PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING

TÜPRAŞ, TURKISH PETROLEUM REFINERIES CORP.

To the Chair of the General Assembly of Shareholders,

I hereby appoint_____as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of Turkish Petroleum Refineries Corp. that will convene on April 1st, 2020, Wednesday at 10:00 at the address of Güney Mahallesi Petrol Caddesi No:25 Körfez-Kocaeli.

The Attorney's(*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

A. SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

a) The attorney is authorized to vote according to his/her opinion. ☐

b) The attorney is authorized to vote on proposals of the attorney partnership management. ☐

c) The attorney is authorized to vote in accordance with the following instructions stated in the table. ☐

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the General Assembly.

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening and Election of the Chairing Committee,			
2. Review, discussion and approval of the Annual Report of the Company for the fiscal year 2019 as prepared by the Board of Directors,			
3. Presentation of the summary of the Independent Audit Report for the year 2019,			
4. Review, discussion and approval of the 2019 Financial Statements,			
5. Release of the members of the Board of Directors from liability for the affairs of the Company for the year 2019,			
6. Within the framework of the Company's dividend policy; approval, amendment or disapproval of the Board of Directors' proposal on profit distribution of year 2019 and the date of dividend distribution,			
7. 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,			
8. 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,			
9. Resolution of annual gross salaries of the Members of the Board of Directors,			
10. 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,			
11. Presentation to shareholders of the donations made by the Company in 2019 and resolution of an upper limit for donations to be made for 2020,			
12. 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 2019 and of any benefits or income thereof,			
13. 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 2019 pursuant to the Corporate Governance Communique of the Capital Markets Board,			
14. Wishes and opinions.			

If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

a) The attorney is authorized to vote according to his/her opinion. ☐
b) The attorney is not authorized to vote in these matters. ☐
c) The attorney is authorized to vote for agenda items in accordance with the following instructions: ☐

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B. The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:
a) Order and Serial(*)
b) Number / Group (**)
c) Amount-Nominal Value
d) Share with voting power or not
e) Bearer-Registered(*)
f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of numbers.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting. ☐

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.