

**AGENDA OF ORDINARY GENERAL MEETING OF 2011  
OF TURCAS PETROL A.Ş.  
DATED 24.05.2012**

- 1- Opening and election of Chairmanship Council,
- 2- Authorization of the Chairmanship Council to sign the General Assembly Meeting Minutes,
- 3- Submission to the approval of the General Assembly of Board Member appointments by the Board of Directors in substitution for vacant positions pursuant to Article 315 of Turkish Commercial Code and in accordance with the provisions of Communication by the Capital Markets Board no. 56,
- 4- Discussion of and decision on Board of Directors' and Auditors' Reports on Activities and accounts and Income Tables of 2011,
- 5- Acquittal of Board of Directors and Auditors separately for 2011 Activities of the Company,
- 6- Decision on distribution of profit for 2011,
- 7- Determination of remuneration to be paid to Board Members,
- 8- Election and determination of remuneration for the members of Audit Board,
- 9- Submission to the approval of the General Assembly the amendment to Article 52 of Articles of Association by modifying its title from "Corporate Governance Principles" to "Compliance with Corporate Governance Principles" as per the Communication by the Capital Markets Board regarding Determination and Implementation of Corporate Governance Principles,
- 10- Giving information to the General Assembly about transactions carried out concerning related parties within the frame of Capital Markets Board regulations,
- 11- Giving information to the General Assembly about Securities-Pledges and Mortgages given in favor of third parties during the fiscal year,
- 12- Submission to the approval of the General Assembly "Company's Donations and Charities Policy" prepared within in the frame of compliance with Corporate Governance Principles,
- 13- Giving information to the General Assembly about donations granted during the fiscal year,
- 14- Submission for General Assembly's information the "Principles of Remuneration Break Up Of Board Members and Board Executives" prepared within the frame of compliance with Corporate Governance Principles,
- 15- Granting Ultimate Controlling Shareholders, Board Members, Top Executives, and their spouses and relatives and affinities by marriage up

to second degree the authorization to compete and carry out transactions that might lead to conflict of interest with the Company itself or its Subsidiaries pursuant to Article 334 and 335 of Turkish Commercial Code and Corporate Governance Principles regulated by the Capital Markets Board; and giving information to the General Assembly about any transactions carried out in this context within the year,

16- Reply to questions forwarded by shareholders.