

August  
2022



# Investor Presentation



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# 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

Shell & Turcas Petrol



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%

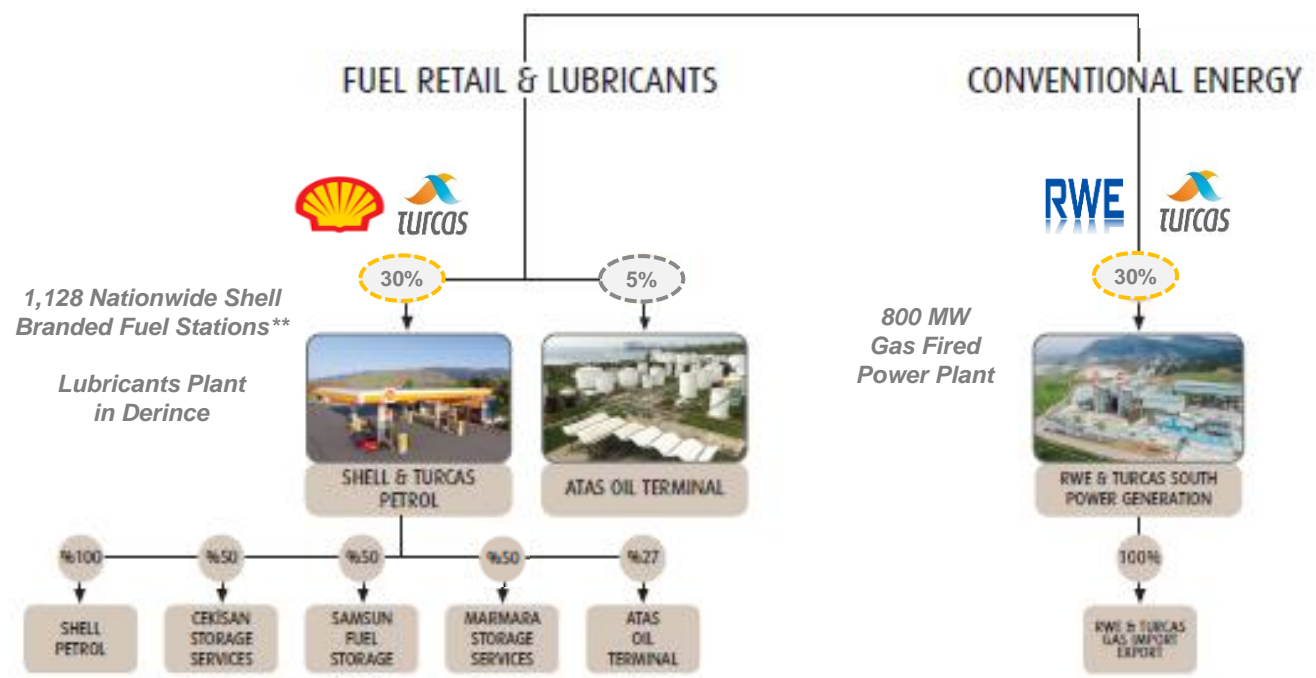


# Turcas: A Sustainable Investment Platform

## 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 June 2022



Equity Pick Up Consolidation under IFRS

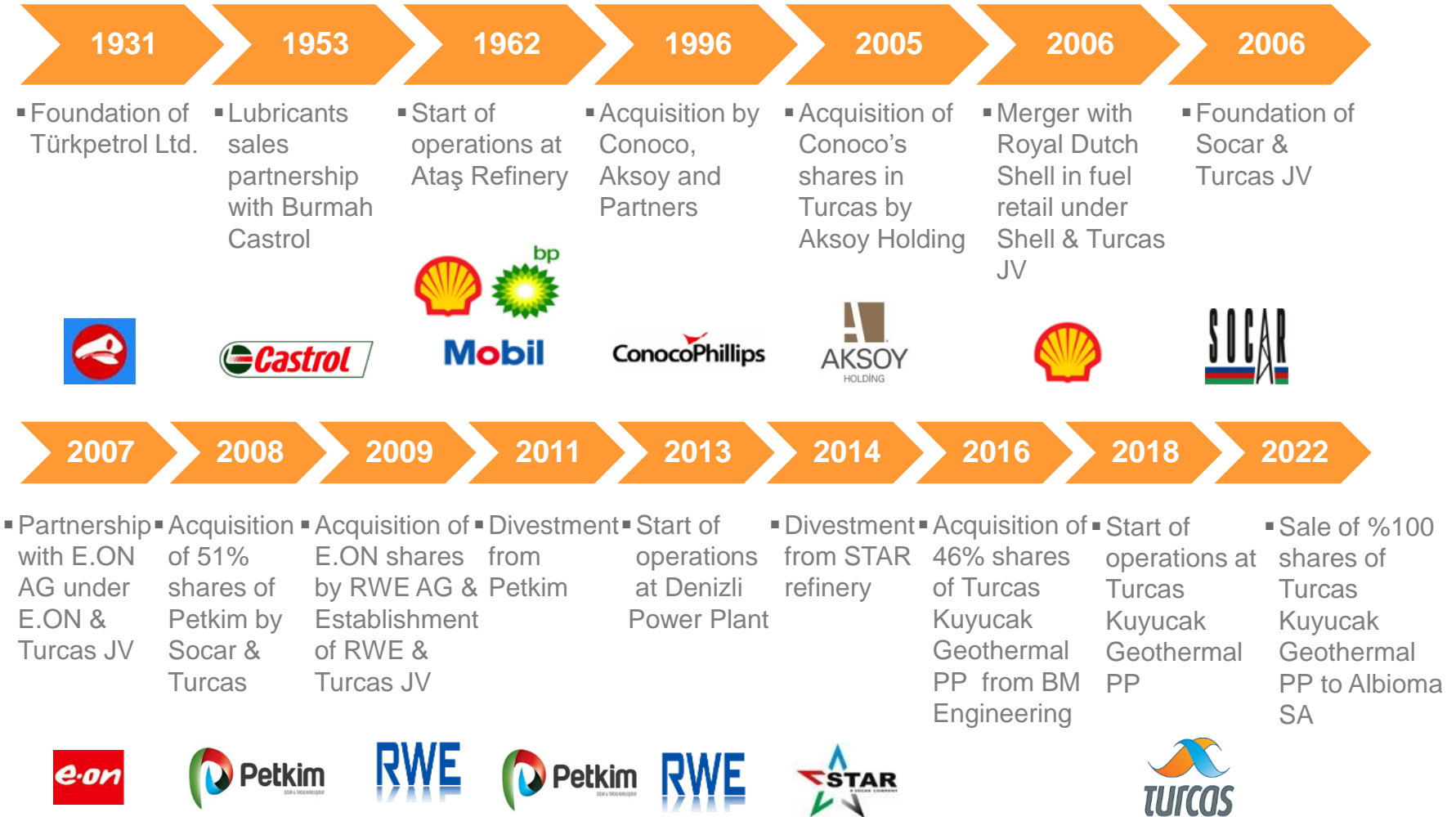


Classified under Financial Assets in IFRS



# Turcas: A Sustainable Investment Platform

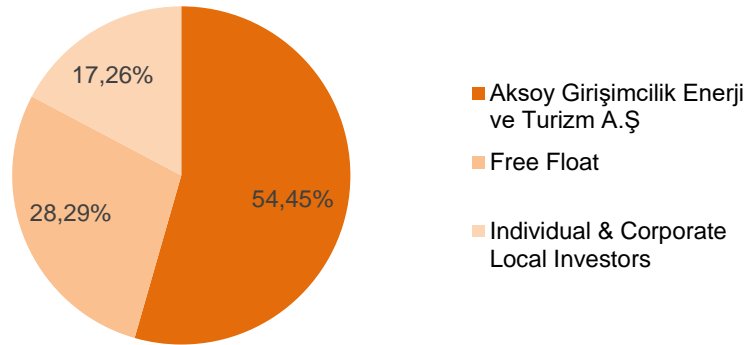
## Corporate Milestones



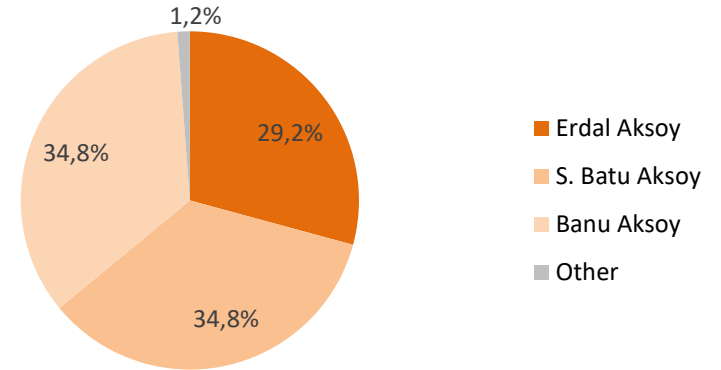
# Turcas: A Sustainable Investment Platform

