

OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.
AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD 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- Voting of amendments to the article 5 "Head Office and Branch Offices", the article 10 "Board of Directors", the article 14 "Provisions Regarding the Board of Directors" and the article 17 "General Meetings", of the Articles of Association and of addition of the article 32 "Compliance with Corporate Governance Principles" to the Articles of Association, providing that necessary permissions have been obtained from the Capital Market Board and the Ministry of Customs and Commerce of the Republic of Turkey.
- 6- Determination of the number and office term of the members of the Board of Directors, election of members in number so determined, and election of the Independent Members of the Board of Directors.
- 7- Determination of the number of auditors and election of the auditors in number so determined.
- 8- Determination of the "Remuneration Policy" regarding the Members of the Board of Directors and the Top Executives pursuant to the Corporate Governance Principles.
- 9- Determination of the monthly gross remuneration of the members of the Board of Directors, the Independent Members of the Board of Directors and the Auditors.
- 10- Approval of the independent audit firm selected by the Board of Directors upon the proposal of the Audit Committee pursuant to the Communiqué Concerning the Standards of Independent Audit in the Capital Market of the Capital Market Board.

- 11- Granting of permission to the Board of Directors pursuant to the articles 334 and 335 of the Turkish Commercial Code to grant permission to the shareholders who have control of the management, to the Members of the Board of Directors and to the top executives and to the blood and in-law relatives of them up to second kin to execute transactions with the Company or its affiliates in such nature that may cause conflict of interest, to compete with the Company and its affiliates, to carry out such businesses falling into the scope of the subject of the Company personally or on behalf of others and to invest in such companies which are engaged in such businesses, and to execute other transactions, providing that information about such deals and transactions executed during the year is given to the General Meeting.
- 12- Giving information to the General Meeting about the transactions executed with the related parties during 2011 within the meaning of the regulations of the Capital Market Board.
- 13- Giving information to the General Meeting about the "Profit Distribution Policy" of the Company in 2012 and subsequent years pursuant to the Corporate Governance Principles.
- 14- Giving information to the General Meeting about the "Company Information Policy" of the Company pursuant to the Corporate Governance Principles.
- 15- Giving information to the General Meeting about the donations and aids made by the Company to foundations and societies for purposes of social aid 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 and views.