



**INVITATION LETTER FOR THE 2016 ANNUAL GENERAL MEETING ON 3 MAY 2017  
BY BOARD OF DIRECTORS OF  
TURCAS PETROL A.Ş.**

**2016 Annual General Meeting** of our Company shall be held at the address of **Conrad Hotel, Beşiktaş, Istanbul** at **10.00 a.m.** on **03.05.2017, Wednesday** to discuss and conclude the agenda stated in this letter.

The Annual 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 contact details and to have secure e-signatures. Shareholders or their representatives who are not registered in e-CRA Information Portal or do not have secure electronic signatures can not attend the 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 General Assembly in physical environment can use their rights as to their shares registered in “Shareholders List” stated in CRA system by submitting their identity.

It is required 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 [www.turcas.com.tr](http://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. Proxy holders who have been electronically appointed via Electronic General Assembly System don’t have to submit a notarized power of attorney.

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.

Further information can be obtained from “Investor Relations Department” at the Headquarter of our Company.

In accordance with related legislation of Capital Markets Board and Ministry of Customs & Trade, 2016 annual report, independent 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, corporate web-site, [www.turcas.com.tr](http://www.turcas.com.tr) and Electronic General Assembly System.

Stakeholders and the press as well as other media organs are invited to our General Meeting without having the right to speak.

It is noticed to our shareholders respectfully.

**TURCAS PETROL A.Ş.**

**TURCAS PETROL A.Ş.**  
**2016 ANNUAL GENERAL MEETING AGENDA**  
**(3 MAY 2017)**

1. Opening and constitution of Meeting Council,
2. Authorizing Meeting Council to sign the Annual General Meeting Minutes,
3. Review, discussion and approval of 2016 Annual Report,
4. Review, discussion and approval of 2016 Independent Audit Report,
5. Review, discussion and approval of the year-end financial statements for the fiscal year 2016,
6. Release of members of the Board of Directors of liability related to activities of the Company during 2016,
7. Approval of the Independent Audit Company for the fiscal year 2017 recommended by the Board of Directors in accordance with the Company's related Audit Committee report pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,
8. Discussion and approval of dividend distribution proposal by the Board of Directors for the fiscal year 2016,
9. Discussion and approval of the rights of the members of the Board of Directors regarding remuneration, bonus, premium,
10. Informing General Assembly about the donations granted during the fiscal year of 2016,
11. Informing General Assembly about the "Ethical Principles and Compliance Policy" which was revised and approved by the Board of Directors during 2016,
12. Informing General Assembly about securities-pledges, mortgages and acquired incomes and benefits given in favour of third parties during the fiscal year of 2016,
13. Informing General Assembly about transactions stated in principles 1.3.6 and 1.3.7 (Annex -1) of Capital Markets Board's Corporate Governance Communique no II.17.1,
14. Informing General Assembly regarding transactions with related parties in 2016,
15. Granting authorization to the Chairman and Members of the Board to make transactions written in articles 395 and 396 of Turkish Commercial Code,
16. Response to questions asked by shareholders.

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

I, the undersigned, hereby appoint, empower and delegate ....., as identified in details hereinbelow, as my proxy holder fully authorized to represent me, and vote and make proposals and sign the required documents on behalf of me, in accordance with my opinions cited below, in the 2016 annual meeting of the general assembly of shareholders of **Turcas Petrol A.Ş.** to be held at the address of **Conrad Hotel, İstanbul Beşiktaş** at **10:00 a.m.** on **3 May 2017, Wednesday.**

Proxy Holder's (\*):

Name & Surname / Title:

T.R. Identity No./Tax Identity No., Trade Registry and Number, and MERSIS Number:

(\*):For foreign proxy holders, the equivalents, if any, of such information should be provided

**A) SCOPE OF THE POWER OF REPRESENTATION**

**Scope of the power of representation should be determined by choosing one of the options**

**(a), (b) and (c) for the sections 1 and 2 hereinbelow.**

**1. On the topics included in the agenda of the general assembly meeting:**

- a) Proxy holder is authorized to vote in line with his/her own opinions
- b) Proxy holder is authorized to vote in line with proposals of the corporation management
- c) Proxy holder is authorized to vote in line with the instructions given in the following table.

