely a part of the Company but have only limited information on the entirety of the Company, are not considered to have administrative responsibility or regular access to insider information. However, members of the Board of Directors, Senior Executives (Chairman (CEO / General Manager) and Members of the Executive Board and Company Directors) and Authorized Managers, since they have detailed information on the current operations of the entire Company as well as its future plans, are considered to be the persons who have administrative responsibility and regular access to insider information.

#### **X- Public Disclosure of Insider Information**

Insider information disclosures of the Company are prepared by the Investor and Shareholder Relations Unit. Insider information disclosures are usually signed by two officers from among the Members of the Board of Directors and Authorized

Managers. The names, authorities and titles of these officers are posted on the Company's website. The disclosure is updated when a change occurs with respect to these persons. The list of people who have access to the Company's insider information is documented and maintained in writing in order to be presented to the Capital Markets Board or to the Borsa Istanbul upon their request in accordance with Capital Markets Board's 7th article of Communiqué no: II-15.1.

#### **XI- Ensuring the Confidentiality of Insider Information**

The Company's employees are informed about their responsibilities to protect the confidentiality of non-public insider information that they may come to possess while performing their duties within the Company or carrying out tasks or transactions on behalf of the Company, to refrain from using such information to advance their own or third parties' interests, and to avoid disclosing such information to third parties without the permission to do so.

If any employee of the Company detects that previously undisclosed significant and special information has been disclosed to the public unintentionally or knows about the existence of such a situation, he/she shall immediately notify the case to Investor and Shareholder Relations Unit. In such case, the Investor and Shareholder Relations Unit shall draft an Insider Information Disclosure per the provisions of the Capital Markets Board's Regulations and oversee its transmission to the Borsa Istanbul.

In addition, in conformity with the regulations of the Capital Markets Board, Investor and Shareholder Relations Unit maintains a list of people who work for the Company, via an employment contract or other means, and who have regular access to insider information; this list is updated as changes occur. The list of persons with access to insider information, as well as the updates made to the list, is sent to the Capital Markets Board or to the Borsa Istanbul upon their request. All persons on this list are informed about their obligation to protect the insider information and to abide by the rules of confidentiality.

#### **XII- Postponement of Public Disclosure of Insider Information**

The Company may postpone the public disclosure of insider information in order to prevent its legal interest from impairment, bearing all the related responsibilities; provided that this shall not mislead the public and the Company shall be able to ensure confidentiality of this insider information. As soon as the reasons for the postponement of the public disclosure of the insider information are eliminated, this information shall be disclosed to the public in accordance with the applicable laws and regulations. The disclosure letter shall indicate the postponement decision and the underlying reason for it.

Postponement of the public disclosure of insider information in the Company is subject to a resolution of the Board of Directors or the written consent of the any person authorized by the Board of Directors. This resolution shall entail the postponed insider information, the impact of the postponement on the protection of the Company's legal rights, a statement that the postponement does not run the risk of misleading the investors, as well as the measures being taken to protect the confidentiality of this information throughout the duration of the postponement.

All necessary measures are taken in order to protect the confidentiality of the information disclosure that is being postponed. In the event that speculative rumors come about regarding the information disclosure that is being postponed during the postponement period due to the fault of the person(s) responsible for protecting the confidentiality of the information, or some of the details are disclosed to the public in any way and the confidentiality of the information cannot be maintained, the information confidentiality of which cannot be protected, shall be publicly disclosed immediately. However, if the speculative rumors arise to no fault of the Company, then the postponement can be continued.

### **XIII- Insider Trading (Use of Confidential Company Information for Personal Benefit)**

Members of the Board of Directors may not utilize Company's non-public confidential information and/or trade secrets to benefit themselves or third parties, and may not provide inaccurate or misleading information or spread misleading news about the Company.

The Board of Directors takes and implements necessary measures in order to prevent the disclosure of this information outside of the Company by the other employees of the Company.

### **XIV- Monitoring the News and Speculations**

In principle, the Company does not offer an opinion on the rumors circulating in the market and/or on the internet. However, in the event that the news reports and rumors not originating from the Company have the capability to impact the Company's share price and are different in content from the material event disclosures and the information disclosed to the public through such documents as prospectuses, circulars, and financial reports, the Company makes an insider information disclosure without waiting for a warning, notification or request from the Capital Markets Board or the Borsa Istanbul inquiring about the accuracy and sufficiency of such news and rumors.

### **XV- Press Releases**

Requests received from the print and visual media and from various media outlets are evaluated by the Company's Corporate Communications Department. All events and arrangements concerning the requests are also performed by the Company's Corporate Communications Department.

In these visual and written press releases, the material event disclosures that need to be publicly disclosed pursuant to the related communiqués of the Capital Markets Board are announced to the public electronically before these press releases are made.

### **XVI- Communication with the Capital Markets Participants**

The Investor and Shareholder Relations Unit was established to carry out the communication between the Company and its investors as prescribed by the related communiqués of the Capital Markets Board. These departments respond to oral and written requests of the investors except for the non-public and confidential information and trade secrets. In addition, meetings or teleconferences are organized from time to time during the year in order to inform domestic and foreign investors.

### **XVII- Analyst Reports**

The Company does not review, confirm, acknowledge, take responsibility for or publish on its website any analyst reports issued by various firms. However, only in certain cases and under limited circumstances and upon request, some analyst reports may be reviewed in order to prevent the public from being misinformed and misled, provided that only public and historical information is used.

