

INFORMATION DOCUMENT
ON THE ORDINARY GENERAL ASSEMBLY
MEETING OF THE SHAREHOLDERS TO BE HELD
ON 31.03.2009 FOR 2008 ACTIVITIES

Ordinary General Assembly Meeting of Shareholders of our Company will be held on 31 March 2009, Tuesday at 11.00 in Company Head Office at Büyükdere Caddesi Tofas Han No: 145 Zincirlikuyu 34394 Istanbul for the 2008 activities.

Our shareholders who have dematerialized their shares within the scope of Central Registry Agency (CRA) regulations will be entitled to participate in the General Assembly Meeting by means of passcards to be obtained after being registered in the General Assembly Blockage List as per the CRA regulations. Our shareholders that have not registered themselves at CRA Blockage List will not be entitled to participate in the meeting.

Our shareholders who have not dematerialized their shares will not be entitled to exercise their shareholding rights since they would not be entitled to participate in General Assembly Meetings as long as they do not dematerialize their shares pursuant to Temporary Article 6 of Capital Market Law. General Assembly participation applications of our investors that have not dematerialized their shares may be taken into account only after dematerialization of shares.

Our shareholders who will not participate in the meeting personally are required to issue a power of attorney as per the sample that can be obtained from Yapi Kredi Yatirim Menkul Kiyemetler Merkezi (Harbiye/Istanbul) and the Head Office of Our Company (Zincirlikuyu/Istanbul) or online via Company Internet site at www.tofas.com.tr as included and stated in the Invitations to General Assembly Meeting as promulgated in Milliyet and Radikal newspapers on 02/03/2009, complete other requirements defined in Communique Vol: IV, No:8 of the Capital Market Board and submit their notarized power of attorney documents to the Head Office of our Company.

The voting of Agenda of the General Assembly Meeting will be exercised by way of open voting by raising hands.

There is a privileged voting right pertaining to the election of Board of Directors and Auditors pursuant to articles 9 and 15 of the Articles of Association of our Company. Group A privileged shares with 1 vote per each totaling to 18.927.985.687 shares representing 37.8560% of the issued capital of TL 500,000,000 of our Company hold the 37.8560% of the total voting rights. Group D shares with 1 vote per each totaling to 18.927.985.687 shares representing 37.8560% of the capital hold the 37.8560% of the total voting rights.

Reports of the Board of Directors and Auditing Committee, the Report of Independent External Auditors, the Balance Sheet, Income Statement and the proposal on the Distribution of Profit as of 2008 will be made available to the reviewing of our Shareholders at our Company Head Office and at Company website at www.tofas.com.tr within 21 days prior to the General Assembly Meeting.

All stakeholders that own rights and interests as well as members of press-media are invited to our General Assembly Meeting.

This is to inform our esteemed Shareholders.

EXPLANATIONS ON THE AGENDA OF GENERAL ASSEMBLY MEETING

1. Opening and election of the Chairmanship Council

The election will be made for the Chairman and the Chairmanship Council that will chair the General Assembly Meeting pursuant to provisions of "Turkish Commercial Code" (TCC) and "Regulations on the General Assembly Meetings of Capital Companies and on the Commissioner of The Ministry of Industry and Trade to be Present at these Meetings" (Regulations)

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 Müsavirlik A.S. with respect to 2008 operations and accounts; approval, approval with amendment or rejection of the Board of Directors' proposal in respect of the 2008 Balance Sheets and Income Statements,

Reports of Board of Directors and Auditors and the summary of Independent Auditors' Report that were made available to reviews of our Shareholders at the Company Head Office and www.tofas.com.tr pursuant to provisions of TCC and Regulations will be read in the General Assembly Meeting and submitted to approval of our Shareholders. The said Reports, the Activity Report including Corporate Governance Adoption Report and other relevant documents were made available to reviews of our Shareholders within 21 days prior to the General Assembly Meeting.