## Shareholding Structure & Stock Information

### Shareholding Structure of Turcas Petrol (as of 30/06/2022)



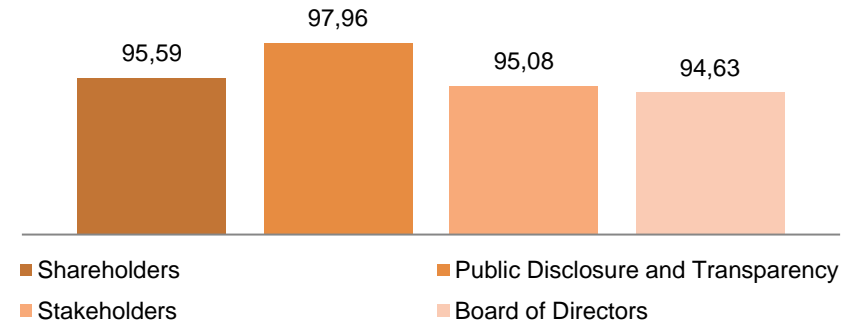
### Shareholding Structure of Aksoy Giriřimcilik (as of 30/06/2022)



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 STAR
Share Price (12/08/2022)	10.57 TL
Market Cap. (12/08/2022)	2,702 MM TL

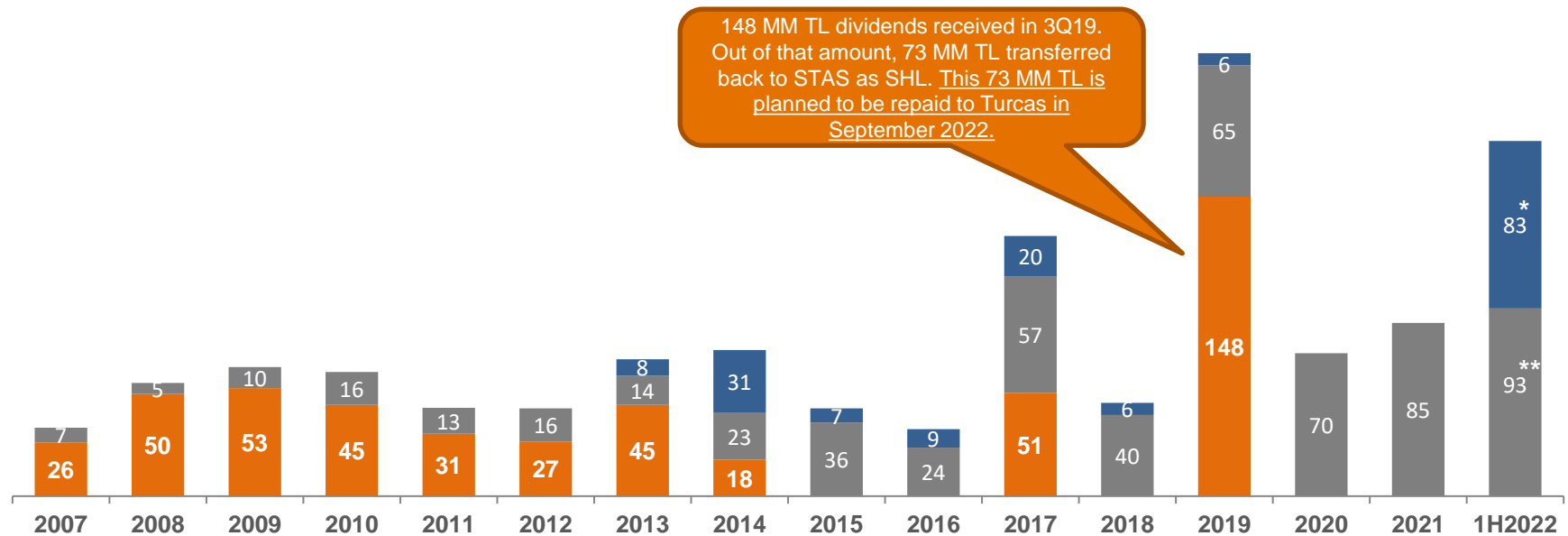
### Turcas Corporate Governance Rating – 9.58/10

Rating Scores by Section (out of 100)



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

MM TL



148 MM TL dividends received in 3Q19. Out of that amount, 73 MM TL transferred back to STAS as SHL. This 73 MM TL is planned to be repaid to Turcas in September 2022.

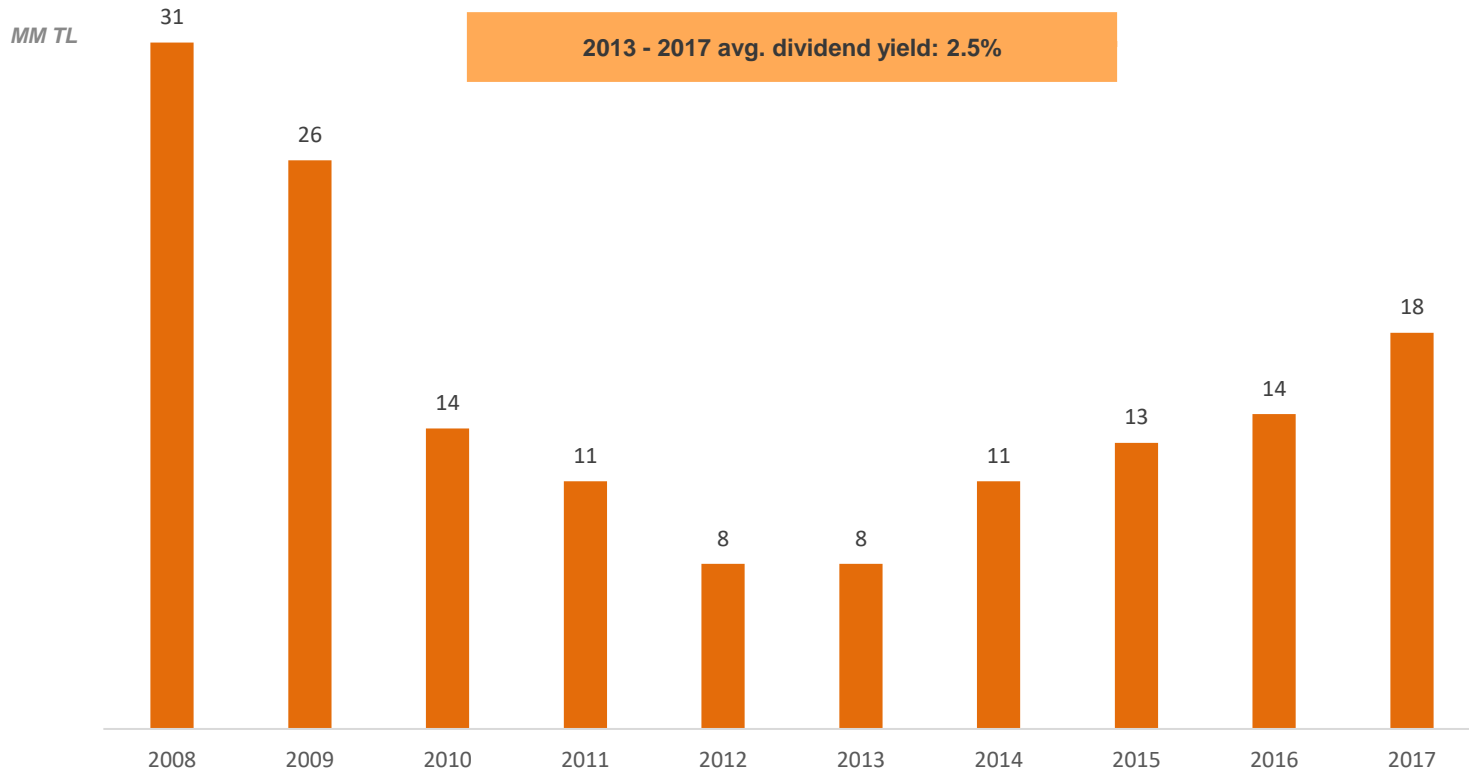
- Cash inflows to Turcas from RWE & Turcas JV
- Management Fees & Preferred Dividends & SHL Interest Received from Shell & Turcas
- Ordinary Dividends Received from Shell & Turcas

\* Consists of the cash capital reduction at RWE&Turcas amounting to 275 MM TL (Turcas share: 82.5 MM TL).

