



**INVITATION LETTER FOR THE 2024 EXTRAORDINARY  
GENERAL ASSEMBLY MEETING ON 10 DECEMBER 2024  
BY BOARD OF DIRECTORS OF  
TURCAS PETROL A.Ş.**

**2024 Extraordinary General Assembly Meeting** of our Company shall be held publicly at the address of **Kennedy Caddesi No: 34 Kalyon Otel Sultanahmet, Fatih/İstanbul, at 09.30 a.m. on 10.12.2024, Tuesday** to discuss and conclude the agenda stated in this document.

The Extraordinary General Assembly Meeting of our Company may be attended by shareholders in physical environment or electronic media and they may also attend through their representatives. Attendance in the General Assembly is possible with secure electronic signatures of shareholders or their representatives. Therefore, it is necessary for shareholders to take action at Electronic General Assembly System (EGAS) to register in Central Registry Agency A.Ş. (CRA) e-CRA Information Portal and record their contact details and to have secure e-signatures. Shareholders or their representatives who are not registered in e-CRA Information Portal or do not have secure electronic signatures can not attend the General Assembly electronically.

In addition, shareholders or their representatives who want to attend to the meeting on electronic media are required to fulfill their obligations in accordance with provisions of “Communiqué on Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies issued at Official Gazette no. 28396 and dated 29 August 2012 and “Regulation on General Assemblies to be Held Electronically in Joint Stock Companies” issued at Official Gazette no. 28395 and dated 28 August 2012.

Our shareholders who want to attend General Assembly in physical environment can use their rights as to their shares registered in “Shareholders List” stated in CRA system by submitting their identity.

It is required for shareholders who can not participate in the meeting personally in physical or electronic media to arrange their powers of attorney in compliance with the following sample or to provide the sample form from our Company Headquarter or website [www.turcas.com.tr](http://www.turcas.com.tr) and to fulfill matters foreseen in “Voting by Proxy and Proxy Solicitation” Communiqué II-30-1of Capital Markets Board published in the Official Gazette dated 24 December 2013, no.28861 and to submit their notarized powers of attorney by attaching it to Power of Attorney Form bearing their own signatures. Proxy holders who have been electronically appointed via Electronic General Assembly System don't have to submit a notarized power of attorney.

Open ballot system shall be used by the procedure of raising hand provided that voting provisions for electronic media are reserved as to approval of Agenda items at Extraordinary General Assembly Meeting.

In accordance with subparagraph 4 of article 415 of New Turkish Commercial Code no. 6102 and subparagraph 1 of article 30 of Capital Markets Law, right to attend to the Extraordinary General Assembly and voting shall not be affiliated to term of storing share certificates. Within this framework, there is no need for our shareholders to block their shares in case they want to attend to Extraordinary General Assembly Meeting. However, our shareholders who do not want their identities and information as to shares in their accounts to be communicated to our Company and therefore information of whom can not be seen by our Company are required to apply to intermediary agencies where their accounts are available and to remove “limitation” that block their identities and information as to shares in their accounts to be informed to our Company until 16.30 one day before the Extraordinary General Assembly Meeting (09.12.2024 Monday) at the latest in case they want to attend to Extraordinary General Assembly Meeting. Further information can be obtained from “Investor Relations Department” at the Head Office of our Company.

In accordance with related legislation of Turkish Commercial Code, Capital Markets Board and Ministry of Trade, 2023 Restated Annual Report of the Board of Directors, Restated Independent Auditors’ Report, Restated Financial Statements and detailed Information Document including requirements of Corporate Governance Principles will be readily available for review of shareholders latest 21 days prior to the General Assembly Meeting at the Company’s corporate web-site, [www.turcas.com.tr](http://www.turcas.com.tr) and Electronic General Assembly System.

It is announced to our shareholders respectfully.

**TURCAS PETROL A.Ş.**



**TURCAS PETROL A.Ş.**  
**2024 EXTRAORDINARY GENERAL ASSEMBLY MEETING**  
**AGENDA**  
**10 DECEMBER 2024**

1. Opening and constitution of the Meeting Council,
2. Authorizing the Meeting Council to sign the General Assembly Meeting Minutes,
3. Review, discussion and approval of the Restated Annual Report of the Board of Directors for the fiscal year of 2023,
4. Review, discussion and approval of the Restated Independent Auditors' Report Summary for the fiscal year of 2023,
5. Review, discussion and approval of the restated year-end financial statements for the fiscal year of 2023,
6. Releasing each Member of the Board of Directors of the Company severally of liability related to the activities of the Company for the year of 2023,
7. Discussion and approval of the issue of offsetting the Retained Earnings amounting to TL 248,412,945.56 existing in the financial statements kept according to the Tax Procedure Law and dated December 31, 2023 and calculated before the inflation accounting adjustment, against the Retained Losses,
8. It was resolved at the Ordinary General Assembly Meeting of our Company held on 15.05.2024 that no dividend would be distributed since there was no "Net Distributable Profit" in the Dividend Distribution Table prepared for the period 31.12.2023. Informing on the fact that since there is no "Net Distributable Profit" according to the restated financial statements, no dividend will be distributed based on the restated financial statements of 2023,
9. Discussing and resolving on the issue of authorization of the Board of Directors to decide on the distribution of Advance Dividend in the event of profitability during the 2024 accounting period as per Article 41 of our Company's Articles of Association titled Dividend and Advance Dividend



Distribution and the Capital Markets Board's Dividend Communiqué dated January 23, 2014 and numbered II-19.1,

10. Discussing and resolving on the issue that if no sufficient profit is generated or if there is a loss at the end of the 2024 fiscal period, the advance dividend to be distributed can be offset against the resources that can be subject to dividend distribution in the annual statement of financial position for the 2024 fiscal period,
11. Responses to questions asked by shareholders.

