

Istanbul, Trade Registry No: 100324

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş.
FROM THE CHAIRMANSHIP OF THE BOARD OF DIRECTOR
INVITATION TO ORDINARY GENERAL ASSEMBLY MEETING DATED 13.03.2019

Ordinary General Assembly Meeting of the Company to review 2018 activities and discuss the following agenda will be held on 13 March 2019 Wednesday at 10:00 at “Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394 Şişli-İstanbul (Phone: 0212 275 33 90 (pbx), Fax: 0212 275 39 88)”.

2018 Financial Tables, Independent Audit Report, Profit Distribution proposal and Activity Report and annexed Corporate Governance Principles Compliance Report and these items of the agenda and the Information Document including the explanations required for compliance to Capital Markets Board regulations will be made available for the review of shareholders three weeks prior to the meeting as legally required at the Company Headquarters in Istanbul, Bursa Plant, corporate website (www.tofas.com.tr) and via Merkezi Kayıt Kuruluşu Electronic General Assembly System.

Shareholders who will not personally attend the meeting, save for the rights and liabilities of the shareholders who will attend through the electronic system, should provide a letter of representation in accordance with the attached sample or take a letter of representation sample from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul), other Company units or Company website (www.tofas.com.tr) and meet the requirements set forth by "Communiqué on Voting by Proxy and Collection of Proxy by Invitation" II-30.1 in force after being issued on the Official Gazette 28861 dated 24.12.2013 and submit the letter of representation with a notary public approved signature to the Company. A letter of representation is not required for a representative assigned electronically through the Electronic General Assembly System. **Any letter of representation not compliant with the attached sample of the letter of representation required as per such Communiqué will not be accepted due to our legal liabilities.**

Shareholders who will vote using the Electronic General Assembly System can access information regarding their liabilities as per the related Regulation and the Communiqué from the Central Registration Agency, Company website (www.tofas.com.tr) or Company headquarters, Financial Risk and Investor Relations Unit (Phone: 0212 275 33 90 Extension: 2751 / 0212 337 09 17).

As required by the New Turkish Commercial Code No. 6102 Article 415 Paragraph 4 and Capital Markets Law Article 30 Paragraph 1, General Assembly attendance and voting rights are not dependent on storage of shares. In this context, shareholders are not required to block their shares to attend the General Assembly Meeting.

The voting of Agenda of the Ordinary General Assembly Meeting will be exercised by way of open voting by raising hands, with the provisions regarding electronic voting reserved.

As per the Law on Protection of Personal Data No. 6698, you can access detailed information on how your personal data are processed by the Company in Tofaş Türk Otomobil Fabrikası A.Ş. Personal Data Protection and Processing Policy available at www.tofas.com.tr.

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

No notification will be made to the Shareholders via registered mail for registered shares quoted into the Stock Market as per the Capital Markets Law.

This is to inform our esteemed Shareholders.

**TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş.
BOARD OF DIRECTORS**

Company Headquarters Address: Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu
34394 Şişli - İstanbul

Trade Registry and Number: İstanbul Trade Registry - 100324

Mersis No : 0846000042200017

Annexes:

- Agenda.
- Sample Letter of Representation.

AGENDA OF 51ST ORDINARY GENERAL ASSEMBLY MEETING OF
TOFAŞ TÜRK OTOMOBİL FABRİKASI ANONİM ŞİRKETİ
TO BE HELD ON 13 MARCH 2019

1. Opening and election of Meeting Chairmanship,
2. Reading, discussion and approval of 2018 Activity Report prepared by the Company's Board of Directors,
3. Reading of Independent Audit Report Summary for 2018 accounting period,
4. Reading, discussion and approval of 2018 Financial Statements,
5. Approval of replacements of the members of Board of Directors within the year under Article 363 of Turkish Commercial Code,
6. Acquittal of each Board Member for 2018 activities of the Company,
7. Approval, approval with amendment or rejection of the Board's proposal on appropriation of 2018 profits and the date of appropriation created as per the Company's profit distribution policy,
8. Determination of the number and office term of the Members of the Board of Directors, appointment of the members of the Board of Directors, appointment of the independent members of the Board of Directors,
9. Informing the Shareholders on "Remuneration Policy" for Board Members and Top-Level Managers and the payments made within the frame of such policy as required by Corporate Governance Principles,
10. Determination of annual gross remunerations of Board Members,
11. Approval of selection of Independent Audit Organization by the Board of Directors as per the Turkish Commercial Code and Capital Markets Board regulations,
12. Informing the Shareholders on donations made by the Company in 2018 and setting an upper limit for donations in 2019,
13. Informing the Shareholders on assurances, pledges, securities and indemnities supplied by the Company and its affiliates in favor of third parties and the profits and benefits gained in 2018 as per the Capital Markets Board regulations,
14. Authorization of the majority shareholders, members of the Board of Directors, top level managers and their spouses and up-to-second-degree relatives within the frame of Turkish Commercial Code Articles 395 and 396 and informing the shareholders on such business and transactions of this nature in 2018 as per the Capital Markets Board Corporate Governance Communiqué,
15. Wishes and opinions.

