

**MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING RELATED TO 2009  
YEAR HELD ON 26 APRIL 2010 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 2009 year on 26/4/2010 Monday at 11:00 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 Mr. Halim Kavlak, commissary of the Ministry of Industry Trade appointed and commissioned by letter dated 22/04/2010 and numbered 24309 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 observed.

- 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 06/04/2010 and numbered 7537 ay well ay daily news papers named Referans and Dünya dated 02.04.2010.
- Invitation letters containing agenda related to ordinary meeting of general assembly of shareholders, sample of the power of attorney have been sent on 01/04/2010 by registered mail through Levent Post Office to shareholders of the Company.
- In Attendance Chart presented in meeting location for study and examination of shareholders as for Article No : 376 of the Turkish Trade Code it has been understood that total 136.500.000 shares, each having 1-TL nominal value amounting to 136.500.000 TL namely 8.075.547.92 shares in principal and 76.995.237,51 shares in proxy out of 85.070.785.43 shares 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. Necip Süreyya Serdengeçti 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 Directors report, auditing board report, Independent outside Auditing Board report, balance sheet and income table pertaining to 2009 year business activities have been read and opened for negotiation and discussions.

As a result of voting made separately for approval of 2009 year balance sheet and income table 2009 year balance sheet and income table have been accepted by majority votes with 85.070.782.93 acceptance votes against 2,50 rejection votes have been given by Ünal Koçer, representative of Bor-Yad Stock Exchange Investment Association .

4- Voting has been separately made for release from obligation of the board of directors of the company and auditing board for 2009 year activities and they have been released from obligation by majority voting with 84,612,714,93 acceptance votes against 458,070,50 rejection votes.

5- As result of discussions of resolution dated 09.04.2010 and numbered 2010/2 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 13.650.000 TL as from 17.05.2010 to shareholders in cash and lump sum and that remaining balance amount should be allocated as passed years profits as gross 0.10 TL, net 0.085 TL for 1TL value share following allocation of 2.153.744.18 TL legal reserves pursuant of the article no : 466 of the Turkish Trade Code with Series IV, No :27 notification of the Capital Market Board from net period profit as per UFRS in 2009 year according to result of financial tables of Turcas Petrol AŞ obtained amount 27.641.084 TL.

6- In voting made for election of members of the Board of Directors, the following persons have been elected unanimously as members of the Board of Directors for 3 year period to execute their duties till holding of ordinary meeting of General Assembly of Shareholders related to 2012 year with acceptance vote 85.070.782.93 against 2,50 rejection vote.

- i) Erdal Aksoy
- ii) Yılmaz Tecmen
- iii) Halil Bülent Çorapçı
- iv) Necip Süreyya Serdengeçti
- v) Mehmet İlhan Nebioğlu
- vi) Saffet Batu Aksoy
- vii) Banu Aksoy Tarakçioğlu

In voting held to determine fee to be paid to members of the Board Of Directors, decision has been made to pay gross 1.000.000 (One million) TL total amount for each year till end of their duty period.

7- 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 2010 year.

- i) Hasan Demir
- ii) Nedret Ergene

In voting held to determine fee to be paid to members of the Auditing Board , decision has been made to pay gross 24.000- (twenty four) TL total amount for 2010 year till end of their duty period.

8- Under frame of Institutional management principles of Capital Market Board “profit Distribution policy” determined again by resolution of the Board of Directors of the company dated 04/03/2010 and numbered 2010/3 has been presented to approval by shareholders and accepted unanimously.

9-Information has been provided to share holders about following aspects determined by the Board of Directors under frame of Institutional Management Principles of Capital Market Board:

- Institutional Management Compliance Declaration
- Ethical principles and Rules
- Working principles of the Board of Directors of the company.
- Working principles of the Auditing Board.
- Information policy
- Working principles of Institutional Management Committee
- Working principles of Risk Management committee.
- Working principles of work Development committee.

In addition information has been provided to shareholders about members of Committee elected by the Board of Directors of the company.

10-Information has been provided to shareholders of the company about donations amounting to total 28.893.74 TL made in direction of approval by the Board of Directors of the company within the year to the following Institutions 15.000 TL to AKUT Search and Rescue Association 5.000 TL Turkish Businesswomen Association 3.000 TL to the Turkish Democracy Foundation and 5.893,74 TL to Turkish Education Foundation etc.

11-In voting granting permissions related to 334 and 335 in articles of the Turkish Trade Code to the chairman and members of the Board of Directors of the company decision has been resolved unanimously to agent permission to the Chairman and members of

the Board of Directors of the company to execute transactions and procedures written in 334 and 335 in Articles of the Turkish Trade Code.

12-Explanations have been given to questions asked by shareholders and wishes and recommendations of shareholders have been heard and necessary answers have been given by concerned authorities and notes have been taken.

All above-mentioned decisions have been made by open voting and members of the Board of Directors and shareholders of the company have not cast any votes concerning themselves.

Meeting has been closed by the president of council and this minutes of meeting has been prepared and signed in meeting place in 5 (five) copies. **Date : 26 April 2010**

The Ministry of Industry and Trade  
Commissary  
Halim Kavlak

The President of Meeting Council  
Erdal Aksoy

Vote Collection Official  
Yılmaz Tecmen

Vote Collection Official  
Necip Süreyya Serdengeçti

Council Secretary  
Saffet Batu Aksoy