2008 ORDINARY GENERAL ASSEMBLY MEETING
INFORMATION DOCUMENT

Shareholders General Assembly of our Company shall have its General Assembly Meeting on 26 March 2009, Thursday at 14.00 hours in order to review the 2008 activities and to discuss and decide for the attached agenda items; shall have the Group A Privileged Shareholders Meeting on 26 March 2009, Thursday at 14.40 hours and the Group B Privileged Shareholders meeting at 14.50 hours, following the Ordinary General Assembly of the Company in order to have the Privileged Shareholders approve the amendments to the articles of association in the provisions related to board of directors and the general assembly at the headquarters address of the Company as Güvercin Yolu 111-112 06560 Gazi Ankara.

Our shareholders, whose shares have been registered within the context of arrangements by the Central Registry Agency (CRA), can attend the general assembly with the entry cards, they shall receive after being registered to the General Assembly Blockage List. Our shareholders who are not registered in the Blockage List of CRA will not be able to attend the meeting under the law.

As our shareholders, who did not register their shares, shall not be able to attend the General Assembly as per the temporary Article 6 of Capital Market Law, they shall not be able to use their participating rights. Applications of our investors, whose shares are not registered, to attend the general assembly shall only be taken into consideration following the registration of their shares.

In case our shareholders failing to actually attend the meeting would like to exercise their voting right by way of proxy, they shall issue a power of attorney according to the copy to be provided from Yapı Kredi Yatırım ve Menkul Değerler A.Ş. (Yapı Kredi Investment and Securities Inc.), the Company Headquarters or the company web site at the address www.turktraktor.com.tr; they shall fulfill the matters specified in the Circular of the Capital Markets Board with the serial no. IV, 8 and shall present their power of attorney with notary attested signature to the Company Headquarters.

Open ballot voting shall be used in the General Assembly for voting for Agenda articles simply by raising hands.

According to Article 11 of the Articles of Association, there is privileged vote right for the election of board of directors and the auditors. 2.001.337.500 Group A privileged shares, representing 37,5% of the issued capital in the amount of TL. 53.369.000.- of our Company as per article 11 of the articles of association of the company have 37,50% of the total voting right. Whereas, 2.001.337.500 Group B shares have 1 voting right for each and represent 37,50% of the capital and 37,50% of the total voting right.

The Management and Audit Board Reports for the 2008 activity year, Independent Audit Firm reports, the Balance Sheet and the Income Statement and the dividend distribution proposal are available to the shareholders at the Company Headquarters and the company web site at the address www.turktraktor.com.tr as from 24 February 2009.

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

EXPLANATORY NOTES ON THE GENERAL ASSEMBLY AGENDA

1. **Opening and election of the Chair**

   The President and Members of the Chair to govern the general assembly meeting within the framework of the provisions of the "Turkish Commercial Code" (TCC) and the "Regulation on the General Assembly Meetings of the Capital Companies and Agents of the Ministry of Industry and Trade to Attend these Meetings" (Regulation) shall be elected.

2. **Reading of and discussion on the Board of Directors Report, Auditor's Report and the summary of the independent audit report prepared by Başaran Nas Independent Accounting and Financial Consultancy Inc. (a member of PricewaterhouseCoopers) on the activities and accounts of the year 2008. Approval, modification and approval of or objection to the proposal of the Board of Directors related to the 2008 Balance Sheet and Income Statement.**

   The board of directors report, auditor's report, summary of the independent audit report made available for the review of the shareholders at the Company Headquarters, the company web site at the address www.turktraktor.com.tr as from 24 February 2009 shall be read aloud at the general assembly and presented to the consideration and approval of our shareholders according to the provisions of TCC and the Regulation. The said reports, activity report including the corporate governance compliance report and the other related documents are available at the company web site for the review of our shareholders.

3. **Discharge of the members of the board of directors and the auditors for the 2008 activities of the company**

   Discharge of the members of the Board of Directors and the Audit Board according to the provisions of TCC and the Regulation from the activities, procedures and accounts of 2008 shall be presented to the approval of the general assembly.

4. **Reelection or replacement of the members of the board of directors having completed their tenures, identification of the tenures and the number of members**

   Members of the board of directors shall be elected on the basis of the matters specified in the articles of association related to the election of the board of directors as per TCC and the Regulation.

   In accordance with article 14 of our articles of association, the procedures and management of the company shall be executed by a Board of Directors comprised of eight members to be elected by the General Assembly among the shareholders as per the provisions of the Turkish Commercial Code.

   Four of the members to the Board should be elected among the candidates to be nominated by Group A shareholders and the remaining four by the Group B shareholders.

