

**LİST OF ATTENDANTS**

**TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. SHAREHOLDERS 40th ORDINARY GENERAL ASSEMBLY MEETING**

**24.04.2008**

SHAREHOLDER'S				REPRESENTATIONS	NAME-SURNAME	
NAME-SURNAME	ADDRESS OF RESIDENCE	CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PROXY	OF PROXY	SIGNATURE
FIAT AUTO S.p.A. (Group D-FIAT Group Automobiles S.p.A.)	Corso G. Agnelli, 200 Torino	Italy	189,279,856.87	18,927,985,687	Personally	Ali PANDIR
KOÇ HOLDİNG A.Ş. (Group A)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	187,938,121.26	18,793,812,126	Personally	Mustafa V. KOÇ
TEMEL TİC. ve YAT. A.Ş. (Group A)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	175,693.44	17,569,344	Personally	M.Adil SALEPÇİOĞLU
SUNA KIRAÇ (Group A)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	291,510.55	29,151,055	By Proxy	Cengiz EROLDU
SEMAHAT S. ARSEL (Group A)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	291,510.55	29,151,055	By Proxy	Turgay DURAK
MUSTAFA V. KOÇ (Group A)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	194,340.36	19,434,036	Personally	
M. ÖMER KOÇ (Group A)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	194,340.36	19,434,036	By Proxy	Selçuk ÖNCER
Y. ALİ KOÇ (Group A)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	194,340.35	19,434,035	By Proxy	Nilgün ÖZMEN
BORYAD BORSA YATIRIMCILARI DERNEĞİ (Group E)	Osmanağa Mah.Halitağa No:33 Kadıköy	İstanbul	1.00	100	By Proxy	Ayşe FINDIK

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CITIBANK FOREIGN UBS PACE INTL EMERGING MARKETS EQ INVESTMENTS (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye	İstanbul	520,129.00	52,012,900	By Proxy	Berna ÖZER
CITIBANK FOREIGN IBM SAVING PLAN (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye	İstanbul	19,927.00	1,992,700	By Proxy	Berna ÖZER
CITIBANK FOREIGN CAISSE DE DEPOT ET PLACEMENT DU QUEBEC (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye	İstanbul	156,318.00	15,631,800	By Proxy	Berna ÖZER
CITIBANK FOREIGN CAISSE DE DEPOT ET PLACEMENT DU QUEBEC (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye	İstanbul	144,897.00	14,489,700	By Proxy	Berna ÖZER
CITIBANK FOREIGN JOHN HANCOCK FUNDS INT EQ INDEX F (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye	İstanbul	3,007.00	300,700	By Proxy	Berna ÖZER
CITIBANK FOREIGN JOHN HANCOCK TRUST INT EQ INDEX TRUST A	Inkılap Mah. Atakan Cd.No:3 Ümraniye	İstanbul	2,534.00	253,400	By Proxy	Berna ÖZER

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(Group E)

CITIBANK FOREIGN	Inkılâp Mah. Atakan Cd.No:3 Ümraniye	İstanbul	3,340.00	334,000	By Proxy	Berna ÖZER
JOHN HANCOCK TRUST						
INT EQ INDEX TRUST B						

(Group E)

CITIBANK FOREIGN	Inkılâp Mah. Atakan Cd.No:3 Ümraniye	İstanbul	2,261,821.00	226,182,100	By Proxy	Berna ÖZER
CALIFORNIA STATE						
TEACHERS RET. SYSTEM						

(Group E)

CITIBANK FOREIGN	Inkılâp Mah. Atakan Cd.No:3 Ümraniye	İstanbul	15,013.00	1,501,300	By Proxy	Berna ÖZER
FORD MOTOR COMPANY						
DEFINED BENEFIT MASTER TRUST						

(Group E)

CITIBANK FOREIGN	Inkılâp Mah. Atakan Cd.No:3 Ümraniye	İstanbul	44,553.00	4,455,300	By Proxy	Berna ÖZER
FUTURE FUND BOARD OF						
GUARDIANS						

(Group E)

CITIBANK FOREIGN	Inkılâp Mah. Atakan Cd.No:3 Ümraniye	İstanbul	383,192.00	38,319,200	By Proxy	Berna ÖZER
FORD FOUNDATION						
THE						

(Group E)

CITIBANK FOREIGN	Inkılâp Mah. Atakan Cd.No:3 Ümraniye	İstanbul	599,939.00	59,993,900	By Proxy	Berna ÖZER
STICHTING BLUE SKY						
ACTIVE EQ EMER. MARKETS GLB.						

