



**ANNOUNCEMENT  
FROM THE CHAIRMANSHIP OF THE BOARD OF  
DIRECTORS OF TURCAS PETROL A.Ş.  
TO THE SHAREHOLDERS**

**The Extraordinary General Shareholders' Meeting** of our Company shall be held on **30.04.2008, Wednesday, at 14.00** at the address of **Conrad Hotel Yıldız Caddesi, Beşiktaş-Istanbul** for the purpose of discussing the agenda stated hereunder and adopting a resolution related thereto.

On the day, at the hour and in the place which are stated hereinabove, the Shareholders must be present in person or by proxy, and the Shareholders, who wish to be represented by a proxy, must fill out their power of attorneys in accordance with the Power of Attorney Form, a sample of which is given hereunder, pursuant to the provisions of the Communiqué of the Capital Markets Board Serial IV, No: 8 published on the Official Journal dated 09.03.1994, and have their signatures notarized, or annex a notarized list of authorized signatures to the Power of Attorney Form bearing their signatures.

We kindly request our shareholders, shares of whom are being traded in the Istanbul Stock Exchange, to apply to the Registered Office of the Company with their partnership certificates for the purpose of receiving their entry cards for the meeting not later than **24.04.2008**. The provision of article 360 of the Turkish Commercial Code is preventing our shareholders, who fail to respect these matters and deliver the required information to the Company within the time stated hereinabove, from attending to the General Shareholders' Meeting

It is hereby announced to our esteemed shareholders.

**TURCAS PETROL A.Ş.**

**AGENDA OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF TURCAS  
PETROL A.Ş. TO BE HELD ON 30.04.2008  
TURCAS PETROL A.Ş.**

1. Opening and Election of the Managing Board,
2. Granting authority to the Managing Board to sign the Minutes of the Extraordinary General Shareholders' Meeting,
3. Submitting for the approval of the General Shareholders' Meeting the amendment draft to article 6 "Capital and Shares" of the Articles of the Association of the Company relating to increasing the Capital of the Company considered within the Capital Stock System by the Capital Markets Board from YTL 105.000.000.- to YTL 136.500.000.-.
4. Submitting for the approval of the General Shareholders' Meeting the amendment draft to article 3 "Purpose and Subject-Matter" of the Articles of Association of the Company within the scope of the Turkish Commercial Code.

**POWER OF ATTORNEY  
TURCAS PETROL A.Ş.**

I hereby appoint ..... authorized to represent me/us, vote, submit proposals and sign necessary documents in accordance with the views specified hereunder by me/us at the Extraordinary General Shareholders' Meeting of Turcas Petrol A.Ş. which is to be held on **30.04.2008, Wednesday, at 14.00** at the address of **Conrad Hotel Yıldız Caddesi Beşiktaş-Istanbul**.

**A. SCOPE OF THE REPRESENTATIVE AUTHORITY**

- a) The Attorney shall be authorized to vote in respect of all of the items in the agenda in accordance with his/her own views.
- b) The Attorney shall be authorized to vote in respect of the items in the agenda in accordance with the instructions stated hereunder.

**Instructions: (Special instructions shall be stated)**

- c) The Attorney shall be authorized to vote in accordance with the recommendations of the management of the company.
- d) The Attorney shall be authorized to vote in respect of other matters that may arise in the meeting in accordance with the instructions stated hereunder. (In case no instructions are given, the Attorney may vote freely)

**Instructions: (Special instructions shall be stated)**

**B. SHARE OWNED BY THE SHAREHOLDER**

- a) Type and Serial:
- b) No:
- c) Number-Nominal Value:
- d) Whether it is privileged when voting:
- e) Whether bearer or registered share:

**Name and Surname or the Title of the Shareholder:**

**Signature:**

**Address:**

Note: In section (A), one of the choices stated (a), (b) or (c) shall be chosen; explanations shall be made for the choices (b) and (d)

**REGISTERED OFFICE:**

Emirhan Caddesi No: 145 A Blok Atakule 34349 Dikilitaş-Beşiktaş/Istanbul  
Telephone Number : 0.212.259.00.00/17 hat  
Fax Number : 0.212.259.00.18/19



**PREVIOUS FORM****CAPITAL AND SHARES  
ARTICLE 6**

The capital of the Company is YTL 105.000.000.- (One Hundred and Five Million YTL) divided into 105.000.000 shares each having a nominal value of YTL 1 (One).

YTL 26.330.233,18 (Twenty Six Million Three Hundred and Thirty Thousand Two Hundred and Thirty Three YTL and 18 YKR) that establishes the previous capital has been fully paid.

