

**INFORMATION DOCUMENT
REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING OF
TURKISH PETROL REFINERIES CORPORATION,
TO BE HELD ON 11 MARCH 2026, FOR THE YEAR 2025**

1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING, TO BE HELD ON 11 MARCH 2026

The Ordinary General Assembly Meeting of Shareholders of our Company will be held at the address of “Güney Mahallesi Petrol Caddesi No. 25 Kocaeli/Körfez, Turkey (Tel: +90 262 316 30 00, Fax: +90 262 316 3010-11)” on Wednesday March 11, 2026 at 10:00 AM in order to review the activities of the year 2025 and to discuss and resolve the following agenda.

The financial statements for the 2025 fiscal year, the Independent Audit Report by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş, the Board of Directors’ proposal regarding dividend distribution, the explanations on compliance with the Corporate Governance Principles and Sustainability Principles, as well as the Board of Directors’ integrated annual report—which includes the disclosures prepared in accordance with the Turkish Sustainability Reporting Standards issued by the Public Oversight Authority—and the detailed information document containing the necessary explanations for compliance with the Capital Markets Board regulations, together with the following agenda items, will be made available for shareholders’ review at the Company Headquarters, on the Company’s corporate website at www.tupras.com.tr, and on the Public Disclosure Platform and the Electronic General Assembly System of the Central Registry Agency, at least three weeks prior to the meeting date, excluding the dates of announcement and the meeting, within the legally prescribed period.

Shareholders that are unable to attend the meeting in person, provided that the rights and obligations of shareholders participating electronically are reserved, shall prepare their proxy documents as per the attached sample forms, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul), our Company, or from the corporate website at www.tupras.com.tr and shall submit to the Company the proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. **The proxy documents which do not comply with the requirements of the above-mentioned Communiqué, and the sample form attached here shall not be accepted due to our legal liability.**

Shareholders intending to vote via the Electronic General Meeting System are requested to obtain information from the Central Registry Agency, our company website www.tupras.com.tr or from the company headquarters (Tel: +90 212 878 99 32- 212 878 99 34) to ensure that they comply with the provisions of the related regulation and the Communiqué on General Assembly to be Held Electronically in Joint Stock Companies.

In accordance with Turkish Trade Law 6102, Article 415, paragraph 4 and the Capital Markets Law Article 30, Paragraph 1, in order to attend the General Meeting and vote, shares do not need to be subjected to blockage. Within this respect, if our shareholders demand to attend in the General Shareholders’ Meeting, there is no need for them to block their shares.

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.

In accordance with the Law on the Protection of Personal Data numbered 6698, the detailed information regarding processing personal data by the company, through the Policy of Tüpraş for Protection and Processing of Personal Data is shared with the public on the company's corporate website addressed www.tupras.com.tr.

In the Ordinary General Assembly Meeting, voting for the articles set forth in the agenda of the meeting shall be made as open voting by hand raising procedure, provided that the provisions relating to voting in electronic method are reserved.

All the holders of relevant rights and stakeholders are invited to the General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

It is submitted for shareholders' information with respect.

TÜPRAŞ, TÜRKİYE PETROL RAFİNERİLERİ A.Ş. BOARD OF DIRECTORS

Company Adress: Tüpraş Genel Müdürlüğü Gülbahar Mah. Büyükdere Cad. No:101/A, 34394 Şişli/İstanbul

Trade Registry and Number: İstanbul 305678-5

Mersis No: 0875-0014-2670-0011

2. ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD

The additional explanations required pursuant to Capital Markets Board (CMB) Corporate Governance Communiqué No. II-17.1 are made in the related articles of the agenda below. Other mandatory general explanations are provided in this section.

2.1. Shareholder Structure and Voting Rights

As of the announcement date of the document, the total number of shares and voting rights that reflect the partnership structure and the number of shares which are representing each privileged share group if there is a privileged share in capital of the partnership and the information about the voting rights and the qualifications of the privileges are given below:

The issued capital of the Company is TL 1,926,795,598.00 and divided into 192,679,559,800 shares each bearing a nominal value of Kr 1 (One Kr).

The shares of the Company are classified in two groups; (A) and (C) group shares.

As stated in Article 10 of our Articles of Association; Group C share has the veto right on decisions regarding mergers, divisions or liquidation of the Company which will restrict or prevent the fulfillment of the fuel needs of Turkish Armed Forces.

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At the General Assembly meetings, shareholders present shall exercise their voting rights in proportion to the nominal value of their shares. The voting rights of our shareholders are presented in the table below for your information:

Shareholder	Amount of Shares (TL)	Rate of Capital (%)	Voting Right	Rate of Voting Right(%)
Enerji Yatırımları A.Ş. (A Group)	893,996,545.48	46,4%	89,399,654,548	46,4%
Koç Holding A.Ş. (A Group)	122,297,870.88	6,35%	12,229,787,088	6,35%
Other (A Group)	910,501,181.63	47,25%	91,050,118,163	47,25%
Privatization Administration (C Group)	0.01	0,0%	1	0,0%
Total	1,926,795,598.00	100,0%	192,679,559,800	100,0%

The company is controlled by its parent company Enerji Yatırımları A.Ş., Koç Holding A.Ş., the Koç Family and the companies owned by the Koç Family.

2.2 Significant Changes to our Company’s operations, management or participations

There are no managerial or operational changes that have substantially affected or that will substantially affect the Company’s and its Subsidiaries’s activities in the previous accounting period or planned for the upcoming accounting periods.

Material event disclosures related to regulations are available at www.kap.gov.tr and at the Company’s website <https://www.tupras.com.tr/en/announcements-and-publications>

2.3 Information regarding demands of shareholders for adding other issues on the agenda

No such demand has been made for the Ordinary General Assembly Meeting, where operations in the year 2025 will be discussed.

3. OUR EXPLANATIONS REGARDING THE ARTICLES ON THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED ON 11 MARCH 2026

1. Opening and Election of the Chairing Committee,

Within the framework of the provisions of “Turkish Commercial Code (TCC) no.6102”, “the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings” (“Regulation” or “General Assembly Regulation”) and Article 7 of the General Assembly Principles, a Chairman shall be elected to chair the General Assembly meeting. Within the framework of the General Assembly Principles, at least one person needs to be appointed as Secretary. The Chairman may also appoint adequate number of vote-collectors.

