

**EXTRAORDINARY GENERAL MEETING MINUTE OF
TURCAS PETROL A.Ş.
DATED 12 DECEMBER 2013**

Turcas Petrol A.Ş. Extraordinary General Meeting was held at 13:30 on 12.12.2013, Thursday at Kalyon Hotel Meeting Room at the address of Sahil Yolu Cankurtaran- İstanbul with the attendance of Mr. NEVZAT ÖZER, Ministry Representative authorized by Letter of Authorization of İstanbul Provincial Directorate of Customs and Trade dated 11.12.2013 and no. 35678.

During the examinations made before the opening of Extraordinary General Meeting was opened, it was stated that;

- Calls for the Extraordinary General Meeting, during which articles 3, 4, 6, 7, 8, 9, 10, 11, 13, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 39, 40, 41, 43, 44, 45, 46, 47, 48, 49, 50, 51, 53 of Articles of Association would be amended, were announced in Turkish Trade Registry Gazette no. 8449 dated 22.11.2013 and in Dünya and Hürses newspapers dated 12.11.2013,
 - Agenda, sample of power of attorney and letters of invitation related to Extraordinary General Meeting were sent to Company Shareholders by registered mail from Levent Post Office on 11.11.2013,
 - Upon examination of the Attendance List, issued as per Article 376 of the Turkish Commercial Code and submitted to the shareholders for review, 129.730.540,433 shares were represented in total, of which 5.204.595,33 shares respresented in person and 124.525.945,103 shares respresented in proxy among 225.000.000 shares in nominal value of 1 TL each and in value of 225.000.000 TL of the Company. Therefore, it was determined that quorum required as per the Turkish Commercial Code and Articles of Association was satisfied, and it was stated by the Representative of Ministry of Customs and Trade, Mr. NEVZAT ÖZER, that the meeting could be opened.
 - The meeting was opened by Mr. Yılmaz Tecmen, Deputy Chairman of the Board of Directors, and agenda items were started to be discussed.
1. Formation of Council was started in accordance with Article 1 of the Agenda.
 - In accordance with Articles of Association; Yılmaz Tecmen was elected as the Chairman of the meeting,
 - Mrs. Banu Aksoy Tarakçıoğlu and Mr. Saffet Batu Aksoy were elected as Vote Collectors,
 - Mr. Cabbar Yılmaz was elected as Secretary of the meeting with 123.921.082,62 votes.
 2. Matter of signing Extraordinary General Meeting Minutes by the Council was submitted to the approval of the General Assembly and authority of Council to sign Meeting Minutes was accepted with 123.921.082,62 votes.
 3. Within the framework of compliance with Turkish Commercial Code that was put into effect on 01.07.2012, it was observed that required authorizations were obtained for

amendment of articles 3, 4, 6, 7, 8, 9, 10, 11, 13, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 39, 40, 41, 43, 44, 45, 46, 47, 48, 49, 50, 51, 53 of Articles of Association of the Company with letters of Capital Markets Board no. 29833736-110.03.02-1902-6453 and dated 14.06.2013 and letters of T.R. Ministry of Customs and Trade General Directorate of Internal Trade no. 67300147/431.02-42536-801829-7247-5053 and dated 25.06.2013.

Amendment drafts of articles 3, 4, 6, 7, 8, 9, 10, 11, 13, 15, 16, 17, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 39, 40, 41, 43, 44, 45, 46, 47, 48, 49, 50, 51, 53 of Articles of Association of the Company were submitted to approval of the General Assembly and it was decided to accept article amendment drafts in the Articles of Association as the same in the drafts by majority of votes with 125.427.583,913 votes.

All of decisions above were taken with open vote.

The meeting was closed by the Presidency Council and this minute was arranged and signed onsite in 7 (seven) copies. **Date: 12.12.2013**

MINISTRY REPRESENTATIVE
NEVZAT ÖZER
Signature

COUNCIL CHAIRMAN
YILMAZ TECMEN
Signature

VOTE COLLECTOR
SAFFET BATU AKSOY
Signature

VOTE COLLECTOR
BANU AKSOY TARAKÇIOĞLU
Signature

COUNCIL SECRETARY
CABBAR YILMAZ
Signature