

**INVITATION BY BOARD OF DIRECTORS OF  
OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.  
FOR THE ORDINARY GENERAL MEETING ON 14.03.2012**

The Ordinary General Meeting of the Company will be held at the address of Divan İstanbul Elmadağ, Asker Ocağı Cad. No: 1 Şişli-İstanbul at 11:00 A.M. on Wednesday, 14 March 2012 in order to examine 2011 activities and conclude the agenda written below. We hereby demand our Shareholders to get information about the mentioned meeting place above from the Headquarter of our Company.

Shareholders who will not personally attend the meeting must present their proxy issued in the form which is available at the Head Office of the Company (Küçükyalı-İSTANBUL) and Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza/Levent –İstanbul) or at the web site of the Company at [www.otokar.com.tr](http://www.otokar.com.tr) and certified by a notary public as regards to the authenticity of the signature thereon, to the Head Office of the Company and perform the other formalities set out in the Communique Serial IV, No. 8 of the Capital Market Board that has released in the Official Gazette 09.03.1994 and No 21872 in order to be able to cast their votes at the General Meeting through a proxy.

Shareholders whose shares are reserved in the accounts of the investors under the intermediary institutions before the Central Securities Depository of Turkey and who want to participate in the General Meeting have to act in accordance with the provisions of “General Meeting Blockade” operations in the booklet of “Central Registry System Labour and Information Application Principles and Rules” at the [http://www.mkk.com.tr/MkkComTr/assets/files/tr/yay/formlar/is\\_bilisim.pdf](http://www.mkk.com.tr/MkkComTr/assets/files/tr/yay/formlar/is_bilisim.pdf) as the Letter Attachment 2005/28 of the Central Securities Depositories of Turkey (CSD) ([www.mkk.gov.tr](http://www.mkk.gov.tr)) and they must register themselves into General Meeting Blockade List. Also you can get information by ALO CSD (444 0 655). Our Shareholders should know there is no opportunity to participate in the General Meeting in case they have not registered to “Blockade List”.

Shareholders who possess shares physically can have the blockage formalities done by applying to the Shareholder Relations Unit at the Head Office of the Company at the address of Aydınevler Mah. Dumlupınar Cad. No. 24 Küçükyalı İstanbul through phone number 0 216 489 29 50 for General Meeting and Blockage formalities or to Yapı Kredi Yatırım Menkul Değerler A.Ş. (Phone: 0212 319 82 22) which carries out the blockage and registration formalities on behalf of the Company, at latest 1 week before the date of the General Meeting.

In addition, pursuant to the Provisional Article 6 of the Capital Markets Law which was amended by the article 157 of the Law No. 6111 which came in effect upon its publication in the Official Gazette dated 25 February 2011, all shares of the shareholders who possess the shares physically which have not been registered by 31 December 2012 will automatically transfer to the Company by the operation of the law at the said date and all rights attached to such shares will automatically terminate at the said date. For this reason, shareholders who have not yet had their shares registered must have their shares registered with the Central Securities Depository (Merkezi Kayıt Kuruluşu A.Ş.) as soon as possible in order not to forfeit their rights thereon.

The Directors’ and Auditors’ Reports, the reports of the Independent Audit Firm, the Financial reports, the profit distribution proposal of the Board of Directors, and the Annual Report with the Corporate Governance Principles Compliance Report in attachment for the year 2011 are available at the Head Office of the Company and at the web site of the Company at [www.otokar.com.tr](http://www.otokar.com.tr) for inspection by the shareholders 21 days before the General Meeting.

Voting at the General Meeting for adoption of the issues in the agenda of the General Meeting will be done by show of hands.

All shareholders and stakeholders as well as representatives of the media are invited to the General Meeting.

Notification via registered mail will not be performed to the shareholders whose shares are on transaction continuously in other markets or stock exchange of which are registered pursuant to Capital Markets Law ("Law").

