

FROM PETROL OFİSİ A.S. BOARD of DIRECTORS

In order to discuss the following agenda and make decisions, Our Board of Directors has invited our Company General Assembly to annual regular meeting in our Company Headquarters located in Eski Büyükdere Cad. No: 33-37 Maslak İSTANBUL, on May 17, 2010 at 11.30 a.m.

Our shareholders who wish to attend the General Assembly are obliged to register at "General Assembly Blockage List" of Central Registration Agency latest by May 14, 2010. Regarding the temporary article of CMB Law our shareholders who do not register at "General Assembly Blockage List" of the Central Registration Agency will not be entitled to attend the General Assembly and therefore will not have the right to speak or vote during the Assembly.

It shall be necessary for our shareholders, who shall not be able to participate in the meeting in person to create their proxy in accordance with the proxy below and submit the document as their signature is approved by the notary after the other requirements have been performed as per the Capital Markets Board's notice Serial: IV No: 8 which was published in Official Gazette no. 21872 of 09.03.1994.

Financial Statement and its Footnotes, Board of Director Annual Report and the offer for Dividend, and Independent Audit Reports for 2009 year shall be available from April 30, 2010 to be reviewed by our shareholders. Aforementioned documents and a sample proxy are available in our Company web site located at www.poas.com.tr.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF PETROL OFİSİ A.Ş.:

1. Introduction, election of the Meeting Board.
2. Authorization of the Meeting Board to sign the General Assembly Minutes on behalf of attendees.
3. Presentation of the changes in Board membership that occurred during the year, for approval by the General Meeting.
4. Presentation, discussion and approval of the Annual Report, the Board of Auditors Report, the Independent Auditor's Report, the Balance Sheet and Income Statement for Fiscal Year 2009.
5. Discussion and approval of the Board of Directors' proposal for the distribution of the profit for Fiscal Year 2009.
6. Release of Board Members and Auditors from liability for activities in 2009.
7. Election of Board Members, determination of their terms of service and remuneration
8. Election of Auditors, determination of their terms of service and remuneration.
9. Approval of changes to item no: 3 of Articles of Association.
10. Authorization of the Board of Directors, until the next ordinary general meeting, to issue bonds in line with Article 9 of the Articles of Association, upon the approval of the Capital Markets Board and up to the amount permissible under the Turkish Commercial Code, the Capital Markets Law and other pertinent legislation, and to determine the terms and conditions of such bonds.
11. Authorization of Board Members to take action under Articles 334 and 335 of the Turkish Commercial Code.
12. Authorization of the Board of Directors to add any positive difference between the corporation tax allowance calculated in 2009 and the actual tax assessment, to the account entitled "Extraordinary Revenue and Profit – Provisions No Longer Required", and to deduct any negative difference from the account entitled "Extraordinary Expenses and Losses – Expenses and Losses from Previous Periods".
13. Presentation of 2009 donations and guarantees to the General Assembly.
14. Adjourn.

OLD TEXT	NEW TEXT
<p><u>SCOPE AND OBJECTIVES OF THE COMPANY</u></p> <p>Item 3:</p> <p>g) To realize the performance of the company's activities buy and sell, lease and rent movable and immovable goods, sea vehicles, give and accept mortgages, usufruct rights, commercial enterprise pledge, and other real rights for its or affiliates' debts and receivables, create any kind of real rights on its properties, act as surety for its affiliates, to do and perform any transaction required in this purpose, create mortgages, create and abolish ship mortgage, usufruct, easement right and any kind of real right (vessels included) and lease rights on real estates of third persons in favor of the company, create and abolish pledge rights in favor of the company on movable properties of third persons,</p> <p>h) To operate through its staff or through third parties the fuel oil stations owned by the company, to open branches, make organizations, to grant dealerships at places deemed suitable in the country and abroad,</p>	<p><u>SCOPE AND OBJECTIVES OF THE COMPANY</u></p> <p>Item 3:</p> <p>g) To realize the performance of the company's activities buy and sell, lease and rent movable and immovable goods, sea vehicles, give and accept mortgages, usufruct rights, commercial enterprise pledge, and other real rights for its or affiliates' debts and receivables, create any kind of real rights on its properties, act as surety for its affiliates, to do and perform any transaction required in this purpose, create mortgages, create and abolish ship mortgage, usufruct, easement right and any kind of real right (vessels included) and lease rights on real estates of third persons in favor of the company, create and abolish pledge rights in favor of the company on movable properties of third persons,</p> <p>Of the transactions specified above to act in accordance with Capital Markets regulations as regards to the transactions to be conducted in order to give guarantee, surety, security in the name of the Company and in favor of 3. parties or establish pledge including mortgage thereof.</p> <p>h) Operating the fuel oil stations; either the ones belonging to the company, or the ones acquired by reason of right of construction established in favor of the Company on the immovable on its own or through third parties, realizing the services and activities in the stations as regards to the sale and marketing of fuel and products other than fuel (auto LPG, lubricants, shop, auto wash etc.), opening branches in required places within and outside the Country, giving dealerships, establishing organizations.</p>

Proxy

TO: THE BOARD OF GENERAL ASSEMBLY PETROL OFİSİ A.Ş.

