

TOFAS TÜRK OTOMOBİL FABRİKASI A.S.
GENERAL ASSEMBLY MEETING OF GROUP A PREFERRED SHAREHOLDERS ON
31.03.2009

MINUTES OF THE MEETING

General Assembly Meeting of **Group A Preferred Shareholders** of Tofas Türk Otomobil Fabrikası A.S. is held on **31 March 2009** Tuesday at 12.00 in the Company Headquarters at Büyükdere Cad.desi Tofas Han No:145 Zincirlikuyu 34394 Istanbul address with the supervision of Ms. Nurgün ÖRS, the Commissioner of the Ministry of Industry and Trade appointed by the Istanbul Provincial Directorate of Industry and Trade upon letter 16381 dated 30.03.2009 and the presence of shareholders or their proxies whose names and signatures are shown in the List of Attendants issued under supervision of the Board of Directors.

Commissioner of the Ministry of Industry and Trade understood from the General Assembly file that Group A shareholders that hold 18.927.985.687 shares of the Company representing TL 189.279.856,87 portion of the Company capital totaling to TL 189.279.856,87 - are present at the meeting personally/by proxy and that the invitation is made in accordance with the procedures and the relevant provisions of the Articles of Association of the Company, and permitted opening of the General Assembly Meeting accordingly.

- 1- Pursuant to the Agenda, election for the Chairmanship Council of the General Assembly Meeting of Group A Preferred Shareholders is made. As a result of the unanimous resolution, Mr. Mustafa V. KOÇ, Mr. Cengiz EROLDU and Mr. Adil SALEPÇIOĞLU are elected as the Chairman of Council, Vote Collector and Secretary, respectively.
- 2- It is unanimously resolved that the Decision made by the 41st Ordinary General Assembly Meeting of the Shareholders held on 31/03/2009 with regards to amendments and additions to article 9 "Board of Directors" and article 17 "General Assembly" of the Articles of Association be approved by the General Assembly of Group A Preferred Shareholders in accordance with the permits obtained and amendments made to the Articles of Association of the Company.
- 3- The Chairman of Council has proposed a voting on the authorization of Chairmanship Council to sign the Minutes of the General Assembly of Group A Preferred Shareholders on behalf of Shareholders.. It is unanimously resolved that the Chairmanship Council will be authorized to sign the Minutes of General Assembly and that it will suffice.

These minutes were issued and signed after the meeting at the place thereof. **31 March 2009.**

**CHAIRMAN OF GENERAL ASSEMBLY
OF**

MUSTAFA V. KOÇ

VOTE COLLECTOR

CENGİZ EROLDU

COMMISSIONER OF THE MINISTRY

**INDUSTRY AND TRADE
NURGÜN ÖRS**

SECRETARY

M. ADİL SALEPÇIOĞLU