Respectfully yours,

**BOARD OF DIRECTORS**

Company address: Aydnevler Mah. Dumlupınar Caddesi  
No: 24 A Blok Küçükyalı – İstanbul

## **AGENDA OF THE ORDINARY GENERAL MEETING OF OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş ON 14.03.2012**

- 1- Opening and election of the Chairing Board.
- 2- Reading of summary of and discussion of the Directors' and Auditors' Reports as well as the Independent Audit Report of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the independent audit firm, concerning the activities and accounts of the Company in 2011; adoption, revised adoption or rejection of the proposal of the Board of Directors concerning the Balance Sheet and Income Statement 2011.
- 3- Release of each of members of the Board of Directors and Auditors from their obligations regarding the activities of the Company in 2011.
- 4- Adoption, revised adoption or rejection of the proposal of the Board of Directors concerning the distribution of the profit in 2011 and the date of distribution of the profit.
- 5- With the condition of getting required permissions from Ministry of Customs and Trade of Republic of Turkey and Capital Markets Board, deciding to make amendments in the Articles of Association on the Article 5: “Headquarter and Branches”, Article 10: “Board of Directors”, Article 14: “Provisions Relating to Board of Directors”, Article 17: “General Meetings”, Article 32: “Compliance to Corporate Management Principles”.
- 6- Determination of the number of the members of the Board of Directors and election according to the member number, determination of Independent Members of Board of Directors.
- 7- Determination of the number of auditors and election of the auditors in number so determined.
- 8- Determination of “Compensation Policy for Top Executives and Members of the Board of Directors” in compliance with the Corporate Management Principles.
- 9- Determination of the monthly gross remuneration of the members of the Board of Directors and the Auditors.
- 10- Pursuant to the Communiqué Relating to the Independent Audit Standards in Capital Markets released by the Capital Markets Board, approval of the independent audit institution election that is held by the Board of Directors with the reference of Audit Committee.
- 11- Giving permission to the Members of the Board of Directors and Shareholders who hold managing sovereignty, Top Level Executives and blood and affinity relationship pursuant to the articles 334 and 335 of the Turkish Commercial Code to carry out such businesses falling into the scope of the subject of the Company personally or on behalf of others which are engaged in such businesses that can cause conflict of interest and giving information to the General Council about operations performed in this regard.
- 12- Giving information to the General Council about the operations performed with related parties in 2011 in compliance with the regulations of Capital Markets Board.
- 13- Giving information to the General Council about the “Profit Distribution Policy” of the Company relating to 2012 and following years in accordance with the Corporate Management Principles.
- 14- Giving information to the Board about “Corporate Information Policy” in accordance with the Corporate Management Principles.

- 15- Giving information to the General Council about the donations and aids performed to foundations and associations in 2011.
- 16- Giving authority to the Chairing Board to sign the Minutes of the General Meeting on behalf of the Shareholders and to the effect that it be deemed suffice.
- 17- Wishes.

**OTOKAR OTOMOTİV VE SAVUNMA ANONİM ŞİRKETİ**  
**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b><u>FORMER TEXT</u></b>	<b><u>NEW TEXT</u></b>
<p><b>Article 5. Headquarter and Branches:</b> Legal head office of the company is located at Aydınevler Mahallesi, Dumlupınar Caddesi No. 24 A Blok 54580 Arifiye- SAKARYA. Change of address shall be registered with the trade register office and announced to the public in the Turkish Trade Register Gazette and also notified to the Ministry of Industry and Commerce and the Capital Market Board. Notice served to the registered and announced address shall be deemed served to the Company. If the Company has moved from its registered and announced address but failed to register its new address within the statutory time, this shall reason for dissolution of the Company. The Company may open branch offices at home and abroad by notifying the same to the Ministry of Industry and Commerce.</p>	<p><b>Article 5. Headquarter and Branches:</b> Legal head office of the Company is located at Aydınevler Mahallesi, Dumlupınar Caddesi No. <b>58</b> A Blok <b>34854</b> Küçükyalı İSTANBUL. Business center of the Company is located at Atatürk Caddesi No. 9 54580 Arifiye SAKARYA. Change of address shall be registered with the trade register office and announced to the public in the Turkish Trade Register Gazette and also notified to the Ministry of Industry and Commerce and the Capital Market Board. Notice served to the registered and announced address shall be deemed served to the Company. If the Company has moved from its registered and announced address but failed to register its new address within the statutory time, this shall reason for dissolution of the Company. The Company may open branch offices at home and abroad by notifying the same to the Ministry of Industry and Commerce.</p>
<p><b>Article 10. Board of Directors:</b> Business and administration of the Company is carried out by a Board of Directors formed by minimum 5 members elected by the General Meeting among the shareholders in accordance with the provisions of the Turkish Commercial Code.</p> <p>Office Term: Office term of the members of the board of directors is one year. A member whose office term has ended may be re-elected. The General Meeting may replace the members of the Board of Directors at any time as they deem necessary.</p> <p>Members of the Board of Directors who represent the shareholders in legal entity statutes shall cease to be the members of the Board when it is notified to the Company that their contracts with the respective shareholders in legal entity statutes have been terminated, pursuant to the article 312/2 of the Turkish Commercial Code.</p>	<p><b>Article 10. Board of Directors:</b> Business and administration of the Company is carried out by a Board of Directors formed by minimum 5 members elected by the General Meeting in accordance with the provisions of the Turkish Commercial Code and the <b>Capital Markets Law</b>.</p> <p><b>Number and qualifications of independent members of the Board of Directors shall be determined in accordance with the regulations of the Capital Market Board concerning the corporate governance.</b></p> <p>Office Term: Members of the Board of Directors shall be elected for <b>an office term of 3 (three) years at most</b>. A member whose office term has ended may be re-elected. The General Meeting may replace the members of the Board of Directors when it deems necessary.</p> <p>Members of the Board of Directors who represent the shareholders in legal entity statutes shall cease to be the members of the Board when it is notified</p>

