

May  
2022



# Investor Presentation



**DISCLAIMER STATEMENT** Turcas Petrol A.Ş. ("Turcas") has prepared this presentation document (the "Document") consisting of documents thereto for the sole purposes of providing information and projections and statements relating to Turcas (the "Information"). Turcas cannot guarantee the accuracy, adequacy, or completeness of such information, and cannot be responsible for the results. The Information is subject to change without any notice. Neither the Document nor the Information can construe any investment advice, or an offer to buy or sell Turcas shares. This Document and/or the Information cannot be copied, disclosed or distributed to any person other than the person to whom the Document and/or Information delivered or sent by Turcas or who required a copy of the same from the Turcas. Any and all information contained in this document are strictly confidential.

# Table of Contents

	Page #
1. Turcas: A Sustainable Investment Platform	
a) Turcas at a Glance.....	2
b) Group Structure & Milestones.....	3-4
c) Shareholding Structure & Stock Information.....	5
d) Turcas Dividend Stream.....	6-7
2. Investments	
a) Fuel Distribution : Shell & Turcas JV.....	8-13
b) Power Generation (Natural Gas Power Plant): RWE & Turcas JV.....	14-17
3. Financial Overview.....	18-19


# Turcas: A Sustainable Investment Platform

## At a Glance

### Turcas

- Oil & Energy focused Investment Company
- Extensive industrial know-how in Turkish Energy Business
- Active in Fuel Distribution-Lubricants and Power Generation
- Carved-in Business Partnership culture
- Targeting to Further Diversify its portfolio

### Corporate Profile

- 54% owned by Aksoy Girişimcilik Enerji ve Turizm A.Ş. (previous title Aksoy Holding) and traded on Borsa Istanbul since 1992
- A history full of strong partnerships with global major players
- Rated by Kobirate for Corporate Governance (Latest Rating: 9.58 out of 10)
-  #2 among energy companies listed in BIST Corporate Governance Index

### Existing Operations

#### Joint Venture with



Holding 30% shares of  
**Shell & Turcas JV**  
since 2006

#### Joint Venture with



Holding 30% shares of  
**RWE & Turcas JV**  
since 2009

#### Joint Venture with



Holding 13.1%<sup>(1)</sup> shares of  
**ATAŞ Oil Terminal**  
since 1970

### Market Position

- **Shell & Turcas:** Market leader in under canopy sales, #1 in Throughput ratio (sales per station);
- **RWE & Turcas:** One of the most sizeable (800 MW) and efficient (57%) CCPPs in the Turkish Power market;
- **ATAŞ:** 3rd largest Oil Terminal in Turkey with a total capacity of 577K m3;

### Key Investment Highlights

- Turcas is the **only listed Company in Turkey that provides exposure to local operations of global energy giants like Shell and RWE**
- Strong cash inflows from Shell & Turcas and RWE & Turcas thanks to excellent performance
- **Portfolio Hedge via exposure in different fields of energy** (fuel distribution and conventional power generation)



(1) ATAŞ' direct ownership is as follows: 68% BP; 27% Shell & Turcas; and 5% Turcas. Since Turcas owns 30% of Shell & Turcas, total of Turcas' direct and indirect ownership at ATAŞ becomes 13.1%

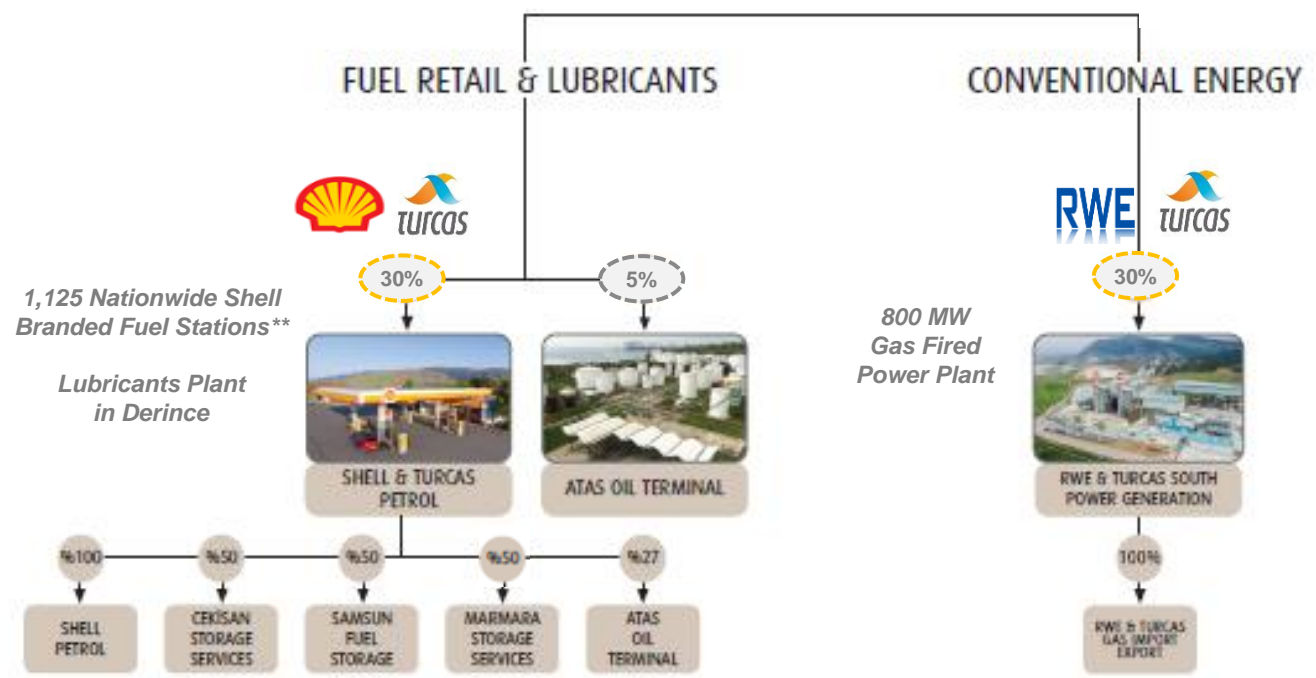


# Turcas: A Sustainable Investment Platform

## Group Structure



Bloomberg Ticker: TRCAS.TI  
 Reuters Ticker: TRCAS.IS  
 Free Float: 28% \*\*



\* ATAS appears twice on the Group Structure due to both direct and indirect shareholdings which in total make Turcas ownership at ATAS 13.1%.  
 \*\* As end of March 2022