### **XVIII- Disclosures Regarding the Exercise of Shareholder Rights**

Material event disclosures are made, and also published on the Company's website, with respect to the Company's shareholders and for the following matters finalized upon a resolution of the Board of Directors:

- i. Meeting date, time, location and agenda of the Ordinary and Extraordinary General Assembly Meetings as well as and the way the shareholders shall exercise their rights to attend the General Assembly Meetings, the voting procedure or proxy voting conditions,
- ii. The outcomes of the General Assembly Meetings and the list of attendees regarding total number of shares and total voting rights of the attendees,
- iii. Dividend payments, rights issues and bonus issues, and announcements regarding the exercise of the right to acquire new shares in rights issues.

### **XIX- Change in Information Disclosure Policy**

In the event that any change occurs in this information disclosure policy, changes and the reasons thereof are ratified by the Board of Directors and then disclosed to the public.

### ANNEX.3 Draft Amendments to the Articles of Association

<u>OLD VERSION</u>	<u>NEW VERSION</u>
<p><b><u>OLD VERSION</u></b></p> <p><b><u>CAPITAL AND SHARE CERTIFICATES</u></b></p> <p><b><u>ARTICLE 6</u></b></p> <p>The capital of the Company is TL 225,000,000 (Two hundred twenty five million TL) divided into 225,000,000 shares with a nominal value of TL 1 (One TL) each.</p> <p>TL 136.500.000 (One hundred thirty six million and five hundred thousand TL) that is used to establish the previous capital has fully been paid up.</p> <p>The previous capital of the Company has been divided into Group A, B and C shares as specified here under and recorded into the Share Book as all being registered shares.</p> <p>a) GROUP A; Group A registered shares are 136,499,850 and in amount of TL 136,499,850 (One hundred thirty six million four hundred ninety nine thousand eight hundred fifty TL).</p> <p>b) GROUP B; Group B registered shares are 112.50 and in amount of TL 112.50 (One hundred and twelve TL and 50 Kr).</p> <p>c) GROUP C; Group C registered shares are 37.50 and in amount of TL 37.50 (Thirty seven TL and 50 Kr).</p> <p>At this time, of 88.500.000 Group A registered shares in amount of TL 88.500.000 (eighty eight million five hundred thousand TL); TL 85.153.605,97.-has been paid from the Previous Years' Profit; and TL 3.346.394,03.- has been paid from the Extraordinary Reserves, and shall be distributed to the shareholders in proportion to their shares.</p> <p>The shares representing the capital of the Company are monitored through the book-entry system within the framework of the dematerialization.</p> <p>The General Assembly is authorized to issue shares over the nominal value. Share amounts corresponding to the capital committed in cash shall be paid in cash and in full during the commitment.</p> <p>New share certificates cannot be issued unless the shares already issued are totally sold and the corresponding price is fully paid.</p>	<p><b><u>NEW VERSION</u></b></p> <p><b><u>CAPITAL AND SHARE CERTIFICATES</u></b></p> <p><b><u>ARTICLE 6</u></b></p> <p>The capital of the Company is TL <b>270,000,000</b> (Two hundred seventy million TL) divided into <b>270,000,000</b> shares with a nominal value of TL 1 (One TL) each.</p> <p><b>TL 225.000.000 (Two hundred twenty five million TL)</b> that is used to establish the previous capital has fully been paid up.</p> <p>The previous capital of the Company has been divided into Group A, B and C shares as specified here under and recorded into the Share Book as all being registered shares.</p> <p>a) GROUP A; Group A registered shares are <b>224,999,850</b> and in amount of <b>TL 224,999,850 (Two hundred twentyfour million nine hundred ninety nine thousand eight hundred fifty TL)</b>.</p> <p>b) GROUP B; Group B registered shares are 112.50 and in amount of TL 112.50 (One hundred and twelve TL and 50 Kr).</p> <p>c) GROUP C; Group C registered shares are 37.50 and in amount of TL 37.50 (Thirty seven TL and 50 Kr).</p> <p>At this time, of <b>45.000.000</b> Group A registered shares in amount of <b>TL 45.000.000 (fortyfive million TL)</b>; TL <b>25.364.207,38</b>.-has been paid from <b>Income from Sale of Subsidiaries</b> and TL <b>19.635.792,62</b>.- has been paid from <b>Previous Years' Profit</b>, and shall be distributed to the shareholders in proportion to their shares.</p> <p>The shares representing the capital of the Company are monitored through the book-entry system within the framework of the dematerialization.</p> <p>The General Assembly is authorized to issue shares over the nominal value. Share amounts corresponding to the capital committed in cash shall be paid in cash and in full during the commitment.</p> <p>New share certificates cannot be issued unless the shares already issued are totally sold and the corresponding price is fully paid.</p>



#### **ANNEX.4 Board of Directors Decision on Capital Increase**

The Board of Directors of Turcas Petrol A.Ş. convened on 27 November 2014 at the Company Headquarters in Istanbul today to take the following decision.

##### **Agenda**

The increase in the paid-in capital of the company from 225.000.000.-TL to 270.000.000 -TL.

##### **Decision**

The Board of Directors of the Company decided unanimously with the votes of the quorum that the capital of the company shall be increased from 225.000.000.-TL (twohundredtwentyfivemillion) to 270.000.000.-TL (twohundredseventymillion) with a 45.000.000 TL (fortyfivemillion) increase, corresponding to 20% capital increase ratio, generated from internal funds, of which 25.364.207,38 TL from Share Sale Proceeds and 19.635.792,62 TL from prior years' income, and to amend the Article 6 of the Articles of Association and to include within the agenda items of the following General Assembly Meeting to submit to the approval of the shareholders after the necessary permits are taken from the Capital Markets Board of Turkey and the Ministry of Customs and Trade.