The Board of Directors may apportion the administration and representation duties among the members and/or delegate such duties in part or whole to delegate members or managers who are not required to be shareholders.

The Board of Directors is authorized to apportion the administration and representation duties in the manner stated above.

The Board of Directors shall determine the powers and responsibilities of the delegate members and the managers and may delegate any and all powers and responsibilities vested to the Board of Directors to any persons as subject to such terms, conditions and limitations determined by the Board of Directors and may change, alter or revoke such powers in part or whole when it deems necessary.

The Board of Directors may establish advisory, coordination committees and other committees or sub-committees of similar nature with members of the Board and/or non-member persons to deal with any issues deemed appropriate by the Board.

Principles applicable to holding of meetings, working and reporting of the Chairman and members of such committees shall be established, arranged and changed by the Board of Directors.

Remuneration may be paid to the members of the Board of Directors in accordance with the provisions of the Turkish Commercial Code. Apart from the remuneration, salary, bonus or premium can be paid to the members of the Board and committees referred above, for the services they provide as member of the Board and committee. Method and amount of payments to be made to the members of the Board of Directors, including the delegate members, on account of acting as member of the Board of Directors shall be determined by the General Meeting, and method and amount of payments to be made to the members of the committees on account of services rendered by them as members of the committees shall be determined by the Board of Directors in accordance with the legislation.

to the Company that their contracts with the respective shareholders in legal entity statutes have been terminated, pursuant to the article 312/2 of the Turkish Commercial Code.

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	<p>account of services rendered by them as members of the committees shall be determined by the Board of Directors in accordance with the legislation.</p> <p><b>Payment plans based on the performance of the Company may not be used in the remuneration of the independent members of the Board of Directors.</b></p>
<p><b>Article 14. Provisions Relating to the Board of Directors:</b> Rights, duties, obligations and responsibilities of the Board of Directors, form of and quorum for meeting, resignation, death or disability of a member, election of members by the Board of Directors to vacant positions and other issues concerning the Board of Directors shall be dealt with in accordance with the provisions of the Turkish Commercial Code.</p> <p>A monthly or annual remuneration determined by the General Meeting shall be paid to the Chairman and members of the Board of Directors.</p>	<p><b>Article 14. Provisions Relating to the Board of Directors:</b> Rights, duties, obligations and responsibilities of the Board of Directors, form of and quorum for meeting, resignation, death or disability of a member, election of members by the Board of Directors to vacant positions and other issues concerning the Board of Directors shall be dealt with in accordance with the provisions of the Turkish Commercial Code <b>and regulations of Capital Markets Board.</b></p> <p>A monthly or annual remuneration determined by the General Meeting shall be paid to the Chairman and members of the Board of Directors.</p>
<p><b>Article 17. General Meetings:</b> General Meeting of the Company shall be convened annually or extraordinarily. Annual General Meeting shall be convened at least once a year within three months following the account period of the Company. Extraordinary General Meetings shall be convened and shall take resolutions in cases and at times when the businesses of the company so require in accordance with the provisions of the Turkish Commercial Code and the Articles of Association.</p> <p>Place of Meeting: General Meetings can be convened at the head office of the Company or at another place if resolution is taken by the Board of Directors. This shall be stated in the announcements.</p> <p>Notice for the General Meeting shall be made 3 weeks before the date of the meeting. The General Meetings shall be open to the public, including the stakeholders and the media, providing that they will not have the right to</p>	<p><b>Article 17. General Meetings:</b> General Meeting of the Company shall be convened annually or extraordinarily. Annual General Meeting shall be convened at least once a year within three months following the account period of the Company. Extraordinary General Meetings shall be convened and shall take resolutions in cases and at times when the businesses of the company so require in accordance with the provisions of the Turkish Commercial Code, <b>regulations of Capital Markets Board</b> and the Articles of Association.</p> <p>Place of Meeting: General Meetings can be convened at the head office of the Company or at another place if resolution is taken by the Board of Directors. This shall be stated in the announcements.</p> <p>Notice for the General Meeting shall be made 3 weeks before the date of the meeting. The General Meetings shall be open to the public, including the stakeholders and the media, providing that they will not have the right to</p>