Equity Pick Up Consolidation under IFRS

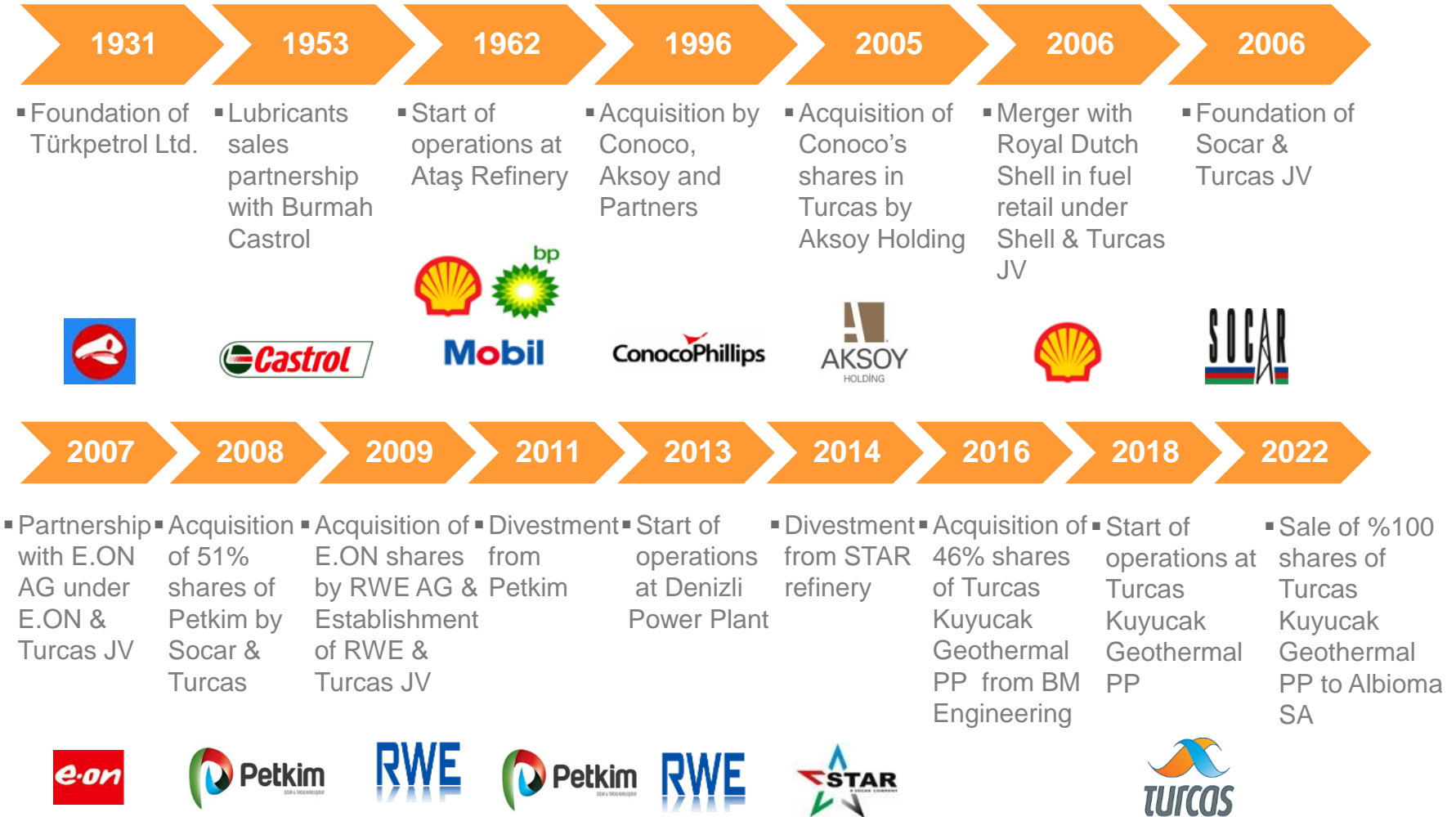


Classified under Financial Assets in IFRS



# Turcas: A Sustainable Investment Platform

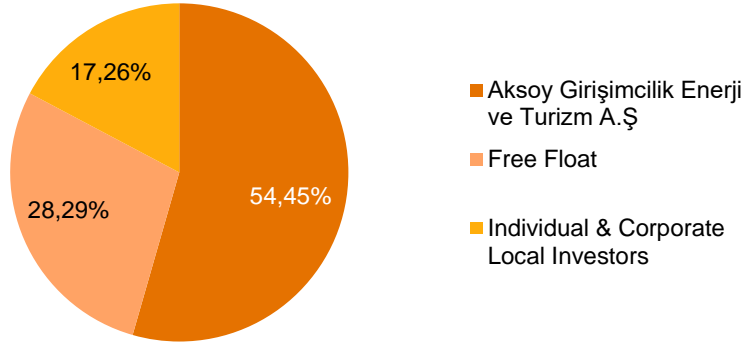
## Corporate Milestones



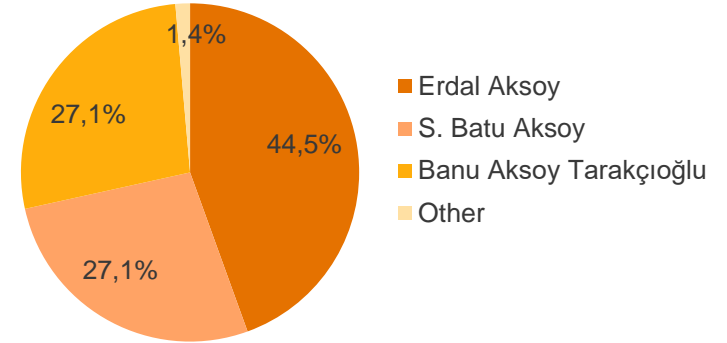
# Turcas: A Sustainable Investment Platform

## Shareholding Structure & Stock Information

### Shareholding Structure of Turcas Petrol (as of 31/03/2022)



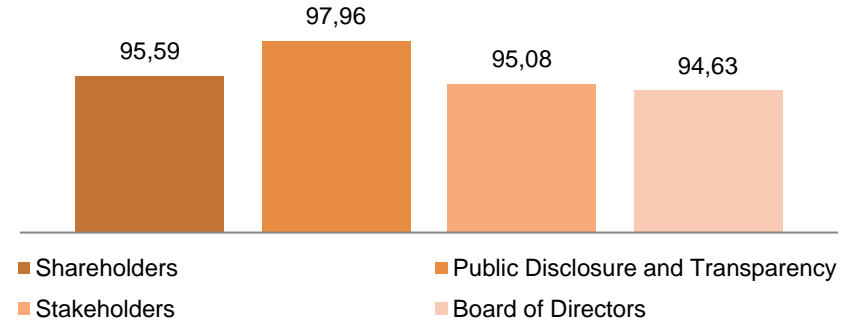
### Shareholding Structure of Aksoy Giriřimcilik



Stock Information	
BIST Ticker	TRCAS
Bloomberg Ticker	TRCAS TI
Reuters Ticker	TRCAS IS
IPO Date	04 June 1992
Listed Exchanges	Borsa İstanbul (BİST)
Listed Indices	BİST CORPORATE GOVERNANCE, BİST HOLDING AND INVESTMENT, BİST İSTANBUL, BİST MAIN
Share Price (12/05/2022)	6.89 TL
Market Cap. (12/05/2022)	1,761 MM TL

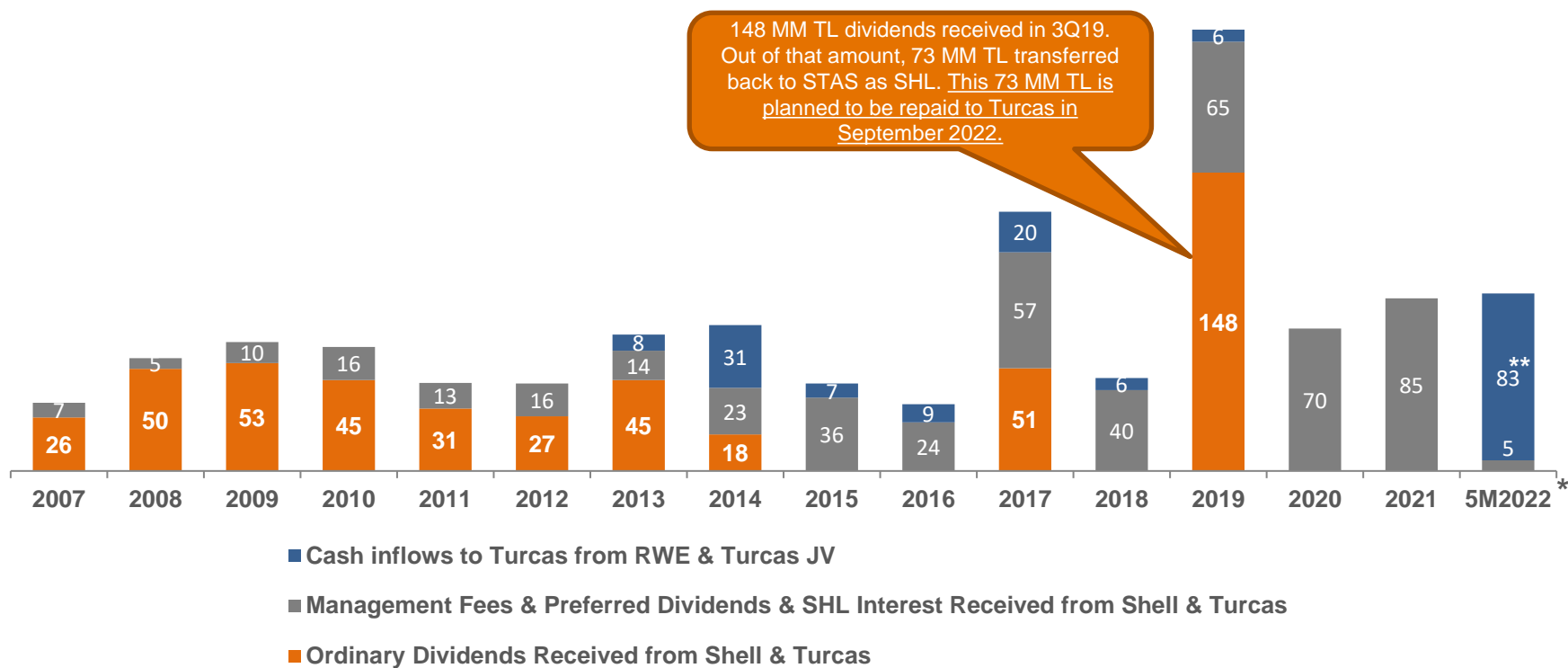
### Turcas Corporate Governance Rating – 9.58/10

Rating Scores by Section (out of 100)