(Group E)

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						SIGNATURE
CITIBANK FOREIGN THE COLORADO PUBLIC EMPLOYEES (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul	239,379.00	23,937,900	By Proxy		Berna ÖZER
CITIBANK FOREIGN OCLAHOMA PUBLIC EMPLOYEES RETIREMENT SYSTEM (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul	91,653.00	9,165,300	By Proxy		Berna ÖZER
CITIBANK FOREIGN MONDRIAN MARKETS EQUITY FUND LP (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul	4,237,977.00	423,797,700	By Proxy		Berna ÖZER
CITIBANK FOREIGN HEST AUSTRALIA LIMITED (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul	312,920.00	31,292,000	By Proxy		Berna ÖZER
CITIBANK FOREIGN INSTITUTIONNEL 3D (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul	22,759.00	2,275,900	By Proxy		Berna ÖZER
CITIBANK FOREIGN MONDRIAN ALLCOUNTRIES WORLD EXUS EQ FUND LP (Group E)	Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul	82,644.00	8,264,400	By Proxy		Berna ÖZER

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CITIBANK FOREIGN JP MORGAN BANK AS TRUST OF THE SOUT CO.SYS MA.RETIREMENT (Group E)	Inkılâp Mah. Atakan Cd.No:3 Ümraniye İstanbul	126,189.00	12,618,900	By Proxy	Berna ÖZER	
CITIBANK FOREIGN THE ROCKEFELLER FOUNDATION (Group E)	Inkılâp Mah. Atakan Cd.No:3 Ümraniye İstanbul	34,077.00	3,407,700	By Proxy	Berna ÖZER	
CITIBANK FOREIGN SSGA EMERGING MARKETS FUND (Group E)	Inkılâp Mah. Atakan Cd.No:3 Ümraniye İstanbul	895,576.00	89,557,600	By Proxy	Berna ÖZER	
CITIBANK FOREIGN CALIFORNIA PUBLIC EMPLOYEES RET. SYSTEM (Group E)	Inkılâp Mah. Atakan Cd.No:3 Ümraniye İstanbul	9,000.00	900,000	By Proxy	Berna ÖZER	
CITIBANK FOREIGN CALIFORNIA PUBLIC EMPLOYEES RET. SYSTEM (Group E)	Inkılâp Mah. Atakan Cd.No:3 Ümraniye İstanbul	13,000.00	1,300,000	By Proxy	Berna ÖZER	
CITIBANK FOREIGN CALIFORNIA PUBLIC EMPLOYEES RET. SYSTEM (Group E)	Inkılâp Mah. Atakan Cd.No:3 Ümraniye İstanbul	1,103,962.00	110,396,200	By Proxy	Berna ÖZER	

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CITIBANK FOREIGN  
VARIABLE INSURANCE  
PRODUCTS FUND IV EMER. MRKT  
(Group E)

Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul 3,000.00 300,000 By Proxy Berna ÖZER

CITIBANK FOREIGN  
BRITISH AIRWAYS PENSION  
TRUSTEES LIMITED  
(Group E)

Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul 97,680.00 9,768,000 By Proxy Berna ÖZER

CITIBANK FOREIGN  
BRITISH AIRWAYS PENSION  
TRUSTEES LIMITED  
(Group E)

Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul 1,980.00 198,000 By Proxy Berna ÖZER

CITIBANK FOREIGN  
BRITISH AIRWAYS PENSION  
TRUSTEES LIMITED  
(Group E)

Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul 24,156.00 2,415,600 By Proxy Berna ÖZER

CITIBANK FOREIGN  
PIONEER FUNDS EASTERN  
EUROPEAN EQUITY  
(Group E)

Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul 737,066.00 73,706,600 By Proxy Berna ÖZER

CITIBANK FOREIGN  
FIDELITY ADVISOR SERIES VIII  
FIDELITY ADV. EM. MAR.F  
(Group E)

Inkılap Mah. Atakan Cd.No:3 Ümraniye İstanbul 233,000.00 23,300,000 By Proxy Berna ÖZER