\*\* 8 MM USD (TL equivalent: 138.6 MM TL) Preferred Dividends netted off from 3.56 MM USD (TL equivalent: 52.3 MM TL) cash out as per BPA Formula plus interest received on SHL.



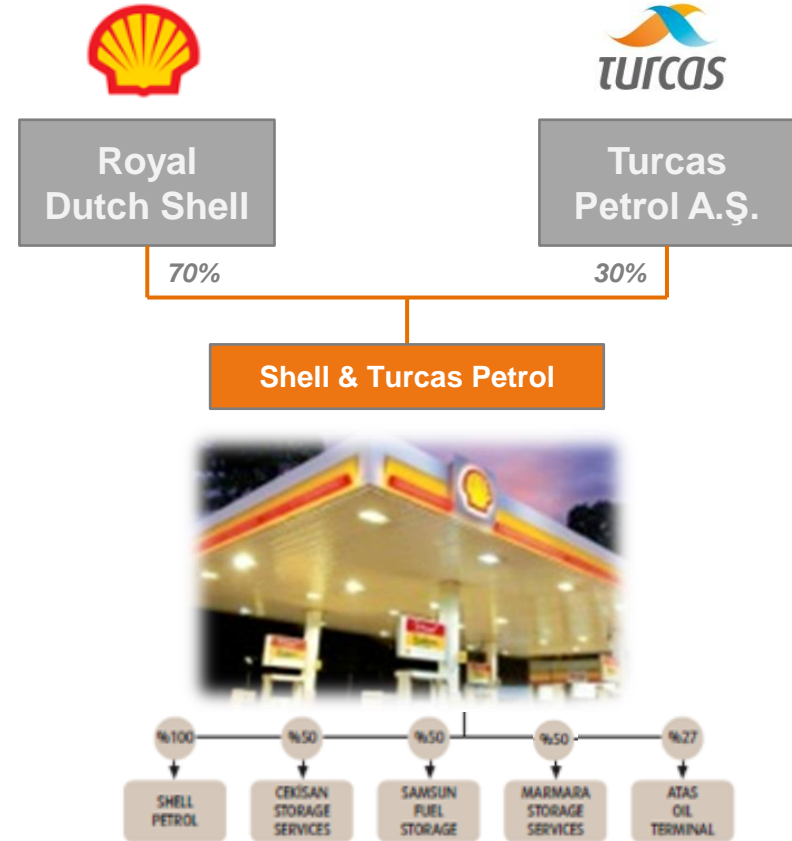
# Turcas: Dividend Payments





# Fuel Distribution: Shell & Turcas JV

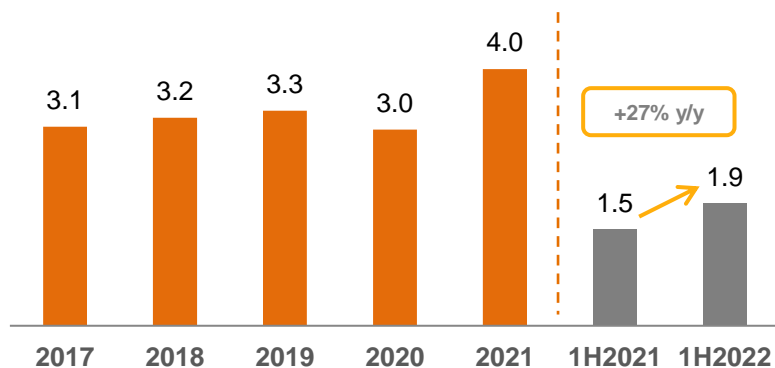
- In 2005, Royal Dutch Shell ('Shell') and Turcas Petrol A.Ş. have merged their fuel retail operations in Turkey under the name of Shell & Turcas Petrol A.Ş. ('STAŞ'). Newly established company, STAŞ, started its operations in July 2006
- Shell holds 70% of the shares while Turcas Petrol holds remaining 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 1,128 nationwide Shell branded fuel stations as of the end of June 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

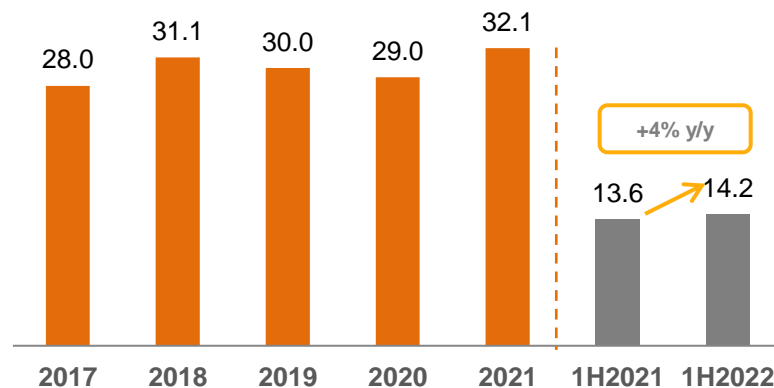
## Gasoline Sales (Sector)

MM m<sup>3</sup>



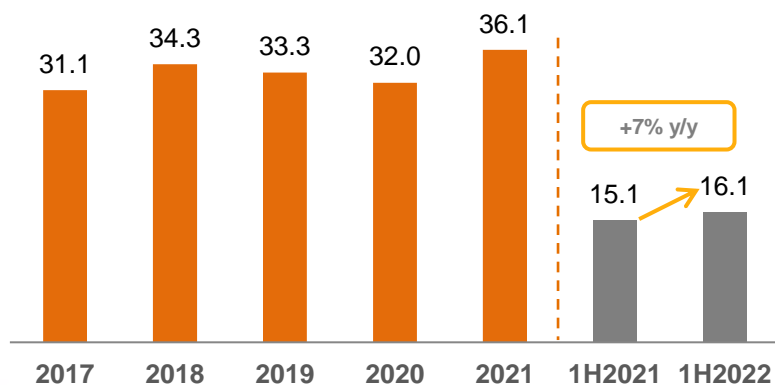
## Diesel Sales (Sector)

MM m<sup>3</sup>



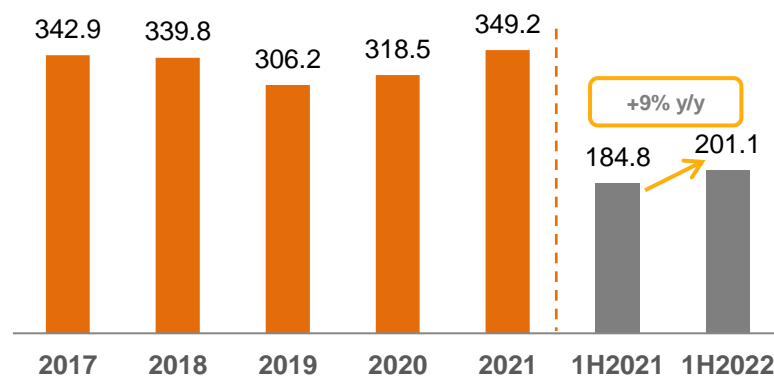
## White Product Sales (Sector)