The previous capital of the Company is divided into Group A, B and C shares as indicated hereinabove, and recorded on the Share Book of the Company, all of which is as registered shares.

a) GROUP A; Group A shares are Type 15, registered shares, in the number of 26.330.083,18, and in amount of YTL 26.330.083,18 (Twenty Six Million Three Hundred and Thirty Thousand Eighty-three YTL and 18 YKR).

b) GROUP B; Group B shares are Type 15, registered shares, in the number of 112,50 and in amount of YTL 112,50.- (One Hundred and Twelve YTL and 50 YKR).

c) GROUP C ; Group C shares are Type 15, registered shares, in the number of 37,50, and in amount of YTL 37,50.- (Thirty Seven YTL and 50 YKR)

At this time, of the Group A, Type 16, registered shares in amount of YTL 78.669.766,82.- (Seventy Eight Million Sixty Hundred and Sixty Nine Thousand Seven Hundred and Sixty Six YTL and Eighty Two YKR) corresponding to 78.669.766,82 shares, which is increased; YTL 5.539.109.- has been met from the profit of the year of 2004, YTL 60.371.016,05.- from the equity capital inflation adjustment differences, and YTL 12.759.641,77.- from extraordinary reserves, and they shall be distributed to the shareholders in proportion to their shares.

The General Shareholders' Meeting is authorized to issue shares over the nominal value. The amount of shares corresponding to the capital subscribed in cash shall be paid in cash and in full during the subscription.

Share certificates may be issued in different denominations by means of respecting the communiqués by the Capital Markets Board.

Group C registered shares corresponding to 37,50 shares in amount YTL 37.50.- (Thirty Seven YTL and 50 YKR) is allocated to a foreign national shareholder within a Permission Certificate for Share Transfer no. 3327, dated 11.08.1995, and the letters no. 45960, dated 25.06.1999, and no. 4374, dated 21.01.2002 of General Directorate of Foreign Investments, Prime Ministry Undersecretariat of the Treasury of Republic of Turkey, and in accordance with the Law Nr. 6224 on Encouraging Foreign Investments, and Decrees and Communiqués relating to these Laws.

**NEW FORM****CAPITAL AND SHARES  
ARTICLE 6**

The capital of the Company is YTL 136.500.000.- (One Hundred and Thirty Six Million Five Hundred Thousand) divided into 136.500.000 shares each having a nominal value of YTL 1.

YTL 105.000.000.- (One Hundred and Five Million YTL) that establishes the previous capital has been fully paid.

The previous capital of the Company is divided into Group A, B and C shares as indicated hereinabove, and recorded on the Share Book of the Company, all of which is as registered shares.

a) GROUP A; Group A registered shares are in the number of 104.999.850, and in amount of YTL 104.999.850 (One Hundred and Four Million Nine Hundred Ninety Nine Thousand Eight Hundred and Fifty).

b) GROUP B; Group B registered shares are in the number of 112,50, and in amount of YTL 112,50.- (One Hundred and Twelve YTL ve 50 YKR).

c) GROUP C ; Group C registered shares are in the number of 37,50 and in amount of YTL 37,50.- (Thirty Seven YTL and 50 YKR).

At this time, of the Group A registered shares in amount of YTL 31.500.000.- (Thirty One Million Five Hundred Thousand YTL) corresponding to 31.500.000 shares, which is increased; YTL 2.595.404,89.- has been met from Share Certificates issuance premium, YTL 24.909,003,60.- from Revaluation Fund of Investments, and YTL 3.995.591,51 from extraordinary reserves, and they shall be distributed to the shareholders in proportion to their shares.

The General Shareholders' Meeting is authorized to issue shares over the nominal value. The amount of shares corresponding to the capital subscribed in cash shall be paid in cash and in full during the subscription.

**PREVIOUS FORM**

**PURPOSE AND SUBJECT-MATTER**

**ARTICLE 3**

I. The purposes and commercial activities of the Company are stated hereunder.

a) Manufacturing, selling, purchasing, importing, exporting and distributing any kind of petroleum products, lube oils, greases and petroleum chemical products, chemical substances, paints, and chemical fertilizers,

b) Transporting any kind of petroleum products, lube oils, greases and petroleum chemical products through land and sea vehicles and pipe lines.

c) Storing and handling any kind of petroleum products, lube oils, greases and petroleum chemical products; storing the same in the sales and service stations which will provide the sales thereof, and engaging in business of retails and wholesales thereof.

c) Prospecting for, extracting, procuring, transporting and disposing crude oils, and selling the products obtained after disposal at home and abroad.

d) Purchasing, manufacturing, retailing and wholesaling at home or abroad commodities, materials, tools and devices, pumps, any kind of commercial and agricultural commodities, machines, engines and materials, which all are required for the petroleum industry.

e) Operating and renting out land, air and sea vehicles, and construction equipments at home and abroad; purchasing, selling, importing, exporting and manufacturing any kind of components, parts and accessories relating to operating such vehicles.