3. Approval of replacements of the Board of Directors during the year under the Article 315 of Turkish Commercial Code,

No replacement or appointment took place in our Board of Directors during the year.

4. Acquittal of the Members of the Board of Directors and the Auditors from liability in respect of the Company's operations in 2008,

Acquittal of the Members of the Board of Directors and the Auditors from liability in respect of the operations, activities and accounts in 2008 pursuant to provisions of TCC and Regulations.

5. Approval, approval with amendment or rejection of the Board's proposal relating to the appropriation of 2008 income

It is understood from our financial statements of the financial year 01.01.2008-31.12.2008 issued by our Company in accordance with the International Financial Reporting Standards as per the provisions of Communiqué Vol: XI, No: 25 of the Capital Market Board and audited by Ernst & Young - Güney Bagimsiz Denetim ve S.M.M.M.A.S. that the "Consolidated Net Term Profit" has been TL 175,754,000- and our proposal for the distribution of profit based on the long-term group strategies, capital requirements of our company as well as our affiliates and subsidiaries, investment and financial policies as well as profitability

and cash assets has been published on our Website at www.tofas.com.tr and the method of payment of gross dividends to our shareholders will be determined upon decision of the General Assembly Meeting.

6. Providing our Shareholders with information on our Dividend Distribution Policy in accordance with the Corporate Governance Principles,

The following dividend distribution policy of our Company will be submitted to the information of the general assembly and also published at www.tofas.com.tr Website.

**2009 DIVIDEND DISTRIBUTION POLICY
WITHIN THE SCOPE OF CORPORATE GOVERNANCE PRINCIPLES**

The Dividend Distribution Policy of our Company is included in the Adoption Report on Corporate Governance Principles and the Minutes of General Assembly Meeting of the previous years and is determined in accordance with the relevant articles of Turkish Commercial Code and Capital Market Law, the relevant regulations and Communiques of the Capital Market Board as well as mid-and long-term strategies and investment and financial plans of our Company. Our Dividend Distribution Policy determined in this way is submitted to the information of the shareholders and the public in the Activity Report and Shareholders' General Meeting of our Company as of 2009 in accordance with the relevant Articles of Association of our Company.

The relevant provisions of the Communique of the Capital Market Board specify that at least 20% of the distributable profit is to be distributed. Our Company adopts the principle of distributing the maximum amount of dividends to our shareholders but not less than the abovementioned rate based on strategic plans and financial structure.

Dividends may be distributed among our shareholders in cash or free of charge by way of adding dividends in the capital or partly in cash and partly in the form of free shares pursuant to decisions of our General Assembly.

There is no privilege regarding participation in Company profit or allocation of dividends. Dividends are distributed equally regardless of the whole current shares or their dates of issuance and acquisition.

The dividend distribution amounts determined in accordance with the relevant legal regulations and article 29 of the Company Articles of Association related to distribution of dividends will be distributed among our shareholders on the date to be determined by our General Assembly upon approval thereof within the legal periods.

In addition to this, it is also possible to distribute an advance dividend to our shareholders upon decision of the Board of Directors if authorized to do so by the General Assembly pursuant to article 29 of our Articles of Association.

This is to inform our esteemed Shareholders.

7. Approval of Independent External Auditing Company selection made by the Board of Directors upon proposal of the Auditing Committee in accordance with the Communiqué issued by CMB on Independent Auditing Standards in Capital Market,

The selection of the external auditing company by the Board of Directors upon proposal of the Auditing Committee pursuant to Communiqué Vol:X, No:22 of the Capital Market Board should be submitted to the approval of the General Assembly.

8. Providing information on the evaluation reports issued as a result of transactions with the affiliated parties within the scope of Communiqué Vol.IV, No:41 of CMB,

Our Company has not carried out any transfer of assets, liabilities or services in excess of 10% of the sum of actives or sales revenues to the affiliated parties in 2008 within the scope of Article 4 of Communiqué Vol.IV, No:41 of CMB.

