



## KAMUYU AYDINLATMA PLATFORMU

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

# Notification Regarding General Assembly

|                              |                                                                                                                                                                                                                                |
|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Summary Info                 | Extraordinary General Assembly Meeting Resolutions for the Partial Demerger Transaction                                                                                                                                        |
| Update Notification Flag     | No                                                                                                                                                                                                                             |
| Correction Notification Flag | Yes                                                                                                                                                                                                                            |
| Postponed Notification Flag  | No                                                                                                                                                                                                                             |
| Reason of Correction         | The public announcement made on August 25, 2022 at 18:11 regarding the Result of the Extraordinary General Assembly, is sent again in accordance with the related MKK Templates regarding the Corporate Actions in the agenda. |

## General Assembly Invitation

|                                                                  |                                         |
|------------------------------------------------------------------|-----------------------------------------|
| General Assembly Type                                            | Extraordinary                           |
| Decision Date                                                    | 20.07.2022                              |
| General Assembly Date                                            | 25.08.2022                              |
| General Assembly Time                                            | 16:00                                   |
| Record Date (Deadline For Participation In The General Assembly) | 24.08.2022                              |
| Country                                                          | Turkey                                  |
| City                                                             | İSTANBUL                                |
| District                                                         | ÜSKÜDAR                                 |
| Address                                                          | Nakkaştepe Azizbey Sokak No:1 Kuzguncuk |

## Agenda Items

- 1 - Opening and Election of the Chairing Committee,
- 2 - Informing the shareholders within the scope of Turkish Commercial Code and CMB's Regulations regarding the partial demerger transaction to be discussed in the 3rd item of the agenda,
- 3 - Within the framework of the Turkish Commercial Code, the Corporate Tax Law, the Capital Markets Law and the regulations related to these laws, as well as the provisions of the Trade Registry Regulation and other relevant legislation; Koç Holding A.Ş. and Aygaz A.Ş. of Entek shares with a nominal value of 942,727,458.04 TL, corresponding to 99.24% of the capital of Entek Elektrik Üretim A.Ş. Negotiating and approving or rejecting the proposal to be taken over by Tüpraş, with all its rights and obligations in accordance with the principle of total succession, through a partial demerger, and the Partial Segmentation Agreement and Partial Demerger Report prepared accordingly,
- 4 - Provided that the necessary approvals are obtained from the relevant institutions Approval, approval with amendment or disapproval of the Board of Directors' proposal on the amendment of articles 6 titled "Capital" and 7 titled "Assignment Of Shares And Establishment Of Usufruct On Shares",
- 5 - Wishes and opinions.

## Corporate Actions Involved In Agenda

|          |
|----------|
| Merger   |
| Demerger |

## General Assembly Results

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

General Assembly Results

Attached are the signed copies of minutes of the meeting and the list of attendants available in Turkish.

## Decisions Regarding Corporate Actions

|        |          |
|--------|----------|
| Merger | Accepted |
|--------|----------|

## General Assembly Result Documents

|                    |                                              |
|--------------------|----------------------------------------------|
| <b>Appendix: 1</b> | Olaganustu_Genel_Kurul_Tutanagi.pdf - Minute |
| <b>Appendix: 2</b> | Minutesof_AGM.pdf - Minute                   |
| <b>Appendix: 3</b> | Hazirun_25082022.pdf - List of Attendants    |

## Additional Explanations

Tüpraş's Extraordinary General Assembly Meeting was held today at 16:00.

As publicly disclosed on 25.04.2022; Entek Elektrik Üretim A.Ş. ("Entek") shares with a nominal value of 942,727,458.04 TL, corresponding to 99.24% of the capital of Entek registered under the assets of Koç Holding A.Ş. ("Koç Holding") and Aygaz A.Ş. ("Aygaz"), it has been decided that they will be acquired by partial demerger.

The abovementioned partial demerger transaction has been approved by Tüpraş's Extraordinary General Assembly Meeting today. Attached are the signed copies of minutes of the meeting and the list of attendants available in Turkish.

Accordingly, the issued capital of Tüpraş will be increased from TL 250,419,200 to TL 275,256,514 due to the transaction, while the issued capital of Aygaz will be decreased from TL 300,000,000 to TL 219,800,767. While Tüpraş's issued capital will increase by TL 24,837,314 due to the takeover through demerger, issued shares with a nominal value of TL 12,418,655 will be given to Koç Holding in exchange for Entek shares and the remaining nominal value of TL 12,418,659 will be given to Aygaz shareholders in exchange for Entek shares of Aygaz, as Aygaz will be executing partial demerger transaction through the model of share transfer to its shareholders.

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.