MM m<sup>3</sup>



## Lubricants Sales (Sector)

K tons



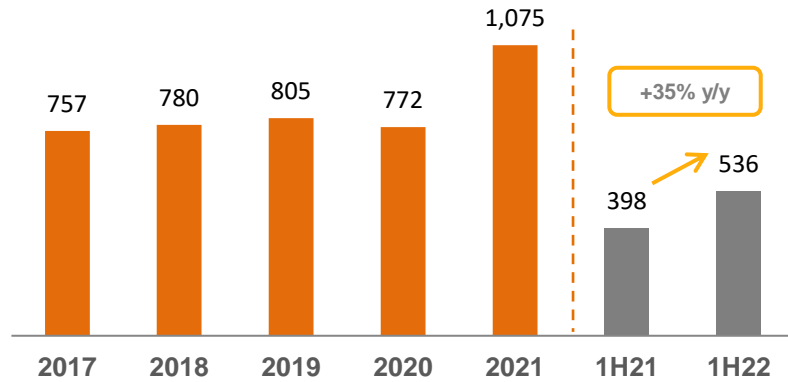
Source: PETDER



# Fuel Distribution: Shell & Turcas JV Volume Growth

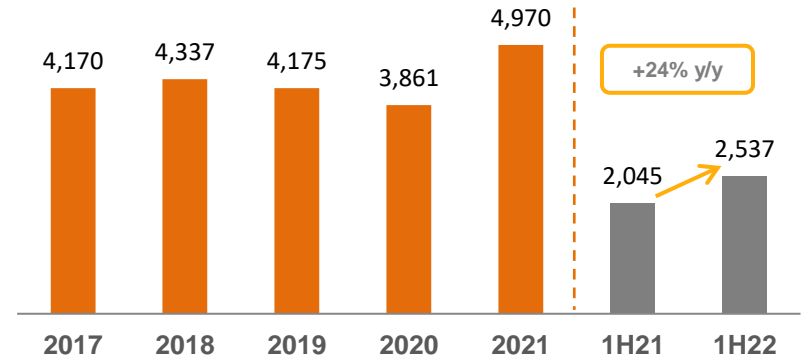
## Gasoline Sales (STAŞ)

ths m<sup>3</sup>



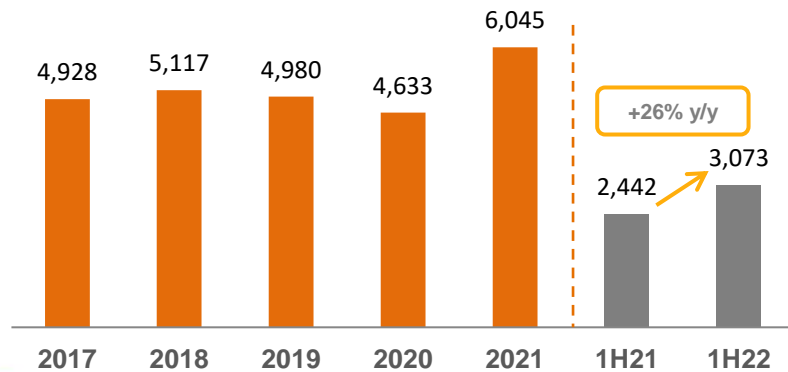
## Diesel Sales (STAŞ)

ths m<sup>3</sup>



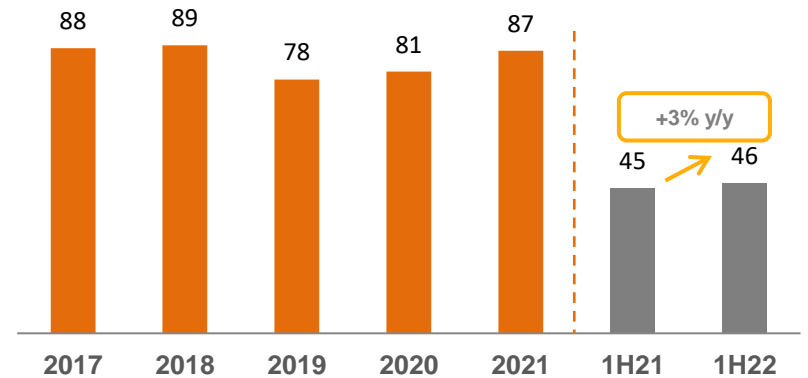
## White Product Sales (STAŞ)