**POWER OF ATTORNEY**

**TURCAS PETROL A.Ş.**

I, the undersigned, hereby appoint, empower and delegate ....., as identified in details hereinbelow, as my proxy holder fully authorized to represent me, and vote and make proposals and sign the required documents on behalf of me, in accordance with my opinions cited below, in the 2024 extraordinary general assembly of **Turcas Petrol A.Ş.** to be held publicly at the address of **Kennedy Caddesi No: 34 Kalyon Otel Sultanahmet, Fatih/İstanbul** at **09:30 a.m. on 10 December 2024, Tuesday.**

Proxy Holder's (\*):

Name & Surname / Title:

T.R. Identity No./Tax Identity No., Trade Registry and Number, and MERSIS Number:

(\*):For foreign proxy holders, the equivalents, if any, of such information should be provided

**A) SCOPE OF THE POWER OF REPRESENTATION**

**Scope of the power of representation should be determined by choosing one of the options**

**(a), (b) and (c) for the sections 1 and 2 hereinbelow.**

**1. On the topics included in the agenda of the general assembly meeting:**

- a) Proxy holder is authorized to vote in line with his/her own opinions
- b) Proxy holder is authorized to vote in line with proposals of the corporation management
- c) Proxy holder is authorized to vote in line with the instructions given in the following table.

**Instructions:**

**If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.**

<b>Agenda Topics (*)</b>	<b>Acceptance</b>	<b>Rejection</b>	<b>Dissention</b>
1. Opening and constitution of the Meeting Council,			
2. Authorizing the Meeting Council to sign the General Assembly Meeting Minutes,			
3. Review, discussion and approval of the Restated Annual Report of the Board of Directors for the fiscal year of 2023,			
4. Review, discussion and approval of the Restated Independent Auditors' Report Summary for the fiscal year of 2023,			
5. Review, discussion and approval of the restated year-end financial statements for the fiscal year of 2023,			

6. Releasing each Member of the Board of Directors of the Company severally of liability related to the activities of the Company for the year of 2023,			
7. Discussion and approval of the issue of offsetting the Retained Earnings amounting to TL 248,412,945.56 existing in the financial statements kept according to the Tax Procedure Law and dated December 31, 2023 and calculated before the inflation accounting adjustment, against the Retained Losses,			
8. It was resolved at the Ordinary General Assembly Meeting of our Company held on 15.05.2024 that no dividend would be distributed since there was no "Net Distributable Profit" in the Dividend Distribution Table prepared for the period 31.12.2023. Informing on the fact that since there is no "Net Distributable Profit" according to the restated financial statements, no dividend will be distributed based on the restated financial statements of 2023,	<b>NO VOTING ON INFORMATIVE ITEMS</b>		
9. Discussing and resolving on the issue of authorization of the Board of Directors to decide on the distribution of Advance Dividend in the event of profitability during the 2024 accounting period as per Article 41 of our Company's Articles of Association titled Dividend and Advance Dividend Distribution and the Capital Markets Board's Dividend Communiqué dated January 23, 2014 and numbered II-19.1,			
10. Discussing and resolving on the issue that if no sufficient profit is generated or if there is a loss at the end of the 2024 fiscal period, the advance dividend to be distributed can be offset against the resources that can be subject to dividend distribution in the annual statement of financial position for the 2024 fiscal period,			
11. Response to questions asked by shareholders.	<b>NO VOTING ON INFORMATIVE ITEMS</b>		

**(\*)Topics included in the agenda of general assembly meeting are listed one by one. If the minority proposes a separate draft decision, it is also given separately for the sake of voting by proxy holder.**

**2. Special instructions on other issues that may raise during the general assembly meeting and particularly regarding use of minority rights:**

- a) Proxy holder is authorized to vote in line with his/her own opinions.
- b) Proxy holder is not authorized to represent on these issues.
- c) Proxy holder is authorized to vote in line with the special instructions stated below.

**SPECIAL INSTRUCTIONS;** Special instructions, if any, of the shareholder to the proxy holder are stated herein.

**B) Shareholder indicates the shares requested to be represented by the proxy holder by marking one of the following options.**

**1. I am approving the representation by the proxy holder of my shares as detailed below**

- a) Rank and Serial: \*
  - b) Number / Group: \*\*
  - c) Quantity / Nominal Value:
  - d) Whether privileged in voting or not:
  - e) Registered / Bearer: \*
  - f) Ratio to total shares/voting rights held by shareholder:
- \* This information is not requested for dematerialized shares.  
\*\* Information on group, if any, rather than number will be given for dematerialized shares.

**2. I am approving the representation by the proxy holder of all of my shares shown in the list of shareholders eligible for attending the general assembly meeting, which is prepared by CRA one day before the date of general assembly meeting.**

**SHAREHOLDER'S NAME & SURNAME or TITLE (\*):**

T.R. Identity No./Tax Identity No., Trade Registry and Number, and MERSIS Number:

Address:

(\*)For foreign proxy holders, the equivalents, if any, of such information should be provided.

SIGNATURE