

**İstanbul 83467**

**INVITATION BY BOARD OF DIRECTORS OF  
OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.  
FOR THE ORDINARY GENERAL MEETING ON 28.03.2014**

The Ordinary General Meeting of the Company will be held at the address of Divan İstanbul Elmadağ, Asker Ocağı Cad. No. 1 Şişli, İstanbul (Tel: 0212 315 55 00) at 15:00 on Friday, 28.03.2014 in order to examine 2013 activities and conclude the agenda written below.

The Reports of the Board of Directors and the Auditors, the Financial Statements and the Independent Auditor's Report of the Independent Audit Firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member firm of Ernst&Young Global Limited), the proposal for the Profit Distribution, and the Annual Report attached with the Report on the Compliance with the Corporate Governance Principles and this detailed Information Note on the issues in the agenda of General Meeting, all concerning the Account Year 2013, will be made available at the Head Office and Branch Offices of the Company, on the Internet site of the Company at [www.otokar.com.tr](http://www.otokar.com.tr) and the Electronic General Meeting System of the Central Registry Agency within the statutory time, that is, three weeks before the meeting, for review by the Shareholders.

Providing that the rights and obligations of those shareholders who cannot attend the meeting personally and who will attend the meeting via the Electronic General Meeting System are reserved, the shareholders are required to execute their proxies in compliance with the form posted on our Internet site or obtain the form of proxy from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza, Levent, İstanbul) or from the offices of the Company or from the Internet site of the Company at [www.otokar.com.tr](http://www.otokar.com.tr) and, by fulfilling the requirements set forth in II-30.1 numbered "Voting by proxy and Proxy Solicitation Communiqué" published in the 24.12.2013 dated and 28861 Official Gazette as well, present their proxies, the signature on which has been certified by a notary public, to the Company. Proxies who have been appointed electronically via the Electronic General Meeting System are not required to present a form of proxy. **Proxies that are not suitable to the sample of the proxy in the annex and compulsory in accordance with the aforementioned communiqué will not be accepted because of our legal responsibility.**

Those Shareholders who want to cast vote via the Electronic General Meeting System are kindly requested to get information from the Central Registry Agency, the Internet site of the Company at [www.otokar.com.tr](http://www.otokar.com.tr) or the Head Office of the Company (phone number: 0216 229 22 44) to be able to fulfill their obligations under the relevant Regulation and Communiqué.

Pursuant to the New Turkish Commercial Code Article 415, Clause 4 and Capital Markets Code Article 30, Clause 1, voting right is not depended on depositing the certificates of stock. Within this framework in case shareholders claim to participate in the General Meeting, they do not have to block their shares.

Providing that the provisions concerning casting of votes via an electronic environment in the voting on the Issues in the Agenda of the Ordinary General Meetings are reserved, the method of open voting by show of hands will be used.

All beneficiaries as well as representatives of the press and the media are invited to our General Meeting.

Notification to the Share Holders in the stock will not be performed in accordance with Capital Markets Code.

Respectfully submitted to the information of our Shareholders.

**BOARD OF DIRECTORS OF OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.**

**Headquarter:** Aydınevler Mahallesi Dumlupınar Caddesi No: 58 A Blok  
Küçükyalı – İstanbul

**Trade Registry and Registration Number:** İstanbul – 83467