ths m<sup>3</sup>



## Lubricants Sales (STAŞ)

K tons

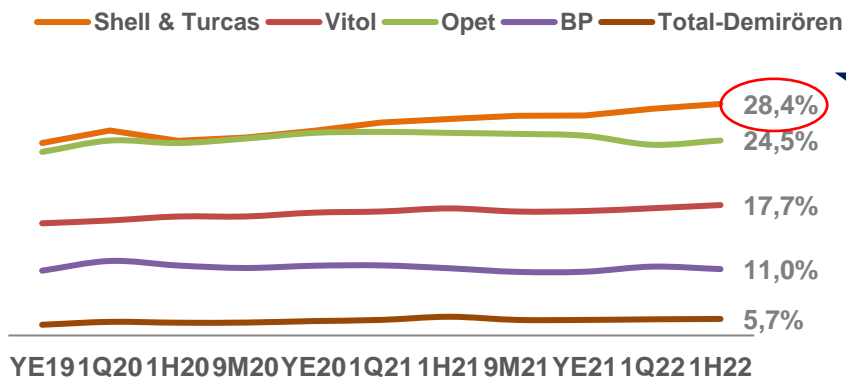


Source: PETDER

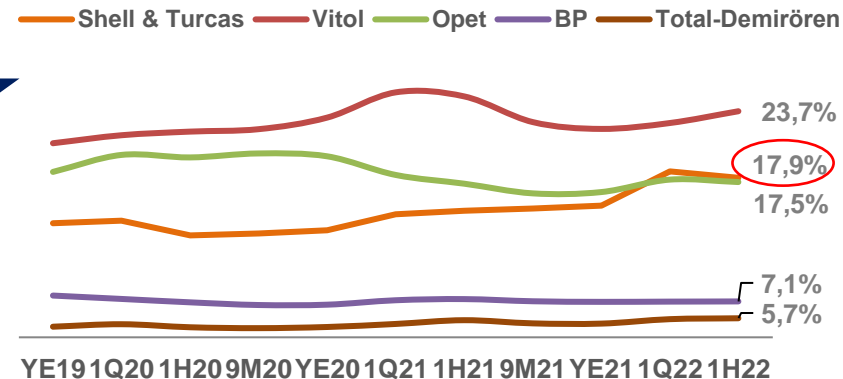


# Fuel Distribution: Shell & Turcas JV Market Share

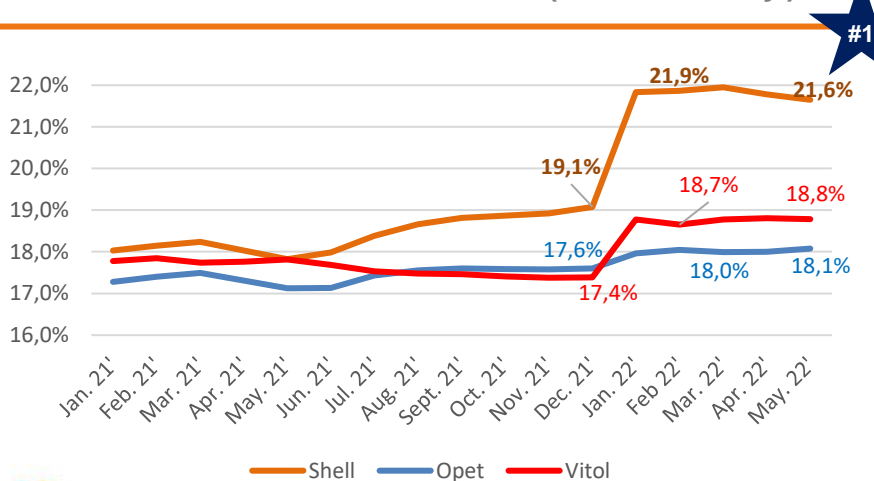
## Gasoline Market Shares



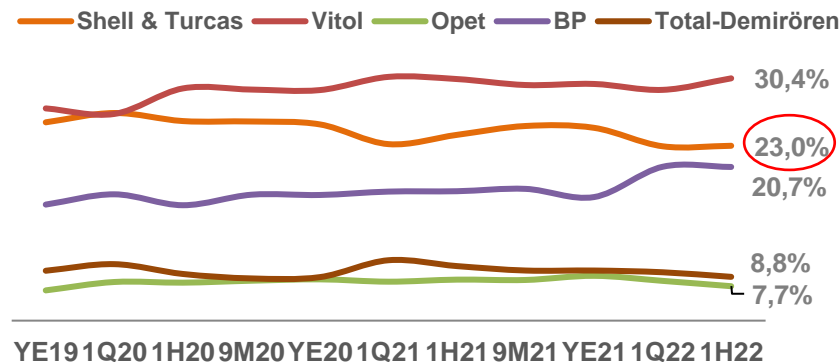
## Diesel Market Shares



## Onsite White Oil Market Shares (2021-2022 May)



## Lubricants Market Share



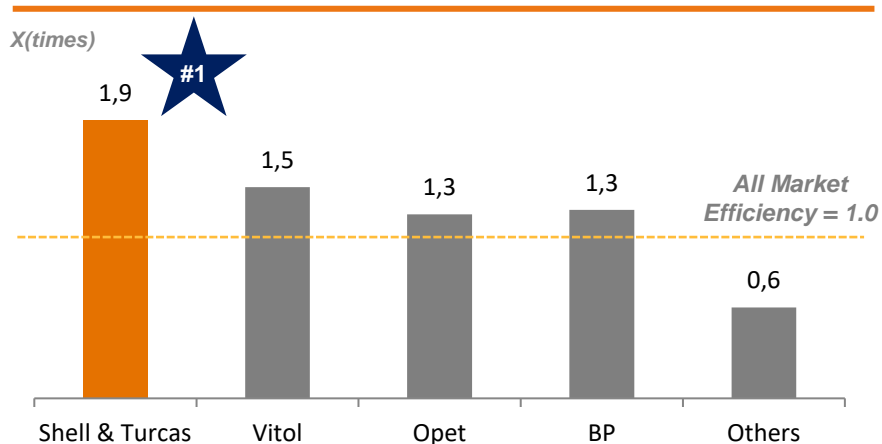
Source: PETDER cumulative data used for gasoline, diesel and lubricants market shares. EMRA cumulative data used for onsite market shares



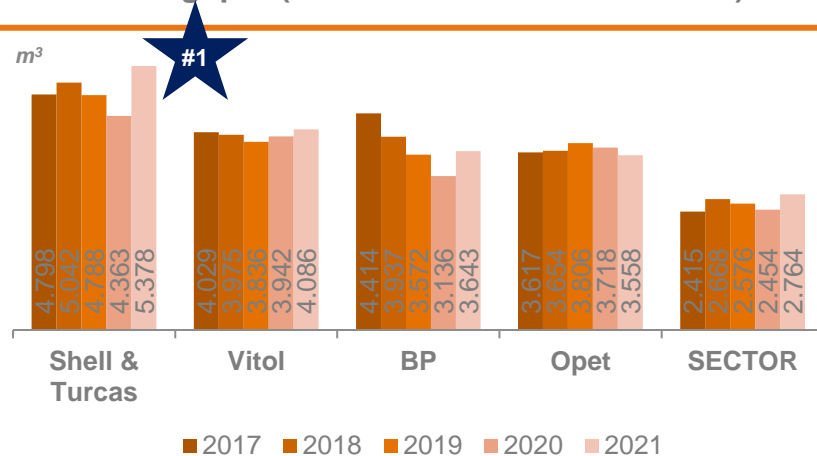
# Fuel Distribution: Shell & Turcas JV Efficiency Metrics

(as of 2021 YE)

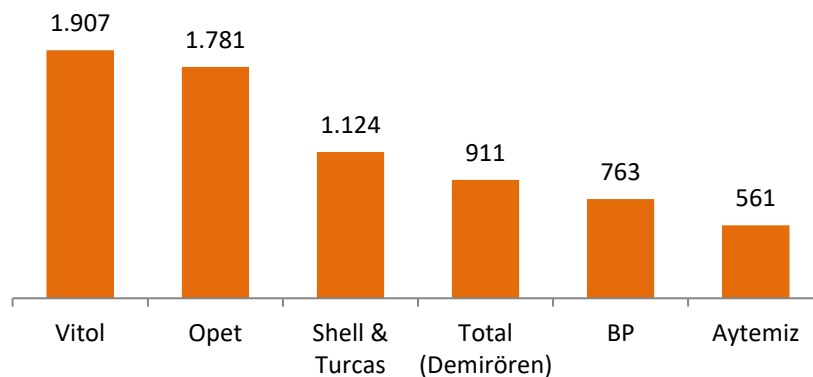
### Market Efficiency Index (as of YE21)



### Throughput (White Product Sales / Station)



### # of Stations (as of YE21)



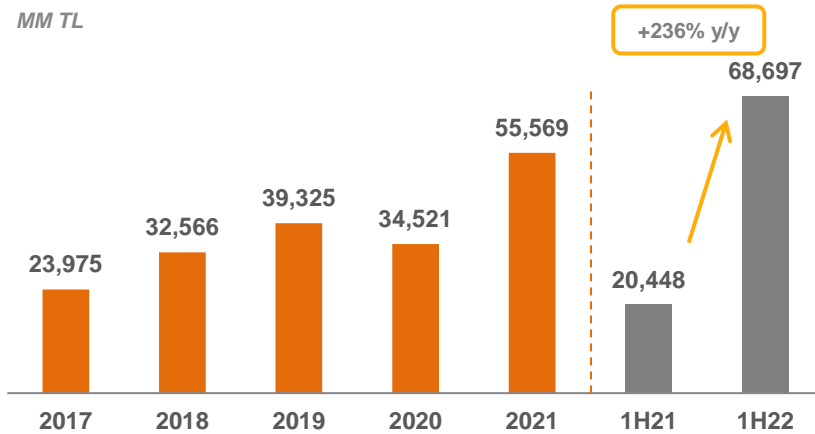
Source: EMRA and PETDER. Efficiency Index is calculated as throughput / sectoral throughput



# Fuel Distribution: Shell & Turcas JV

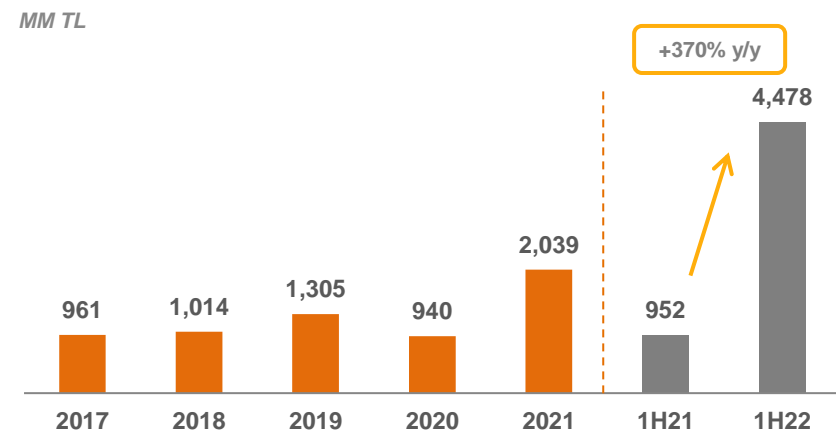
## Net Sales

MM TL



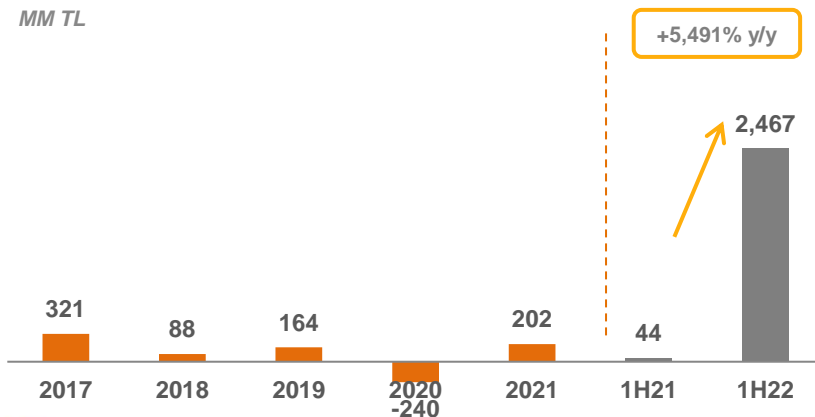
## EBITDA

MM TL



## Net Income / Loss

MM TL



## Shell & Turcas 2Q22 & 1H22 Highlights

- Total sales volume is up by 24% compared to the first half of the previous year.
- Net Sales has increased by 236% in 1H22 compared to 1H21 and by 63% in 2Q22 compared to 1Q22 due to combined effects of increased product prices, volumes and market share.
- Significant stock gains (as high as ca. 2.0 Billion TL in 1H22) fuelled by increase in oil / product prices have significantly boosted the EBITDA and Net Profit.
- Huge increase in Net Profit compared to 1H21 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 28 MM as of 04/08/2022. (Tenor is 2025 June)
- There is no financial indebtedness on RTG Balance Sheet as of 30.06.2022.