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CITIBANK FOREIGN BBH/THE MASTER TRUST BANK OF JAPAN LTD. (Group E)	Halaskargazi Cad.No:328 Şişli İstanbul	48,156.00	4,815,600	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN BBH/AMERICAN BAPTIST HOME MISSION SOC. (Group E)	Halaskargazi Cad.No:328 Şişli İstanbul	25,450.00	2,545,000	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN BBH/PICTET GLOBAL EMERGING MARKETS FUND (Group E)	Halaskargazi Cad.No:328 Şişli İstanbul	1,127,807.00	112,780,700	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN BBH/PICTED GROUP TRUST FOR NY CITY (Group E)	Halaskargazi Cad.No:328 Şişli İstanbul	350,844.00	35,084,400	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN BBH/PYRAMIS EMERGING MARKETS C. POOL (Group E)	Halaskargazi Cad.No:328 Şişli İstanbul	115,351.00	11,535,100	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN BBH/THE CENTRAL EUROPE AND RUSSIA FUND (Group E)	Halaskargazi Cad.No:328 Şişli İstanbul	1,350,000.00	135,000,000	By Proxy	Zeynep Canpolat AKALIN	

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CITIBANK FOREIGN BBH/CONSULTING GROUP CAPITAL MARKETS FUND (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	102,748.00	10,274,800	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN BBH/ FORWARD EASTREN EUROPE E. FUND (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	9,445.00	944,500	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN MELON BANK N.A./ CENTRAL STATES P. FUND (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	26,673.00	2,667,300	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN MELON BANK N.A./ COMMONWEALTH OF PENNSILVANIA (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	533,550.00	53,355,000	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN MELON BANK N.A./ JOHN DEERE ACADIAN ACTIVE (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	57,013.00	5,701,300	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN MELON BANK N.A./ KODAK RETIREMENT INCOME PLAN (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	726,720.00	72,672,000	By Proxy	Zeynep Canpolat AKALIN

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CITIBANK FOREIGN MELON BANK N.A./ KODAK PENSION PLAN (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	118,983.00	11,898,300	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN MELON BANK N.A./ MERRILLYNCH F. EMERGING M.E.POOL (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	220,403.00	22,040,300	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN MELON BANK N.A./ CORNELL UNIVERSITY (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	292,218.00	29,221,800	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN MELON BANK N.A./ FLORIDA RETIREMENT SYSTEM (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	1,630,923.00	163,092,300	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN MELON BANK N.A./ STICHTING DOW P. FUNDS (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	69,184.00	6,918,400	By Proxy	Zeynep Canpolat AKALIN	
CITIBANK FOREIGN MELON BANK N.A./ FIDELITY EMERGING MARKET FUND (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	38,649.00	3,864,900	By Proxy	Zeynep Canpolat AKALIN	

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CITIBANK FOREIGN DELAWARE POOLED TRUST THE EMERGING MARKET PORTFOLIO (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	1,744,858.00	174,485,800	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN MELON BANK N.A./ PYRAMIS EMERGING MARKETS TRUST (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	4,000.00	400,000	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN DEXIA/VIA RAIL CANADA INC. MASTER TRUST (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	96,384.00	9,638,400	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN DEXIA/AMERICAN EXPRESS FUNDS GLOBAL EMERGING MARKETS (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	31,997.00	3,199,700	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN VITAL FORSIKRING ASA (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	347,874.00	34,787,400	By Proxy	Zeynep Canpolat AKALIN
CITIBANK FOREIGN BONY/BONY ALASKA P. FUND CORP (Group E)	Halaskargazi Cad.No:328 Şişli	İstanbul	885,915.00	88,591,500	By Proxy	Zeynep Canpolat AKALIN

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CITIBANK FOREIGN Halaskargazi Cad.No:328 Şişli İstanbul 34,331.00 3,433,100 By Proxy Zeynep Canpolat AKALIN  
 BONY/WISDOMTREE EMERGING  
 MARKETS S. DIVIDENT FUND  
 (Group E)

HSBC FOREIGN Büyükdere Cad. No:122/D Esentepe İstanbul 346,361.00 34,636,100 By Proxy Zeynep Canpolat AKALIN  
 LINCOLN EMERGING  
 MARKETS TRUST  
 (Group E)

HSBC FOREIGN Büyükdere Cad. No:122/D Esentepe İstanbul 218,531.00 21,853,100 By Proxy Zeynep Canpolat AKALIN  
 BARCLAYS GLOBAL  
 INVESTMENT FUNDS FOR EMPLOYEE  
 (Group E)

HSBC FOREIGN Büyükdere Cad. No:122/D Esentepe İstanbul 47,362.00 4,736,200 By Proxy Zeynep Canpolat AKALIN  
 ISHARES MSCI TURKEY  
 INVESTABLE MRKT INDEX FUND  
 (Group E)

HSBC FOREIGN Büyükdere Cad. No:122/D Esentepe İstanbul 4,404,594.00 440,459,400 By Proxy Zeynep Canpolat AKALIN  
 ISHARES MSCI EMERGING  
 MARKETS INDEX FUND  
 (Group E)

