

TOFAS TÜRK OTOMOBİL FABRİKASI A.S.
GENERAL ASSEMBLY MEETING OF GROUP D PREFERRED SHAREHOLDERS
ON 31.03.2009

MINUTES OF THE MEETING

General Assembly Meeting of **Group D Preferred Shareholders** of Tofas Türk Otomobil Fabrikası A.S. is held on **31 March 2009** Tuesday at 12.15 in the Company Headquarters at Büyükdere Caddesi Tofas Han No:145 Zincirlikuyu 34394 Istanbul address with the supervision of Ms. Nurgün ÖRS, the Commissioner of the Ministry of Industry and Trade appointed by the Istanbul Provincial Directorate of Industry and Trade upon letter 16381 dated 30.03.2009 and the presence of shareholders or their proxies whose names and signatures are shown in the List of Attendants issued under supervision of the Board of Directors.

Commissioner of the Ministry of Industry and Trade understood from the General Assembly file and the list of attendants that Group D shareholders that hold 18.793.812.126 shares of the Company representing TL 189.279.856,87 portion of the Company capital totaling to TL 189.279.856,87 - are present at the meeting personally and that the invitation is made in accordance with the procedures and the relevant provisions of the Articles of Association of the Company, and permitted opening of the General Assembly Meeting accordingly.

- 1- Pursuant to the Agenda, the General Assembly Meeting of Group D Preferred Shareholders is opened by Mr. Ali Aydın PANDIR, who represents Group D Preferred Shareholders.
- 2- It is unanimously resolved that the Decision made by the 41st Ordinary General Assembly Meeting of the Shareholders held on 31/03/2009 with regards to amendments and additions to article 9 "Board of Directors" and article 17 "General Assembly" of the Articles of Association be approved by the General Assembly of Group D Preferred Shareholders in accordance with the permits obtained and amendments made to the Articles of Association of the Company.
- 3- It is decided that the Minutes of the General Assembly Meeting of Group D Preferred Shareholders be signed on behalf of Group D shareholders and close the meeting accordingly.

These minutes were issued and signed after the meeting at the place thereof. **31 March 2009.**

LIST OF ATTENDANTS

GROUP D PREFERRED SHAREHOLDERS' GENERAL ASSEMBLY

SHAREHOLDER'S NAME-SURNAME SIGNATURE	GROUP	CAPITAL AMOUNT (TL)	NO. OF SHARES	NAME OF PROXY
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FIAT AUTO S.p.A. (FIAT Group Automobiles S.p.A) Corso G. Agnelli, 200 Torino-Italya	D	189.279.856,87	18.927.985.687	Ali Aydın PANDIR
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GROUP D PREFERRED SHAREHOLDERS

**COMMISSIONER OF THE MINISTRY OF
INDUSTRY AND TRADE**

ALI AYDIN PANDIR

NURGÜN ÖRS