2. Review, discussion and approval of the Integrated Annual Report of the Company for the fiscal year 2025 as prepared by the Board of Directors,

Within the framework of Turkish Commercial Code (TCC), the Regulation and the Capital Markets Law and related regulations, information shall be given about the 2025 Integrated Annual Report presented for examination by shareholders at the Headquarters of our Company, on the Public Disclosure Platform and the Electronic General Assembly System of the Central Registry Agency (MKK) and on the corporate web site of our Company at the address of "www.tupras.com.tr" for a period of three weeks prior to the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.

3. Presentation of the summary of the Independent Audit Report for the year 2025,

Information shall be given to the General Assembly regarding the Independent Auditor's Report, prepared in accordance with the TCC and the Capital Markets Board regulations, and presented for examination by our shareholders, at the Headquarters of our Company, on the Public Disclosure Platform and the Electronic General Assembly portal of Central Securities Depository (MKK) and also, on the corporate web site of our Company at the address of "www.tupras.com.tr", during a period of three weeks prior to the General Assembly meeting.

4. Review, discussion and approval of the 2025 Financial Statements,

Within the framework of Turkish Commercial Code, the Regulation and the Capital Markets Law and related regulations, information shall be given about our financial reports and legal financial tables, which have been announced at the Headquarters of our Company, on the Electronic General Assembly System of the Central Registry Agency and on the website of the Company at "www.tupras.com.tr", for examination of our shareholders for a period of three weeks prior to the General Assembly meeting. They shall be presented for evaluation and approval of our shareholders.

5. Release of the members of the Board of Directors from liability for the affairs of the Company for the year 2025,

Within the framework of TCC and Regulation provisions, release of the members of Board of Directors regarding the activities, transactions and accounts of the year 2025 shall be presented for approval of the General Assembly.

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 2025 and the date of dividend distribution,

According to our financial statements, prepared by our Company within the framework of the Turkish Commercial Code and Capital Markets Law and related regulations in compliance with Turkish Financial Reporting Standards and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the accounting period 01.01.2025 – 31.12.2025; "Consolidated Net Profit for the Period" TL 29,523,148,000 attributable to equity holders of the parent has been obtained. The dividend payment proposal, drawn up in accordance with

the dividend distribution table format provided in the Dividend Communiqué numbered II-19.1 and the Dividend Manual announced in accordance with the said Communiqué, and taking into account the Company's Dividend Distribution Policy, market expectations, long-term strategy, investment and financing policies, profitability and cash position is provided in **Appendix/1**.

7. 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,

Taking into consideration the principles regarding election of the members of the Board of Directors set forth in our Articles of Association according to regulations of the capital Markets Board, TCC and the Regulation, new members shall be elected in place of those whose terms of office expire. Furthermore, for the purpose of compliance with the Communiqué Serial: II-17.1 of the Capital Markets Board, independent member election shall be made.

According to Article 10 of our Articles of Association, our Company shall be managed by a Board of Directors, which consists of at least five (5) members to be elected for a maximum period of 1 year by the General Assembly within the scope of provisions of the Turkish Commercial Code. The General Assembly may decide on the renewal of the Board of Directors even if their term of office have not expired.

In accordance with the Article 10 of our Articles of Association, it is foreseen that the Board of Directors will be composed of twelve (12) people in 2026. Four (4) of the members of Board of Directors to be elected, one of whom is the representative of the ÖİB, who is considered as an independent member of the board of directors within the scope of paragraph 2 of Article 6 of the Corporate Governance Communiqué, must meet the independence criteria defined in the Corporate Governance Principles of the CMB.

Based on the recommendation of our Corporate Governance Committee, which evaluated the candidates submitted to it, our Board of Directors has resolved to nominate Mr. Şadan Kaptanoğlu Dikici, Ms. Mine Yıldız Günay, and Mr. Mehmet Cem Kozlu as independent board member candidates. In the letter dated January 26, 2026 and numbered E-29833736-110.07.07-85156 sent to our Company by the Capital Markets Board (CMB), no adverse opinion was expressed regarding Mr. Şadan Kaptanoğlu Dikici, Ms. Mine Yıldız Günay, or Mr. Mehmet Cem Kozlu.

Pursuant to Article 10 of the Company's Articles of Association, one member of the Board of Directors must be elected from among the candidates nominated by the Republic of Turkey Prime Ministry Privatization Administration, which is the holder of the Company's Group C shares. Currently, Mr. Zekeriya Kaya serves as an independent board member within this scope, and the Privatization Administration has informed our Company that it deems it appropriate to nominate Mr. Zekeriya Kaya again to represent the Group C share for the year 2026.

Curriculum Vitae of existing Board of Directors candidates and declarations of independence for the independent member candidates are given in **Appendix/2**.

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,

According to CMB’s mandatory Corporate Governance Principle No. 4.6.2, the principles for the remuneration of the Board of Directors’ members and senior management shall be made available in writing and included as a separate item on the General Assembly agenda to enable the shareholders to share their opinions on the same. The Remuneration Policy prepared for this purpose is given in **Appendix/3**. Information on the compensation of the members of the Board of Directors and the senior management is available in footnote No. 28 of our financial statements dated 31 December 2025.

9. Resolution of annual gross salaries of the Members of the Board of Directors,

Within the scope of Article 8 of our agenda on the Remuneration Policy, which will be submitted to General Assembly for approval, amount of monthly gross fees to be paid to the members of the Board of Directors in 2026 shall be determined by our shareholders.

10. Approval of the Independent Audit Firm as selected by the Board of Directors, in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Board regulations and Public Oversight, Accounting and Auditing Standards Authority,

In accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board, and the Public Oversight, Accounting and Auditing Standards Authority (KGK), and based on the resolution of our Board of Directors dated January 22, 2026, following the opinion of the Audit Committee, it has been resolved to appoint Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. to conduct the audit of the Company’s financial reports for the 2026 fiscal year. This appointment also covers other activities within the scope of the relevant regulations, including but not limited to the mandatory sustainability assurance engagements for disclosures prepared in accordance with the Turkish Sustainability Reporting Standards (TSRS) issued by KGK. The said appointment will be submitted to the general assembly for approval.

