

**THE MINUTES OF THE EXTRAORDINARY GENERAL SHAREHOLDERS'  
MEETING  
OF  
TURCAS PETROL A.Ş.  
HELD ON 30 APRIL 2008**

The Extraordinary General Shareholders' Meeting of Turcas Petrol Anonim Şirketi was held on 30.04.2008, Wednesday, at 14.00 in the meeting hall in Conrad Hotel at the address of Yıldız Caddesi, Beşiktaş -Istanbul with the participation of Mr. Nevzat Özer, the Ministerial Commissary of the Ministry of Industry and Trade, appointed by the appointment letter no. 24442 of the Istanbul Directorate of Industry and Trade on 29.04.2008.

As a result of the examinations carried out before opening the General Shareholders' Meeting, it has been understood that :

- Convocation announcements pertaining to the Ordinary General Shareholders' Meeting were made in the Trade Registry Gazette issue no. 7039 on 10.04.2008 and the gazettes named Referans and Dünya on 07.04.2008 in accordance with articles 27 and 48 of the Articles of Association
  - Convocation letters containing the agenda relating to the Extraordinary General Shareholders' Meeting, and a power of attorney form were sent to shareholders of the Company from Levent Post Office on 07.04.2008 as registered posts,
  - As a result of an examination carried out on the list of attendants issued in accordance with article 376 of the Turkish Commercial Code, it has been seen that of 105.000.000 shares each having a nominal value of YTL 1 in amount of YTL 105.000.000, totally 64.275.564,48 shares have been represented as being 5.958.846,09 shares in person and 58.316.718,39 by proxy, and consequently minimum quorum has been provided in accordance with both the Turkish Commercial Code, and the Articles of Association of the Company, the Ministerial Commissary of the Ministry of Industry and Trade, declared that the meeting might be opened,
  - The meeting was opened by the Chairman of the Board of Directors, Mr. Erdal Aksoy, and the items on the agenda started to be discussed.
- 1.** In accordance with the 1<sup>st</sup> item of the agenda, the formation of the Managing Board was discussed,

Pursuant to the Articles of Association, it has been unanimously resolved that

- Mr. Erdal Aksoy has been appointed as the Chairman of the Managing Board,

- Mr. Yılmaz Tecmen and Ms. Banu Aksoy Tarakçıođlu have been appointed as Vote Collectors, and Mr. Saffet Batu Aksoy as the Clerk.
2. Authorization of the Managing Board for the purpose of signing the Minutes of the Extraordinary General Shareholders' Meeting was submitted for the approval of the General Shareholders' Meeting, and it was determined that it has been unanimously resolved to grant authority to the Managing Board to sign the Minutes of the Extraordinary General Shareholders' Meeting,
  3. It has been seen that permissions have been obtained; the letter of the Capital Markets Board no. B.02.1.SPK.0.13-169/2075, dated 04.02.2008, and the letter of the General Directorate of Domestic Trade of the Ministry of Industry and Trade of the Republic of Turkey no. B.14.O.İTG.0.10.00.01/401.01-42536-17666/897, dated 14.02.2008; which are necessary for the amendment to the article 6 "Capital and Shares" of the Articles of Association of the Company relating to increasing the capital of the Company, which is considered by the Capital Markets Board and the Ministry of Industry and Trade of the Republic of Turkey within the Nominal Shares System, from YTL 105.000.000.- to YTL 136.500.000.- by means of meeting the part there of in amount of YTL 2.595.404,89, from Share Premium, YTL 24.909.003,60 from Revaluation Fund of Investments and YTL 3.995.591,51 from Extraordinary Reserves.

The amendment draft relating to the article 6 of the Articles of Association of the Company has been submitted for the approval of the General Shareholders' Meeting, and it has been unanimously resolved to approve the amendment to the article 6 of the Articles of Association.

4. It has been seen that permissions have been obtained; the letter of the Capital Markets Board no. B.02.1.SPK.0.13-475/5196, dated 25.03.2008, and the letter of the General Directorate of Domestic Trade of the Ministry of Industry and Trade of the Republic of Turkey no. B.14.O.İTG.0.10.00.01/401.01-42536-39544/1790, dated 31.03.2008; which are necessary for the amendment to the article 3 "Purpose and Subject-Matter" of the Articles of Association of the Company.

The amendment draft relating to the article 3 of the Articles of Association of the Company has been submitted for the approval of the General Shareholders' Meeting, and it has been unanimously resolved to approve the amendment to the article 3 of the Articles of Association.

All of the resolutions mentioned hereinabove were adopted by means of open voting. The shareholders who are also the Members of the Board of Directors did not vote in respect of matters which concern themselves.

The meeting was adjourned by the Managing Board, and these minutes were issued and signed at the meeting place in 7 (seven) copies. **Date: 30.04.2008.**

**COMMISSARY OF THE MINISTRY  
OF INDUSTRY AND TRADE  
NEVZAT ÖZER**

**ERDAL AKSOY  
CHAIRMAN**

**YILMAZ TECMEN  
VOTE COLLECTOR**

**BANU AKSOY TARAKÇIOĞLU  
VOTE COLLECTOR**

**SAFFET BATU AKSOY  
CLERK**