

Turkish Petroleum Refineries Corp.
Related Parties Transactions Report
Concerning Transactions of 2014 and Expected Transaction in 2015

This report has been prepared under Article 10 of the Communiqué Serial II.17.1 of the Capital Markets Board (CMB). In accordance with the aforementioned article, concerning transactions executed by corporations whose stocks are traded at the Borsa İstanbul with related parties. If the expected size of these transactions, for the reported period, based on revenues, exceeds 10% of the revenues sold by the company during the period, then a report must be prepared by the company's Board of Directors, comparing sales terms and conditions with those of the market, and the report must be disclosed through the Public Disclosure Platform

The purpose of this Report is to disclose the conditions of the transactions executed by TURKISH PETROLEUM REFINERIES CORPORATION. (the Company) with related persons defined in the International Accounting Standard No. 24 (IAS 24), if they meet the 10% criteria, providing that they are not considered as trade secrets, and to demonstrate that the Company has not incurred any disadvantage as a result of such transactions when compared with the conditions prevailing in the market, pursuant to the regulations of the Capital Market Board.

Information about the transactions that Turkish Petroleum Refineries Inc. have carried out with related parties in 2014, , are disclosed in note 31 of our financial statements disclosed to the public about our activities in 2014. Only the sales to THY OPET Aviation Fuels Inc. exceeded the limit of 10% and these transactions have been assessed for compliance with market conditions in this report.

In 2015, where they are expected to exceed the 10% limit specified in the Notification of transactions of the same nature, the transactions will be carried out according to the principles described in this report.

a) Information about TURKISH PETROLEUM REFINERIES CORP.

Türkiye Petrol Rafinerileri A.Ş. ("Tüpraş" or the "Company") was established on 16 November 1983. The Company is mainly engaged in the following fields:

To provide and refine crude oil, to import and export petroleum products when necessary, and to establish and operate domestic and foreign refineries for this purpose,

To establish and operate factories and facilities in petrochemical and other related industries,

- To provide the necessary raw and supplementary materials and process, produce or trade these materials in order to obtain petrochemical and other related products,
- To package the products produced during various phases of production and to establish a packaging industry for this purpose, to evaluate and/or to sell waste, by products and substandard products, to establish and operate the necessary facilities for the destruction of the waste products,
- To establish and operate facilities and plants related with all kinds of energy and energy related industries within the framework of the laws and regulations. To obtain, use and trade all kinds of equipment, materials and chemical substances for this purpose,

- To purchase, sell, import, export, store, market and distribute (wholesale, retail, foreign and domestic) all kinds of petroleum products, LPG and natural gas; to establish, operate and transfer retail stations and maintenance facilities, to take over, rent, give distributorship in order to provide the retail sales of these products, to provide transportation services with its own vehicles or leased vehicles, to establish marketing and distributing companies or similar partnerships with legal entities or real persons or to acquire, transfer or sell the shares of partnerships, when necessary.

As of 31 December 2014, the issued capital of the Company is TL 250,419,200.00 the shares they currently hold in the capital, as shown herein below

31 December 2014	Amount of Share(TL)	Number of Share	Shareholding (%)
Enerji Yatırımları A.Ş.	127.713.792,22	12.771.379.222	51,00
Publicly held Shares	122.705.407,77	12.270.540.777	49,00
Privatization Administration	0,01	1	0,00
Total	250.419.200,00	25.041.920.000	100,00

b) Information about the Related Companies being the subject of this Report

THY OPET Havacılık Yakıtları A.Ş., Türk Hava Yolları A.O. and OPET Petrolcülük A.Ş. was established by %50-%50 a joint venture in 2009. The core business is to supply and store the Jet Fuel requirement of airlines.

Below table has shown in the scope of consolidation of THY OPET 's rates, accounted by using equity method as of December 31st 2014.

Investments accounted by equity method	Direct and indirect voting rights possessed by the Company (%)	Proportion of effective interest (%)
THY Opet Havacılık Yakıtları A.Ş.	25	20

c) Information about the Conditions of Transactions Executed with Related Persons and the Consistency of such Conditions with the Prevailing Market Conditions

Between 01.01.2014-31.12.2014;

Sales exceeding 10% of our total sales were made to THY OPET Havacılık Yakıtları A.Ş

Details of related party transactions are given in the table

Information about the Company transactions with Total Revenue to have exceeded the 10% limit			
Related person (Name/Title)	Transaction Amount (TL)	Transaction Quality	Transaction Method
THY OPET Havacılık Yakıtları A.Ş.	5.568.353.292	Product sales	Price Comparison Method

A sales transaction amounting to TL 5.568.353.292 (this amount corresponds to 13,97% of gross sales) was realized between the Company and THY OPET Havacılık Yakıtları A.Ş. as the related party during 2014. All of these transactions are based on price comparison method.

Examination results of Company's sales price in 2014; the prices have been calculated by using the "nearest accessible international pricing center " defined in the Article 10 of the Petroleum Markets Law and within the framework of Petroleum Products Ceiling Price Method as required by Petroleum Market Pricing Regulation which is reported to EMRA. In conclusion, in all respects, including company related pricing, the company gives the same conditions to all other customers of equal status.

Conclusion

Pursuant to Serial No. II.17.1 (Communiqué) and Article 10 of the Capital Markets Board (CMB), the relations between our company and THY OPET Havacılık Yakıtları A.Ş. in the subject of sustained supply of products in the account period, the total revenue exceeded 10% of the overall revenues in 2014 and it is expected that this will occur again in 2015. It is therefore stated that in the subject of sales of product to THY OPET Havacılık Yakıtları A.Ş, the conditions of sale, the price, the pricing methodology have been determined in accordance with market principles and that the methods have been informed to the public.