**Instructions:**

**If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.**

Agenda Topics (*)	Acceptance	Rejection	Dissention
1. Opening and constitution of Meeting Council,			
2. Authorizing Meeting Council to sign the Annual General Meeting Minutes,			
3. Review, discussion and approval of 2016 Annual Report,			
4. Review, discussion and approval of 2016 Independent Audit Report,			
5. Review, discussion and approval of the year-end financial statements for the fiscal year 2016,			
6. Release of members of the Board of Directors of liability related to activities of the Company during 2016,			
7. Approval of the Independent Audit Company for the fiscal year 2017 recommended by the Board of Directors in accordance with the Company's related Audit Committee report pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,			
8. Discussion and approval of dividend distribution proposal by the Board of Directors for the fiscal year 2016,			
9. Discussion and approval of the rights of the members of the Board of Directors regarding remuneration, bonus, premium,			
10. Informing General Assembly about the donations granted during the fiscal year of 2016,	<b>NO VOTING ON INFORMATIVE</b>		

	ITEMS		
11. Informing General Assembly about the “Ethical Principles and Compliance Policy” which was revised and approved by the Board of Directors during 2016,	NO VOTING ON INFORMATIVE ITEMS		
12. Informing General Assembly about securities-pledges, mortgages and acquired incomes and benefits given in favour of third parties during the fiscal year of 2016,	NO VOTING ON INFORMATIVE ITEMS		
13. Informing General Assembly about transactions stated in principles 1.3.6 and 1.3.7 (Annex -1) of Capital Markets Board’s Corporate Governance Communique no II.17.1,	NO VOTING ON INFORMATIVE ITEMS		
14. Informing General Assembly regarding transactions with related parties in 2016,	NO VOTING ON INFORMATIVE ITEMS		
15. Granting authorization to the Chairman and Members of the Board to make transactions written in articles 395 and 396 of Turkish Commercial Code,			
16. Response to questions asked by shareholders.	NO VOTING ON INFORMATIVE ITEMS		

(\*)Topics included in the agenda of general assembly meeting are listed one by one. If the minority proposes a separate draft decision, it is also given separately for the sake of voting by proxy holder.

**2. Special instructions on other issues that may raise during the general assembly meeting and particularly regarding use of minority rights:**

- a) Proxy holder is authorized to vote in line with his/her own opinions.
- b) Proxy holder is not authorized to represent on these issues.
- c) Proxy holder is authorized to vote in line with the special instructions stated below.

**SPECIAL INSTRUCTIONS;** Special instructions, if any, of the shareholder to the proxy holder are stated herein.

**B) Shareholder indicates the shares requested to be represented by the proxy holder by marking one of the following options.**

**1. I am approving the representation by the proxy holder of my shares as detailed below**

- a) Rank and Serial:\*
- b) Number / Group:\*\*
- c) Quantity / Nominal Value:
- d) Whether privileged in voting or not:
- e) Registered / Bearer:\*
- f) Ratio to total shares/voting rights held by shareholder:

\* This information is not requested for dematerialized shares.

\*\* Information on group, if any, rather than number will be given for dematerialized shares.

**2. I am approving the representation by the proxy holder of all of my shares shown in the list of shareholders eligible for attending the general assembly meeting, which is prepared by CRA one day before the date of general assembly meeting.**

**SHAREHOLDER’S NAME & SURNAME or TITLE (\*):**

T.R. Identity No./Tax Identity No., Trade Registry and Number, and MERSIS Number:

Address:

(\*)For foreign proxy holders, the equivalents, if any, of such information should be provided.

SIGNATURE