

**TO THE BOARD OF DIRECTORS' OF TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş.
INVITATION TO THE GENERAL ASSEMBLY MEETING DATED 22.03.2017**

Our Company's Shareholders General Assembly Meeting concerning 2016 year will be held on 22 March 2017, Wednesday at 2pm 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 2016 year activities.

The financial statements, Independent Audit Report, the dividend distribution proposal and Corporate Governance Adoption Report in addition with Annual Report for the 2016 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 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 attached sample 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 be informed about 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.

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.

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.

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 22.03.2017

1. Opening and Election of the President,
2. Reading, discussing and approving the Annual Report of 2016 prepared by Company's Board of Directors,
3. Reading the summary of Independent Audit Report related to the accounting year of 2016,
4. Reading, discussing and approving the Financial Statements related to the accounting period of the year 2016,
5. Acquitting the members of the Board of Directors due to the activities of the company for the year 2016,
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 2016 prepared in line with company's dividend policy and date of such profit distribution,
7. Full adoption, acceptance by certain changes, or rejection of the proposal of the Boards' of Directors concerning to make amendment to the 4th article entitled "Head Offices and Branch Offices of the Company" and 6th article entitled "Share Capital" of the company's Articles of Association,
8. Selecting the board members and determination of the task period, selecting the independent board members,
9. 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,
10. Determination of annual gross remunerations of Board of Directors' members,
11. 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,
12. Obtaining information to the shareholders about the donations granted in 2016 and determination the upper limit for donations in 2017,
13. Obtaining information to the shareholders about the guarantee, pledge, mortgage and bails given in 2016 in favor of third parties by the company within the context of Capital Markets Board regulation,
14. 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 2016 in line with Corporate Governance Principles,
15. Wishes.

AMENDMENT TO THE ARTICLES OF ASSOCIATION OF TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ ANONİM ŞİRKETİ

NEW TYPE

Article 4 - Head Offices and Branch Offices of the Company

The Company is domiciled at **Gazi Mahallesi Anadolu Bulvarı No: 52 – 52A Yenimahalle Ankara**. In the event of a change of place of domicile, the new address shall be registered with the Trade Registry and published in the Turkish Trade Registry Gazette. Failure to do so shall be considered as a just cause for the dissolution of the Company. All notifications delivered to the registered and published address of the Company is deemed to be properly served on the Company. If and when the Company opens branch(es), such branch(es) will also be registered with the Trade Registry and published in the Turkish Trade Registry Gazette.

Article 6 – Share Capital

6.1. The Company has accepted the registered share capital system according to the provisions of the abrogated Capital Market Law no 2499 and adopted this system under the permission nr. 11/328 issued by the Capital Market Board on the date of 17.03.2005.

6.2. The registered share capital of the Company is TL 250,000,000 (Two hundred fifty million Turkish Liras). It is divided into 25,000,000,000 (Twenty five billion) shares each with a nominal value of 1 (one) Kuruş.

6.3. The permission granted by the Capital Market Board for the upper limit of the registered share capital is valid for a period of 5 (five) years between **2017 and 2021**. Even if the permitted limit of the registered capital is not exceeded in the end of the year **2021**, in order to increase the share capital of the Company after the expiry of the 5 year term; it is compulsory for the Board of Directors to obtain authorization for an additional five year term from the General Assembly by means of renewing the permission of the Capital Market Board accordingly. Otherwise, the Company shall not be **increased capital through Board of Directors' resolution**.

6.4. The issued capital of the Company is TL 53,369,000 (Fifty three million three hundred sixty nine thousand Turkish Liras). It is divided into three groups, 2,001,337,500 registered shares of Group "A", 2,001,337,500 registered shares of Group "B" and 1,334,225,000 registered shares of Group "C", each with a nominal value of 1 (one) Kuruş.

SHAREHOLDERS	SHARE GROUP	CAPITAL STRUCTURE		
		NUMBER OF SHARES	AMOUNT (TL)	%
KOÇ HOLDİNG A.Ş.	A	2.001.337.500,00	20.013.375,00	37,50
CNH INDUSTRIAL OSTERREICH GmbH	B	2.001.337.500,00	20.013.375,00	37,50
PUBLIC SHARES & OTHER	C	1.334.225.000,00	13.342.250,00	25,00
GRAND TOTAL		5.336.900.000,00	53.369.000,00	100

The issued share capital of the Company amounting TL 53,369,000 has been fully subscribed and paid-in by the shareholders without collusion.

6.5. At any time between **2017 and 2021**, the Company may increase its issued capital by issuing new registered shares each with a nominal value of 1 Kuruş up to the registered share capital ceiling. In any case, the number of new Group "A", Group "B" and Group "C" shares issued shall be in proportion to the existing shares held by the Group "A", Group "B" and Group "C" shareholders respectively.

Each group of shareholders shall be allotted the same group of shares as their existing shareholdings. The pre-emptive rights of the shareholders, whether used or not, shall be governed by the regulations of the Capital Market Board and the provisions of this Articles of Association. The consideration for the subscribed shares shall be fully paid in cash as per Capital Market Board requirements. The Company cannot issue additional shares unless the issued shares are fully subscribed and paid-in.

The capital of the Company shall be increased or decreased if deemed necessary within the context of Turkish Commercial Code and Capital Markets legislations.

