



TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş.

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF THE SHAREHOLDERS

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 Tofaş Han No: 145 Zincirlikuyu 34394 İstanbul** for the matters stated in the following Agenda. We hereby kindly encourage our Shareholders to obtain meeting venue information from our Company Head Office.

Our shareholders who will not participate in the meeting personally are required to issue a power of attorney as per the following sample or the one that can be obtained from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza/Levent-İstanbul) and the Head Office of our Company (Tofaş Han/Zincirlikuyu-İstanbul) or online via Company website at www.tofas.com.tr and complete other requirements defined in Communiqué Vol: IV, No:8 of the Capital Market Board as promulgated in the Official Gazette No: 21872 on 09.03.1994 and submit their notarized power of attorney documents to the Head Office of our Company.

Our Shareholders whose shares are under custody at investor accounts under the Brokers within Central Registry Agency are required to act in accordance with the provisions that govern the "General Assembly Meeting Blockage Procedures" section of the "MKS Business and Information Application Rules and Principles" attached to the General Circular 2005/28 of the Central Registry Agency (MKK) website at www.mkk.com.tr (http://www.mkk.com.tr/MkkComTr/assets/files/tr/yay/formlar/ls_bilisim.pdf) and register themselves in the General Assembly Blockage List. For more information please call MKK Hotline (444 0 655). Our shareholders should note that if they have not registered themselves at CRA Blockage List they will not be entitled to participate in the meeting.

As stated in the General Circular 294 of the Central Registry Agency, shareholders that fail to complete dematerialization of their shares pursuant to Temporary Article 6 of the Capital Market Law will not be entitled to participate in General Assembly Meetings and exercise their shareholding rights therein. Extraordinary General Assembly participation applications of our investors that have not dematerialized their shares may be taken into account only after dematerialization of shares. The necessary information related with the issue can also be obtained from Corporate Governance and Shareholder Relations Division at our Company Headquarters.

The draft amendment to the Articles of Association to be submitted to the approval of Shareholders at the Extraordinary General Assembly Meeting will be made available for Shareholders' review at the Company Head Office and Company Website at www.tofas.com.tr for 21 days before the Extraordinary General Assembly Meeting. The voting of Agenda of the Extraordinary 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 Extraordinary General Assembly Meeting.

Yours Sincerely,
Yours Sincerely,

BOARD OF DIRECTORS

ADDRESS OF THE COMPANY HEAD OFFICE:
Büyükdere Cad. Tofaş Han No:145 Zincirlikuyu 34394 İstanbul • Tel: (0.212) 275 33 90 / (0.212) 275 29 60

AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF THE SHAREHOLDERS OF TOFAŞ TÜRK OTOMOBİL FABRİKASI ANONİM ŞİRKETİ TO BE HELD ON 03 JULY 2009

- 1- Opening and election of the Chairmanship Council,
- 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,
- 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,

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. DRAFT AMENDMENT TO ARTICLES OF ASSOCIATION

OLD TEXT

BOARD OF DIRECTORS:

Article 9- Pursuant to the provisions of the Turkish Commercial Code, the operations and the administration of the Company are conducted by a Board of Directors consisting of eight members to be elected among the shareholders by the General Assembly.

Four of the members to be elected to the Board of Directors shall be elected among the nominees of the holders of the Group A Shares and the other four among the nominees of the holders of the Group D Shares.

The Board of Directors shall elect among its members a Managing Director. Pursuant to Art.319 of the Turkish Commercial Code the Board of Directors- except for the matters identified in Art. 11 hereof and for those specified in Article 336 of the Turkish Commercial Code - shall delegate to the Managing Director the authority required to conduct the business of the Company in the ordinary course and/or as required to implement the actions involved by the Budget of Company at the time in effect.

The Board of Directors may delegate the management and representation duties among its members and also fully or partially to managing directors, who are the members of board of directors or managers, who are not necessarily be shareholders.

The Board of Directors is authorized for the said delegation of the management and representation duties.

The Board of Directors assigns powers and responsibilities of managing directors and managers and delegate all kinds of powers and responsibilities of the Board of Directors to the concerning people within the scope of terms, conditions and limitations to be determined thereby and modifies or withdraws the whole or a part of these powers if and when necessary.

The Board of Directors may establish advisory, coordination and similar committees or sub-committees in the fields to be determined thereby among its members and/or people, who are not a member of the board of directors.

The Board of Directors appoints, regulates and changes the meeting organization, operation and reporting principles for the Chairmen and members of committees.