9. Approval of the draft amendments to article 9 "Board of Directors" and article 17 "General Assembly" of the Articles of Association in case that the required permits are obtained from the Capital Market Board and the Ministry of Industry and Trade,

Draft amendments to Articles of Association for the purpose of reinforcing the adoption to Corporate Governance Principles were shared with our investors through the Special Case Explanation on 02.02.2009. The said amendments are posted in Notices section of the Company website. CMB and Ministry permits are obtained and will be submitted to the approval of our Shareholders.

10. Informing the General Assembly on the donations and grants given to foundations and associations by the Company for social support purposes in 2008

Article 7 of the Communiqué Vol:IV, No:27 of the Capital Market Board requires that the donations made within the year should be submitted to the information of the General Assembly Meeting. The said article is not subject to approval of the General Assembly and is only for information purposes. The amount of donations made by our Company to foundations and associations having tax exemption in 2008 in accordance with the relevant provisions of the Articles of Association totaled to TL 2,308,769.63- (TL 2,000,000- portion is to Vehbi Koç Foundation).

11. Re-election or replacement of the Auditors, whose tenures have expired

The Auditors will be elected pursuant to provisions of our articles of association as per TCC and Regulations.

Article 15 of our Articles of Association states that;

The General Assembly will elect three auditors among the candidates to be nominated by Groups A and D, and at least one from group A and one from group D. In this context, Mr. Mert S. BAYRAM and Mr. Serkan ÖZYURT representing Group A shareholders and Mr. Alessandro GILI representing Group D shareholders are the candidates as Auditors.

Resumes of the said candidates that form the current Board of Auditors can be found in Activity Report 2008 and at www.tofas.com.tr.

12. Determination of monthly remunerations of the Chairman and Members of Board of Directors and the Auditors

Monthly remunerations of the Chairman and Members of Board of Directors and the Auditors pursuant to provisions of our Articles of Association, TTC and Regulations.

- 13. Authorization of Members 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 license of Fiat Group,**

Since the approval of the General Assembly Meeting is required for transactions under article 334 "Restriction on Making Business with the Company" and article 335 "Restriction of Competition", the said authorization will be submitted to the votes of our Shareholders at the General Assembly Meeting.

- 14. Authorization of the Chairmanship Council to sign the Minutes of the General Assembly Meeting and to consider this to be satisfactory,**

Authorization of the Chairmanship Council to record the decisions made in the general assembly meeting in the Minutes thereof pursuant to provisions of TCC and Regulations will be submitted to the approval of our Shareholders.

15. Wishes and Opinions.

Wishes and opinions about the Company will be shared.

AGENDA OF THE MEETING
OF GROUP A AND D PREFERRED SHAREHOLDERS OF
TOFAS TÜRK OTOMOBİL FABRİKASI ANONİM ŞİRKETİ
TO BE HELD ON 31.03.2009

1. Opening and election of the Chairmanship Council,

The election will be made for the Chairman and the Chairmanship Council that will chair the Meeting of the Preferred Shareholders pursuant to provisions of “Turkish Commercial Code” (TCC) and “Regulations on the General Assembly Meetings of Capital Companies and on the Commissioner of The Ministry of Industry and Trade to be Present at these Meetings” (Regulations)

2. Approval of the Decision of Ordinary General Assembly Meeting dated 31.03.2008 for the amendment to the Articles of Association,

A decision will be made for the approval of articles 9 and 17 of the Articles of Association to be accepted in the Shareholders' General Assembly Meeting as submitted by the CMB and the Ministry.

3. Authorization of the Chairmanship Council to sign the Minutes of the Meeting of the Preferred Shareholders and to consider this to be satisfactory,

Authorization of the Chairmanship Council to record the decisions made in the Meeting in the Minutes thereof pursuant to provisions of TCC and Regulations will be submitted to the approval of our Shareholders.