# Cash Inflows From Subsidiaries (Shell Turcas & RWE Turcas)

MM TL



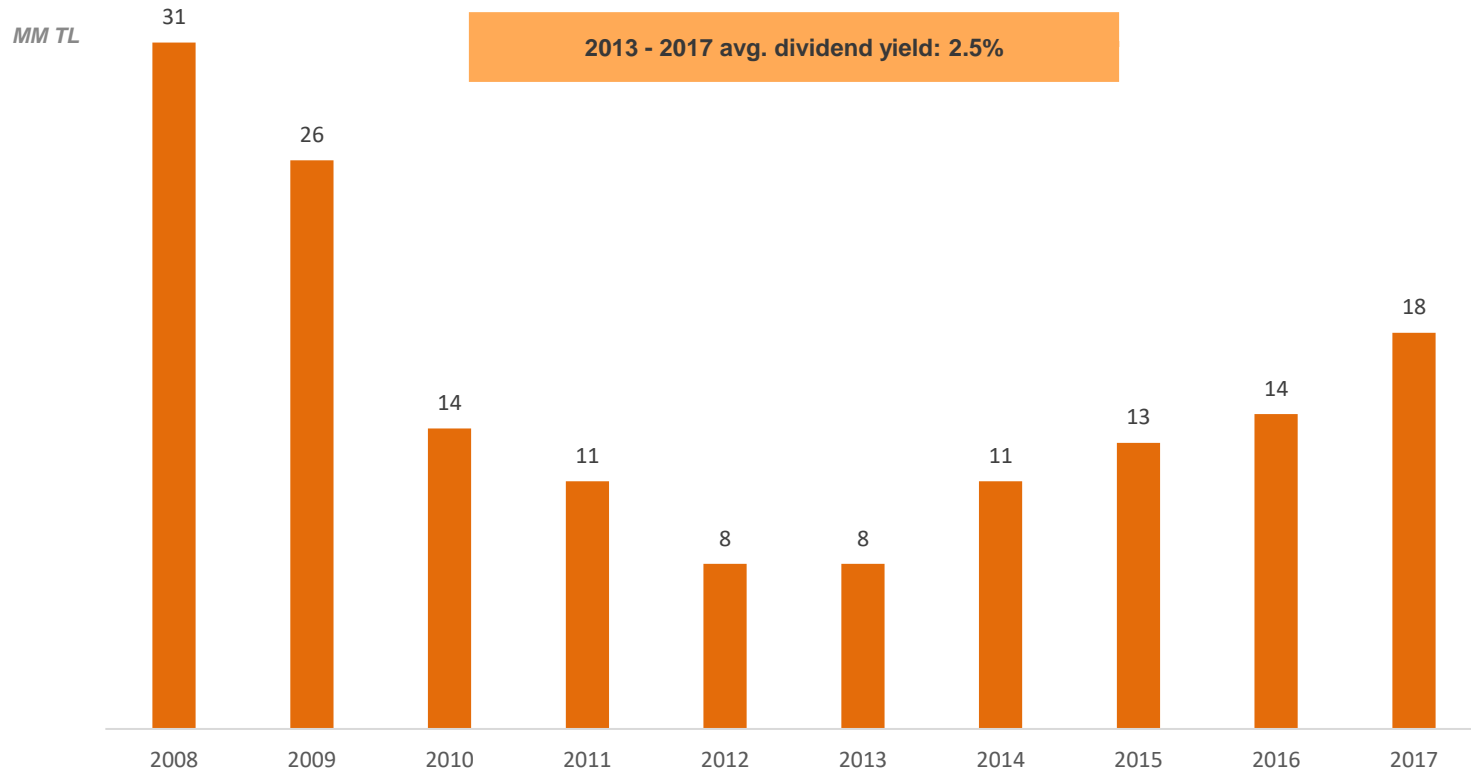
\* For the period between 01/01/2022 – 16/05/2022.

\*\* RWE&Turcas has completed the capital reduction process, amounting to 275 MM TL in May 2022 and Turcas share of 82.5 MM TL has been collected in May 2022.



# Turcas: A Sustainable Investment Platform

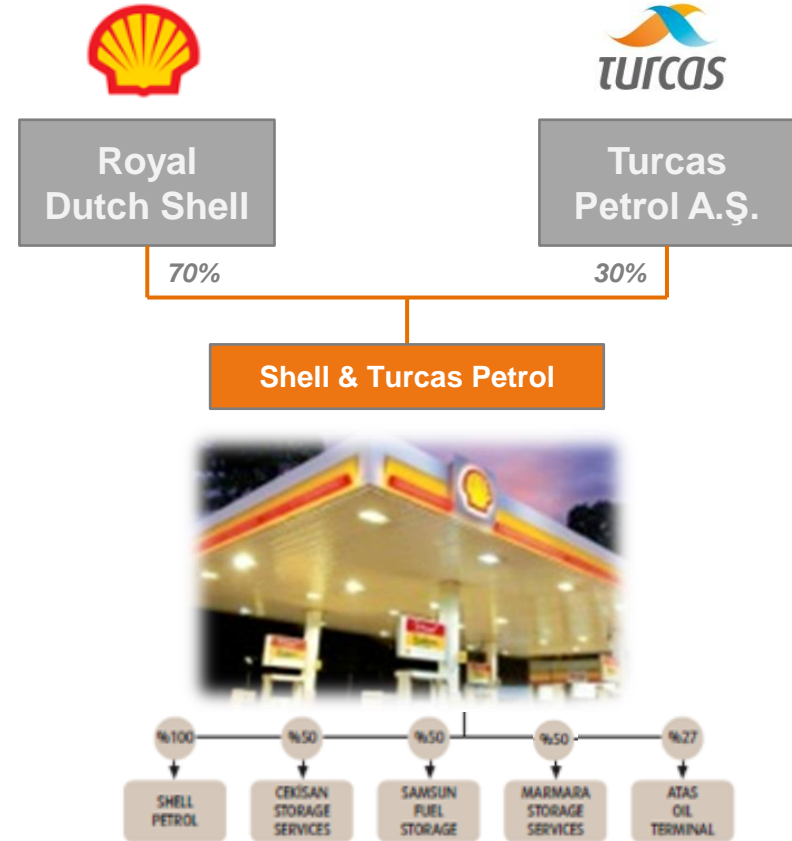
## Dividends Paid by Turcas





# Fuel Distribution: Shell & Turcas JV

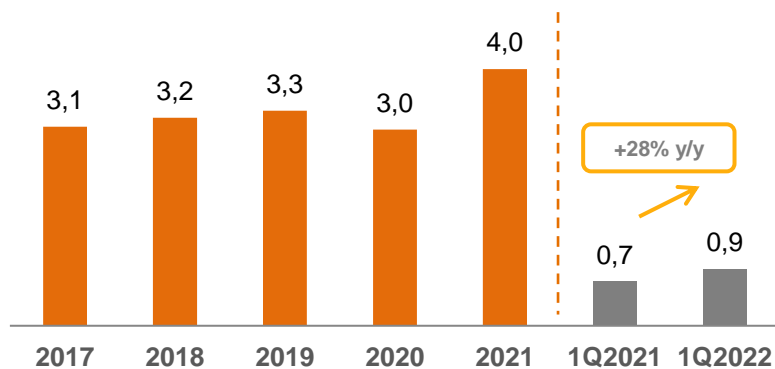
- In 2005, Royal Dutch Shell ('Shell') and Turcas Petrol A.Ş. have merged their fuel retail operations in Turkey under the name of Shell & Turcas Petrol A.Ş. ('STAŞ'). Newly established company, STAŞ, started its operations in July 2006
- Shell holds 70% of the shares while Turcas Petrol holds remaining 30% in the JV
- After the successful merger in 2006, 650 Türkp petrol branded fuel stations owned by Turcas and 650 Shell branded fuel stations of Shell Turkey, along with both companies' logistics centers, storage and filling facilities and a lubricant oil production plant in Derince – İzmit and marketing activities were merged under STAŞ and all stations started to operate under Shell brand
- Today, STAŞ operates through 1,125 nationwide Shell branded fuel stations as of the end of March 2022.
- STAŞ is the market leader in Gasoline and On-Site White Oil sales as well as throughput ratio (white product sales / station), one of the most important profitability KPIs in the business



# Fuel Distribution: Overall Market Growth

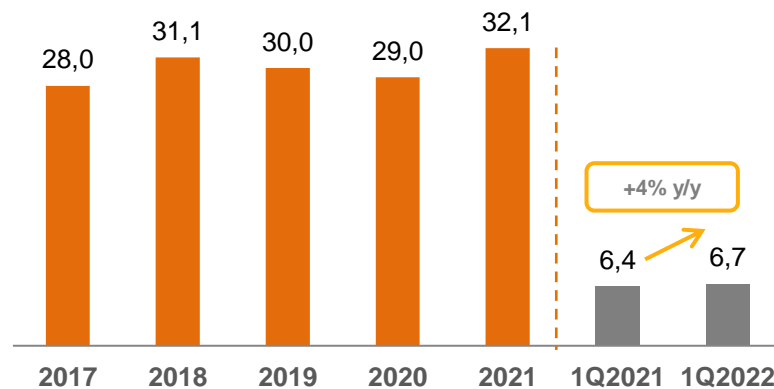
## Gasoline Sales (Sector)

