

**MINUTES OF EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED NOVEMBER 30, 2010
OF TURCAS PETROL A.Ş.**

Extraordinary General Assembly Meeting of Turcas Petrol Anonim Şirketi was held on 30.11.2010 on Tuesday at 11.00 a.m. at the meeting room of Kalyon Hotel at the address of Sahil Yolu Cankurtaran-İstanbul in the presence of Observer from the Ministry of Industry and Commerce, Mr. Nevzat Özer, authorized by Letter of Authorization dated 29.11.2010 and No. 70545.

During the discussions and examinations made before the opening of the General Assembly; it was stated that;

- Calls for the Extraordinary General Assembly Meeting, required to be made as per Articles 27 and 48 of the Articles of Association, were announced in Turkish Trade Registry Gazette dated 05.11.2010 and No. 7654 and in Dünya and Gürses Newspapers dated 05.11.2010;
- The invitation letters including the agenda of the Extraordinary General Assembly, form of proxy and the drafts of amendments to the Articles of Association were sent by registered mail from Levent Post Office on 04.11.2010;
- Upon examination of the Attendance List, and issued as per Article 376 of the Turkish Commercial Code and submitted to the shareholders for review and according to which-out of 136,500,000 Company shares corresponding to TRL 136,500,000 and each having a nominal value of TRL 1 -, total 91,960,522.17 shares including 4,793,758.70 shares represented in person and 87,166,763.47 shares represented in proxy were present at the meeting; it was determined that the quorum required as per the Turkish Commercial Code and Articles of Association of the Company and it was stated by the Observer from the Ministry of Industry and Commerce that the meeting might be opened.
- The meeting was opened by Mr. Erdal Aksoy, Chairman of the Board of Directors, and the items on the agenda were started to be discussed.

1. As per Article 1 of the Agenda, the election of the Presidential Board was started.

- As per the Company's Articles of Association, Mr. Erdal Aksoy was unanimously appointed as the Chairman of the meeting,
- Mr. Saffet Batu Aksoy and Mr. Necip Süreyya Serdengeçti were unanimously appointed as the Vote Collectors
- Mr. Halil Bülent Çorapçı was unanimously appointed as the Clerk of the meeting.

2. The matter of signing the Extraordinary General Assembly Meeting Minutes by the Presidential Board was presented to the General Assembly for ratification and it was unanimously resolved that the Presidential Board would be authorized to sign the same.

3. Necessary permissions were obtained with Letter dated 14.10.2010 and numbered B.02.1.SPK.0.13-1292/10321 of the Capital Market Board and Letter dated 22.10.2010 and numbered B.14.0.ITG.0.10.00.01/351.02.42536-134311-5721 of the Domestic Trade General Directorate of the Ministry of Industry and Commerce for

Draft Amendment of Article 6 titled "Capital and Shares" of the Company's Articles of Association for increase of the Company's capital to TRL 225,000,000.- from TRL 136,500,000.- by an increase of TRL 88,500,000; TRL 85,153,605.97 of which is to be paid from the Previous Years' Profit; and TRL 3,346,394.03 from the Extraordinary Reserves, as examined within the scope of the Capital Stock System by the Capital Market Board and the Ministry of Industry and Commerce.

The Amendment Draft regarding Article 6 of the Company's Articles of Association was submitted to the General Assembly for ratification and it was unanimously resolved that the amendment draft of Article 6 would be accepted.

4. Necessary permissions were obtained with Letter dated 08.10.2010 and numbered B.02.1.SPK.0.13-1267/10071 of the Capital Market Board and Letter dated 14.10.2010 22.10.2010 and numbered B.14.O.İTG.0.10.00.01/351.02-42536-130720.5564 of the Domestic Trade General Directorate of Ministry of Industry and Commerce for amendment of Articles 3-4-7-8-9-10-11-12-13-14-15-19-22-26-27-28-29-30-31-34-41-47-48 and 52 of the Articles of Association of the Company and insertion of Article 53 into the same for ensure compliance with the Corporate Governance Principles and transition to book entry system of the shares.

The matters of amendment of Articles 3-4-7-8-9-10-11-12-13-14-15-19-22-26-27-28-29-30-31-34-41-47-48 and 52 of the Articles of Association and insertion of Article 53 into the same were submitted to the General Assembly for ratification and it was unanimously resolved that the amendments drafts would be accepted.

All of the above-mentioned resolutions were passed by open ballot.

The meeting was closed by the Presidential Board and these minutes were issued and signed at the meeting in seven (7) copies. **Date: 30.11.2010**

MINISTRY OF INDUSTRY AND COMMERCE
OBSERVER
NEVZAT ÖZER

CHAIRMAN OF THE MEETING
ERDAL AKSOY

VOTE COLLECTOR
SAFFET BATU AKSOY

VOTE COLLECTOR
NECİP SÜREYYA SERDENGEÇTİ

CLERK
HALİL BÜLENT ÇORAPÇI