11. Presentation to shareholders of the donations made by the Company in 2025 and resolution of an upper limit for donations to be made for 2026 as per the “Donation and Sponsorship Policy”,

The Donations and Sponsorship Policy of Türkiye Petrol Rafinerileri A.Ş. which was accepted by the Board of Directors and disclosed on March 04, 2021 was approved by the shareholders at the General Assembly on March 31, 2021 in accordance with the Corporate Governance Principle 1.3.10 *“A policy regarding donations and contributions shall be prepared and submitted to the approval of the general assembly.”*

Pursuant to Article 6 of the Capital Markets Board Dividend Communiqué No. II-19.1, in cases where the limit for donations is not specified in the articles of association, such limit must be determined by the general assembly, and all donations and payments made must be

presented to the shareholders at the ordinary general assembly. In this context, in line with our Company's Donation and Sponsorship Policy, the total amount of donations made in 2025 is TL 782,914,080.88 based on nominal values (the total donation expense accrued in our Company's financial statements in accordance with TFRS, calculated based on the purchasing power as of December 31, 2025, is TL 1,742,662,000.00). Of the TL 782,914,080.88 total amount, TL 366,674,300.00 was donated to the Vehbi Koç Vakfı (a foundation); TL 213,820,500.00 was donated to Koç University within the scope of the Board of Directors' resolution stipulating an annual USD 5 million donation for the years 2025–2029, provided that such donations comply with the relevant legislation, and—unless decided otherwise by the Board of Directors during the 2030 evaluation—to continue the donations under the same conditions for the years 2030–2034; TL 21,492,403.33 was donated to the Türk Eğitim Vakfı (a foundation); TL 12,326,367.26 to other educational institutions; TL 135,268,704.00 to the Rahmi Koç Museum; TL 7,000,000.00 to the General Directorate of Forestry; and TL 5,697,585.00 to the İstanbul Kültür Sanat Vakfı (a foundation). The remaining amount consists of donations made to various institutions and organizations, each below TL 5 million, which are not considered material information for investors.

The upper limit of donations to be made in 2026 is going to be decided by the General Assembly.

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 2025 and of any benefits or income thereof,

In accordance with The Capital Market Board's Regulation II-17.1, Article 12, to inform the shareholders about the revenues or benefits acquired by the Company and/or its subsidiaries through guarantees, pledges and mortgages established in favor of 3rd parties necessary information is given in the Consolidated financial statements dated 31.12.2025 under foot note 18:

	December 31, 2025	December 31, 2024
A. CPMs given for companies in the name of its own legal personality	64,386,894	48,933,100
B. CPMs given on behalf of the fully consolidated companies	2,033,768	5,354,495
C. CPMs given for continuation of its economic activities on behalf of third parties		
D. Total amount of other CPMs	-	-
i) Total amount of CPMs given on behalf of the majority shareholder	-	-
ii) Total amount of CPMs given on behalf of third parties which are not in scope of B & C	-	-
iii) Total amount of CPMs given on behalf of third parties which are not in scope of C	-	-
Total	66,420,662	54,287,595

The guarantees provided consist of letters of credit and guarantees issued to public institutions and customs authorities. A commission amounting to TL 50,084 thousand was accrued as of December 31, 2025, in relation to the sureties granted in favor of subsidiaries included in the scope of full consolidation (December 31, 2024 – TL 62,550 thousand).

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 2025 pursuant to the Corporate Governance Communique of the Capital Markets Board,

The members of the Board of Directors can do business as stipulated in the first subsection of Articles 395 and 396 of the TCC entitled Competition Ban and Ban on doing Business with the Company and Borrowing from the Company only with the approval of the General Assembly.

Pursuant to the Capital Markets Board Mandatory Corporate Governance Principles No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate article on the agenda and recorded into the minutes of the General Assembly.

To fulfill the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly and the shareholders shall be informed of any transaction in this respect. Some of the shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity are also board members at several Koç Group companies including those with similar operations to our Company. In 2025, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communique.

14. Informing the Shareholders about the Strategic Transition Plan announced by Tüpraş regarding the low-carbon economy transition plan and the work carried out in 2025 within the scope of the plan,

Tüpraş updated its Strategic Transition Plan —originally announced in 2021—in April 2025 to ensure rapid adaptation to market conditions and geopolitical developments. Within the scope of the revised plan, the Scope 1 and Scope 2 emission reduction targets related to production activities were adjusted to align with operational realities, as the global transition toward green hydrogen has been progressing more slowly than anticipated. Accordingly, based on the 2017 baseline year, the emission reduction targets have been updated to 20% for 2030 and 25% for 2035. Tüpraş also maintains its objective to operate as a carbon-neutral energy company by 2050.

In this context, the General Assembly will be informed about the work carried out in 2025.

15. Wishes and Opinions.

APPENDIX:

APPENDIX/1 Proposal of the Board of Directors for the Distribution of 2025 Profit and the Proposed Profit Distribution Table

APPENDIX/2 The Resumes of the Board Member Nominees and Independency Declarations of Independent Board Member Nominees

APPENDIX/3 Remuneration Policy for the Board Members and Top Management

APPENDIX /1

2025 DIVIDEND DISTRIBUTION PROPOSAL (01.01.2025-31.12.2025)

The Board of Directors, at its meeting dated 6 February 2026, reviewed and approved the financial statements of Türkiye Petrol Rafinerileri A.Ş. for the accounting period 1 January – 31 December 2025, which were prepared by the Company's management in accordance with the Turkish Financial Reporting Standards (TFRS) and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. It was resolved to submit the said financial statements to the General Assembly. Based on the examination of these financial statements and the statutory financial records kept in accordance with the Tax Procedure Law (VUK):

It was determined that the consolidated net profit attributable to the parent under TFRS, prepared by considering the Capital Markets Board's Principle Decision dated 28.12.2023 regarding inflation accounting, amounted to TRY 29,523,148,000, while the current-year profit based on VUK financial records amounted to TRY 33,410,517,376.84.

