



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

Ordinary General Meeting of our Company shall be held at the address of **Conrad Hotel, Beşiktaş, Istanbul at 10.00 on 13.05.2014, Tuesday** to discuss and conclude the agenda stated below.

The Ordinary 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 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 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 and to fulfill matters foreseen in “Voting by Proxy and Proxy Solicitation” Communiqué II-30-1 of Capital Markets Board published in the Official Gazette dated 24 December 2013, no.28861 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 Meeting.

In accordance with subparagraph 4 of article 415 of New Turkish Commercial Code no. 6102 and subparagraph 1 of article 30 of Capital Markets 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 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.

In accordance with related legislation of Capital Markets Board and Ministry of Customs & Trade, 2013 annual report, audit report, financial statements, dividend distribution proposal and detailed information document including requirements of Corporate Governance Principles will be readily available for review of shareholders 21 days prior to the General Meeting at the Company’s Headquarter and 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.
2013 ORDINARY GENERAL MEETING AGENDA
(13 MAY 2014)

1. Opening and election of Meeting Chairman,
2. Authorization of the Meeting Chairman to sign the Ordinary General Meeting Minutes,
3. Discussing and approving 2013 Annual Report, Audit Reports and Balance Sheet and Income Statement related to activities and accounts of 2013,
4. Clearing of members of the Board of Directors of liability related to 2013 Activities of the Company,
5. Determination of remuneration for the members of the Board of Directors,
6. Decision on dividend distribution for the fiscal year 2013,
7. Submitting the Company's revised Dividend Distribution Policy in accordance with the amended Articles of Association to comply with the New Turkish Commercial Code which was approved by the Board of Directors, to the approval of the General Assembly,
8. Submitting the Company's revised Donation Policy in accordance with the amended Articles of Association to comply with the New Turkish Commercial Code which was approved by the Board of Directors, to the approval of the General Assembly,
9. Informing General Assembly about the donations granted during the fiscal year of 2013,
10. Informing General Assembly about securities-pledges, mortgages and acquired incomes and benefits given in favor of third parties during the fiscal year of 2013,
11. Informing General Assembly about transactions stated in principle 1.3.7 (Annex -1) of Capital Markets Board's Corporate Governance Communique,
12. Informing General Assembly about transactions made with related parties in 2013,
13. Allowing Board Chairman and Members to make transactions written in articles 395 and 396 of Turkish Commercial Code,
14. Answering questions asked by shareholders.

POWER OF ATTORNEY

TURCAS PETROL A.Ş.

I appoint who is introduced in detail below as proxy to at the Ordinary General Meeting of Turcas Petrol A.Ş. to be held in the address of Conrad Hotel at Beşiktaş, İstanbul on 13 May 2014 at 10.00 to represent me in the direction of the opinions I specified below, to vote, to put forward a proposal and to sign necessary documents.

Proxy's (*);

Name Surname/Commercial Title:

Proxy's TR Identity No/Tax No., Trade Registry & Number and MERSIS number:

(*). Proxies with foreign nationality have to submit equivalent information, if any, for the above mentioned necessary requirements.

A) SCOPE OF THE REPRESENTATIVE AUTHORITY

Scope of the representative authority should be determined by choosing one of (a), (b) and (c) options for parts no. 1 and 2 given below.

1.About the Items on General Meeting Agenda;

- a) Proxy is authorized to vote in line with his/her own opinion.
- b) Proxy is authorized to vote in line with the recommendations of the company management.
- c) Proxy is authorized to vote in line with the instructions stated in the table below.

Instructions:

In case option (c) is chosen by the shareholder, instructions related to agenda items are given by marking one of options disclosed next to the related general meeting agenda item (acceptance or rejection) and in case rejection option is chosen, by stating dissenting opinion requested to be written on general meeting minute, if any.

Agenda Items (*)	Acceptance	Rejection	Dissenting Opinion
1. Opening and election of Meeting Chairman			
2. Authorization of the Meeting Chairman to sign the Ordinary General Meeting Minutes			
3. Discussing and approving 2013 Annual Report, Audit Reports and Balance Sheet and Income Statement related to activities and accounts of 2013			
4. Clearing of members of the Board of Directors of liability related to 2013 Activities of the Company			
5. Determination of remuneration for the members of the Board of Directors			
6. Decision on dividend distribution for the fiscal year 2013			
7. Submitting the Company's revised Dividend Distribution Policy in accordance with the amended Articles of Association to comply with the New Turkish Commercial Code which was approved by the Board of Directors, to the approval of the General Assembly			
8. Submitting the Company's revised Donation Policy in accordance with the amended Articles of Association to comply with the New Turkish Commercial Code which was approved by the Board of Directors, to the approval of the General Assembly			
9. Informing General Assembly about the donations granted during the fiscal year of 2013			
10. Informing General Assembly about securities-pledges, mortgages and acquired incomes and benefits given in favor of third parties during the fiscal year of 2013			

11.Informing General Assembly about transactions stated in principle 1.3.7 (Annex -1) of Capital Markets Board's Corporate Governance Communique			
12.Informing General Assembly about transactions made with related parties in 2013			
13.Allowing Board Chairman and Members to make transactions written in articles 395 and 396 of Turkish Commercial Code			
14.Answering questions asked by shareholders			

(* **Agenda items of General Meeting are listed one by one. In case minority has a separate draft resolution, this is separately stated to ensure voting by proxy.**

2. Special instruction related to other matters that may arise during General Meeting and especially use of minority rights:

- a) Proxy is authorized to vote in line with his/her own opinion.
- b) Proxy is not authorized to represent in these subjects.
- c) Proxy is authorized to vote in line with the special instructions below.

SPECIAL INSTRUCTIONS; If any, special instructions to be given to the proxy by the shareholder are stated here.

B) Shareholder chooses one of following options and states shares which he wants the proxy to represent.

1. I approve representation of my shares, of which details are given below, by the proxy.

- a) Order and serial:*
- b) Number/Group:**
- c) Number-Nominal value:
- d) Whether he/she has privilege in vote:
- e) Whether bearer- to the name:*
- f) Proportion to total shares/voting rights that shareholder has:

* This information is not requested for registered shares.

**Information related to group, if any, is to be given instead of number for registered shares monitored.

2. I approve representation of all of my shares stated in the list related to shareholders that may participate in the general meeting prepared by CRA (Central Registry Agency) one day before general meeting.

NAME SURNAME or TITLE OF THE SHAREHOLDER (*)

TR Identity No/Tax No., Trade Registry & Number and MERSİS number:

Address:

(* Proxies with foreign nationality have to submit equivalent information, if any, for the above mentioned necessary requirements.

SIGNATURE