

# **INFORMATION DOCUMENT ON THE EXTRAORDINARY GENERAL ASSEMBLY**

## **MEETING OF THE SHAREHOLDERS**

**TO BE HELD ON 03.07.2009**

Extraordinary General Assembly Meeting of Shareholders of our Company will be held on 03 July 2009, Friday at 14.00 in the Company Head Office at Büyükdere Caddesi Tofas Han No: 145 Zincirlikuyu 34394 Istanbul for the matters related to amendments to the Articles of Association of our Company. Also, Meeting of the Group A and D Preferred Shareholders will be held at the same address at 14.30 and 14.45, respectively.

Our shareholders who have dematerialized their shares within the scope of Central Registry Agency (CRA) regulations will be entitled to participate in the General Assembly Meeting by means of passcards to be obtained after being registered in the General Assembly Blockage List as per the CRA regulations. Our shareholders that have not registered themselves at CRA Blockage List will not be entitled to participate in the meeting.

Our shareholders who have not dematerialized their shares will not be entitled to exercise their shareholding rights since they would not be entitled to participate in General Assembly Meetings as long as they do not dematerialize their shares pursuant to Temporary Article 6 of Capital Market Law. General Assembly participation applications of our investors that have not dematerialized their shares may be taken into account only after dematerialization of shares.

Our shareholders who will not participate in the meeting personally are required to issue a power of attorney as per the sample that can be obtained from Yapi Kredi Yatirim Menkul Kiyemetler Merkezi (Harbiye/Istanbul) and the Head Office of Our Company (Zincirlikuyu/Istanbul) or online via Company Internet site at [www.tofas.com.tr](http://www.tofas.com.tr) as included and stated in the Invitations to General Assembly Meeting as promulgated in Milliyet and Radikal newspapers on 02/03/2009, complete other requirements defined in Communique Vol: IV, No:8 of the Capital Market Board and submit their notarized power of attorney documents to the Head Office of our Company.

The voting of Agenda of the General Assembly Meeting will be exercised by way of open voting by raising hands.

All stakeholders that own rights and interests as well as members of press-media are invited to our General Assembly Meeting.

Yours Sincerely,

## **EXPLANATIONS ON THE AGENDA OF GENERAL ASSEMBLY MEETING**

### **AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF THE SHAREHOLDERS TO BE HELD ON 03.07.2009**

#### **1. Opening and election of the Chairmanship Council,**

The election will be made for the Chairman and the Chairmanship Council that will chair the General Assembly Meeting pursuant to provisions of "Turkish Commercial Code" (TCC) and "Regulations on the General Assembly Meetings of Capital Companies and on the Commissioner of The Ministry of Industry and Trade to be Present at these Meetings" (Regulations)

#### **2. The draft amendment to article 9 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,**

Following approval of the draft amendments to the Articles of Association for the purpose of reinforcing the compliance with the Corporate Governance Principles, it has become necessary to increase the number of members of the Board of Directors in order to prepare the foundation for the legal arrangements related to the Board of Directors within the scope of current implementations for the purpose of increasing the effectiveness of the Board of Directors by establishing various committees under the most recent amendment to the Articles of Association with an aim to have a sufficient number of members of Board of Directors.

Amendment to article "Board of Directors" of our Articles of Association is posted in Notices section of our website. It will be submitted to the approval of our Shareholders in accordance with the permits obtained from CMB and the Ministry.

#### **3. Authorization of the Chairmanship Council to sign the Minutes of the Extraordinary General Assembly Meeting of the Shareholders and to consider this to be satisfactory,**

Authorization of the Chairmanship Council to record the decisions made in the General Assembly Meeting in the Minutes thereof pursuant to provisions of TCC and Regulations will be submitted to the approval of our Shareholders.

**AGENDA OF THE MEETING OF GROUP A AND D PREFERRED  
SHAREHOLDERS TO BE HELD ON 03.07.2009**

**1. Opening and election of the Chairmanship Council,**

The election will be made for the Chairman and the Chairmanship Council that will chair the Meeting of the Preferred Shareholders pursuant to provisions of "Turkish Commercial Code" (TCC) and "Regulations on the General Assembly Meetings of Capital Companies and on the Commissioner of The Ministry of Industry and Trade to be Present at these Meetings" (Regulations)

**2. Approval of the decision to amend the Articles of Association as adopted by the Extraordinary General Assembly Meeting of Shareholders held on 03.07.2009,**

A decision will be made for the approval of article 9 of the Articles of Association to be accepted in the Shareholders' General Assembly Meeting as submitted by the CMB and the Ministry.

**3. Authorization of the Chairmanship Council to sign the Minutes of the Extraordinary General Assembly Meeting of the Preferred Shareholders and to consider this to be satisfactory,**

Authorization of the Chairmanship Council to record the decisions made in the Meeting in the Minutes thereof pursuant to provisions of TCC and Regulations will be submitted separately to the approval of our Shareholders.