MM m<sup>3</sup>



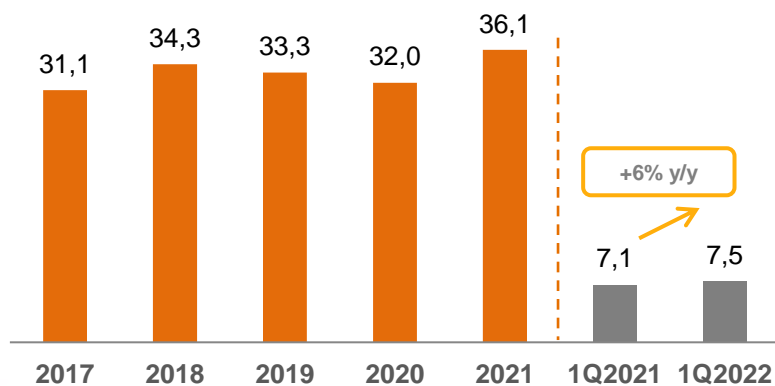
## Diesel Sales (Sector)

MM m<sup>3</sup>



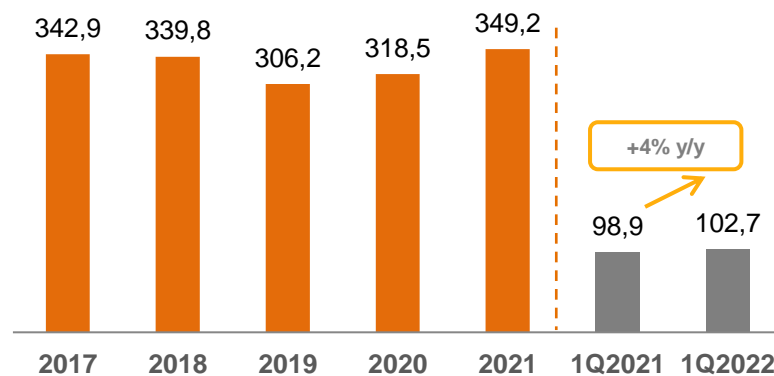
## White Product Sales (Sector)

MM m<sup>3</sup>



## Lubricants Sales (Sector)

K tons



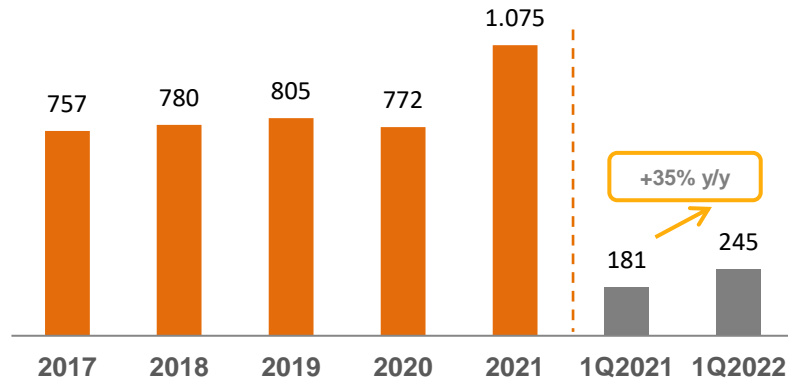
Source: PETDER



# Fuel Distribution: Shell & Turcas JV Volume Growth

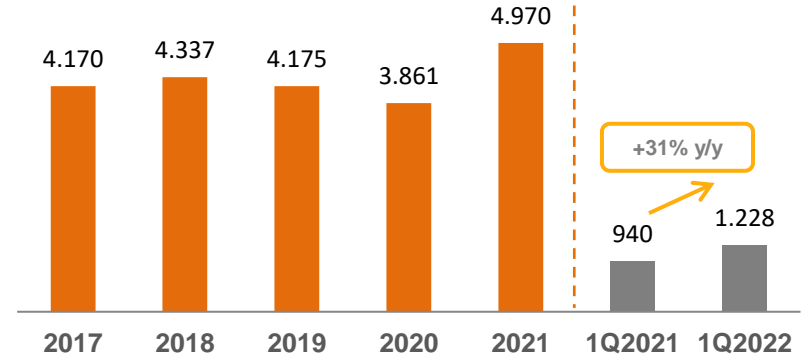
## Gasoline Sales (STAŞ)

ths m<sup>3</sup>



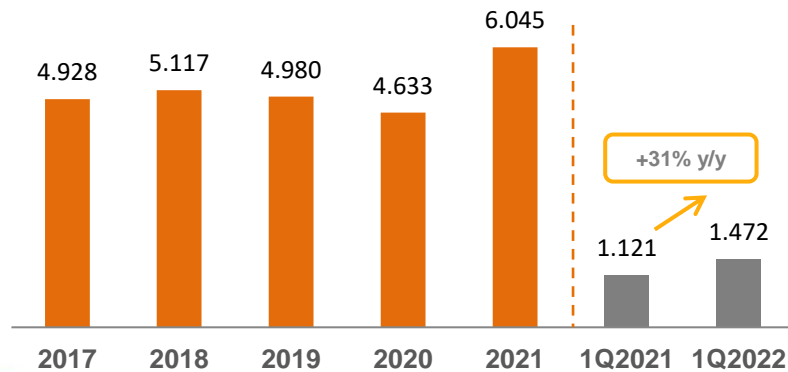
## Diesel Sales (STAŞ)

ths m<sup>3</sup>



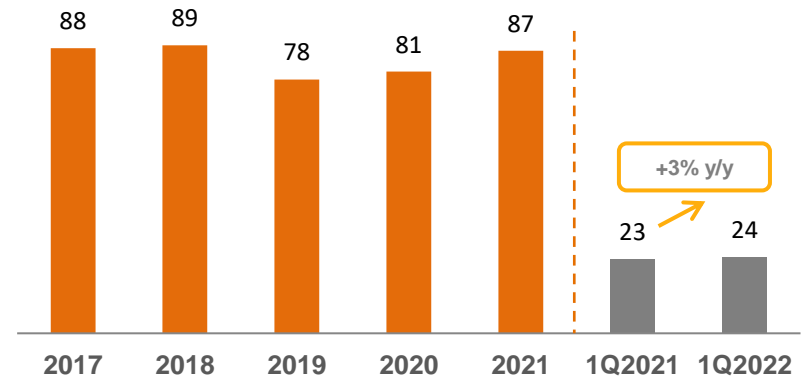
## White Product Sales (STAŞ)

