

**MINUTE OF 56th GENERAL MEETING OF
OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.
HELD ON 18.03.2019**

The Ordinary General Meeting of the Company concerning the activity year 2018 has held at the address of Divan İstanbul Hotel, Asker Ocağı Cad. No. 1 Elmadağ Şişli, İstanbul at 10:00 on 18.03.2019 with the participation of Ministry Representative Mr. Feyyaz Bal who is appointed with 15 March 2019 dated 42634825 numbered letter of Republic of Turkey, Ministry of Trade, İstanbul Provincial Directorate of Trade.

The invitation relating to the meeting has declared at the 21 February 2019 dated and 9772 numbered Turkish Trade Registry Gazette, in corporate website of our company, www.otokar.com.tr, at e-corporate portal of Central Registry Agency and at Electronic General Meeting System before 21 days within legal duration as assumed in the Law and Articles of Association with agenda inside.

After examining the attendant list, it is determined that the minimum quorum has provided by 2,400,000,000 shares corresponding to 24,000,000 TL, 1,534,012 are represented personally corresponding 15,340.12 TL, 1,886,252,321 shares corresponding to 18,862,523.21 TL are represented by proxy and 1,887,786,333 shares are represented in total in compliance with required Law and Articles of Association. Shares with the amount of 1,395,784 TL which are represented by Deposited Representatives that are declared by Mr. Ahmet Serdar Görgüç who is the Member of Board of Directors of our Company.

In compliance with the Article 1527, Item Five and Six of Turkish Commercial Code, the Company has performed general meeting preparations in accordance with the legal provisions. Mrs. Hatice Gülşah Mutlu has appointed in order to use electronic general meeting system by Mr. Ahmet Serdar Görgüç and the discussion of the agenda has started by opening the meeting both at physical and electronic environment at the same time.

Mr. Ahmet Serdar Görgüç, member of the board of directors, has made a declaration about procedure of voting. He has determined that having the right of reserving the electronic vote counting in compliance with Law and Articles of Association, shareholders who participate in the general meeting physically shall vote via raising hand and open and shareholders who give refuse vote have to declare their votes orally.

Below decisions are taken as the result of the discussion within the content of the agenda:

1- In accordance with the Article 1 of the agenda about the Election of the Chairing board of the Ordinary General Meeting has begun. Mr. Ahmet Serdar Görgüç, the proxy of the Koç Holding A.Ş., has announced his offer for the Chairman of the meeting. It is unanimously decided that election of the Mr. Ahmet Serdar Görgüç for the Chairman of the General Meeting Chairing Board by 18,877,863.33 TL positive unanimous vote.

The Meeting Chairman has mentioned that he has appointed Mr. Doğan Seçkinler and Mr. Mustafa Metin Utkan as vote collectors and Mr. Hüseyin Odabaş as Minute Clerk.

The Meeting Chairman has determined that all required documents for the agenda are present within the meeting place the Meeting Chairman also determined that Mr. Ahmet Neziğ Olcay, Mr. Ali İhsan Kamanlı and Mr. Kenan Güven who are the members of the board of directors and Mr. Baran Yılmaz who is presenting Independent Auditing Firm PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik. A.Ş. have participated in the meeting and excuses are declared who were not able to participate in the meeting.

2. In accordance with the Article 2 of the agenda, the Chairman has stated that the 2018 Year Annual Report of the Company has declared to Public (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Activity Report) 21 days before the General Meeting. The Report of the Board of Directors that is prepared by Board of Directors of the Company relating to 2018 year Activities has read by the Minute Clerk Mr. Hüseyin Odabaş. Discussion has held on the Annual Report of 2018 year and nobody has presented idea. As the result of the discussions Annual Report of 2018 is accepted by majority vote by 11,650 TL refusal vote against 18,866,213.33 TL acceptance vote.