HSBC FOREIGN Büyükdere Cad. No:122/D Esentepe İstanbul 5,040.00 504,000 By Proxy Zeynep Canpolat AKALIN  
 INVESTORS BARCLAYS  
 GLDBAL INVESTORS  
 (Group E)

**LİST OF ATTENDANTS**

**TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. SHAREHOLDERS 40th ORDINARY GENERAL ASSEMBLY MEETING**

**24.04.2008**

SHAREHOLDER'S				REPRESENTATIONS	NAME-SURNAME	
NAME-SURNAME	ADDRESS OF RESIDENCE	CAPITAL AMOUNT (YTL)	NO. OF SHARES	PERSONALLY/BY PROXY	OF PROXY	SIGNATURE

HSBC FOREIGN STICHTING SPOORWEG RENSIOENFONDS (Group E)	Büyükdere Cad. No:122/D Esentepe	İstanbul	453,983.00	45,398,300	By Proxy	Zeynep Canpolat AKALIN
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FATMA NÜKHET CANKO (Group E)	İstasyon C. M.Ziya Bey Sk. 11/7 Kadıköy	İstanbul	1,482.22	148,222	Personally	
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ESİN KAYHAN (Group E)	Bağdat Cad. Özgen C Bl. Feneryolu	İstanbul	10.00	1,000	Personally	
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S. VEDAT ATALIK (Group E)	Bostaniçi Sk. No:4/3 Bostancı	İstanbul	10.00	1,000	Personally	
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VOLKAN CÖMERT (Group E)	Seyran Cad. No:6/10 Küçüksat	Ankara	1.00	100	Personally	
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M. URAL ALFAN (Group E)	Hüseyinpaşa Sk. No:14/20 Kızıltoprak	İstanbul	1.00	100	Personally	
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H. ÖZDEMİR BAYUR (Group E)	Ataşehir Residance A Bl. Kadıköy	İstanbul	1.00	100	Personally	
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TALAT BAŞAK (Group E)	Neslişah Mh.Mısri Sk.No:7/9 Fatih	İstanbul	10.00	1,000	Personally	
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ÖZBEY ÖZKAN (Group E)	Söğütlüçeşme Cad. No:9 Fikirtepe	İstanbul	2.00	200	Personally	
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**TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. SHAREHOLDERS 40th ORDINARY GENERAL ASSEMBLY MEETING**

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KOÇ HOLDİNG A.Ş. (Group E)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	733.55	73,355	Personally	Mustafa V. KOÇ	
Y. ALİ KOÇ (Group E)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	210,072.91	21,007,291	By Proxy	Nilgün ÖZMEN	
SEMAHAT S. ARSEL (Group E)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	335,673.94	33,567,394	By Proxy	Turgay DURAK	
SUNA KIRAÇ (Group E)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	294,444.64	29,444,464	By Proxy	Cengiz EROLDU	
İPEK KIRAÇ (Group E)	Azizbey Sok. No:1 Nakkaştepe	İstanbul	0.05	5	By Proxy	Ayşe BELCE	
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		407,288,192.05		40,728,819,205			

The Shareholders and their Proxies whose names and share amounts are shown above have been present at the Ordinary General Assembly Meeting of the Shareholders of TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş.held on 24 April 2008.

**COMMISSIONER OF THE MINISTRY OF  
INDUSTRY AND TRADE**  
İSMAİL YILDIZ

**CHAIRMAN OF COUNCIL**  
MUSTAFA V. KOÇ

COMPANY CAPITAL : 500,000,000 -YTL  
 TOTAL NUMBER OF SHARES : 50,000,000,000  
 MINIMUM MEETING QUORUM : 37,500,000,000  
 CURRENT MEETING QUORUM : 407.288.192,05 -YTL  
 Personally : 377.590.262,70 -YTL  
 By Proxy : 29.697.929,35 -YTL

**VOTE COLLECTOR**  
ALİ PANDIR

**SECRETARY**  
CENGİZ EROLDU

**VOTE COLLECTOR**  
TURGAY DURAK

THE CAPITAL AND SHAREHOLDING STRUCTURE SHOWN IN THE LIST OF ATTENDANT:  
ARE IN COMPLIANCE WITH THE COMPANY BOOK OF SHARES AND RECORDS.

**BOARD OF DIRECTORS**

**LİST OF ATTENDANTS****TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. SHAREHOLDERS 40th ORDINARY GENERAL ASSEMBLY MEETING 24.04.2008**

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