- In accordance with Article 519 of the Turkish Commercial Code, since the amount of general legal reserves recorded in the VUK ledgers as of 31.12.2025 has reached the statutory limit of 20% of the share capital, the 5% general legal reserve required to be set aside for 2025 will not be allocated.

It was also observed that adding TRY 1,742,662,000 of donations, calculated in terms of purchasing power as of 31 December 2025, to the TFRS-based net profit attributable to the parent (TRY 29,523,148,000) results in a distributable profit base of TRY 31,265,810,000.

Accordingly:

- Taking into consideration the capital markets legislation, Article 18 of the Company's Articles of Association, and the Dividend Distribution Policy approved by the shareholders at the General Assembly held on 27 March 2025 — as well as market expectations, long-term strategies, investment and financing policies, profitability and cash position — it has been resolved to:

Distribute TRY 33,000,000,000 in dividends to shareholders,

Set aside TRY 3,290,366,022 as general legal reserves.

- The total dividend amount of TRY 33,000,000,000 will be paid entirely in cash.
 - In the event that the above dividend distribution proposal is approved by the General Assembly, it has been resolved that, in the records prepared in accordance with the Tax Procedure Law (VUK), the total dividend amount of TRY 33,000,000,000 to be distributed to shareholders shall be funded as follows:
 - TRY 30,335,633,354.12 from current-year earnings,
 - TRY 9,488,444.05 from Extraordinary Reserves, and
 - TRY 2,654,878,201.83 from unrestricted General Legal Reserves.

Furthermore, a total general legal reserve amount of TRY 3,290,366,022 shall be allocated as follows:

- TRY 3,023,929,357.42 from current-year earnings,
- TRY 948,844.40 from Extraordinary Reserves, and
- TRY 265,487,820.18 from unrestricted General Legal Reserves.

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Under the Capital Markets Board (CMB) regulations and the financial statements prepared in accordance with TFRS, the total dividend amount of TRY 33,000,000,000 to be distributed shall be funded as follows:

- TRY 26,847,983,616.35 from current-year earnings,
- TRY 3,497,138,181.82 from prior-years' earnings, and
- TRY 2,654,878,201.83 from unrestricted General Legal Reserves.

A total general legal reserve amount of TRY 3,290,366,022 shall be allocated as follows:

- TRY 2,675,164,383.64 from current-year earnings,
- TRY 349,713,818.18 from prior-years' earnings, and
- TRY 265,487,820.18 from unrestricted General Legal Reserves.

It has been resolved that the remaining amount after dividend distribution under VUK records shall be transferred to the Extraordinary Reserves account.

Also; it has been resolved that the dividend will be paid in two installments, and within this scope, the payment date for the first installment of TL 20,000,000,000.00 out of the total dividend amount of TL 33,000,000,000.00 shall be March 16, 2026, and the payment date for the second installment of TL 13,000,000,000.00 shall be September 30, 2026.

For our shareholders that are full taxpayer corporations or non-resident taxpayer corporations receiving dividends through a permanent establishment or permanent representative in Turkey, a gross = net cash dividend of TL 10.3799282 (corresponding to 1037.99282%) per share with a nominal value of TL 1.00 shall be paid for the first installment; for our other shareholders, a gross cash dividend of TL 10.3799282 (corresponding to 1037.99282%) and a net cash dividend of TL 8.8229389 (corresponding to 882.29389%) per TL 1.00 nominal value share shall be paid. For the second installment, a gross = net cash dividend of TL 6.7469533 (corresponding to 674.69533%) per TL 1.00 nominal value share shall be paid to full taxpayer corporations and non-resident taxpayer corporations receiving dividends through a permanent establishment or permanent representative in Turkey; for our other shareholders, a gross cash dividend of TL 6.7469533 (corresponding to 674.69533%) and a net cash dividend of TL 5.7349103 (corresponding to 573.49103%) per TL 1.00 nominal value share shall be paid.

Accordingly, full taxpayer corporations and non-resident taxpayer corporations receiving dividends through a permanent establishment or permanent representative in Turkey shall be paid a total gross = net cash dividend of TL 17.1268815 (corresponding to 1712.68815%) per TL 1.00 nominal value share; while our other shareholders shall be paid a total gross cash dividend of TL 17.1268815 (corresponding to 1712.68815%) and a total net cash dividend of TL 14.5578492 (corresponding to 1455.78492%) per TL 1.00 nominal value share.

01.01.2025- 31.12.2025 PROFIT DISTRIBUTION PROPOSAL

TÜPRAŞ DIVIDEND DISTRIBUTION TABLE (TL)			
1. Paid In Capital/Issued Capital		1,926,795,598.00	
2. Total Legal Reserves (According to Statutory Income Statements)		3,933,847,661.01	
Information on privileges in profit distribution if any in the Articles of Association			
		According to CMB	According to Statutory Records
3.	Current period profit / loss (=)	43,768,677,000	35,950,576,202.67
4.	Taxes payable (-)	13,896,050,000	2,540,058,825.83
5.	Net profit (=)	29,523,148,000	33,410,517,376.84
6.	Previous years losses (-)		
7.	General Legal reserves (-)		
8.	DISTRIBUTABLE NET PROFIT FOR THE PERIOD (=)	29,523,148,000	33,410,517,376.84
9.	Donations made during the year (+)	1,742,662,000	
10.	Net Distributable Profit added donations	31,265,810,000	33,410,517,376.84
First dividend to Shareholders			
11.	Cash	26,847,983,616.35	96,339,779.9
	Bonus		
	Total	26,847,983,616.35	96,339,779.9
12.	Dividend to privileged shareholders		
13.	Distributed other dividend	0,00	0,00
	- Dividend to the Board Members		
	- Dividend to the Employees		
	- Other		
14.	Dividend to redeemed shareholders		
15.	Secondary dividends to shareholders		30,239,293,574.22
16.	General legal reserves	2,675,164,383.64	3,023,929,357.42
17.	Statutory reserves		
18.	Special reserves		
19.	EXTRAORDINARY RESERVES	0,00	50,954,665.30
	Other Resources to be distributed	6,152,016,383.65	2,664,366,645.88
	- Previous years profit	3,497,138,181.82	
20.	Extraordinary reserves		9,488,444.05
	- Other distributable reserves as per the law and the Articles of Association	2,654,878,201.83	2,654,878,201,83
	Allocated Legal Reserves to be distributed from other sources	615,201,638.36	266,436,664.58
	- Reserve Fund to be Separated from Previous Year's Profit	349,713,618.18	
	- Reserve Fund to be Allocated from Extraordinary Reserves		948,844.4
	- Reserve Fund to be Separated from Other Distributable Reserves In Accordance with the Law and Articles of Association	265,487,820.18	265,487,820.18

* The amount is the registered nominal capital amount, and there is a capital inflation adjustment difference of 9,080,388,226 TL in the records prepared in accordance with VUK.

