



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

**Ordinary General Meeting of 2012** of our Company shall be held at the address of **Conrad Hotel Beşiktaş-İstanbul at 10.30 on 23.05.2013, Thursday** to discuss and conclude the agenda stated below.

The Ordinary General Assembly 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 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 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 to General Assembly in physical environment can use their rights as to their shares registered in “Shareholders List” stated in Central Registry Agency (CRA) system by submitting 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 form sample form from our Company Headquarter or website of the Company of [www.turcas.com.tr](http://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 General Assembly 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, 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 Assembly 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 Assembly meeting at the latest in case they want to attend to General Assembly Meeting.

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

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.**

**AGENDA OF ORDINARY GENERAL MEETING OF 2012  
OF TURCAS PETROL A.Ş.  
DATED 23.05.2013**

1. Opening and election of Chairmanship Council,
2. Authorization of the Chairmanship Council to sign the General Assembly Meeting Minutes,
3. Discussing and resolving Activity Report, Auditors' Reports and Balance Sheet and Income Statements of 2012 related to activities and accounts of 2012,
4. Acquittal of Board of Directors and Auditors separately for 2012 Activities of the Company,
5. Decision on distribution of profit for 2012,
6. Selecting and approving Independent Audit Corporation for auditing Financial Statements and Reports of 2013 and 2014 of the Company in accordance with related regulations of Capital Market Board and Turkish Commercial Code ,
7. Election and determination of remuneration for the members of the Board of Directors,
8. Submitting tasks undertaken by Board of Directors members out of the company and their justifications to information of shareholders,
9. Giving information to the General Assembly about donations granted during the fiscal year,
10. Giving information to the General Assembly about Securities-Pledges, Mortgages and acquired incomes and benefits given in favor of third parties during the year of 2012,
11. Informing General Assembly on transactions stated in principle 1.37 of Capital Market Board Corporate Management Principles,
12. Submitting summary of Share Buyback Program of Turcas Petrol A.Ş. dated 02 December 2012 to information of shareholders,
13. Informing General Assembly related to transactions made with related Parties in 2012,
14. Submitting Internal Directive on Working Principles and Procedures of General Assembly of the Company prepared by the Board of Directors to approval of the General Assembly,
15. Allowing Board Chairman and Members to make transactions written in articles 395 and 396 of Turkish Commercial Code.
16. Reply to questions forwarded by shareholders.

**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 Ordinary General Meeting of 2012 of Turcas Petrol A.Ş. to be held at the address of **Conrad Hotel Beşiktaş-İstanbul at 10.30 on 23.05.2013, 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. OF SHARES OWNED BY THE SHAREHOLDER**

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

**SHAREHOLDER'S**

Name, Surname or Title:

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

**NOTICE TO (B) AND (C) GROUP SHAREHOLDERS  
BY BOARD OF DIRECTORS OF  
TURCAS PETROL A.Ş.**

We ask you to attend to the meeting to be held at the headquarter of the company at the address of **Dikilitaş Mahallesi Emirhan Caddesi No:109 Beşiktaş/İstanbul** at **10.30 on 16.05.2013, Thursday** to determine nominees of Board of Directors in accordance with article 22 of Articles of Association of the Company.

Yours sincerely,

**TURCAS PETROL A.Ş.**