<p>speaking at the General Meeting.</p> <p>At least one member of the board of directors, one auditor, at least one of the persons who are responsible for preparation of the financial statements and at least one person who has knowledge about any specific issue in the agenda to make explanations about such issue shall be present at the general meetings. Excuse given by any of such persons who is not present at the meeting for non-attendance at the general meeting shall be informed by the chairman of the meeting to the general meeting.</p>	<p>speaking at the General Meeting.</p> <p>At least one member of the board of directors, one auditor, at least one of the persons who are responsible for preparation of the financial statements and at least one person who has knowledge about any specific issue in the agenda to make explanations about such issue shall be present at the general meetings. Excuse given by any of such persons who is not present at the meeting for non-attendance at the general meeting shall be informed by the chairman of the meeting to the general meeting.</p>
	<p><b>Article 32. Compliance with Corporate Governance Principles</b>  <b>Corporate Governance Principles, the application of which has been made compulsory by the Capital Market Board, shall be complied with. Any transactions executed and any resolutions of the board of directors taken without complying with the compulsory principles shall be deemed contrary to the articles of association.</b></p> <p><b>In respect of any transactions deemed important as regards to the application of the Corporate Governance Principles and in respect of any related party transactions of the company and in respect of transactions related with giving guarantee, pledge and mortgage in favor of third persons, regulations of the Capital Market Board concerning the corporate governance shall be complied with.</b></p>



## PROXY

### TO CHAIR OF GENERAL COUNCIL OF OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.

I/we appoint Mr/Mrs/Ms ..... as my/our proxy to represent me/us and to cast vote, make proposal and sign the necessary documents for and on behalf of me/us in accordance with my/our views stated below, at the ordinary general meeting of OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş. to be held at the address of DIVAN İstanbul, Elmadağ, Asker Ocağı Cad. No: 1 Şişli - İstanbul on Wednesday, 14 March 2012, at 11:00 A.M.

#### A) SCOPE OF AUTHORITY OF REPRESENTATION

- a) The proxy is authorized to cast vote in line with his/her view on all issues in the agenda.
- b) The proxy is authorized to cast vote in line with the following instructions on the issues in the agenda:  
Instructions: (special instructions required)
- c) The proxy is authorized to cast vote in line with the recommendations of the management of the company.
- d) The proxy is authorized to cast vote on issues arising in the course of the meeting in line with the following instructions. (unless there are any instructions, the proxy can cast vote freely).  
Instructions: (special instructions required)

#### B) OF THE SHARE OWNED BY THE SHAREHOLDER:

- a) Number-par value: .....
- b) Any voting privilege: .....
- c) Bearer-Registered Share: .....
- d) Blockage form of shares: .....

#### NAME OF THE SHAREHOLDER

Signature

Address: .....

- NOTES:**
- Under part (A), one of options (a), (b) or (c) shall be chosen.
  - If (b) and (d) is chosen in the part B, then clear instruction shall be required.
  - In the section (B), the CSD blockage form referred in the item (d) will be attached to.