LETTER OF REPRESENTATION

TOFAŞ Türk Otomobil Fabrikası A.Ş.

I hereby assign _____ identified in detail below to represent me at the Ordinary General Assembly Meeting of TOFAŞ Türk Otomobil Fabrikası A.Ş. on **13 March 2019** Wednesday at **10:00** at Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394 Şişli - İstanbul in accordance with my opinions specified below and exercise voting, make proposals and sign the documents as required.

Proxy's(*);

Name/Commercial Title:

Turkish ID No./Tax No, Trade Registry & Number and MERSİS number:

(*)For a foreign proxy, the equivalent information, if any, should be provided.

A. SCOPE OF LETTER OF REPRESENTATION

In the sections 1 and 2 below, the option (a), (b) or (c) should be selected to determine the scope of the authorization for representation.

1. Regarding the Issues in the Agenda of the General Assembly;

- a) The proxy is authorized to exercise voting at his/her own discretion. ☐
- b) The proxy is authorized to exercise voting in accordance with the proposals of company management. ☐
- c) The proxy is authorized to exercise voting in accordance with the instructions below. ☐

Instructions:

If option (c) is selected by the shareholder, instructions specific to an item of the agenda are given by selecting one of the options (approval or rejection) for the relevant item of the agenda and, if rejection is selected, by specifying a counter-statement requested on the official general assembly record.

Items of the Agenda	Approval	Rejection	Counter-Statement
1- Opening and election of Meeting Chairmanship,			
2- Reading, discussion and approval of 2018 Activity Report prepared by the Company's Board of Directors,			
3- Reading of Independent Audit Report Summary for 2018 accounting period,			
4- Reading, discussion and approval of 2018 Financial Statements,			
5- Approval of replacements of the members of Board of Directors within the year under Article 363 of Turkish Commercial Code,			
6- Acquittal of each Board Member for 2018 activities of the Company,			
7- Approval, approval with amendment or rejection of the Board's proposal on appropriation of 2018 profits and the date of appropriation created as per the Company's profit distribution policy,			
8- Determination of the number and office term of the members of the Board of Directors, appointment of the			

members of the Board of Directors, appointment of the independent members of the Board of Directors,			
9- Informing the Shareholders on “Remuneration Policy” for Board Members and Top-Level Managers and the payments made within the frame of such policy as required by Corporate Governance Principles,			
10-Determination of annual gross remunerations of Board Members,			
11-Approval of selection of Independent Audit Organization by the Board of Directors as per the Turkish Commercial Code and Capital Markets Board regulations,			
12-Informing the Shareholders on donations made by the Company in 2018 and setting an upper limit for donations in 2019,			
13-Informing the Shareholders on assurances, pledges, securities and indemnities supplied by the Company and its affiliates in favor of third parties and the profits and benefits gained in 2018 as per the Capital Markets Board regulations,			
14-Authorization of the majority shareholders, members of the Board of Directors, top level managers and their spouses and up-to-second-degree relatives within the frame of Turkish Commercial Code Articles 395 and 396 and informing the shareholders on such business and transactions of this nature in 2018 as per the Capital Markets Board Corporate Governance Communiqué,			
15-Wishes and opinions.			

(*) **Items of the Agenda of the General Assembly are individually listed.**

If there is another draft decision of the dissentive vote, this will be specified in order for voting for proxy.

2. Specific instruction for other issues which may show up at the General Assembly meeting and especially the dissentive voting rights:

- a) The proxy is authorized to exercise voting at his/her own discretion. ☐
- b) The proxy is not authorized for representation on these issues. ☐
- c) The proxy is authorized to exercise voting in accordance with the specific instructions below. ☐

SPECIFIC INSTRUCTIONS; (Specific instructions to the proxy by the shareholder, if any, are specified here.)

B. The shareholder selects one of the options below to specify the shares requested to be represented by the proxy.

- 1. I approve representation of my shares detailed below by the proxy. ☐

a) Group and serial:*

b) Number/Group:**

c) Quantity-Nominal value:

ç) Preference on voting or not:

d) Bearer - Registered share:*

e) Proportion to the total shares/voting rights of the shareholder:

*This information is not requested for shares Monitored by Registry.

**For shares Monitored by Registry, group information will be provided instead of number.

2) I hereby authorize representation of all my shares listed in the list of shareholders authorized to attend the General Assembly issued one day prior to the date of General Assembly by Merkezi Kayıt Kuruluşu A.Ş. by the proxy. ☐

SHAREHOLDER'S NAME or TITLE (*)

Turkish ID No./Tax No, Trade Registry & Number and MERSİS number:

Address:

(*) For a foreign shareholder, the equivalent information, if any, should be provided.