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



**RWE**

**turcas**

RWE Turkey Holding

Turcas Petrol A.Ş.

70%

30%

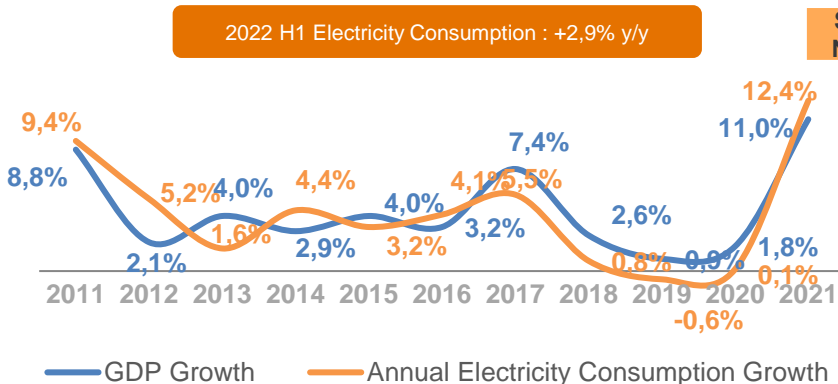
Denizli 800 MW CCPP under Special Purpose Vehicle ("RTG" or "SPV")

Financing Banks

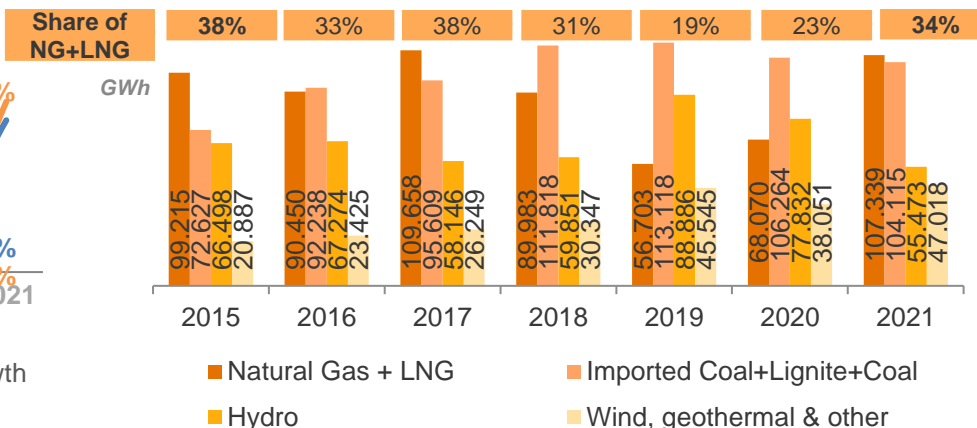


# Power Generation (Natural Gas PP): Overall Market Info

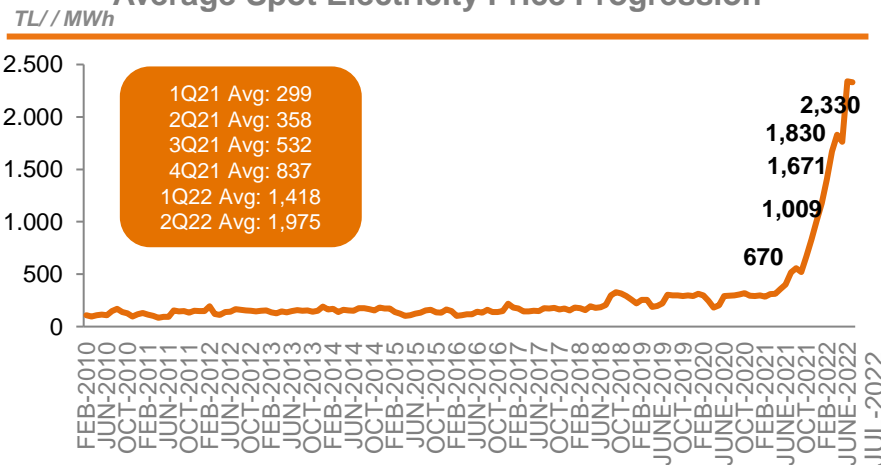
## GDP vs Electricity Consumption Growth



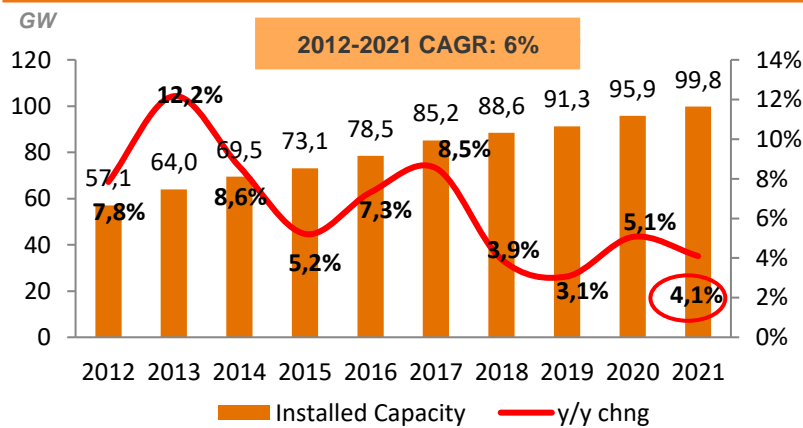
## Turkish Power Generation (by source)



## Average Spot Electricity Price Progression



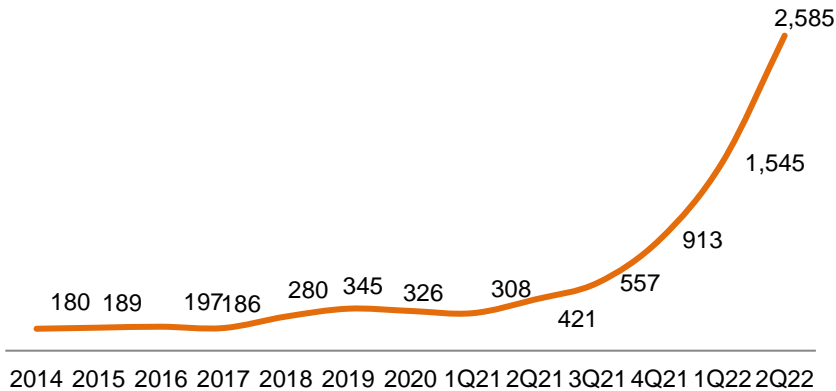
## Turkey's Installed Capacity (since 2012)



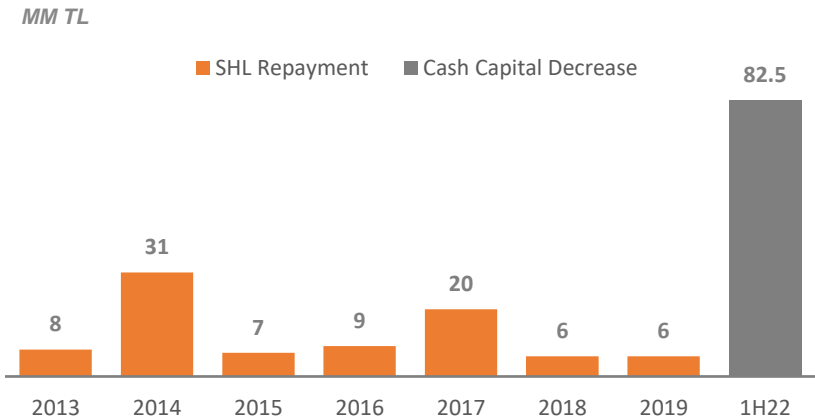


# Power Generation (Natural Gas PP): RWE & Turcas JV

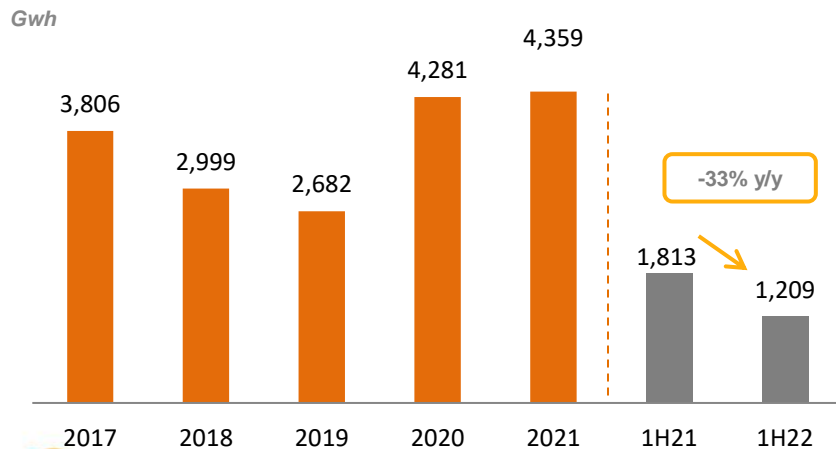
RTG Average Electricity Sales Price (TL/MWh)



