

AGENDA OF THE GENERAL ASSEMBLY OF SHAREHOLDERS

38TH ORDINARY GENERAL ASSEMBLY OF TOFAŞ TÜRK OTOMOBİL FABRİKASI ANONİM ŞİRKETİ DATED 20 APRIL 2006 AGENDA OF THE MEETING

1. Opening and election of the Chairmanship Council,
2. Reading and discussing the reports of Board of Directors and Auditors and the summary of Independent Auditors' Report issued by Güney Serbest Muhasebeci Mali Müşavirlik A.Ş with respect to 2005 operations and accounts; approval, approval with amendment or rejection of the Board of Directors' proposal in respect of the 2005 Balance Sheets and Income Statements,
3. Acquittance of the Members of the Board of Directors and the Auditors from liability in respect of the Company's operations in 2005,
4. Approval, approval with amendment or rejection of the Board's proposal relating to the appropriation of 2005's income,
5. Informing the General Assembly on the donations and grants given to foundations and associations by the Company for social support purposes in 2005,
6. Re-election or replacement of the Auditors whose terms of office have expired,
7. Approval of the results of the Independent External Auditing Organisation carried on by the Board of Directors according to laws and regulations in connection with the Capital Market,
8. Determination of the annual remuneration of the Chairman and the Members of the Board of Directors as well as of the Auditors,
9. Authorization of the Board of Directors to do business related to the Company's objectives in person or on behalf of others enabling them to participate in the companies of similar business and do transactions pursuant to the Articles 334 and 335 of Turkish Commercial Code, provided that such Members of the Board of Directors are prohibited from being Board Members, officers or employees of the companies or third persons engaged in the business of motor vehicles other than motor vehicles manufactured by or under the licence of Fiat Group,
10. Giving authorization to the Chairmanship Council to sign the Minutes of the General Assembly Meeting and to consider this to be satisfactory, on behalf of the Shareholders,
11. Wishes and Opinions.