

TO THE BOARD OF DIRECTORS' OF TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. INVITATION TO THE GENERAL ASSEMBLY MEETING DATED 14.03.2018

Our Company's Shareholders General Assembly Meeting concerning 2017 year will be held on 14 March 2018, Wednesday at 1pm at the address of the Company as Gazi Mahallesi Anadolu Bulvarı No: 52 – 52A Yenimahalle Ankara (Tel: 0 312 233 33 33 Faks: 0 312 233 33 73) in order to discuss the following agenda and examine 2017 year activities.

The financial statements, Independent Audit Report, the dividend distribution proposal and Corporate Governance Adoption Report in addition with Annual Report for the 2017 activity year and this detailed information document are made available for the shareholders examination at the company headquarters, at its branches, at the company web site addressed www.turktraktor.com.tr and at the Electronic General Assembly system of the Central Registry Agency at least 3 weeks before the meeting.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, shall prepare their proxies in line with the current regulation or get the template from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul) an our company's corporate website addressed www.turktraktor.com.tr and shall submit the notarized proxies after fulfill the issues stated at the communique serial II-30.1 entitled "Proxy Voting and Proxy Solicitation" entered into force by publishing at the Official Gazette dated 24.12.2013 numbered 28861. It is not necessary to present the proxy for the representative who registered through Electronic General Assembly System. **The proxies that are not in line with the communique and the sample attached with general assembly invitation will not be accepted due to our judicial responsibility.**

Our shareholders, who will use their voting rights through the Electronic General Assembly Meeting System, shall apply to Central Registry Agency, our company's corporate website addressed www.turktraktor.com.tr or our headquarters (Tel : 0 312 233 33 33) in order to duly perform their obligations in terms of the regulation and communique.

Reference to the 4th item of 415th article of the new Turkish Commercial Code numbered 6102 and 1st item of 30th article of Capital Markets Law, there shall not be any condition that the rights for attending the general assembly meeting and voting to be reserved. Accordingly, if our shareholders would like to attend the general assembly meeting, there is no need to make blockage.

Reference to the Law on the Protection of Personal Data no. 6698, the detailed information concerning to processing your personal data by our company, through the Policy of Türk Traktör ve Ziraat Makineleri Anonim Şirketi for Protection and Processing of Personal Data that has been published at our company's corporate website addressed www.turktraktor.com.tr.

Open ballot voting shall be used in the General Assembly for voting for Agenda articles simply by raising hands, without prejudice to the obligations of voting electronically concerning the agenda items.

All the beneficiaries and the stakeholders and the media representatives (press and media organizations) are invited to our general assembly meeting.

According to the Capital Markets Law, there will not any declaration through post mail to the shareholders who have registered shares traded at Borsa Istanbul.

Presented to the information of shareholders.

TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. BOARD OF DIRECTORS'

Company Address: Gazi Mahallesi Anadolu Bulvarı No: 52 – 52A Yenimahalle Ankara

Trade Registry / No: Ankara, 5347

MERSIS No : 0876005471300012

TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. AGENDA OF ORDINARY GENERAL ASSEMBLY DATED 14.03.2018

1. Opening and Election of the President,
2. Reading, discussing and approving the Annual Report of 2017 prepared by Company's Board of Directors,
3. Reading the summary of Independent Audit Report related to the accounting year of 2017,
4. Reading, discussing and approving the Financial Statements related to the accounting period of the year 2017,
5. Acquitting the members of the Board of Directors due to the activities of the company for the year 2017,
6. Full adoption, acceptance by certain changes, or rejection of the Board of Directors' proposal with respect to distribution of the profit for the year 2017 prepared in line with company's dividend policy and date of such profit distribution,
7. Selecting the board members and determination of the task period, selecting the independent board members,
8. Pursuant to Corporate Governance Principles, informing the Shareholders about the remuneration policy towards the Members of the Board of Directors and top managers and about the payments made within the scope of this policy and approving them,
9. Determination of annual gross remunerations of Board of Directors' members,
10. Approval of the selection of the Independent Auditing Company proposed by the Board of Director in connection with the provisions of Turkish Commercial Code and Capital Markets Board,
11. Obtaining information to the shareholders about the donations granted in 2017 and determination the upper limit for donations in 2018,
12. Obtaining information to the shareholders about the guarantee, pledge, mortgage and bails given in 2017 in favor of third parties by the company and its subsidiaries within the context of Capital Markets Board regulation,
13. Granting of permission to shareholders having managerial control, shareholder board members, top managers and up to the second degree blood or affinity relatives in accordance with articles 395 and 396 of Turkish Commercial Code, Capital Markets Board legislation and obtaining information to the shareholders concerning the transactions done in the year 2017 in line with Corporate Governance Principles,
14. Wishes.

PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING

TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş.

To the Chair of the General Assembly of Shareholders,

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of Türk Traktör ve Ziraat Makineleri A.Ş. that will convene on March 14, 2018, Wednesday at 13:00 at the address of Gazi Mahallesi Anadolu Bulvarı No: 52 – 52A Yenimahalle Ankara.

The Attorney's (*):

Name Surname/ Trade Name:

TR ID Number :

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

a) The attorney is authorized to vote according to his/her opinion. ☐

b) The attorney is authorized to vote on proposals of the attorney partnership management. ☐

c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening and Election of the President,			
2. Reading, discussing and approving the Annual Report of 2017 prepared by Company's Board of Directors,			
3. Reading the summary of Independent Audit Report related to the accounting year of 2017,			
4. Reading, discussing and approving the Financial Statements related to the accounting period of the year 2017,			
5. Acquitting the members of the Board of Directors due to the activities of the company for the year 2017,			
6. Full adoption, acceptance by certain changes, or rejection of the Board of Directors' proposal with respect to distribution of the profit for the year 2017 prepared in line with company's dividend policy and date of such profit distribution,			
7. Selecting the board members and determination of the task period, selecting the independent board members,			
8. Pursuant to Corporate Governance Principles, informing the Shareholders about the remuneration policy towards the Members of the Board of Directors and top managers and about the payments made within the scope of this policy and approving them,			
9. Determination of annual gross remunerations of Board of Directors' members,			
10. Approval of the selection of the Independent Auditing Company proposed by the Board of Director in connection with the provisions of Turkish Commercial Code and Capital Markets Board,			
11. Obtaining information to the shareholders about the donations granted in 2017 and determination the upper limit for donations in 2018,			
12. Obtaining information to the shareholders about the guarantee, pledge, mortgage and bails given in 2017 in favor of third parties by the company and its subsidiaries within the context of Capital Markets Board regulation,			
13. Granting of permission to shareholders having managerial control, shareholder board members, top managers and up to the second degree blood or affinity relatives in accordance with articles 395 and 396 of Turkish Commercial Code, Capital Markets Board legislation and obtaining information to the shareholders concerning the transactions done in the year 2017 in line with Corporate Governance Principles,			
14. Wishes.			

No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

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SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Order and Serial(*)
- b) Number / Group (**)
- c) Amount-Nominal Value
- d) Share with voting power or not
- e) Bearer-Registered(*)
- f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

Trade Register Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.