

**41st ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS OF
TOFAS TÜRK OTOMOBİL FABRİKASI ANONİM SİRKETİ
DATED 31 MARCH 2009
AGENDA OF THE MEETING**

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 Bagimsiz Denetim ve Serbest Muhasebeci Mali Müsavirlik A.S 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 Communiqué 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 Communiqué 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.