

## OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş. / OTKAR [31.03.2016]

### Material Disclosure (Cash Dividend Payment Date)

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? : Yes  
Is this a delayed disclosure? : No  
Subject : Cash Dividend Payment Date

<b>Cash Dividend Payment Type</b>	<b>Cash</b>

<b>Share Group Information</b>	<b>Proposed Dividend Per Share For 1 TL Nominal Value - Gross (TRY)</b>	<b>Proposed Dividend Per Share For 1 TL Nominal Value - Net (TRY)</b>
<b>OTKAR(Old),TRAOTKAR91H3</b>	<b>3,000000</b>	<b>2,550000</b>

<b>Distribution Date of Cash Dividend</b>
<b>04.04.2016</b>

#### ADDITIONAL DISCLOSURES:

The article of the Minutes of Otokar Otomotiv ve Savunma Sanayi A.Ş. 53<sup>rd</sup> Ordinary General Assembly Meeting held on 28.03.2016 related to dividend distribution is as following.

According to our financial tables which are audited by Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik. A.Ş. (A Member of PricewaterhouseCoopers) and based on Turkish Accounting / Financial Reporting Standards (TMS/TFRS) relating to the January 1st – December 31st 2015 fiscal year 79.506.151 TL net period profit was obtained and profit distribution suggestion of Board of Directors prepared in compliance with the Profit Distribution Table in the Share Guide declared in accordance with the II-19.1 Communique by considering Profit Distribution Policy, long term company strategy, capital requirements of our company, investment and finance policies, profitability and cash status.

According to tax procedure law, as 38.572.326 TL current year profit has presented;

as the contingency reserve has reached 20 % limit of the capital which exist in the registries as of the 31.12.2015 in tax procedure law, no reserve will be funded in compliance with the Article 519 Turkish Commercial Code for the legal reserve which have to be reserved with the rate of % 5,

according to Financial Tables which are formed in accordance with the Turkish Accounting / Financial Reporting Standards (TMS/TFRS), the share basis is 81.472.851 TL when donations amounting 1.966.700 TL was added to obtained 79.506.151 TL net period profit,

according to the financial tables which are formed in accordance with the Tax Procedure Law, it is seen that 38.572.326 TL net period profit obtained and 204.719.357-TL net distributable profit has been reached.

as stated in the profit distribution table in the annex in compliance with the Capital Market Board and Article 19 of Articles of Association of our Company

40.736.425,50 TL first share profit to the shareholders,  
31.263.574,50 TL second share profit to the shareholders,  
7.080.000,00 TL share profit distribution from the previous year profits,  
426.151,00 TL Secondary Reserve

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

to pay the 35.174.842 TL of 72.000.000 TL share based on our legal records from current year profit and resting 36.825.158 TL from the previous year profits and to pay 3.397.484 TL of 7.080.000 TL as the Secondary Reserve from the current year profit and 3.682.516 TL from the extraordinary reserves,

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 300.00 % and 3.00 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 255,00 % and 2.55 TL net cash profit at 1 TL nominal value to one share register and setting the profit distribution date as of 04.04.2016 has accepted by 17.966.827,83 TL positive unanimous vote.

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 Communique , 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.