In addition to remunerations, the members of the Board of Directors and the members of the abovementioned committees may be paid wages, bonuses, premiums or revenue shares in exchange of the services they provide to the Company within the scope of their membership in the Board of Directors and the committees. Format and amount of payments are determined in accordance with the relevant regulations.

NEW TEXT

BOARD OF DIRECTORS:

Article 9- Pursuant to the provisions of the Turkish Commercial Code, the operations and the administration of the Company are conducted by a Board of Directors consisting of even number of members between 8 - 12 people to be elected among the shareholders by the General Assembly.

Half members to be elected to the Board of Directors shall be elected among the nominees of the holders of the Group A Shares and the other half of the members to be elected to the Board of Directors shall be elected among the nominees of the holders of the Group D Shares.

The Board of Directors shall elect among its members a Managing Director. Pursuant to Art.319 of the Turkish Commercial Code the Board of Directors- except for the matters identified in Art. 11 hereof and for those specified in Article 336 of the Turkish Commercial Code - shall delegate to the Managing Director the authority required to conduct the business of the Company in the ordinary course and/or as required to implement the actions involved by the Budget of Company at the time in effect.

The Board of Directors may delegate the management and representation duties among its members and also fully or partially to managing directors, who are the members of board of directors or managers, who are not necessarily be shareholders. Provisions of article 319/1 of Turkish Commercial Code are reserved.

The Board of Directors is authorized for the said delegation of the management and representation duties.

The Board of Directors assigns powers and responsibilities of managing directors and managers and delegate all kinds of powers and responsibilities of the Board of Directors to the concerning people within the scope of terms, conditions and limitations to be determined thereby and modifies or withdraws the whole or a part of these powers if and when necessary.

The Board of Directors may establish advisory, coordination and similar committees or sub-committees in the fields to be determined thereby among its members and/or people, who are not a member of the board of directors.

The Board of Directors appoints, regulates and changes the meeting organization, operation and reporting principles for the Chairmen and members of committees.

In addition to remunerations, the members of the Board of Directors and the members of the abovementioned committees may be paid wages, bonuses, premiums in exchange of the services they provide to the Company within the scope of their membership in the Board of Directors and the committees. Format and amount of payments are determined in accordance with the relevant regulations.

Extraordinary General Assembly Meeting of **Group A and D Preferred Shareholders will be held on the same day** at 14.30 and 14:45 respectively at the **Company Headquarters at Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394 Şişli-İstanbul** in accordance with the procedures in order to discuss the following Agenda and approve the decision on the amendment to article 9 of the Company Articles of Association to be adopted by the Extraordinary General Assembly Meeting of Shareholders to be held on 03.07.2009 with the abovementioned Agenda.

AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF GROUP A AND D PREFERRED SHAREHOLDERS OF TOFAŞ TÜRK OTOMOBİL FABRİKASI ANONİM ŞİRKETİ TO BE HELD ON 03.07.2009

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

.... /.... /2009

POWER OF ATTORNEY

To the Chairmanship of the Extraordinary General Assembly Meeting of TOFAŞ Türk Otomobil Fabrikası A.Ş. ;

I hereby appoint Mr./Ms..... as my proxy to exercise voting, submit proposals and sign the required documents on my behalf in accordance with the following opinions at the Extraordinary General Assembly Meeting of Shareholders of TOFAŞ Türk Otomobil Fabrikası A.Ş. to be held on **03 July 2009** Friday at 14.00 at the **Company Head Office Merkezi at Büyükdere Caddesi Tofaş Han No:145 Zincirlikuyu 34394 İstanbul**.

A) SCOPE OF POWER OF ATTORNEY

- a) The proxy is authorized to exercise voting on all the articles of agenda at his/her own discretion.
- b) The proxy is authorized to exercise voting on the articles of agenda in accordance with the following instructions.

Instructions:

- c) The proxy is authorized to exercise voting in accordance with the proposals of Company Management.
- d) The proxy is authorized to exercise voting on other matters that may emerge during the meeting in accordance with the following instructions. (If there is no instruction, the proxy will exercise voting freely).

Instructions:

B) INFORMATION ABOUT THE SHARES OF SHAREHOLDER

- a) Quantity-Nominal Value
- b) Preference on Voting or Not
- c) Bearer or Registered Share

INFORMATION ABOUT THE SHAREHOLDER:

NAME-SURNAME or TITLE:

SIGNATURE:

ADDRESS:

NOTE:

- 1- Select one of options (a), (b) or (c) in section (A). Give explanation about options (b) and (d).
- 2- The issuer of power of attorney is required to have his/her signature certified by a Notary Public.