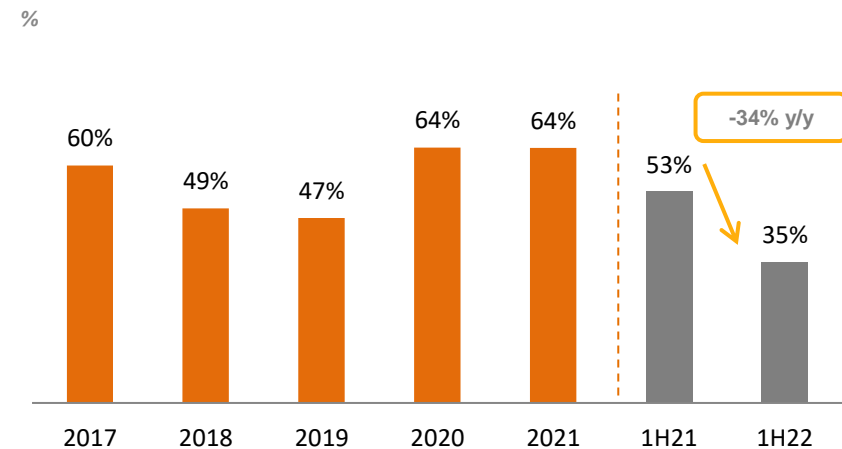
Cash inflows to Turcas from RWE & Turcas JV (MM TL)



Electricity Sales



Capacity Utilization Rate

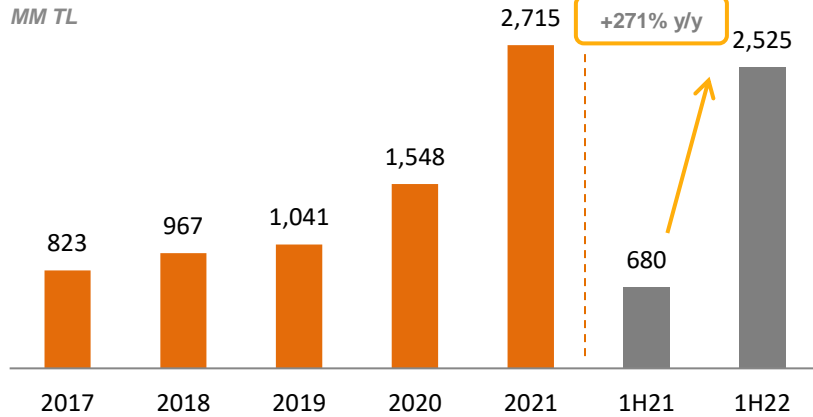


Source: RWE & Turcas IFRS consolidated financials.