ths m<sup>3</sup>



## Lubricants Sales (STAŞ)

K tons

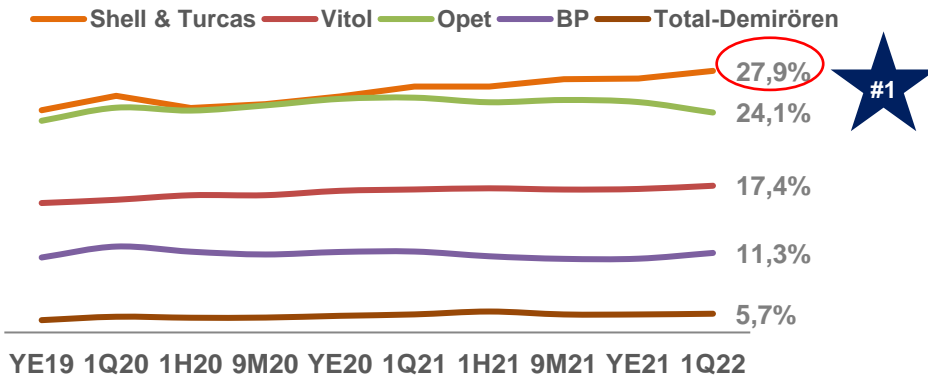


Source: PETDER

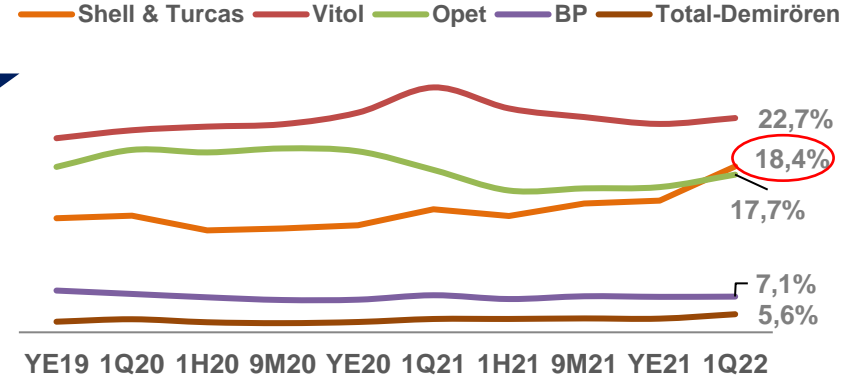


# Fuel Distribution: Shell & Turcas JV Market Share

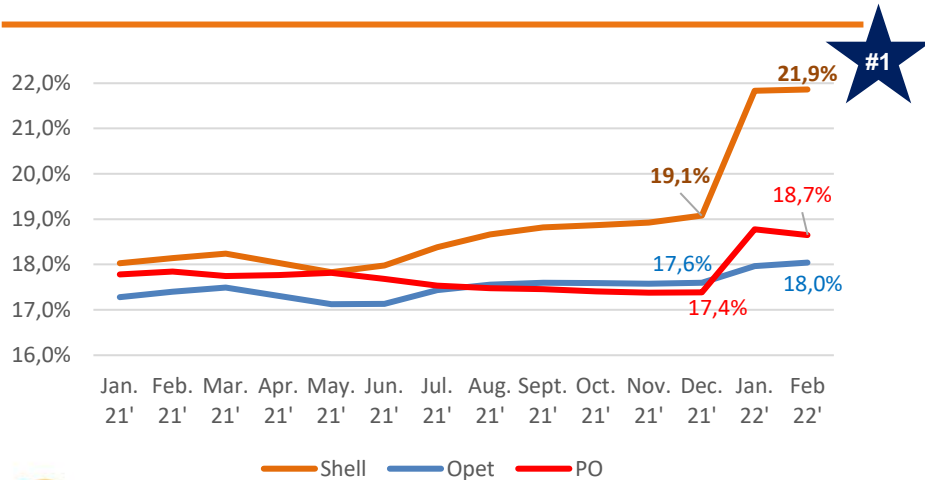
## Gasoline Market Shares



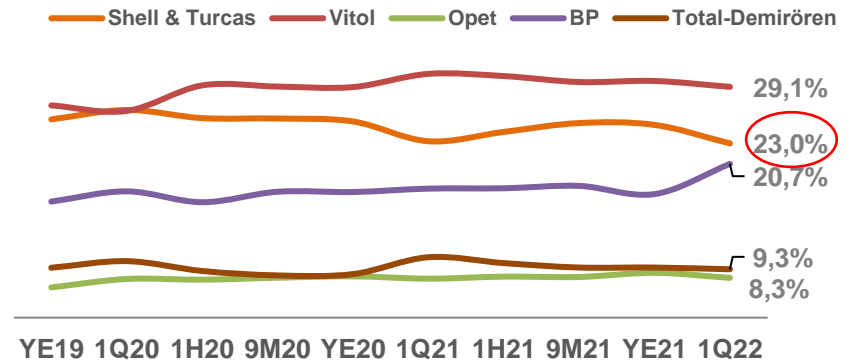
## Diesel Market Shares



## Onsite White Oil Market Shares (2021-2022 Feb.)



## Lubricants Market Share

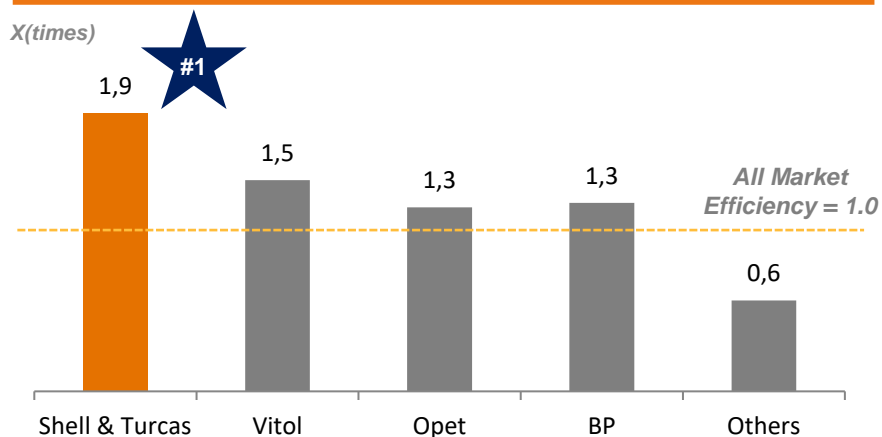


Source: PETDER data used for gasoline, diesel and lubricants market shares. EMRA data used for onsite market shares

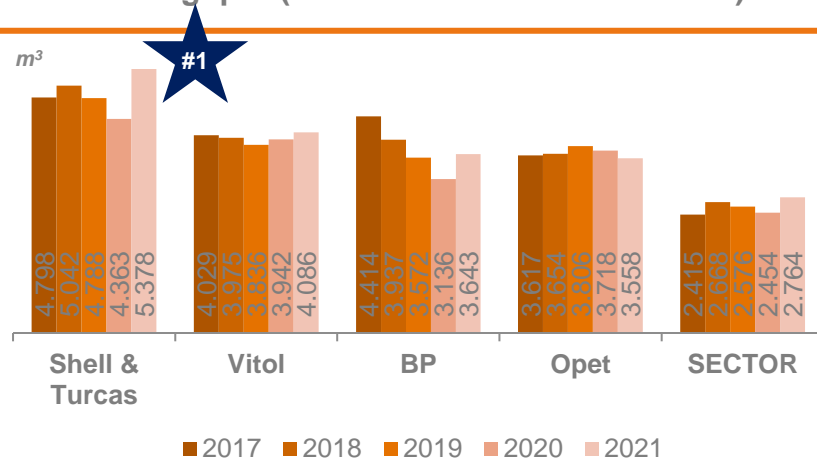


# Fuel Distribution: Shell & Turcas JV Efficiency Metrics

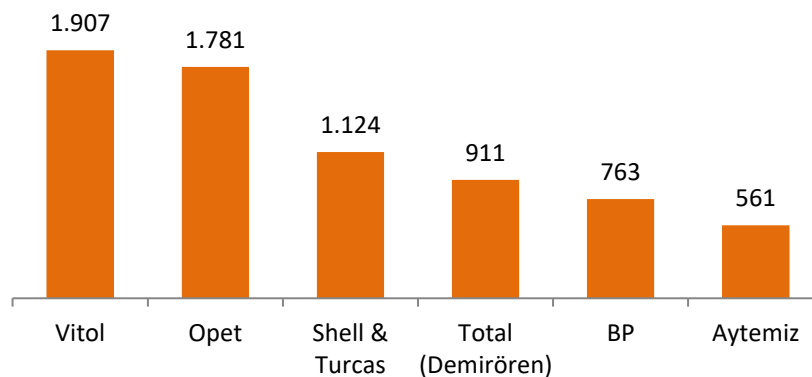
## Market Efficiency Index (as of YE21)



## Throughput (White Product Sales / Station)



## # of Stations (as of YE21)



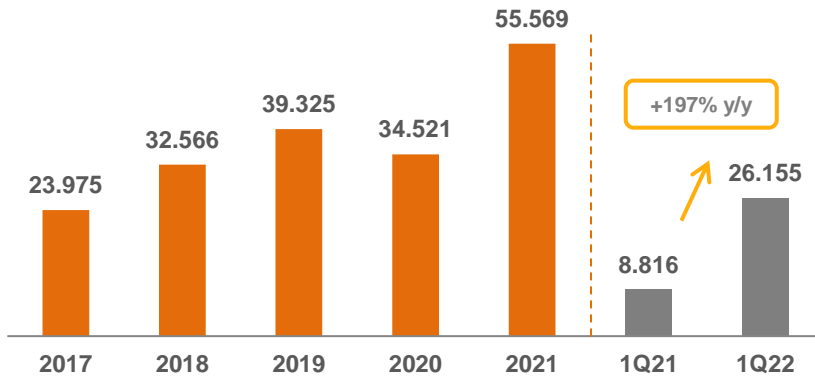
Source: EMRA and PETDER. Efficiency Index is calculated as throughput / sectoral throughput



# Fuel Distribution: Shell & Turcas JV

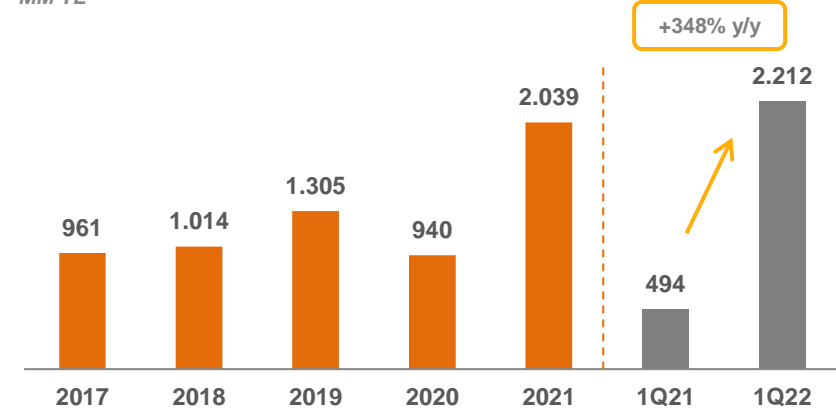
## Net Sales

MM TL



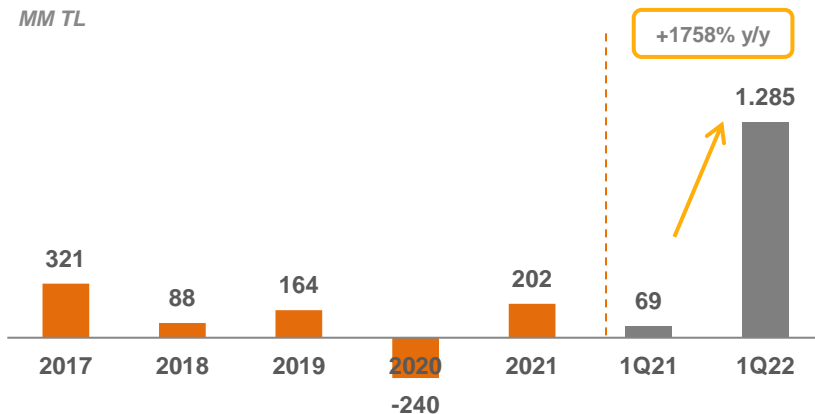
## EBITDA

MM TL



## Net Income / Loss

MM TL



## Shell & Turcas 1Q22 Highlights

- Total sales volume is up by 28% compared to the same quarter of the previous year.
- Net Sales has increased by 197% y/y and by 36% compared to 4Q21 due to combined effects of increased product prices, volumes and market share.
- Significant stock gains (as high as ca. 1.1 Billion TL) fuelled by increase in oil / product prices have significantly boosted the EBITDA and Net Profit.
- Strong recovery in Net Profit level (1Q21: 69 MM TL, 4Q21: -110 MM TL) despite the increased financing expenses.



