



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 **Kalyon Hotel, Sultanahmet, Istanbul at 13.30 on 12.12.2013, Thursday** to discuss and conclude the agenda stated below.

The Extraordinary 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 Meeting 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 Meeting 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 "Regulation on General Meetings to be Held Electronically in Joint Stock Companies" issued at Official Gazette no. 28395 and dated 28 August 2012 and "Communiqué on Electronic General Meeting System to be Applied in General Meetings of Joint Stock Companies" issued at Official Gazette no. 28396 and dated 29 August 2012.

Our shareholders who want to attend the General Meeting in physical environment can use their rights as to their shares registered in "Shareholders List" stated in Central Registry Agency (CRA) system by submitting their 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 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 the Extraordinary 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 Market Law no. 6362, 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.

Necessary information can be obtained from "Investor and Shareholder Relations Department" at the Headquarter of our Company. Amendments to the Articles of Association can be reached from the Company's web-site (www.turcas.com.tr).

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.

TURCAS PETROL A.Ş.
AGENDA OF EXTRAORDINARY GENERAL MEETING DATED 12 DECEMBER 2013

1. Opening and election of the Council for the Meeting,
2. Authorization of the Council to sign the General Meeting Minutes,
3. Amending the Articles 3, 4, 6, 7, 8, 9, 10, 11, 13, 15, 16, 17 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 39, 40, 41, 43, 44, 45, 46, 47, 48, 49, 50, 51, 53 of the Articles of Association of the Company according to the new Turkish Commercial Law enacted on 01.07.2012

**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 **Kalyon Hotel, Sultanhment-Istanbul at 13.30 on 12.12.2013, 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. NUMBER 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:

Address: Ahi Evran Caddesi No:6 Aksoy Plaza Kat:7
34398 Maslak Şişli, Istanbul,

Phone Number : 0.212.259.00.00
Fax Number : 0.212.259.00.18/19