



**KAMUYU AYDINLATMA PLATFORMU**

# **TÜPRAŞ-TÜRKİYE PETROL RAFİNERİLERİ A.Ş. Notification Regarding General Assembly**



# Notification Regarding General Assembly

Summary Info	Ordinary General Assembly Meeting Result
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

## General Assembly Invitation

Type of General Assembly	Annual
Beginning of The Fiscal Period	01.01.2018
End of The Fiscal Period	31.12.2018
Decision Date	21.02.2019
General Assembly Date	20.03.2019
General Assembly Time	10:00
Record Date	19.03.2019
Country	Turkey
City	KOCAELI
District	KÖRFEZ
Address	Güney Mah. Petrol Cad. No. 25 41790 Körfez-Kocaeli

## Agenda Items

- 1 - Opening and Election of the Chairing Committee,
- 2 - Review, discussion and approval of the Annual Report of the Company for the fiscal year 2018 as prepared by the Board of Directors,
- 3 - Presentation of the summary of the Independent Audit Report for the year 2018,
- 4 - Review, discussion and approval of the 2018 Financial Statements,
- 5 - Approval of the amendment made to the Board of Directors during the year according to Article 363 of the Turkish Commercial Code
- 6 - Release of the members of the Board of Directors from liability for the affairs of the Company for the year 2018,
- 7 - Within the framework of the Company's dividend policy; approval, amendment or disapproval of the Board of Directors' proposal on profit distribution of year 2018 and the date of dividend distribution,
- 8 - Determination of the number of Board Members, their term of office, election of members in accordance with the number determined and election of independent board members,
- 9 - In accordance with the Corporate Governance Principles, presentation to shareholders and approval by the General Assembly of the "Remuneration Policy" for the members of the Board of Directors and the Senior Executives and the payments made on that basis,
- 10 - Resolution of annual gross salaries of the Members of the Board of Directors,
- 11 - Approval of the Independent Audit Firm as selected by the Board of Directors, in accordance with the provisions of the Turkish Commercial Code and the Capital Markets Board regulations,
- 12 - Presentation to shareholders of the donations made by the Company in 2018 and resolution of an upper limit for donations to be made for 2019,
- 13 - In accordance with the Capital Markets Board regulations, presentation to shareholders of the securities, pledges and mortgages granted in favour of the third parties in the year 2018 and of any benefits or income thereof,
- 14 - Authorization of the shareholders with management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of Articles 395 and 396 of the Turkish Commercial Code and presentation to shareholders, of the transactions carried out thereof in the year 2018 pursuant to the Corporate Governance Communique of the Capital Markets Board,
- 15 - Wishes and opinions.

## Corporate Actions Involved In Agenda

Dividend Payment

## General Assembly Invitation Documents

<b>Appendix: 1</b>	GK_Bilgilendirme_Dokümanı.pdf - General Assembly Informing Document
<b>Appendix: 2</b>	AGM_informative_documents.pdf - General Assembly Informing Document
<b>Appendix: 3</b>	Genel_Kurul_İlani_Vekaletname.pdf - Announcement Document
<b>Appendix: 4</b>	AGM_Proxy_2018.pdf - Announcement Document

## General Assembly Results

Was The General Assembly Meeting Executed?	Yes
--	-----

The following decisions, in summary, have been taken at the General Assembly Meeting held on Wednesday 20th March 2019, at 10:00 a.m. at the Company Headquarters.

- The 2018 Annual Report prepared by the Company's Board of Directors and 2018 Annual Consolidated Financial Statements, prepared and audited by the Independent Auditor, were approved.

- The proposal of the Company's Board of Directors related to profit distribution for the year 2018 was approved and it was decided to distribute a Gross Cash Dividend of TL 3,793,850,880.00 and the dividend distribution is set to begin on March 28th, 2019.

- Total number of members of the Board is decided as 11, and Mustafa Rahmi Koç, Semahat Sevim Arsel, Mehmet Ömer Koç, Yıldırım Ali Koç, Levent Çakıroğlu, Erol Memioğlu, Yağız Eyüboğlu are selected as Board members; and Muharrem Hilmi Kayhan, Ayşe Canan Ediboğlu, Kamil Ömer Bozer and C group shareholder representative, appointed by the Privatization Administration, Zafer Sönmez are selected as Independent Board members.

- Within the framework of the Turkish Commercial Code and the Capital Markets Law, it was decided to select PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Independent Auditor for the fiscal year 2019.

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and English versions of this disclosure statement, the Turkish version shall prevail.

General Assembly Results

## Decisions Regarding Corporate Actions

Dividend Payment	Discussed
------------------	-----------

## General Assembly Outcome Documents

<b>Appendix: 1</b>	Olagan_GeneL_Kurul_Toplanti_Tutanagi_20_03_2019.pdf - Minute
<b>Appendix: 2</b>	Hazir_Bulunanlar_Listesi_20_03_2019.pdf - List of Attendants

## Additional Explanations

TÜPRAŞ, TÜRKİYE PETROL RAFİNERİLERİ A.Ş. Board of Directors, in the meeting dated February 21, 2019, has resolved to invite the General Assembly for its Ordinary Meeting for the year 2018, on March 20, 2019 Wednesday at 10:00 to review and resolve

the agenda specified as attached at "Güney Mahallesi Petrol Caddesi No.25 Körfez/Kocaeli (Tel: +90 262 316 30 00, Faks: +90 262 316 30 10); to duly perform the invitation procedures; to announce the invitations at Turkish Trade Registry Gazette, at the internet address of the Company of [www.tupras.com.tr](http://www.tupras.com.tr), at the Central Registry Agency A.Ş.'s E-Company Portal and Electronic General Assembly Systems and at the Public Disclosure Platform.

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.