Source: STAŞ IFRS consolidated financials.



# Power Generation (Natural Gas PP): RWE & Turcas JV

- In 2009, Turcas and Germany's RWE established a joint venture company under the name RWE & Turcas Güney ('RTG') to establish a 800 MW CCPP in Turkey
- RWE holds 70% and Turcas holds the remaining 30% in the JV
- CCPP is fully operational since June 2013 and designed according to the latest technology with 58% efficiency (one of the highest in Turkey)

## Financial Indebtedness Regarding Turcas' 30% stake in RTG:

- Turcas' outstanding project finance loan balance for Denizli Power Plant is EUR 37 MM as end of April 2022. (Tenor is 2025 June)
- There is no financial indebtedness on RTG Balance Sheet as of 31.03.2022.

Denizli CCPP with an installed capacity of c.a.800 MW



**RWE**

**turcas**

RWE Turkey Holding

Turcas Petrol A.Ş.

70%

30%

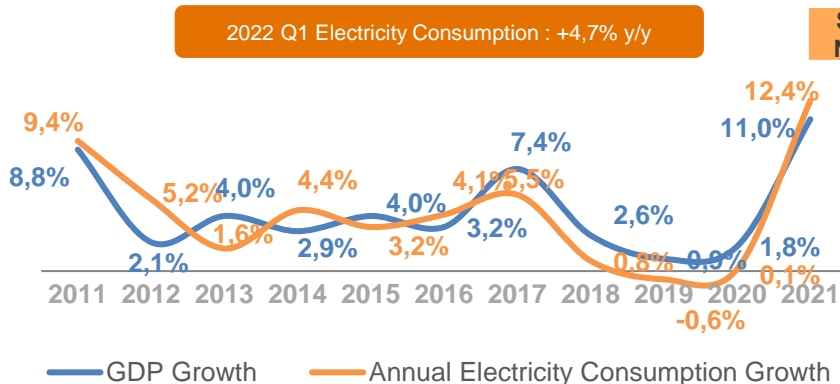
Denizli 800 MW CCPP under Special Purpose Vehicle ("RTG" or "SPV")

Financing Banks

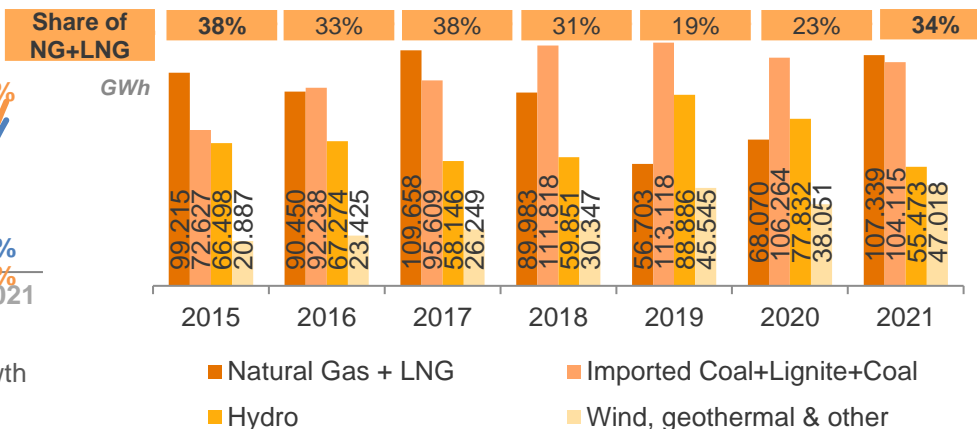


# Power Generation (Natural Gas PP): Overall Market Info

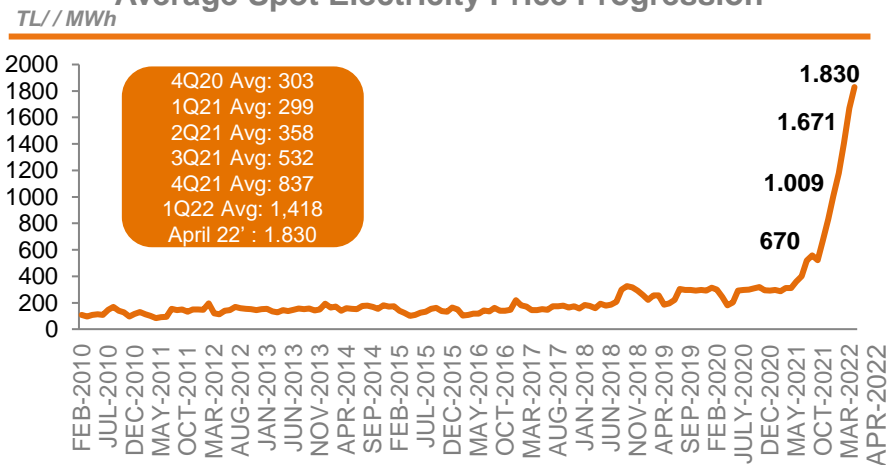
## GDP vs Electricity Consumption Growth



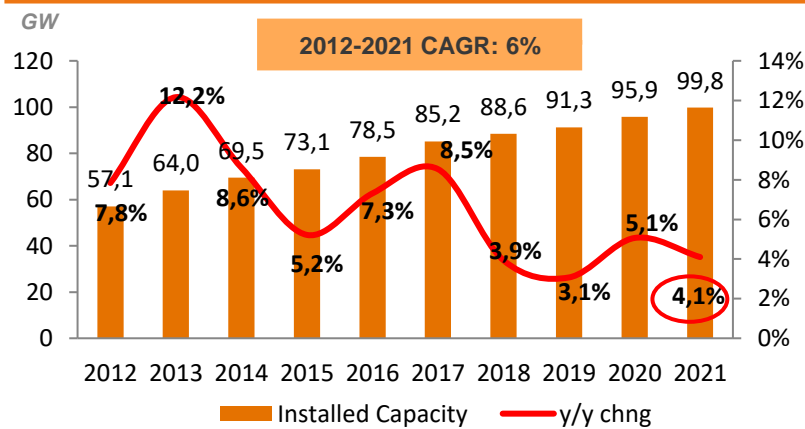
## Turkish Power Generation (by source)



## Average Spot Electricity Price Progression



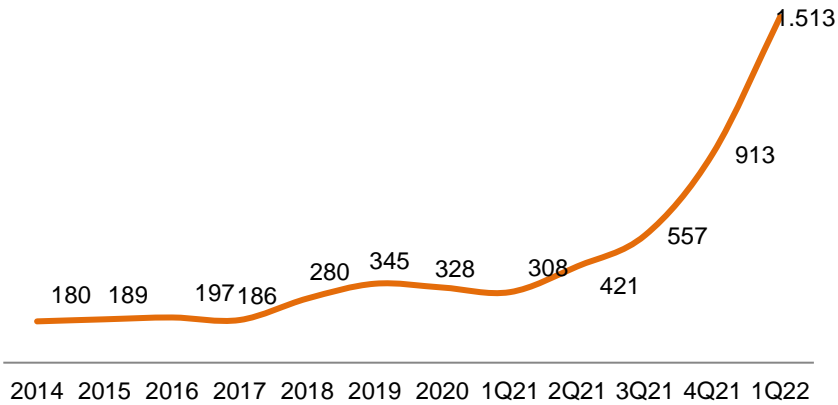
## Turkey's Installed Capacity (since 2012)



