

Agenda Of The Meeting

41st Ordinary General Assembly Of Shareholders Of Tofaş Türk Otomobil

Fabrikası Anonim Şirketi

Dated 31 March 2009

1. Opening and election of the
Chairmanship Council,

2. Reading and discussing the reports
of Board of Directors and Auditors
and the summary of Independent
Auditors' Report issued by Güney
Bağımsız Denetim ve Serbest
Muhasebeci Mali Müşavirlik A.Ş with
respect to 2008 operations and
accounts; approval, approval with
amendment or rejection of the Board
of Directors' proposal in respect of
the 2008 Balance Sheets and Income
Statements,

3. Approval of replacements of the
Board of Directors during the year
under the Article 315 of Turkish
Commercial Code,

4. Acquittance of the Members of the
Board of Directors and the Auditors
from liability in respect of the
Company's operations in 2008,

5. Approval, approval with
amendment or rejection of the
Board's proposal relating to the
appropriation of 2008's income,

6. Informing the General Assembly
on the profit distribution policy for the
year 2009 and the following years
pursuant to Corporate Governance
Principles,

7. Approval of the Independent
External Auditing Organization
selection made by the Board of
Directors upon proposal of the
Auditing Committee pursuant to
Communique of CMB on
Independent Auditing Standards in
Capital Market.

8. Informing on the rating reports
issued as a result of transactions
carried out with the concerning
parties within the scope of

Communique Volume IV No: 41 of
CMB.

9. The draft amendments to articles
9 and 17 of the Articles of Association
will be approved on the condition
that the required permissions are
obtained from the Capital Market
Board and the Ministry of Industry
and Trade,

10. Informing the General Assembly
on the donations and grants given
to foundations and associations by
the Company for social support
purposes in 2008,

11. Re-election or replacement of the
Auditors whose terms of office have
expired,

12. Determination of the monthly
gross remuneration of the Chairman
and the Members of the Board of
Directors as well as of the Auditors,

13. Authorization of the Board of
Directors to do business related to
the Company's objectives in person
or on behalf of others enabling them
to participate in the companies of
similar business and do transactions
pursuant to the Articles 334 and 335
of Turkish Commercial Code,
provided that such Members of the
Board of Directors are prohibited
from being Board Members, officers
or employees of the companies or
third persons engaged in the business
of motor vehicles other than motor
vehicles manufactured by or under
the licence of Fiat Group,

14. Giving authorization to the
Chairmanship Council to sign the
Minutes of the General Assembly
Meeting and to consider this to be
satisfactory, on behalf of the
Shareholders,

15. Wishes and Opinions.

Agenda Of The Meeting Of Group A And D

Preferred Shareholders To Be Held On

31.03.2009

1. Opening and election of the
Chairmanship Council,

2. Approval of the decision of
Ordinary General Assembly on the
amendment to Articles of Association
dated 31.03.2009,

3. Giving authorization to the
Chairmanship Council to sign the
Minutes of the Meeting of Group A
and D Preferred Shareholders and
to consider this to be satisfactory on
behalf of the Shareholders.