

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

MINUTES OF THE MEETING

Extraordinary General Assembly Meeting of **Group D Preferred Shareholders** of Tofas Türk Otomobil Fabrikası A.S. is held on **3 July 2009** Friday at 14.45 in the Company Headquarters at Büyükdere Caddesi Tofaş Han No:145 Zincirlikuyu 34394 İstanbul address with the supervision of Ms. Nurgün Örs the Commissioner of the Ministry of Industry and Trade appointed by the İstanbul Provincial Directorate of Industry and Trade upon letter 42331 dated 02.07.2009 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 Aydin Pandir, who represents Group D Preferred Shareholders.
- 2- It is unanimously resolved that the Decision made by the Extraordinary General Assembly Meeting of the Shareholders held on 03.07.2009 with regards to amendments and additions to article 9 "Board of Directors" 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.

3 July 2009.

LIST OF ATTENDANTS

GROUP D PREFERRED SHAREHOLDERS' GENERAL ASSEMBLY

SHAREHOLDER'S- NAME-SURNAME	GROUP	CAPITAL AMOUNT (TL)	NO. OF SHARES	NAME OF PROXY SIGNATURE
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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 Aydin PANDIR
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**ON BEHALF OF GROUP
D PREFERRED SHAREHOLDERS**

Ali Aydin PANDIR

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

Nurgün ÖRS