3. In accordance with the Article 3 of the agenda, the Chairman has claimed to read the report summary prepared PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik. A.Ş. about activities relating to 2018 year. Mr. Baran Yılmaz who represents PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik. A.Ş. has read the report summary. As this article of the agenda is not subjected to vote, just information has provided.

4. In accordance with the Article 4 of the agenda the Chairman has stated that the Financial Tables of the Company relating to 2018 has declared to Public (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Activity Report) 21 days prior to the General Meeting. Mr. Hüseyin Odabaş, the minute clerk, has read the summary of the balance sheet and financial tables. Financial tables were presented to negotiations and nobody participated. Financial Reports of 2018 and financial tables prepared in accordance with the Tax Procedure Law is accepted by majority vote by 11,650 TL refusal vote against 18,866,213.33 TL acceptance vote.

5. In accordance with the Article 5 of the agenda the Chairman has stated that in accordance with article 363 of TCC (Turkish Commercial Code), Ms. Selin Ayla Ünver has been appointed by Board of Directors' resolution dated 22.10.2018 and to fulfil the terms of office of elected member of the Board of Directors in the Ordinary General Assembly dated 15.03.2018 Mr. Halil İbrahim Ünver who passed away on September 6, 2018. Ms. Selin Ayla Ünver who has been appointed by Board of Directors' resolution dated 22.10.2018 membership is accepted by majority vote by 5,330 TL refusal vote against 18,872,533.33 TL acceptance vote.

6. The Chairman has presented the release of the Members of the Board of Directors due to their accounts and activities for the year 2018 to the approval of the General Meeting. Members of the Board of Directors separately unanimously have released is accepted by majority vote by 11,650 TL refusal vote against 18,866,213.33 TL acceptance vote.

7. Discussion of the General Meeting Offer on the Distribution of the 2018 Profit prepared in accordance with the profit distribution policy, as declared to Public (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Annual Report) 21 days prior to the General Meeting.

According to our financial tables which are audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik. A.Ş. and based on Turkish Accounting / Financial Reporting Standards (TMS/TFRS) relating to the January 1st – December 31st 2018 fiscal year 164.335.688 TL consolidated net period profit and according to the Tax Procedure Law records 125.477.082 TL current year profit was obtained and profit distribution suggestion of Board of Directors prepared in compliance with the Profit Distribution Table in the Profit Share Guide declared in accordance with the II-19.1 Dividend Communique by considering Profit Distribution Policy, long term company strategy, capital requirements of our company, investment and finance policies, profitability and cash status.

As the contingency reserve has reached 20 % limit of the capital which exist in the registries as of the 31.12.2018 in tax procedure law, no reserve will be funded for 2018 in compliance with the Article 519 Turkish Commercial Code for the legal reserve which have to be reserved with the rate of % 5, as stated in the profit distribution table in the annex in compliance with the Capital Market Board, Article 19th of Articles of Association of our Company and Profit Distribution Policy of our Company which was certified by the shareholders in the General Meeting that was held on 28.03.2014; in compliance with the Company's long-term strategy, investment and financing policies, profitability and cash status;

From the current year profit,
72.000.000 TL first share profit to the shareholders,
7.080.000 TL legal reserves
allocation will be as above

to pay total of 72.000.000 TL as the dividend to shareholders in cash,

According to the records prepared in accordance with the Tax Procedure Law, a total of 72,000,000 TL first share profit to the shareholders and 7,080,000 TL Legal Reserves, to be fully paid by current year's profit,

the profit share paid to the shareholders from the current year profit in accordance to the Tax Procedure Law and the Legal Reserves, the allocation of the remaining 46.397.082 TL shall reserve as an extraordinary reserves; the balance in the financial statements prepared in accordance with the Turkish Accounting / Financial Reporting Standards (TAS / TFRS) principle shall be calculated as TL 85.255.688 and transferred to previous year's profit,

to pay cash profit to full-fledged taxpayers and foreign-based taxpayers that make profit via business or permanent representative in Turkey with the rate of 300,000 % and 3,00000 TL gross=net profit at 1,00 TL of nominal value to one share register and to pay cash profit to other shareholders with the rate of 255,000 % and 2,55000 TL net cash profit at 1 TL nominal value to one share register and setting the profit distribution date as of 25.03.2019 has accepted by 18,877,863.33 TL positive unanimous vote.

