

**MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING RELATED TO 2008
YEAR HELD ON 05 MAY 2009 TURCAS PETROL AŞ. JOINT STOCK COMPANY.**

Turcas Petrol joint – stock Company has held a meeting to carry out ordinary general assembly meeting of shareholders related to 2008 year on 05/05/2009 Tuesday at 10:30 a.m hours in the conference hall of Kalyon Hotel located at the address of Sultanahmet sahil yolu Cankurtaran-Istanbul in presence and participation of Mrs. Handan Tatar, commissary of the Ministry of Industry Trade appointed and commissioned by letter dated 04/05/2009 and numbered 24722 of Istanbul Industry and Trade Directorate for this mission and duty.

In study and examinations made before opening meeting of general assembly of shareholders the following aspects have been absented.

- Invitation announcement related to ordinary meeting of general assembly of shareholders pursuant to articles 27 and 48 of the articles of association of the Company have been made in the Turkish Trade Registry gazette dated 08/04/2009 and numbered 7287 ay well ay daily news papers named Radical and Dünya dated 06.04.2009.
- Invitation letters containing agenda related to ordinary meeting of general assembly of shareholders, sample of the power of attorney have been sent on 14/04/2009 by registered mail through Levent Post Office to shareholders of the Company.
- In attendance sheet presented in meeting location for study and examination of shareholders as for article No : 376 of the Turkish Trade code it has been understand that total 83.903.225.04 shares namely 8.314.880.80 shares in principal and 78.588.344.24 shares in proxy out of 136.500.000 shares amounting to 136.500.000 TL each having 1-TL nominal value of the Company have been presented and that adequate majority number has been present pursuant to the Turkish Trade Code and Articles of the Association, of the

Company so that commissary of the Ministry of Industry and Trade has announced that the meeting could be opened.

- The meeting has been opened by the chairman of the Board of Directors MR. Erdal Aksoy and then discussion of agenda articles has been started.

1. Pursuant to 1st article of the agenda the following person have been unanimously elected to related position pursuant to the articles of Association of the Company.

- MR. Erdal Aksoy as president of meeting council.

- Mr. Yılmaz tecmen and Mr. Mehmet İlhan Nebioğlu as vote collection officials.

- Mr. Saffet Batu Aksoy as secretary of council.

2- The aspect related to signing meeting minutes of ordinary general assembly meeting of shareholders, presidency of council has been presented to approval by the general assembly of shareholders, so it has been determined by voting executed that signing authorization of minutes of meeting has been unanimously granted to the Council Delegation.

3- The board of director's report, auditing board report, Independent outside Auditing board report, balance sheet and income table pertaining to 2008 year business activities have been read and opened for negotiation and discussions.

As a result of voting made separately for approval of 2008 year balance sheet and income table 2008 year balance sheet and income table have been accepted by majority votes with 83.886.901.04 acceptance votes against 16.324 abstaining votes.

4- Voting has been separately made for release from obligation of the board of directors of the company and auditing board for 2008 year activities and they have been released from obligation by majority voting with 83.886.901.04 acceptance votes against 16.324 rejection votes.

5- As result of negotiations of resolution dated 20.04.2009 and numbered 2009/4 of the board of directors of the company decision has been made unanimously for resolution of the board of directors of the company to distribute total 27.300.000 TL as from 13/05/2009 to shareholders in cash and lump sum and that remaining balance amount should be allocated as passed years profits as gross 0.20 TL, net 0.17 TL for 1TL value share following allocation of 7.356.971.92 TL legal reserves

pursuant of the article no : 466 of the Turkish Trade Code with series No :27 notification of the capital market board from net period profit amounting to 45.163.437 TL pained as a result of Turcas petrol AŞ. Financial tables prepared as per UFRS in 2008 year.

6- In voting made for election of members of the auditing board, the following persons have been elected unanimously as members of the auditing board for 1 (one) year period to execute their duties till holding of ordinary meeting of general assembly of shareholders related to 2009.

- i) Erdoğan Öcal
- ii) Nedret Ergene

In voting made for determination of fee to be made to members of the auditing board, resolution has been made unanimously not to pay any fees to members.

7- Pursuant regulations related to the capital market board resolutions has been made unanimously to carry out duty Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ. , (Başaran Nas Independent Auditing and Chartered Accountant Financial Consultancy Joint-stock Company), being an independent auditing company selected within year by the Board Directors of the Company directors of the company for auditing and checking financial tables and reports of the company belonging to 2009 and 2010 years.

8- Information has been provided to shareholders in respect with donations amounting to 23.240 TL in total made in direction of approval of the Board of Directors within year, has been made as 18.700 TL to Petroleum Industry Association and 4.540 TL to Turkish Educations Foundation etc. institutions respectively.

9- In voting made to grand permissions related to articles no :334 and 335 of the Turkish Trade Code to members of the board of directors of the company resolution has been made unanimously to grand permissions related to articles no 334 and 335 of the Turkish Trade Code to members of the members of the Board of Directors of the company.

10- Explanation has been made about questions asked by shareholders and wish and recommendations of shareholders have been listened and necessary answers have been given and required notes have been taken.

All above mentioned resolutions have been made by open voting shareholders being members of the Board of Directors of the Company have not used their related votes for subjects concerning themselves. Meeting has been closed by the Council Presidency and this present minutes of meeting has been arranged in meeting location in 5 (five) copies and signed accordingly.

Date: May, 05 2009

Commissions of the Ministry of Industry
and Trade

Handan Tatar

The President of Meeting Council

Erdal Aksoy

Vote Collection Official

Yılmaz Tecmen

Vote Collection Official

Mehmet İlhan Nebioğlu

Council Secretary

Saffet Batu Aksoy