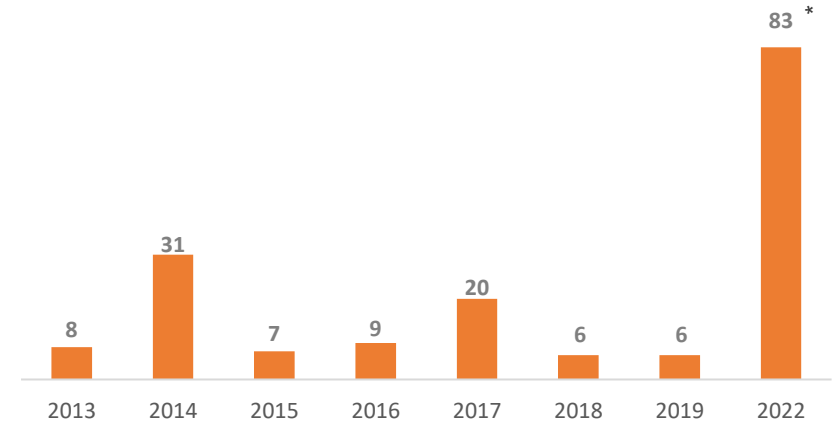


# Power Generation (Natural Gas PP): RWE & Turcas JV

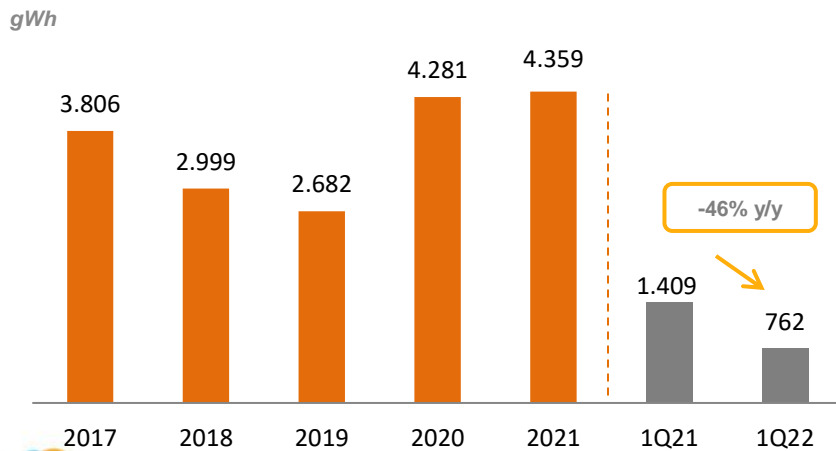
## RTG Average Electricity Sales Price (TL/MWh)



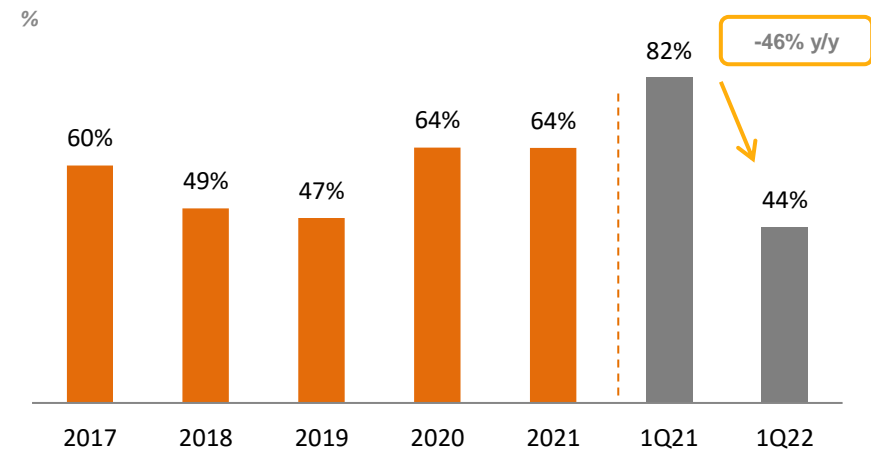
## Cash inflows to Turcas from RWE & Turcas JV (MM TL)



## Electricity Sales



## Capacity Utilization Rate



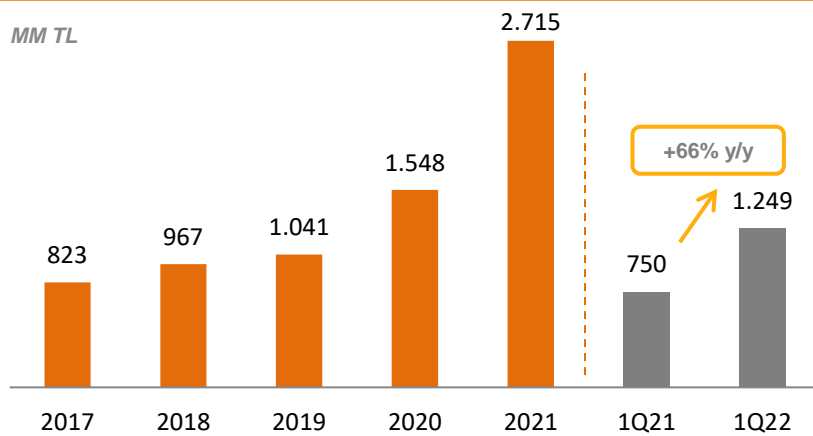
\* Turcas share of capital decrease amounting to 82.5 MM TL is collected in May 2022.

Source: RWE & Turcas IFRS consolidated financials.