** The amount is the nominal general legal reserves amount, and there is an inflation adjustment difference of 8,883,183,960 TL regarding the legal reserves in the records prepared in accordance with the Tax Procedure Law after the inflation accounting application.

***The first dividend amount is calculated by taking into account the registered nominal capital amount.

DIVIDEND RATIO TABLE						
	GROUP	TOTAL AMOUNT OF DIVIDEND DISTRIBUTED		TOTAL DISTRIBUTED DIVIDEND/NET DISTRIBUTED PROFIT	DIVIDEND PER SHARE WITH NOMINAL VALUE OF TL 1	
		AMOUNT (TL)	BONUS (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A	30,728,538,842.46		104.08	14.5578492	1,455.78492
	C	1.20		0,00	14.5578492	1,455.78492
	TOTAL	30,728,538,843.66	0,00	104.08		

(*) With this calculation of dividend distribution, 54.11% shares are owned by corporate tax payers and are not publicly traded, are not subject to withholding tax, whilst 0.22% shares of individual shares that are not publicly traded and 45.67% shares that are publicly traded are subject to a 15% withholding tax on the assumption that the beneficial owners are individual taxpayers.

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APPENDIX/2

CVs OF BOARD OF DIRECTORS CANDIDATES AND INDEPENDENCE DECLARATIONS OF INDEPENDENT MEMBER CANDIDATES

M. Ömer Koç Chairman

He received his B.A. degree from Columbia University in 1985. He worked at Kofisa Trading for one year and completed his MBA at Columbia University in 1989. After working at Ramerica International Inc., he joined the Koç Group in 1990. He held various senior positions at Koç Holding including Finance Coordinator, Vice President and President of the Energy Group. He became Member of the Board of Directors in 2004 and Vice Chairman in May 2008. In February 2016, he was appointed as the Chairman of the Board of Directors of Koç Holding. He serves as the Vice President of TÜSİAD High Advisory Council, Chairman of Tofaş, Tüpraş and Yapı Kredi Kültür Sanat Yayıncılık Board of Directors and Member of the Board of Directors at other Koç Group companies. He is also the Chairman of Turkish Educational Foundation Board of Trustees and Chairman of the Board of Directors of Geyre Foundation.

M. Ömer Koç has been serving as the Chairman of Tüpraş Board of Directors since 2008.

Ali Y. Koç Vice Chairman

He received his bachelor's degree from the Management Faculty of Rice University and MBA from Harvard Business School. He began his professional career in 1990 at American Express Bank through the Management Training Program, and between 1992 and 1994, he served as an Analyst at Morgan Stanley Investment Bank. In 1997, he joined Koç Holding's Strategic Planning Group as New Business Development Coordinator and held several senior executive roles until 2010, including President of the Information Group and President of the Corporate Communication and Information Group. Mr. Ali Y. Koç has been a Member of the Board of Directors of Koç Holding since January 2008 and became Vice Chairman of the Board in February 2016. In addition, he has served as Chairman of the Board of Koç Financial Services and Yapı Kredi Bank since April 1, 2016. Mr. Koç also holds Chairmanship roles on the Boards of other Koç Group companies, including Ford Otosan and Otokar. Beyond his corporate responsibilities, he contributes to the economic and social development of Türkiye and serves as a Board Member of URAK – National Competitiveness Research Association, a Board Member of Endeavor Türkiye, and a Member of the Board of Trustees of TEMA Foundation. He is also a Global Advisory Board Member at Harvard University, Bank of America, and the Council on Foreign Relations. Additionally, he serves as a Member of the Senior Advisers Panel at Chatham House and represents Türkiye at the Confederation of British Industry (CBI).

Mr. Ali Y. Koç, who became a Member of the Board of Directors of Tüpraş in 2008, has been serving as Vice Chairman of the Board of Directors of Tüpraş since April 2016.

Rahmi M. Koç Member

A graduate of Johns Hopkins University in Business Administration, he joined the Koç Group in 1958 at Otokoç Ankara. He became Chairman of the Management Committee in 1980 and was named Chairman of the Board of Directors of Koç Holding in 1984, a post he held until 2003 when he became the Honorary Chairman. Apart from Koç Holding, he also serves as a Member / Chairman of the Board of Directors of other Koç Group companies. In addition, Rahmi M. Koç is or has been affiliated with social and professional organizations including:

- The Metropolitan Museum of Art, New York City, Honorary Trustee
- Co-Chairman of the Business Advisory Council for South East Europe (BAC SEE)
- Vice Chairman of the Board of Trustees of Vehbi Koç Foundation
- Honorary Chairman of the Board of Trustees of Koç University
- Founder and Chairman of the Board of Directors of the Rahmi M. Koç Museum and Cultural Foundation
- Chairman of the Board of Directors of the Vehbi Koç Foundation American Hospital
- Honorary Chairman and Founding Member of TURMEPA, The Turkish Marine and Environment Protection Association
- Honorary Chairman of the Advisory Board of the Turkish Industrial and Business Association (TÜSİAD)
- Member of the Advisory Board of the Turkish Employers Association
- Founding Chairman of the Global Relations Forum
- Former President of the International Chamber of Commerce (1.1.1995-31.12.1996)
- Former President of the Turkish Greek Business Council (1992-1999)
- Former Member of the Allianz AG International Advisory Board
- Former Member of the JP Morgan International Council
- Former Member of the International Advisory Board of the US Council on Foreign Relations