I hereby appoint _____ to represent me and to vote, move, and sign the necessary papers on my behalf, in keeping with the guidance I have specified, at the regular meeting of the General Assembly of Petrol Ofisi Inc. to be held at the address Eski Büyükdere Cad. No: 33-37 Maslak İSTANBUL on May 17, 2010 at 11.30 a.m.

A) EXTENT OF PROXY

- a) The proxy is empowered to vote for all agenda items at his/her discretion.
- b) The proxy is empowered to vote for agenda items in keeping with the following guidance:
Guidance: (Enter specific guidance)
- c) The proxy is empowered to vote as recommended by the company management.
- d) The proxy is empowered to vote in keeping with the following guidance for other matters that may come up during the meeting.
(The proxy will vote at his/her discretion in the absence of any guidance.) Guidance: (Enter specific guidance)

B) SHARE CERTIFICATE HELD BY THE SHAREHOLDER

- a) Batch and series:
- b) Serial number:
- c) Quantity and nominal value:
- d) Preferred vote or not:
- e) Registered / payable to holder:

NAME, LAST NAME, AND TITLE OF SHAREHOLDER

SIGNATURE

ADDRESS

Note: Select one of the options (a), (b) and (c) in Part (A). Enter guidance for (b) and (d).

TO THE GROUP B SHAREHOLDERS

In order to discuss the following agenda and make decisions, Our Board of Directors has invited our Company Group B Shareholders Meeting in our Company Headquarters located at Eski Büyükdere Cad. No: 33-37 Maslak İSTANBUL, on May 17, 2010 at 11:00 a.m.

AGENDA OF THE GROUP B SHAREHOLDERS GENERAL ASSEMBLY MEETING OF PETROL OFİSİ A.Ş.:

1. Introduction, election of the General Assembly Meeting Board.
2. Authorization of the Meeting Board to sign the General Meeting Minutes on behalf of attendees.
3. Determining the candidates to be nominated by the Group B shareholders for the election of the members of the Board of Directors at the General Assembly Meeting.
4. Determining the candidates to be nominated by the Group B shareholders for the election of the members of the Board of Auditors at the General Assembly Meeting.
5. Adjourn.

Blockage registration of the Group B Shareholders made with the purpose of attending the Ordinary General Assembly Meeting will be valid for participating in this meeting as well.

TO THE GROUP A SHAREHOLDERS

In order to discuss the following agenda and make decisions, Our Board of Directors has invited our Company Group A Shareholders Meeting in our Company Headquarters located at Eski Büyükdere Cad. No: 33-37 Maslak İSTANBUL, on May 17, 2010 at 11:15 a.m.

AGENDA OF THE GROUP A SHAREHOLDERS GENERAL ASSEMBLY MEETING OF PETROL OFİSİ A.Ş.:

1. Introduction, election of the General Assembly Meeting Board.
2. Authorization of the Meeting Board to sign the General Meeting Minutes on behalf of attendees.
3. Determining the candidates to be nominated by the Group A shareholders for the election of the members of the Board of Directors at the General Assembly Meeting.
4. Determining the candidates to be nominated by the Group A shareholders for the election of the members of the Board of Auditors at the General Assembly Meeting.
5. Adjourn.

Blockage registration of the Group A Shareholders made with the purpose of attending the Ordinary General Assembly Meeting will be valid for participating in this meeting as well.

TO THE GROUP A SHAREHOLDERS

In order to discuss the following agenda and make decisions, Our Board of Directors has invited our Company Group A Shareholders Meeting in our Company Headquarters located at Eski Büyükdere Cad. No: 33-37 Maslak İSTANBUL, on May 17, 2010 at 12:15.

AGENDA OF THE GROUP A SHAREHOLDERS GENERAL ASSEMBLY MEETING OF PETROL OFİSİ A.Ş.:

1. Introduction, election of the General Assembly Meeting Board.
2. Authorization of the Meeting Board to sign the General Meeting Minutes on behalf of attendees.
3. Approval of the changes made in the Articles of Association item 3.
4. Adjourn.

Blockage registration of the Group A Shareholders made with the purpose of attending the Ordinary General Assembly Meeting will be valid for participating in this meeting as well.

TO THE GROUP B SHAREHOLDERS

In order to discuss the following agenda and make decisions, Our Board of Directors has invited our Company Group B Shareholders Meeting in our Company Headquarters located at Eski Büyükdere Cad. No: 33-37 Maslak İSTANBUL, on May 17, 2010 at 12:30.

AGENDA OF THE GROUP A SHAREHOLDERS GENERAL ASSEMBLY MEETING OF PETROL OFİSİ A.Ş.:

1. Introduction, election of the General Assembly Meeting Board.
2. Authorization of the Meeting Board to sign the General Meeting Minutes on behalf of attendees.
3. Approval of the changes made in the Articles of Association item 3.
4. Adjourn.

Blockage registration of the Group B Shareholders made with the purpose of attending the Ordinary General Assembly Meeting will be valid for participating in this meeting as well.