8- In accordance with the Article 8 of the agenda relating to discussion on the election of the membership of the board of directors. Ahmet Serdar Görgüç, the proxy of the Koç Holding A.Ş. shareholder of the Company has declared his offer for the members of the Board of the Directors Ministry Representative has seen the candidate and duty acceptance declaration of the ones who cannot physically attend to the general meeting.

The proposal was voted and the number of the member of the board of directors have determined as 3 independent members and 8 members in total.

Following members are elected to serve 1 year as members of board of directors is accepted by the majority vote Mr. Yıldırım Ali Koç, Mr. Levent Çakıroğlu, Ms. Selin Ayla Ünver, , Mr. İsmail Cenk Çimen, Mr. Ahmet Serdar Görgüç and as independent members Mr. Ahmet Nezi Olcay, Mr. Ali İhsan Kamanlı and Mr. Kenan Güven with 23,537 TL refusal vote against 18,854,326.33 TL acceptance vote.

The information about CVs of the Members of the Board of Directors has declared to Public (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Annual Report) 21 days prior to the General Meeting and it is stated that members who served last year will be serving except Mr. İsmail Cenk Çimen. Elected member of Board of Directors Mr. İsmail Cenk Çimen's CV is read by the minute clerk.

9- “The Remuneration Policy for the Members of the Board of Directors and the Top Executives” that is presented for information and approval of our shareholders at the 15.03.2018 dated general meeting of our Company. The information on 17.517.796- TL is paid to Members of the Board of Directors as it is mentioned in the Footnote 27 of the Financial Tables which are announced to the public and the Top Executives during the year 2018 as declared 21 days before the General Meeting to Public (at Public Disclosure Platform, www.otokar.com.tr corporate website of the company, Electronic General Meeting System of Central Registry Agency and printed Activity Report) and payments performed within the content of “The Remuneration Policy for the Members of the Board of Directors and the Top Executives” have accepted by the majority vote 18,877,863.33 TL acceptance vote

10- Mr. Ahmet Serdar Görgüç, the proxy of the Koç Holding A.Ş. shareholder of the Company has declared his offer on determination of the monthly remuneration of the members. Proposal is presented and accepted by majority vote by 857,687 TL refusal vote against 18,020,176.33 TL acceptance vote in order to be paid to each member of the board of directors gross 474.000 TL (Four Hundred Seventy Four Thousand Turkish Liras) annually from the month following the decision.

11- Within the content of Turkish Commercial Code and Capital Markets Regulations it is accepted by majority vote by 18,865,010.33 TL acceptance vote unanimously against 12,853 TL refusal vote to elect PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. located at Süleyman Seba Cad. BJK Plaza No: 48/9 Beşiktaş İstanbul which is elected with 11.02.2019 decision of the Board of Directors as Independent Audit Institution in order to audit the financial reports and performing other procedures in accordance with the related arrangements for the 2019 accounting year by taking into consideration the suggestion of the Audit Committee.

12- The information about the company has donated 628,950 TL and the main institutions and organizations that donated within the year 2018 is shared with General Meeting. The offer of Mr. Ahmet Serdar Görgüç, the proxy of the Koç Holding A.Ş. shareholder of the Company about the upper limit of the donations should be 0,2 % of the revenue is accepted by majority vote by 897,188 TL refusal vote against 17,980,675.33 TL acceptance vote.

13- Giving permission to 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 is accepted by majority vote by 18,843,917.33 TL acceptance against 33,946 TL refusal vote. Information about whether there is not such kind of operation carried out within the year 2018 in accordance with Capital Markets Board and Corporate Governance Communique Principle 1.3.6.