Rahmi M. Koç has been awarded with the following merits and degrees:

- “Honorary Doctorate” degrees by Johns Hopkins University (Baltimore-Maryland), Eskişehir Anadolu University, Izmir Ege University, Ankara Bilkent University, Ovidius University of Constanza and Aydın Adnan Menderes University
- “Outstanding Service Award” by the President of the Turkish Republic
- German Government’s “Grosses Verdienst Kreuz”
- “Order of High Merit of the Italian Republic”
- “Order of Merit of the Austrian Government”
- “(Honorary) Commander of the Most Excellent Order of the British Empire (CBE)”
- “Officier dans l’Ordre National de la Légion d’Honneur”, the highest medal awarded by the French government
- “Responsible Capitalism Lifetime Achievement Award” from FIRST, a leading multidisciplinary international affairs organization

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- The medal of Foreign Policy Association (FPA), globally recognized think-tank with its 100-year history
- “Hadrian Award” by the World Monuments Fund to the Koç Family
- “Carnegie Medal of Philanthropy” (New York) to the Koç Family
- “BNP Paribas Philanthropy Award” presented to the Koç Family (Paris)
- “Outstanding Service Award in Decorative Arts” presented to the Koç Family at the 16th Iris Foundation Awards
- “Cavaliere di Gran Croce dell’Ordine della Stella d’Italia – Knight Grand Cross of the Order of the Star of Italy” decoration bestowed by H.E. Giorgio Marrapodi, Ambassador of Italy to Ankara

Rahmi M. Koç has been serving as a Member of the Board of Directors of Tüpraş since 2008.

Semahat S. Arsel
Member

She began her career in 1964 as a Member of the Board of Directors of Koç Holding, a position she continues to hold. In addition, she is Chairman of the Board of Directors of Vehbi Koç Foundation and the Divan Group, President of the Semahat S. Arsel Nursing Education and Research Center and Founder of the Koç University School of Nursing. She also serves as Member of the Board of Directors of other Koç Group companies as well as Member of the Board of Trustees of the Educational Volunteers Foundation of Turkey (TEGV). Semahat Arsel has received an “Honorary Doctorate” degree from Istanbul University.

Semahat S. Arsel has been a member of Tüpraş Board of Directors since 2009.

Levent Çakıroğlu
Member

Levent Çakıroğlu graduated from Ankara University Faculty of Political Sciences, Business Administration Department and received his master’s degree from University of Illinois. He started his career as an Assistant Auditor at the Ministry of Finance in 1988, where he worked as a Senior Auditor between 1991 and 1997. He served as Vice President of Financial Crimes Investigation Board between 1997 and 1998, meanwhile he taught as a Part Time Instructor at Bilkent University. Çakıroğlu joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002 and 2007 and the CEO of Migros between 2007 and 2008. He was assigned as the CEO of Arçelik in 2008 and also became President of the Durable Goods Group of Koç Holding in April 2010. Çakıroğlu has been appointed as the CEO of Koç Holding in April 2015. He currently serves as the CEO and has also been a Member of the Board of Directors of Koç Holding since April 2016. Levent Çakıroğlu is also the Chair of the Board of Directors of Arçelik- LG, Tofaş and TürkTraktör, the Vice Chair of Yapı Kredi Bank and Member of the Board of Directors at various Koç Group companies.

Levent Çakıroğlu has been a member of Tüpraş Board of Directors since 30 March 2015.

Yađız Eyübođlu
Member

Yađız Eyübođlu graduated from Bođaziçi University with a BA degree in Economics in 1991. He went on to earn an MBA from Koç University in 1996. Mr. Eyübođlu began his professional career as a Management Trainee at Arçelik in 1991. Starting in 1993, he worked at Koç Holding for more than 10 years, as Auditor, Senior Internal Auditor, Assistant Financial Coordinator and Financial Coordinator, respectively. Between 2004 and 2009, he served as CFO of Arçelik; CEO and Board Member of Beko Elektronik; Assistant to the President of the Foreign Trade and Tourism Group at Koç Holding; and Human Resources Director at Koç Holding. From 2009 to October 2015, he was the General Manager of Aygaz. In October 2015, he was appointed Deputy President of the Energy Group at Koç Holding and since April 2016 he has been serving as the President of Energy Group. Mr. Eyübođlu currently serves as a Board Member both in several Koç Holding companies and non-governmental organizations. Eyübođlu also served as World LPG Association President, TİSK Turkish Employer Unions Confederation Chairman of the Board and Turkish Family Planning Foundation Chairman of the Board of Trustees.

Yađız Eyübođlu has been a member of Tüpraş Board of Directors since 4 April 2016.

Erol Memiođlu
Member

Erol Memiođlu is a graduate of the Middle East Technical University's Petroleum Engineering Department. He started his business career in 1979 as Senior Engineer at the Turkish Petroleum Corporation (TPAO) and later became Production Manager and President of the Overseas Projects Group. He was appointed Vice President at the Koç Holding A.Ş. Energy Group in 1999, later served as an Executive Board Member at Koç Holding Energy Group from 2003 to 2004; he has served as President of the same Group between May 2004 and April 2016.

Erol Memiođlu has been a member of Tüpraş and OPET Board of Directors since 2006.

A. Ümit Taftalı
Member

A. Ümit Taftalı completed his undergraduate education in Finance at Ball State University (Indiana) and his graduate education at the University of South Carolina. He also attended senior executive programs at Harvard University. He has been in international investment banking and asset management for nearly 40 years. He has held senior positions at Merrill Lynch & Company, Bankers Trust Company and Goldman Sachs International in Atlanta, New York and London. Taftalı served as Suna (Koç) Kıraç's proxy-advisor between 2001-2020 and as a member of the Koç Holding Management Committee until April 2021. He currently manages the Koç family's private investment office. He is also the Chairman of the Board of Kare Portfolio. He is or has been a Member, Member of the Board of Trustees, Board of Directors Member or Founder in many foundations and associations such as Suna-İnan Kıraç Foundation, Turkish Economic and Social Studies Foundation (TESEV), Turkish Industrialists' and Businessmen's Association (TÜSİAD), Saint Joseph Education Foundation, Educational Volunteers Foundation of Turkey (TEGV), Galatasaray Sports Club, American Finance Association (USA), Museum of American Financial History (USA), Ball State

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University Foundation (USA), Turkish Bankers Association (UK), University of South Carolina Foundation (USA). Taftalı has been a Board Member at Yapı Kredi and Koç Financial Services since April 2016.