6.6. The Board of Directors may resolve to issue preference shares or shares at a premium, and may restrict the pre-emptive rights of the existing shareholders.

The authorization to restrict the pre-emptive rights of the existing shareholders shall not be used in the way that may cause inequality between the shareholders.

6.7. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.

OLD TYPE

Article 4: Head Offices and Branch Offices of the Company

The Company is domiciled at Güvercin Yolu 11-112 06560 Gazi, Ankara. In the event of a change of place of domicile, the new address shall be registered with the Trade Registry and published in the Turkish Trade Registry Gazette. Failure to do so shall be considered as a just cause for the dissolution of the Company. All notifications delivered to the registered and published address of the Company is deemed to be properly served on the Company. If and when the Company opens branch(es), such branch(es) will also be registered with the Trade Registry and published in the Turkish Trade Registry Gazette.

Article 6: Share Capital

6.1. The Company has accepted the registered share capital system according to the provisions of the abrogated Capital Market Law no 2499 and adopted this system under the permission nr. 11/328 issued by the Capital Market Board on the date of 17.03.2005.

6.2. The registered share capital of the Company is TL 250,000,000 (Two hundred fifty million Turkish Liras). It is divided into 25,000,000,000 (Twenty five billion) shares each with a nominal value of 1 (one) Kuruş.

6.3. The permission granted by the Capital Market Board for the upper limit of the registered share capital is valid for a period of 5 (five) years between 2013 and 2017. Even if the permitted limit of the registered capital is not exceeded in the end of the year 2017, in order to increase the share capital of the Company after the expiry of the 5 year term; it is compulsory for the Board of Directors to obtain authorization for an additional five year term from the General Assembly by means of renewing the permission of the Capital Market Board accordingly. Otherwise, the Company shall be deemed exited from the registered capital system.

6.4. The issued capital of the Company is TL 53,369,000 (Fifty three million three hundred sixty nine thousand Turkish Liras). It is divided into three groups, 2,001,337,500 registered shares of Group "A", 2,001,337,500 registered shares of Group "B" and 1,334,225,000 registered shares of Group "C", each with a nominal value of 1 (one) Kuruş.

SHAREHOLDERS	SHARE GROUP	CAPITAL STRUCTURE		
		NUMBER OF SHARES	AMOUNT (TL)	%
KOÇ HOLDİNG A.Ş.	A	2.001.337.500,00	20.013.375,00	37,50
CNH INDUSTRIAL ÖSTERREICH GmbH	B	2.001.337.500,00	20.013.375,00	37,50
OTHER	C	3.539.141,00	35.391,41	0,07
PUBLIC SHARES	C	1.330.685.859,00	13.306.858,59	24,93
GRAND TOTAL		5.336.900.000,00	53.369.000,00	100

The issued share capital of the Company amounting TL 53,369,000 has been fully subscribed and paid-in by the shareholders without collusion.

6.5. At any time between 2013 and 2017, the Company may increase its issued capital by issuing new registered shares each with a nominal value of 1 Kuruş up to the registered share capital ceiling. In any case, the number of new Group “A”, Group “B” and Group “C” shares issued shall be in proportion to the existing shares held by the Group “A”, Group “B” and Group “C” shareholders respectively. Each group of shareholders shall be allotted the same group of shares as their existing shareholdings. The pre-emptive rights of the shareholders, whether used or not, shall be governed by the regulations of the Capital Market Board and the provisions of this Articles of Association. The consideration for the subscribed shares shall be fully paid in cash as per Capital Market Board requirements. The Company cannot issue additional shares unless the issued shares are fully subscribed and paid-in.

The capital of the Company shall be increased or decreased if deemed necessary within the context of Turkish Commercial Code and Capital Markets legislations.

6.6. The Board of Directors may resolve to issue preference shares or shares at a premium, and may restrict the pre-emptive rights of the existing shareholders.

The authorization to restrict the pre-emptive rights of the existing shareholders shall not be used in the way that may cause inequality between the shareholders.

6.7. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.

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 22, 2017, Wednesday at 14:00 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:

In the event that the shareholder chooses the (c) option, the shareholder should mark “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening and Election of the President,			
2. Reading, discussing and approving the Annual Report of 2016 prepared by Company's Board of Directors,			
3. Reading the summary of Independent Audit Report related to the accounting year of 2016,			
4. Reading, discussing and approving the Financial Statements related to the accounting period of the year 2016,			
5. Acquitting the members of the Board of Directors due to the activities of the company for the year 2016,			
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 2016 prepared in line with company's dividend policy and date of such profit distribution,			
7. Full adoption, acceptance by certain changes, or rejection of the proposal of the Boards' of Directors concerning to make amendment to the 4th article entitled “Head Offices and Branch Offices of the Company” and 6th article entitled “Share Capital” of the company's Articles of Association,			
8. Selecting the board members and determination of the task period, selecting the independent board members,			
9. 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,			
10. Determination of annual gross remunerations of Board of Directors' members,			
11. 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,			
12. Obtaining information to the shareholders about the donations granted in 2016 and determination the upper limit for donations in 2017,			
13. Obtaining information to the shareholders about the guarantee, pledge, mortgage and bails given in 2016 in favor of third parties by the company within the context of Capital Markets Board regulation,			
14. 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 2016 in line with Corporate Governance Principles,			
15. 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: ☐

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.