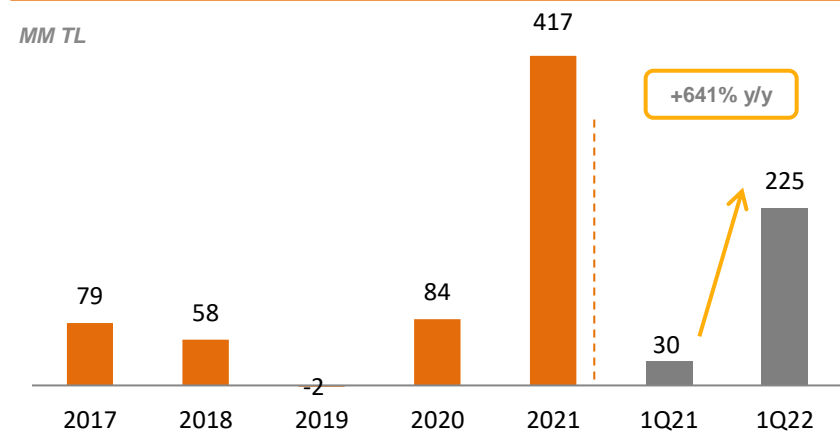


# Power Generation (Natural Gas PP): RWE & Turcas JV

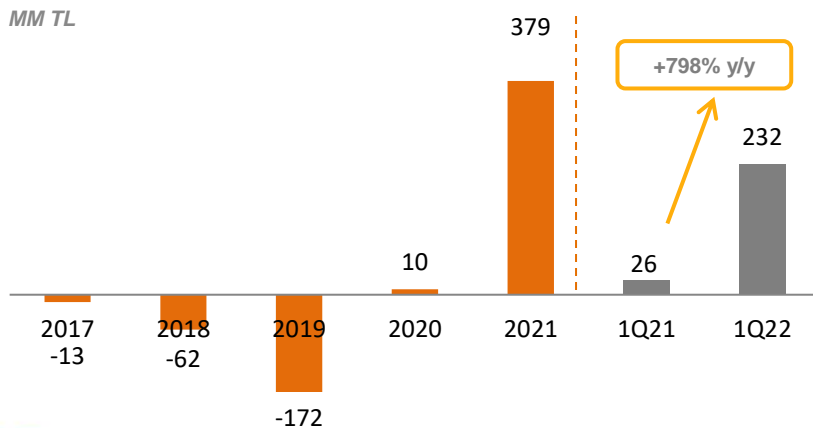
## Net Sales



## EBITDA



## Net Income / Loss



## RWE & Turcas 1Q22 Highlights

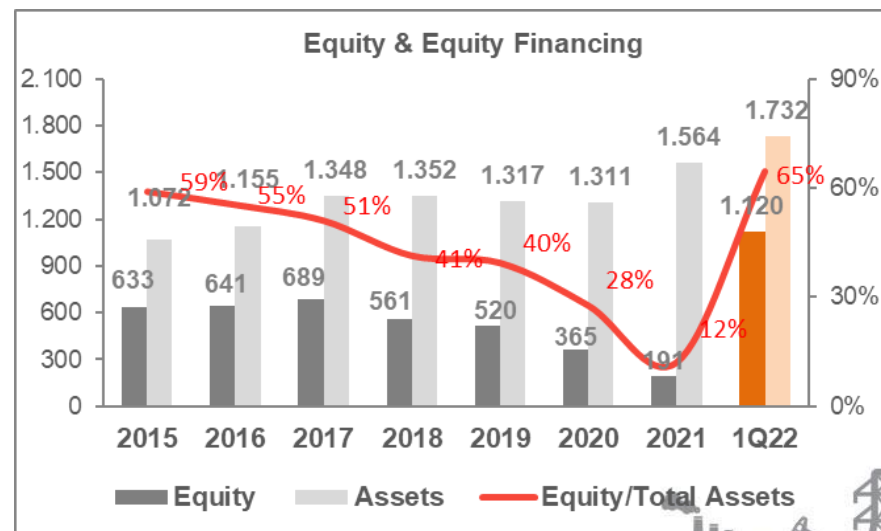
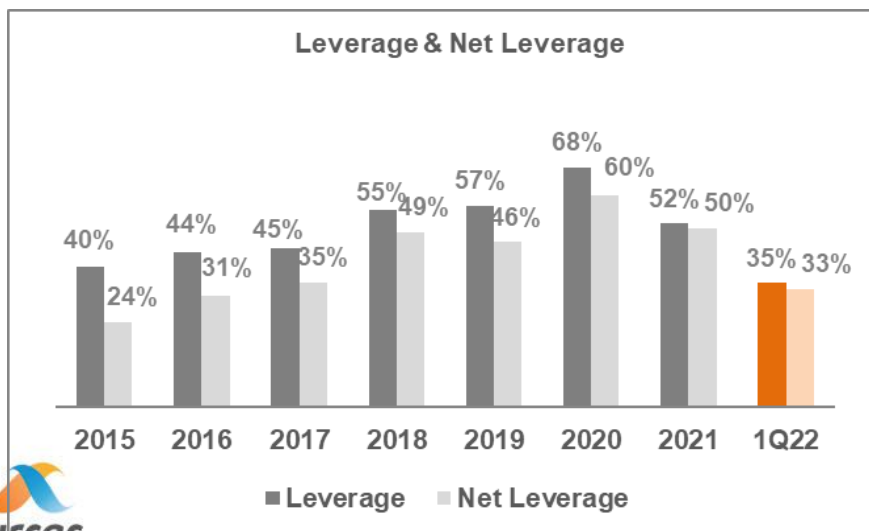
- Although power generation has significantly declined by 46% due to gas curtailments, net sales has increased by 66% due to increase in prices.
- Generated a record first quarter EBITDA of 225 MM TL (similar to 230 MM TL EBITDA in 4Q21) thanks to outstanding operational performance and recovered margins.
- 26.3 MM TL Capacity Payments received in 1Q22 (1Q21: 16.6 MM TL)
- RWE&Turcas General Assembly has resolved for a capital reduction of 275 MM TL on 15/02/2022. Turcas share of 82.5 MM TL has been collected in May 2022.

# Turcas Consolidated IFRS Summary BS & PL

## IFRS Consolidated Financial Statements & Financing Ratios

Balance Sheet , million TL	2021	1Q2022	Ytd	Income Statement, million TL	1Q2021	1Q2022	Y/Y
Cash & Cash Equivalents	21	31	52%	Revenues (Electricity Sales)	21	0	n.m.
Receivables From Rel.Parties <small>(from STAŞ, ST)</small>	74	74	0%	Gross Profit	15	0	n.m.
Associates <small>(STAS &amp; RTG)</small>	861	1.316	53%	Other Operational Income (Net)	4	2	-58%
Fixed Assets Classified For Sale (TKG)	384	0	n.m.	Operating Expenses	-8	-12	48%
Fixed Assets	21	20	-3%	<b>Operating Profit</b>	<b>11</b>	<b>-10</b>	<b>-191%</b>
Financial Assets <small>(FMV of Usufruct Certificates, VCF investment)</small>	180	215	19%	<b>Income from Investments</b>	<b>-8</b>	<b>335</b>	<b>4065%</b>
<b>Total Assets</b>	<b>1.564</b>	<b>1.732</b>	<b>11%</b>	<b>Income from Subsidiaries</b>	<b>29</b>	<b>455</b>	<b>1496%</b>
Liabilities Belonging to Assets Classified For Sale (TKG)	559	0	n.m.	<i>Shell &amp; Turcas</i>	21	386	1758%
S - T Financial Liabilities <small>(PF Loans for RTG)</small>	221	235	6%	<i>RWE &amp; Turcas</i>	8	70	798%
L - T Financial Liabilities <small>(PF Loans for RTG)</small>	586	369	-37%	<b>Earnings Before Financing &amp; Tax</b>	<b>31</b>	<b>780</b>	<b>2400%</b>
Equity	191	1.120	487%	Net Financial Losses	-44	-33	-24%
<b>Total Liabilities &amp; Equity</b>	<b>1.564</b>	<b>1.732</b>	<b>11%</b>	<i>Net FX Losses</i>	-40	-26	-36%
<b>Net Debt</b>	<b>787</b>	<b>573</b>	<b>-27%</b>	<b>Net Income Before Tax</b>	<b>-13</b>	<b>747</b>	<b>5914%</b>
				Tax	6	-4	165%
				Loss / Profit From Suspended Operations (TKJ)	0	57	n.m.
				<b>Net Income/Loss</b>	<b>-6</b>	<b>799</b>	<b>12683%</b>

Note: ST Receivables from Related Parties are SHLreceivables from STAŞ

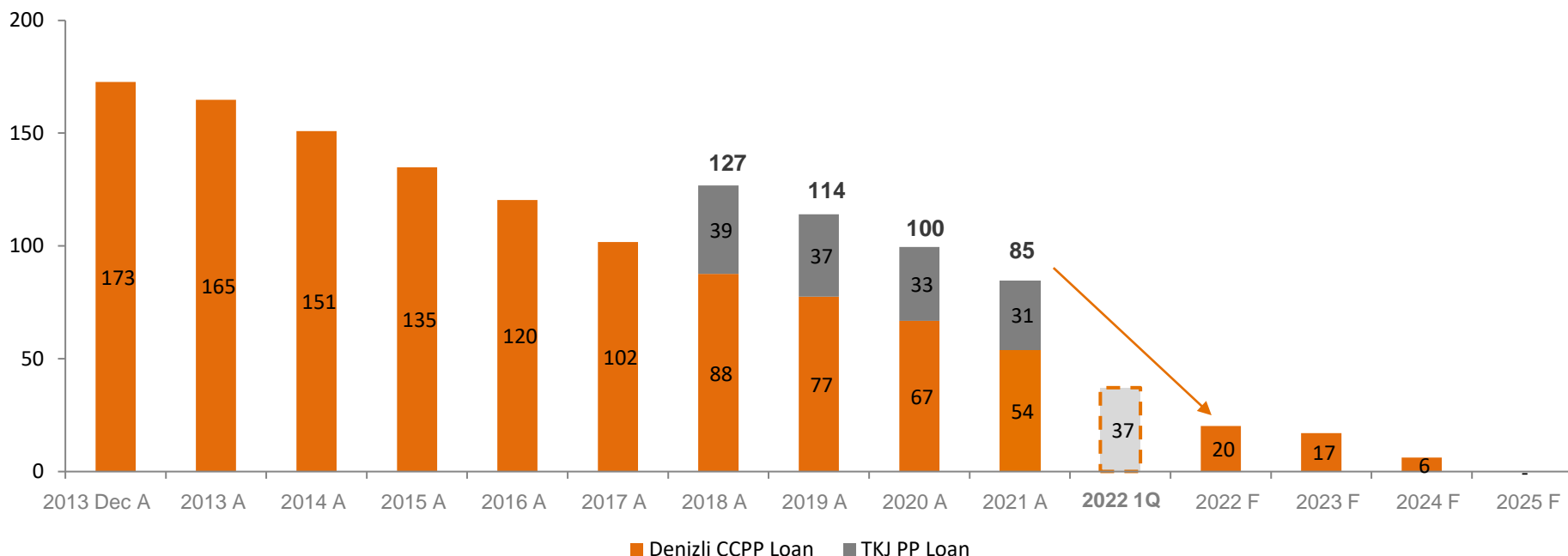


Note: Leverage = Financial Liabilities / Total Assets, Net Leverage = Net Debt / Assets

# Financial Deleveraging Ongoing – Planned Schedule

MM EUR

Denizli CCPP +TKJ PP Project Finance Loans Principal Outstanding Balance



A Share Purchase Agreement has been signed between Turcas Petrol A.S. and Albioma SA, regarding the sale of 100% shares of TKJ on December 21, 2021. Share transfer hence Closing has been completed on February 14, 2022. Therefore, TKJ Project Finance Loan amounting to 31 MM EUR as at YE2021 is no longer existent within Turcas Balance Sheet.

On the Closing Date, 20.5 MM USD out of the Total Share Sales Proceeds of 24.3 MM USD has been collected by Turcas. With these funds, Turcas made an early repayment of 16.85 MM EUR to Denizli CCGT Lenders, bringing the actual principal balance to 37 MM EUR. The loan balance is projected to diminish to 20 MM EUR at 2022 YE.

Remaining portions of the Total Share Sale Proceeds are as follows: (i) 838 K USD is expected to be received on August 2022, and (ii) 3 MM USD is expected to be received latest by February 2023.



# Thank you!

## Contact Information

### **Mert GÖKNAR**

*Finance and Investor Relations Manager*

*E-mail: mert.goknar@turcas.com.tr*

*Phone: +90 212 259 00 00 / Ext: 1243*

### **Arif ŞAHİN**

*Corporate Finance and Investor  
Relations Deputy Manager*

*E-mail: arif.sahin@turcas.com.tr*

*Phone: +90 212 259 00 00 / Ext: 1238*