Mr. A. Ümit Taftalı has been a Member of the Board of Directors of Tüpraş since March 27, 2025.

Zekeriya Kaya

Independent Member and Privatization Administration Representative

Zekeriya Kaya worked as an Accounting Auditor, Tax Auditor, Account Specialist, Group Manager of Ankara Tax Office, Group Head of the Tax Audit Board, and also worked as a Group Head and Department Head at the Revenue Administration. Between 2014-2018, he served as the Chief of Staff at the Ministry of Finance and the Chief of Staff at the Deputy Prime Minister's office. In 2018, Mr. Kaya served as the General Manager of State Support at the Ministry of Treasury and Finance and subsequently as the Ministry Counselor. He also served as a member of the Supervisory Board of the Central Bank of the Republic of Türkiye between 2017-2019. As of June 22, 2023, He was appointed Deputy Minister of Treasury and Finance. Mr. Kaya graduated from the Faculty of Economics and Administrative Sciences and also he has a Law degree.

Zekeriya Kaya has been a member of Tüpraş Board of Directors since 01 September 2023.

Dr. Şadan Kaptanoğlu Dikici

Independent Member

Şadan Kaptanoğlu graduated from the Department of Philosophy at Istanbul University Faculty of Letters and continued her academic studies in the United Kingdom. She completed her studies in the Maritime Department at London City College, earned her Master's degree in Maritime, Finance and Trade at City University's Bayes Business School, and received her PhD from De Montfort University.

Until January 2014, she served as General Manager of H.İ. Kaptanoğlu Shipping Group, the family-owned company, and she currently continues her career as a Member of the Board of Directors of Kaptanoğlu Shipping Co. Inc. Between 2018 and 2022, she served as Vice Chairman of the Board of the Istanbul and Marmara, Aegean, Mediterranean and Black Sea Regions Chamber of Shipping (IMEAK DTO), and she was also a Member of the Board of Trustees of Piri Reis University between 2008 and 2025. On 14 May 2019, Şadan Kaptanoğlu was elected President at the General Assembly of the Baltic and International Maritime Council (BIMCO), becoming the first Turkish and the first woman ever to hold this position. She was also the first recipient of the "Young International Freight Forwarder of the Year" award at the International Seatrade Awards in London in 2008. In May 2016, she became Chairperson of the Board of the DenizTemiz Association / TURMEPA, a role she continues to hold.

Şadan Kaptanoğlu Dikici served as an independent board member of Aygaz between 2019 and 2024, and has been serving as an independent member of the Board of Directors of Tüpraş since April 2024.

M. Yıldız Günay
Independent Member

Yıldız Günay, who completed her undergraduate education at Boğaziçi University Industrial Engineering in 1989 and her master's degree at the Department of Economics of the same university in 1992, started her career at Citibank Treasury Department in 1990, undertaking commercial responsibilities for different asset classes and was appointed to the Treasury Marketing Unit Manager. Ms. Günay, who joined Cargill in 1995, served as Deputy General Manager, covering the financial trading units, company treasury and financial operations areas, and subsequently established the Cargill - Black River Asset Management Turkey office in 2004. Here, she served as General Manager and Cargill Turkey Board Member, and over time, his area of responsibility expanded to include Central Asian and African countries. Yıldız Günay served as the General Manager of the Turkish Education Foundation (TEV) between September 2012 and May 2021 and led the institutionalization, digitalization and activation of asset management of the foundation. Additionally, she has been serving as an Independent Board Member at Ünlü & Co since 2021 and Türk Traktör A.Ş. since 2024. Günay completed the "Advanced Leadership Initiative" Program at Harvard University, which he started at the beginning of 2023, at the end of the year and is currently working as the Director of Corporate Development at Istanbul Robert College. M. Yıldız Günay has been an independent member of the board of directors of Tüpraş since April 2024.

Dr. Cem Kozlu
Independent Member

Born in Istanbul in 1946, Dr. Cem Kozlu holds a bachelor's degree from Denison University, an MBA from Stanford University, and a PhD from Boğaziçi University. He worked as an executive at NCR in the United States and at Procter & Gamble in Switzerland and later served as General Manager of Komili for ten years. Following his tenure as the CEO and Chairman of the Board of Turkish Airlines between 1988 and 1991, he again served as Chairman of the Board from 1997 to 2003. In addition, he served as Chairman of the Association of European Airlines (AEA) in 1990.

Between 1991 and 1995, he continued his public service as a Member of Parliament representing Istanbul in the Grand National Assembly of Türkiye. Since joining The Coca-Cola Company in 1996, he has held various senior roles. Before retiring in 2006, he served as Group President for Central Europe, Eurasia and the Middle East, based in Vienna, overseeing operations across 51 countries. Between 2007 and 2015, he continued to serve as an advisor to The Coca-Cola Company's Eurasia & Africa Group. Over the years, Dr. Kozlu has served on the boards or advisory boards of numerous institutions, including Eximbank, TAV Airports, Koç Holding, Hürriyet Newspaper, Arçelik, Şişecam, Coca-Cola İçecek, Coca-Cola Bottling Co. of Saudi Arabia, NBC Coca-Cola, AG Anadolu Group, Kamil Yazıcı Management and Consulting, Trader Media East, Multon ZAO, Global Investment House, and Godiva. He has also served as Chairman of the Board of Evyap Asia (Singapore-based) and of the Global Relations Forum. He currently serves on the boards of Pegasus Airlines and the Vienna-based Do&Co AG. Dr. Kozlu has lectured at Boğaziçi University and Denison University at various times and is the author of 11 books and numerous articles on management, marketing, and economics, along with several management-focused television series.

Dr. Cem Kozlu has been serving as an independent member of the Board of Directors of Tüpraş since April 2024.

