

AGENDA

**for the 48. ORDINARY GENERAL ASSEMBLY MEETING
of OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.
to be held on 15.03.2011 at 10:00 a.m.**

1. Opening and election of the Chairmanship Council
2. Presentation and discussion of the Board's Annual Report, Auditor's report and the Report of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., Independent Auditing Company, on the operations and accounts of the year 2010. Approval of the Board of Directors' proposal on 2009 balance sheet and income statement as-is, approval upon amendment or rejection thereof
3. Release of the Board members and Auditors for their acts and actions in 2010, separately
4. Briefing to the shareholders on "Profit Distribution Policy", pursuant to the Corporate Management Principles
5. Approval of the Board's proposal on profit distribution for 2010 and the date thereof, acceptance upon amendment or rejection thereof
6. Fixing the number of the Board members and election of members accordingly
7. Fixing the number of the Auditors and holding the election accordingly
8. Fixing the monthly gross remuneration for Board Members and Auditors
9. Submission of the donations and social aids extended to the foundations and associations in 2010 for the purpose of social welfare for the General Assembly's review
10. Briefing to the shareholders on the operations made with the relevant parties throughout the year
11. Approval of the appointment of the independent auditors by the Board of Directors upon proposal by the Auditing Committee, pursuant to the Capital Market Board's Communiqué on the Standards for Independent Audit in the Capital Market
12. Authorisation of the members of the Board of Directors to execute Company affairs, covered by the subjects thereof, personally or let them be executed by third parties and to become partners in companies being involved in same activities and to perform other activities in accordance with Sections 334 and 335 of the Turkish Commercial Code
13. Authorisation of the Chairmanship Council to sign the minutes of the General Assembly meeting and to settle this item in this way
14. Wishes