

OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.

Annual General Meeting Invitation

Publish Date:22.02.2017

Disclosure Type: Material Disclosure

Year:

Period:

Company Address	Atatürk St. No. 6 54580 Arifiye - Sakarya
Phone and Fax No.	(264) 229 22 44 / (264) 229 22 42
Company's Investor Relations Section Phone and Fax No.	(264) 229 22 44 / (264) 229 22 42
Is this a update disclosure?	No
Is this a delayed disclosure?	No
Summary Info	Annual Ordinary General Meeting Invitation and Information Notes

Date of Decision	22.02.2017
Type of Annual General Meeting	Ordinary
Starting Date of Fiscal Period	01.01.2016
Ending Date of Fiscal Period	31.12.2016
Date & Time	24.03.2017 14:00
Address	Divan İstanbul Oteli, Asker Ocağı Cad. No:1 Elmadağ Şişli - İstanbul (Tel: 0212 315 55 00)
Agenda	<ol style="list-style-type: none">1-Opening & Election of the Chairman of General Assembly2-Reading, discussion and approval of the Annual Report for the year 2016 prepared by the company's Board of Directors,3-Reading of the summary of the Independent Auditors' Report related to 2016 fiscal year,4-Reading, discussion and approval of the Financial Statements related to 2016 fiscal year,5-Release of Members of Board of Directors separately for the activities of the year 2016,6-Approval, approval with a modifications or refusal of Board of Directors proposal on dividend distribution for the year 2016 and the date of distribution prepared within the scope of Dividend Policy of the Company,7- Approval, approval with a modifications or refusal of the proposal made by the Board of Directors about the change of the 5th article of the Articles of Association titled "Head Offices and Branch Offices of the Company" and the 7th article of Articles of

	<p>Association titled “Capital”.</p> <p>8-Assigning the number and the assignment term of the Board of Directors, election in accordance with the assigned number, the election of the Independent Board Members,</p> <p>9-Giving information to shareholders about ” Remuneration Policy” and the payments that have been made within the scope of that policy to the Members of the Board of Directors and the senior management pursuant to Corporate Governance Principles,and the approval</p> <p>10-Determining the annual gross remuneration of the Board of Directors,</p> <p>11-The approval of the Independent Audit Firm selected by the Board of Directors as per the regulations of the Turkish Commercial Code and Capital Markets Board ,</p> <p>12- The information giving the shareholders about the donations made in 2016 and determining the upper limit of donations will be made within 2017,</p> <p>13- Letting the shareholders that holds the management, the members of the board of directors, the senior management and their spouse and up to second degree blood and affinity proximity within the frame of Turkish Commercial Code Articles 395 and 396 and giving information to shareholders about any transaction made within this scope in 2016 in accordance with the Capital Market Boards Corporate Governance Communique,</p> <p>14- Wishes and opinions,</p>
<p>Are there any matter of amendment to the articles of the association regarding the commercial title in the agenda?</p>	<p>No</p>
<p>Are there any matter of amendment to the articles of the association regarding the subject of activity in the agenda?</p>	<p>No</p>
<p>Are there any matter of amendment to the articles of the association regarding head office in the agenda?</p>	<p>Yes</p>

Information regarding the processes among the agenda

Share Group Information	Proposed Dividend Per Share For 1 TL Nominal Value - Gross (TRY)	Proposed Dividend Per Share For 1 TL Nominal Value - Net (TRY)
OTKAR(Old),TRAOTKAR91H3	2,50000	2,12500

Share Group Information	Proposed Dividend Distribution Amount As Shares (TRY)	Proposed Dividend Distribution Amount As Shares (%)
OTKAR(Old),TRAOTKAR91H3	0,000	0,00000

Additional Disclosure

Our Company's Ordinary Annual General Meeting will be held to examine the activities of the year 2016 and to discuss and to settle the agenda written above on 24.03.2017 Friday 14:00 at Divan İstanbul Oteli, Asker Ocağı Cad. No:1 Elmadağ Şişli – İstanbul.

The Annual General Meeting Invitation that includes the agenda and the proxy, and the Information Sheet that includes required explanations for the agenda and the regulations of the Capital Market Boards are attached.

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.

We hereby declare that our above statement is in conformity with the principles included in the Capital Market Board's Material Disclosures Communiqué, that it exactly reflects the entire information we received; that the information complies with our records, books and documents; that we have endeavored to obtain the correct and complete information relative to this subject and that we are responsible for the declarations made in this regard.