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DECLARATION FOR INDEPENDENCY

I hereby declare that I am candidate for independent board membership on the Board of Directors of Türkiye Petrol Rafinerileri A.Ş. (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board’s Communique on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My CV indicates that I have skills, knowledge and expertise relevant to the Company’s business and extensive experience to fulfill my duties as an independent board member,
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- e) I am deemed to be resident in Turkey according to Income Tax Law No. 193 dated 31.12.1960,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfilment of my responsibilities,
- h) I have not been on the board of the Company for more than six years within last ten years,
- i) I do not serve as an independent member of the board of directors in more than three companies controlled by the same person, the Company, or shareholders exercising management control over the Company, nor in more than five publicly traded companies in total,
- j) I am not registered in the name of any legal entity elected as a board member.

Dr. Şadan Kaptanoğlu Dikici

The original is signed in Turkish version

DECLARATION FOR INDEPENDENCY

I hereby declare that I am candidate for independent board membership on the Board of Directors of Türkiye Petrol Rafinerileri A.Ş. (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board’s Communique on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My CV indicates that I have skills, knowledge and expertise relevant to the Company’s business and extensive experience to fulfill my duties as an independent board member,
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- e) I am deemed to be resident in Turkey according to Income Tax Law No. 193 dated 31.12.1960,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfilment of my responsibilities,
- h) I have not been on the board of the Company for more than six years within last ten years,
- i) I do not serve as an independent member of the board of directors in more than three companies controlled by the same person, the Company, or shareholders exercising management control over the Company, nor in more than five publicly traded companies in total,
- j) I am not registered in the name of any legal entity elected as a board member.

M. Yıldız Günay

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DECLARATION FOR INDEPENDENCY

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- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My CV indicates that I have skills, knowledge and expertise relevant to the Company’s business and extensive experience to fulfill my duties as an independent board member,
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- e) I am deemed to be resident in Turkey according to Income Tax Law No. 193 dated 31.12.1960,
- f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfilment of my responsibilities,
- h) I have not been on the board of the Company for more than six years within last ten years,
- i) I do not serve as an independent member of the board of directors in more than three companies controlled by the same person, the Company, or shareholders exercising management control over the Company, nor in more than five publicly traded companies in total,
- j) I am not registered in the name of any legal entity elected as a board member.

Dr. Mehmet Cem Kozlu

The original is signed in Turkish version

DECLARATION FOR INDEPENDENCY

I hereby declare that I am candidate for independent board membership on the Board of Directors of Türkiye Petrol Rafinerileri A.Ş. (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board’s Communiqué on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders,
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
- c) My CV indicates that I have skills, knowledge and expertise relevant to the Company’s business and extensive experience to fulfill my duties as an independent board member,
- d) I am deemed to be resident in Turkey according to Income Tax Law No. 193 dated 31.12.1960,
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfilment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- h) I do not serve as an independent member of the board of directors in more than three companies controlled by the same person, the Company, or shareholders exercising management control over the Company, nor in more than five publicly traded companies in total,
- i) I am not registered in the name of any legal entity elected as a board member.

Zekeriya Kaya

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APPENDIX/ 3

REMUNERATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

This policy document defines the remuneration systems and practices of our Board of Directors members and our senior executives, who consist of the general manager, assistant general managers and directors directly reporting to the general manager. Turkish Commercial Code and Türkiye Petrol Rafinerileri A.Ş. In accordance with Article 12 of the Articles of Association, a fixed remuneration is determined each year at the ordinary general assembly meeting for the membership functions of the Board of Directors, valid for the entire Board of Directors. Members of the Board of Directors are paid on a pro-rata basis, taking into account the time they have been in office as of the dates of their appointment and departure.

Members of the Executive Board are also paid within the scope of the policy determined for senior executives, the details of which are explained below.

Additional payment is made to the executive members of the Board in accordance with the policy established for senior executives.

Additional payment is made to the Board members who have been assigned specific duties to support the activities of the Company the amount of which is to be determined by the Board of Directors in consultation with the Corporate Governance Committee.

To the chairman and members of the Executive Committee of the Board which supports the Board in the proper management of the Company in all respects, additional compensation determined by the Board of Directors in consultation with the Corporate Governance Committee by taking into account such Committee Members' contributions, attendance at the meetings, functions, etc. can be granted. Payments made thereof to Executive Committee members within the year are to be deducted from the amount determined at the end of the year.

In respect of remuneration of the independent members of the Board of Directors, a payment plan based on the performance of the Company may not be used.

Pro rata payment is made to the members of the Board of Directors by taking into account the time they carried out their duty between the date of appointment and the date of resignation. Expenses incurred by the members of the Board of Directors on account of making contributions to the company (such as transportation, telephone, insurance, etc.) can be paid by the Company.

The remuneration of Senior Executives is to consist of two components, which are fixed and performance based.

Fixed salaries of senior executives are determined in accordance with international standards and legal obligations by taking into account the prevailing macroeconomic data in the market, the salary policies prevailing in the market, the size and long-term targets of the Company and the positions of the persons.

Bonuses for executives are calculated according to the bonus base, the performance of the Company and the individual performance in a way that will support companies to exceed business

goals encourage high performance and reward sustainable success. A summary of the criteria is as follows:

Bonus Base: Bonus Bases are updated at the beginning of each year. They vary depending on the work volume of the executives' positions. When updating the bonus bases, senior management bonus policies in the market are taken into account.

Company Performance: The performance of the Company is determined at the end of the year by measuring the financial and operational targets (market share, exports, overseas operations, productivity, etc.) assigned to the Company at the beginning of each year. In determination of the Company's targets, the sustainability of success and the degree to which it incorporates improvements over previous years are the principles taken into account.

Individual Performance: In the determination of individual performance, the individual and collective objectives and key results determined by senior executives together with their teams and executives are taken into account. In the measurement of individual performance, the principle of achieving long-term sustainable improvement in areas and compliance with Environmental, Social and Governance (ESG) policies apart from the financial dimension are also observed.

Severance payments may be granted to the key executives by taking into account total term of service, term of service as an executive, as well as contributions made to the company, the recent bonus base, and the salaries and bonuses paid in the last year of service.

Total amounts determined by the above principles and paid to the members of the Board of Directors during the year are submitted for shareholder approval at the next general meeting.