

.... /.... /2008

POWER OF ATTORNEY

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

I hereby appoint Mr./Ms. as my representative to represent, vote, propose and sign the necessary documents on my behalf in line with my following opinions in the Ordinary General Assembly Meeting of TOFAŞ Türk Otomobil Fabrikası A.Ş. to be held on **24 April 2008** Thursday at 11.00in **Divan City Hotel, Büyükdere Caddesi No: 84 Gayrettepe - Istanbul.**

A) SCOPE OF THE POWER OF ATTORNEY

a) The representative will be authorized to vote for all the articles of the agenda in line with his/her opinions.

b) The representative will be authorized to vote for all the articles of the agenda in line with the following instructions.

Instructions:

c) The representative will be authorized to vote in line with the proposals of the Company management.

d) The representative will be authorized to vote for other issues that may be discussed at the meeting in line with the following instructions. (Otherwise, the representative will be free to vote).

Instructions:

B) OF THE SHARE HELD BY THE SHAREHOLDER

a) Issue and Series

b) Number

c) Quantity-Nominal Value

d) Whether there is preference in voting

e) Whether it is Bearer-Registered Share

SHAREHOLDER'S:

NAME SURNAME or TITLE:

SIGNATURE:

ADDRESS:

NOTE:

1- In section A, either on of (a), (b) or (c) should be chosen. Explanation should be provided for (b) and (d).

2- The person giving the power of attorney should have Notary certification for his/her signature.