II. In order to achieve these purposes and engage in commercial business, the Company may:

a) Purchase, cause to be constructed, take over, transfer and rent real estates; make any kind of disposition thereof, pledge the same, establish mortgages thereon, acquire any kind of legal rights related thereto, create a pledge thereon, establish mortgages on real estates owned by others, release and pledge movable goods owned by others.

b) Establish or construct, rent, purchase, operate or cause to be operated stores which make sales, whether retail or wholesale, or make for stock, which is subject or not subject to customs duties.

c) Provide land, sea and air transit vehicles with fuel, oil, and commissaries, and provide the same with repair and maintenance services.

c) Establish, acquire, lease, operate, cause to be operated and rent out fuel service stations and hotels, motels, tourism facilities, parks, garages and automobile repair services, whether connected or not thereto.

d) Establish, operate, lease and rent out any kind of generating stations, energy production units and factories, and purchase, sell, manufacture, export and import devices and materials that are necessary therefor.

e) Establish, construct, operate through acquiring or leasing, and cause to be operated factories and naval yards in such fields relating to the subject-matter of

**NEW FORM**

**PURPOSE AND SUBJECT-MATTER**

**ARTICLE 3**

The purpose of the Company is to establish company/companies which focus on national and international investments and development of new business in connection with prospecting, research, manufacturing, processing, operating, distribution, storing, imports, exports, re-exports in particular about the energy sector, and its sub-sectors; petroleum, fuel, electricity and natural gas sectors, with any kind of commercial, industrial, agricultural and financial purposes; and/or participate in the capitals and managements of domestic and foreign companies already established or to be established. The Company aims at ensuring that, companies, the capitals and managements of which the Company participates in, are operated with advanced techniques in respect of planning, manufacturing, marketing, finance, personnel and fund management, so that such companies are directed and managed in a successful and productive manner.

For the purpose of achieving these purposes and having activities in respect of trade, the Company may:

1) Acquire any kind of capital markets instruments and make any kind of dispositions thereof provided that the Company shall not act as an intermediary and securities portfolio business, act as an intermediary in the capital increase of its affiliates or commitment procedures in issuance of various securities.

2) Purchase, transfer, construct or cause to be constructed or release real estates in order to achieve the purposes and subject-matters of the Company provided that necessary Special States Explanations shall be made as stipulated by the Capital Markets Board; establish mortgages or other real or personal rights on real estates owned by the Company in favor of others or on real estates owned by others in favor of others; release, sell and lease and rent out the same when necessary; lend out or borrow the same against mortgage without guarantee, receive and give any kind of real and personal guarantee for the purpose of collecting and providing its rights and receivables.

3) Give any kind of guarantee, caution and bail for credits the companies, the capitals and managements of which the Company participates in, may raise from banks or other financial institutions, and commitments against third parties and risks provided that necessary Special States Explanations shall be made as stipulated by the Capital Markets Board; receive any kind of cautions against commitments made by the Company in favor of such companies.

4) Take necessary actions for the purpose of organizing import and export business of the companies, the capitals and managements of which the Company participates in, and institutions and establishments affiliated thereto; perform customs warehousing, insurance, shipment, collection, financial and legal procedures, provided that the Company shall not act a Customs Broker.

5) Take over the futures sales and relevant bills of the companies, the capitals and managements of which the Company participates in, and institutions and

the Company.

f) Prospect, cause to be prospected, process, and cause to be processed natural resources and mines, whether at the sea, under the ground or not; market the values obtained therefrom and transport the same to domestic and foreign markets.

g) Establish participations with corporations and institution, real persons or financial institutions, which are appropriate or similar, wholly or partially, to the purposes and subject-matters of the Company; receive shares and documents representing shares thereof, sell the same when necessary, obtain or transfer interest shares thereof, provided that the Company shall not act as an intermediary and securities portfolio business; and make loan agreements.

h) Establish pledges, mortgages and real rights on movable – immovable goods whether in favor of or against the Company; obtain any kind of intellectual and real rights, privileges and licenses; use them together with others or sell and transfer them.

i) Receive and grant international guarantees by means of obtaining necessary permissions in accordance with current legislations; or engage in such business.

j) Lead the consortiums to be established in connection with the subject-matter of the Company, participate in such consortiums on its behalf or in capacity of confidentially partner; transfer and rent out obligations undertaken and rights gained in this respect.

k) Make or cause to be made productions through leasing switch (transit) transactions, customs production and provisionally acceptance.

k) Raise credits that are necessary for facilities to be established by the Company and its affiliates from domestic and foreign financial institutions, and make any kind of dispositions in this respect.

l) Act as a insurance agency, receive and grant representative offices, agencies and mercantile agencies in connection with subject-matters of the Company; and participate in tenders.

The Company, other than those mentioned hereinabove, may engage in business in connection with the purpose of the Company, and deemed by the Company as useful and profitable with a proposal to be submitted by the Board of Directors and upon a resolution to be adopted by the General Shareholders' Meeting. However, such resolutions shall be valid after necessary permissions, registrations and announcements.

establishments affiliated thereto; transfer and endorse the same to other institutions.

6) Transfer the funds gained from equity capital and foreign sources to the companies, the capitals and managements of which the Company participates in , for the purpose of continuity and development their business and financing their investments.

7) Establish cooperation and participations with domestic and foreign companies, and make agreements with the same based on financial liability decentralization.

8) Acquire, rent and sell and make any kind of legal dispositions of vehicles.

9) Make agency agreements with insurance companies, and have insurance activities in capacity of agency.

The Company, other than those mentioned hereinabove, may engage in business in connection with the purpose of the Company, and deemed by the Company as useful and profitable with a proposal to be submitted by the Board of Directors and upon a resolution to be adopted by the General Shareholders' Meeting. However, such resolutions shall be valid after necessary permissions, registrations and announcements..