



NOTICE TO SHAREHOLDERS BY BOARD OF DIRECTORS OF TURCAS PETROL A.Ş.

Extraordinary General Meeting of our Company shall be held at the address of **Conrad Hotel Beşiktaş-İstanbul at 10.30 on 01.11.2012, Thursday** to discuss and conclude the agenda stated below.

Balance Sheet, Income Statement, Board of Directors and Supervisory Board Reports of our Company 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 for our shareholders to examine.

It is necessary for our Dear Shareholders to attend on the stated day, hour and place personally or by proxy and it is necessary for our shareholders to be represented by proxy to fill in their power of attorneys in accordance with Power of Attorney Form sample of which is stated below within the provisions of Capital Market Board Serial IV, No:8 Communiqué issued at Official Gazette dated 09.03.1994 and to have their signatures notarized or to attach notarized signatory circular to Power of Attorney Form bearing their own signatures.

Open ballot method shall be used with procedure of raising hands in voting Agenda Items in the General Meeting.

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

Our Shareholders who have their shares held in investment accounts under Intermediary Companies at Central Registry Agency (MKK) and who have to attend to the General Meeting are required to act within the frame of provisions regulating transactions of “General Meeting Blockage” of Merkezi Kayıt Kuruluşu A.Ş. (MKK) and to register themselves in General Meeting Blockage List. Our Dear Shareholders are informed that our shareholders that do not register themselves in Blockage List at MKK can not attend to the meeting as shareholders legally.

Application to attend to the General Meeting by our shareholders that have shares at their hands physically but have not dematerialized them may only be considered following dematerialization of shares. In addition, all shares belonging to our company that are not dematerialized until the date of **December 31, 2012** shall be reverted to our company legally after this date and all rights of Shareholders on the said shares shall be deemed to terminate automatically on the stated date in accordance with Provisional Article 6 of Capital Market Board replaced by article 157 of Law no. 6111 coming into force being issued at repeated Official Gazette dated February 25, 2011 and General Letter of Central Registry Agency no. 551 and dated April 28, 2011.

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

It is noticed to Dear Shareholders respectfully.

TURCAS PETROL A.Ş.

**AGENDA OF EXTRAORDINARY GENERAL MEETING OF TURCAS PETROL A.Ş.
DATED 01.11.2012**

1. Opening and election of the Managing Board,
2. Authorizing the Managing Board to sign the minutes of the extraordinary General Meeting,
3. To authorize Managing Board regarding the purchase of Turcas Petrol's own shares in line with the approval of Capital Markets Board of Turkey

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

I/we appoint to be authorized to represent me/us, to vote, to make proposal and to sign necessary documents in direction of opinions that I/we have stated below in Extraordinary General Meeting of Turcas Petrol A.Ş. to be held at the address of **Conrad Hotel Beşiktaş-İstanbul at 10.30 on 01.11.2012, Thursday.**

A. SCOPE OF REPRESENTATION AUTHORITY

- a) The proxy is authorized to vote for all agenda items in direction of his opinion.
- b) The proxy is authorized to vote for agenda items in direction of instructions below.

Instructions: (Special instructions shall be written)

- c) The proxy is authorized to vote in direction of suggestions of company management.
- d) The proxy is authorized to vote for other matters possible to arise in the Meeting in direction of instructions below. (If there is no instruction, the proxy shall use his vote as free.)

Instructions: (Special instructions shall be written)

B. OF SHARES OWNED BY THE SHAREHOLDER

- a) Group :
- b) Number- Nominal Value :
- c) Whether has privilege in the vote :

Name, Surname or Title of the Shareholder:

Signature :

Address:

Note: One of options stated as (a), (b) or (c) in part (A) shall be elected; explanation shall be made for options (b) and (d).

COMPANY HEADQUARTER:

Dikilitaş Mahallesi Emirhan Caddesi No:109 Beşiktaş/İstanbul
Phone Number : 0.212.259.00.00/17 line
Fax Number : 0.212.259.00.18/19