

**OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.**  
**AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON**  
**28.03.2014**

- 1- Opening and election of the Chairing Board.
- 2- Reading, discussion and approval of the Activity Report 2013 prepared by the Company Board of Directors.
- 3- Reading Summary of Independent Audit Report relating to accounting period 2013
- 4- Reading, discussion and approval of the Financial Statements relating to accounting period 2013.
- 5- Release of each of members of the Board of Directors and Auditors from their obligations regarding the activities of the Company in 2011.
- 6- Presenting approval of “Profit Distribution Policy” relating to the year 2013 and following years as per to the arrangements of Capital Market Boards.
- 7- Approval, approval after amendment or refusal of the suggestion of the Board of Directors on profit distribution and profit Distribution date.
- 8- Determination of the number and office term of the members of the Board of Directors, election of members in number so determined, and election of the Independent Members of the Board of Directors.
- 9- Determination of the “Remuneration Policy” regarding the Members of the Board of Directors and the Top Executives pursuant to the Corporate Governance Principles.
- 10- Determination of the monthly gross remuneration of the members of the Board of Directors, the Independent Members of the Board of Directors and the Auditors.
- 11- Approval of the Independent Audit Firm election held by the Board of Directors as per the arrangements of Turkish Commercial Code and Capital Markets Board.
- 12- Giving information to the General Meeting about the transactions executed with the related parties during 2011 within the meaning of the regulations of the Capital Market Board.
- 13- Giving information to the shareholders about the donations during 2013 and determination of the upper limit for the donations to be held in 2014.
- 14- Giving information to the Shareholders about the income or benefits gathered by pledge, security, mortgage and bailment that Company and affiliates has given to 3<sup>rd</sup> parties in 2013.
- 15- Giving information to the Shareholders who hold managing sovereignty, Members of the Board of Directors, Top Level Executives and spouse and blood and affinity relationship in compliance with the Article 395 and 396 of Turkish Commercial Code and Corporate Governance Notification within 2013.
- 16- Wishes and views.