14. - In the wished section of the agenda acknowledgement is presented for the results and wishes about success for the following years is presented. The questions of the shareholders were answered by Mr. Ahmet Serdar Görgüç; chairman of the Meeting, Mr. Hüseyin Odabaş; Assistant General Manager-Financial Affairs.

The chairman has closed the meeting as there is not any article to be discussed. This minute is arranged at the meeting place and signed.

(18.03.2019)

Mr. FEYYAZ BAL
MINISTRY REPRESENTATIVE

Mr.AHMET SERDAR GÖRGÜÇ
MEETING CHAIRMAN

Mr. DOĞAN SEÇKİNLER
VOTE COLLECTOR

Mr. MUSTAFA METİN UTKAN
VOTE COLLECTOR

Mr. HÜSEYİN ODABAŞ
MINUTE CLERK

Attachment of the decision of Board of Directors which is dated 15.02.2019 and numbered 2019/05.

01.01.2018-31.12.2018 FISCAL YEAR DIVIDEND DISTRIBUTION PROPOSAL

According to our consolidated financial tables which are audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik. A.Ş. and prepared in accordance with the annex and comments based on Turkish Accounting / Financial Reporting Standards (TMS/IFRS) which has been put into effect by the Public Oversight Accounting and Auditing Standards Authority (KMG) relating to the 01.01.2018-31.12.2018 fiscal year 164.335.688 TL net profit was obtained for parent company and profit distribution suggestion of Board of Directors prepared in compliance with the attached Profit Distribution Table pursuant to the Capital Market Board's (CMB) II-14.1 "Communique on Principles of Financial Reporting in Capital Markets" by considering Profit Distribution Policy, long term company strategy, capital requirements of our company, investment and finance policies, profitability and cash status. Distribution of dividend will start on 25.03.2019 upon General Assembly's approval.

Otokar Otomotiv ve Savunma Sanayi A.Ş. Dividend Distribution Table 2018 (TL)			
1. Paid-in/Issued Capital		24.000.000	
2. Total Legal Reserves (According to Legal Records)		66.678.147	
Information concerning any privileges provided in the articles of association regarding profit		-	
		According to CMB	According to Statutory Records
3	Current Period Profit	121.145.173	125.477.082
4	Taxes Payable (-)	(43.190.515)	-
5	Net Current Period Profit (=)	164.335.688	125.477.082
6	Losses in the Previous Years (-)		
7	Primary Legal Reserve (-)		
8	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	164.335.688	125.477.082
9	Donations Made during the Year (+)	628.950	
10	Donation-Added Net Distributable Current Period Profit	164.964.638	
11	First Dividend to Shareholders		1.200.000
	- Cash	72.000.000	
	- Bonus Shares		
	- Total		
12	Dividend Distributed to Owners of Privileged Shares		
13	Other Dividend Distributed		
	- To the Members of the Board of Directors		
	- To the Employees		
	- To None Shareholders		
14	Dividend to Owners of Redeemed Shares		
15	Second Dividend to Shareholders	-	70.800.000
16	Legal Reserves	7.080.000	7.080.000
17	Status Reserves		
18	Special Reserves		
19	EXTRAORDINARY RESERVES	85.255.688	46.397.082
20.	Other Distributable Resources		
	- Previous year's profit		
21.	Legal Reserves Allocated for Other Source proposed to be Distributed		-

DIVIDEND RATE TABLE

	GROUP	CASH DIVIDEND AMOUNT (TL)		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PER VALUE OF 1 TL	
		CASH (TL)	BONUS (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
GROSS		72.000.000,00	0	43,81%	3,00000	300,000
	TOTAL	72.000.000,00	0	43,81%	3,00000	300,000
NET		61.200.000,00	0	37,24%	2,55000	255,000
	TOTAL	61.200.000,00	0	37,24%	2,55000	255,000