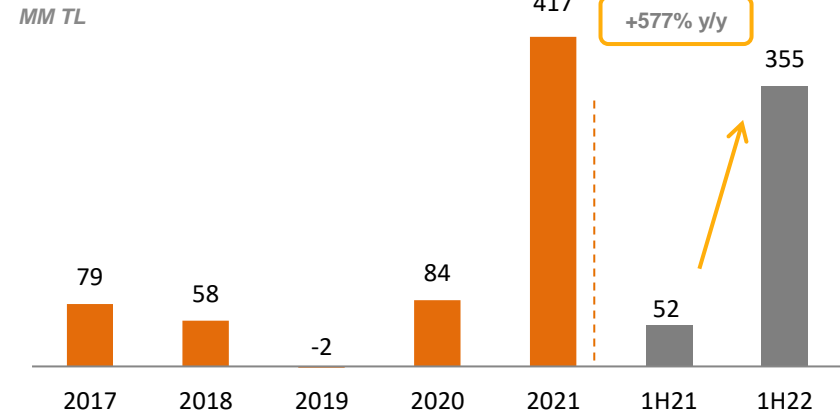


# Power Generation (Natural Gas PP): RWE & Turcas JV

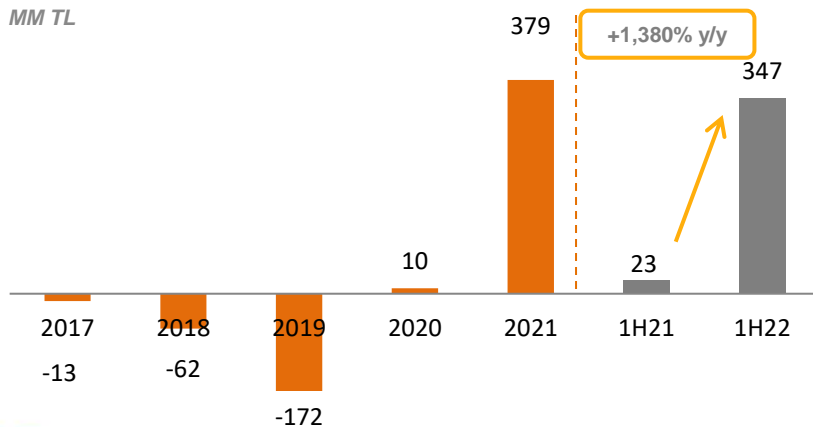
## Net Sales



## EBITDA



## Net Income / Loss



## RWE & Turcas 2Q22 & 1H22 Highlights

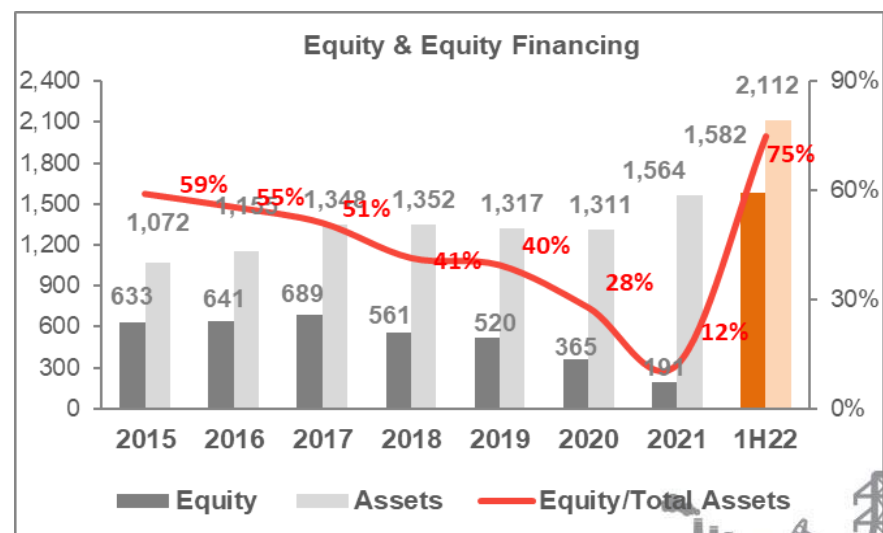
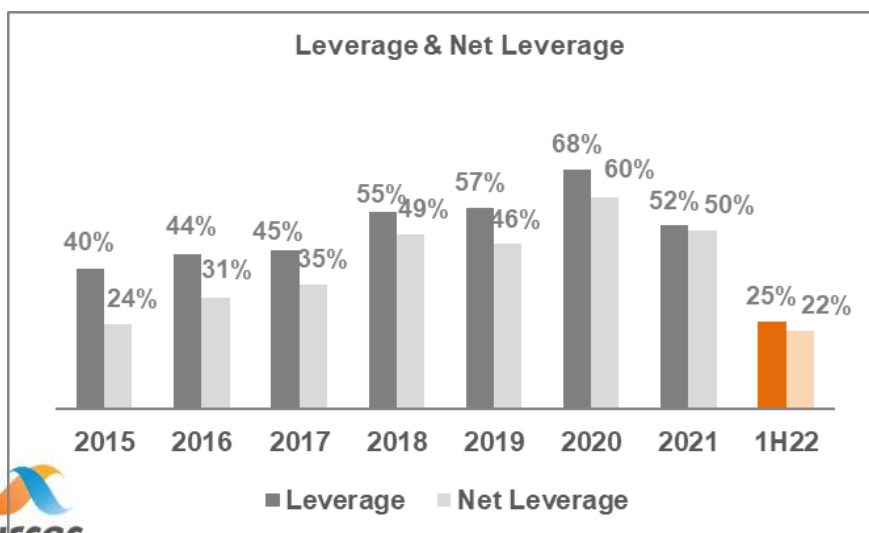
- Although power generation has declined by 33% (compared to the first half of 2021) due to gas curtailments & market conditions, net sales has increased by 271% supported by increased prices.
- Generated a record first half EBITDA of 355 MM TL (225 MM TL EBITDA in 1Q22) thanks to outstanding operational performance and recovered margins.
- 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	1H2022	Ytd	Income Statement, million TL	1H2021	1H2022	Y/Y
Cash & Cash Equivalents	21	55	168%	Revenues (Electricity Sales)	39	0	n.m.
Receivables From Rel.Parties <sup>(from STAŞ, ST)</sup>	74	74	0%	Gross Profit	26	0	n.m.
Associates (STAS & RTG)	861	1,623	89%	Other Operational Income (Net)	0	-49	n.m.
Fixed Assets Classified For Sale (TKG)	384	0	n.m.	Operating Expenses	-16	-23	48%
Fixed Assets	21	21	4%	<b>Operating Profit</b>	<b>10</b>	<b>-72</b>	<b>-845%</b>
Financial Assets (FMV of Usufruct Certificates, VCF investment)	180	245	36%	<b>Income from Investments</b>	<b>-6</b>	<b>461</b>	<b>7463%</b>
<b>Total Assets</b>	<b>1,564</b>	<b>2,112</b>	<b>35%</b>	<b>Income from Subsidiaries</b>	<b>20</b>	<b>844</b>	<b>4064%</b>
Liabilities Belonging to Assets Classified For Sale (TKG)	559	0	n.m.	Shell & Turcas	13	740	5491%
S - T Financial Liabilities (PF Loans for RTG)	221	130	-41%	RWE & Turcas	7	104	1380%
L - T Financial Liabilities (PF Loans for RTG)	586	392	-33%	<b>Earnings Before Financing &amp; Tax</b>	<b>24</b>	<b>1,233</b>	<b>5102%</b>
Equity	191	1,582	729%	Net Financial Losses	-86	-23	-73%
<b>Total Liabilities &amp; Equity</b>	<b>1,564</b>	<b>2,112</b>	<b>35%</b>	Net FX Losses	-76	-23	-70%
<b>Net Debt</b>	<b>787</b>	<b>466</b>	<b>-41%</b>	<b>Net Income Before Tax</b>	<b>-63</b>	<b>1,210</b>	<b>2028%</b>
				Tax	8	-5	-165%
				Loss / Profit From Suspended Operations (TKJ)	0	57	n.m.
				<b>Net Income/Loss</b>	<b>-55</b>	<b>1,262</b>	<b>2383%</b>

Note: ST Receivables from Related Parties are SHL receivables from STAŞ

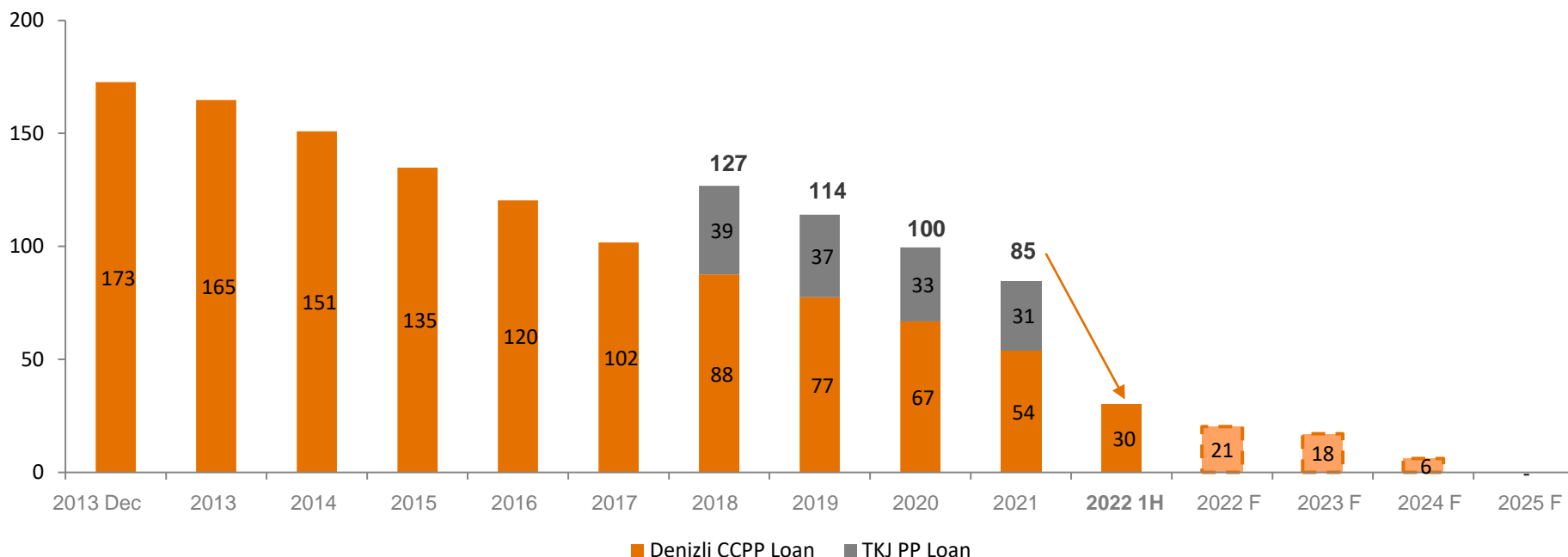


Note: Leverage = Financial Liabilities / Total Assets, Net Leverage = Net Debt / Assets

# 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.

Remaining portions of the Total Share Sale Proceeds are fully collected as of the date of this presentation. With these additional funds, Turcas made an additional early repayment of 2.17 MM EUR to Denizli CCGT Lenders, decreasing the actual principal balance further to 28 MM EUR as of the date of this presentation.

The loan balance is projected to diminish to 21 MM EUR at 2022 YE.



# 2022 Guidance vs Realizations as of end of 1H22

	Guidance (as of 14 March 2022)	Updated guidance (as of 9 August 2022)	Difference	Realizations / Current (as of 9 August 2022)	Unit
<b>Cash Flow From Subsidiaries</b>					
Shareholder Loan Interest + Principal Repayments to be received from Shell & Turcas (Principal amounting to 72.6 MM TL to be collected in September 2022)	82.3	82.3	0.0	7.4	MM TL
Shell & Turcas - Preferred Dividend <u>net off BPA</u>	8.0	4.4	-3.6	4.4	MM USD
Cash Inflow from RWE & Turcas's Cash Capital Decrease (Turcas Share)	82.5	82.5	0.0	82.5	MM TL
<b>Sale of Turcas Kuyucak Gheothermal (TKG) &amp; Denizli CCGT Loan Early Repayments</b>					
Share Sale Proceeds of TKG	24.4	24.4	0.0	24.4	MM USD
Voluntary Early Repayment of Denizli CCPP Loans	20	19	-1	19	MM EUR
<b>Indebtedness - Year End</b>					
Year End Gross Debt Forecast (All EUR denominated)	20	21	-1	28	MM EUR



# Thank you!

## Contact Information

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