   Members of the Board of Directors shall be elected for a period of at least one year.

   The General Assembly may at any time replace the members of the Board of Directors, if so required. It is possible to reelect the member having completed his/her tenure.

The member to be elected by the Board of Directors for the vacant chairs within the year should be elected among the candidates nominated by the group shareholders of the relevant vacant chair. Such elected member shall complete the tenure of his/her predecessor.

The resumes of the candidates to the members of the board of directors shall be introduced during the General Assembly meeting.

5. Reelection or the replacement of the auditors having completed their tenures

The auditors shall be elected on the basis of the provisions specified in our articles of association as per the provisions of TCC and the Regulation.

The company shall have 2 auditors as per article 21 of our articles of association. One of the auditors shall be elected among the candidates nominated by the majority of Group A shares and the other by the majority of Group B shares.

6. Identification of the gross monthly pay of the Chairman and the members of the Board of Directors and the auditors

The gross monthly pay of the chairman and the members of the board of directors and the auditors shall be identified on the basis of the provisions specified in our articles of association as per the provisions of TCC and the Regulation.

7. Approval, modification and approval of or objection to the proposal of the Board of Directors on the distribution of the earnings of 2008 and the date of the distribution

A "Consolidated Net Profit for the Period" in the amount of YTL 66.791.556.-TL is obtained according to our financial tables for the accounting period 1 January 2008 – 31 December 2008 prepared by our Company in compliance with the International Financial Reporting Standards as per the Circular of the Capital Markets Board with the serial number XI, 29 and audited by Başaran Nas Independent Accounting and Financial Consultancy Inc., and profit distribution proposal which is prepared according to long term strategy,capital requirement of participating and subsidiary,investment and financial policies,profitability and cash position is below and on www.turktraktor.com.tr internet address and dividend payment is going to start on 15th April 2009 according to decision taken in General Assembly.

Dividend Distribution Table of Türk Traktör ve Zir.Mak.A.Ş. Inc for 2008 (TL)			
1. Paid-Up / Issued Capital			53.369.000,00.-
2. Total Legal Reserve Fund (According to legal records)			9.720.000,00.-
Information relating to preferences, if any on dividend distribution according to articles of association			
		According to CMB	According to Legal Records (LR)
3.	Profit for the Period	82.703.638,00.-	85.588.820,01.-
4.	Taxes Payable (-)	15.912.082,00.-	17.092.419,89
5.	Net Profit for the Period (=)	66.791.556,00.-	68.496.400,12
6.	Losses from Previous Years (-)		2.509.727,99.-
7.	Primary Reserve (-)	953.800,00.-	953.800,00.-
8.	NET DISTRIBUTABLE PROFIT (=)	65.837.756,00.-	65.032.872,13.-
9.	Donations of the Year (+)	1.029.739,97.-	
10.	Net distributable profit of the period including donations calculated for the primary dividend	66.867.495,97.-	
11.	Primary dividend to shareholders (*)	13.373.499,19	
	- Cash	13.373.499,19	
	- Gratis		
	- Total		
12.	Dividends paid to preferred shareholders	Dividend amount payable to preferred shareholders within the framework of the	

		articles of association	
13.	Dividends paid to the members of the BOD, employees, etc.		
14.	Dividends paid to dividend share holders		
15.	Secondary dividend to shareholders	3.704.580,81.-	
16.	Secondary reserve	1.440.963,00.-	
17.	Statutory reserves		
18.	Special reserves		
19.	EXCESS RESERVES	5 – (6+711+12+13+14+15+16+17+18)	5 – (6+711+12+13+14+15+16+17+18)
20.	Other payable resources - Profit from previous years - Excess reserves - Other reserves payable under the legislation law and the articles of association		

ABOUT THE RATE OF PAID DIVIDEND (1)				
DIVIDEND INFO PER SHARE				
	GROUP	**TOTAL DIVIDEND AMOUNT (TL)**	**DIVIDEND CORRESPONDING TO ONE SHARE OF 1 TL NOMINAL VALUE**	
			AMOUNT (TL)	**RATE (%)**
GROSS	**A**	6.404.280,00.-	0,3200 kr	32
	B	6.404.280,00.-	0,3200 kr	32
	C	4.269.520,00.-	0,3200 kr	32
	TOTAL	17.078.080,00.-		
NET	**A**	6.404.280,00.-	0,3200 kr	32
	B	5.763.852,00.-	0,2880 kr	28,80
	C	3.688.323,70.-	0,2720 kr	27,20
	TOTAL	15.856.455,70.-		
PROPORTION OF PAID DIVIDEND TO NET DISTRIBUTABLE PROFIT OF THE PERIOD INCLUDING DONATIONS				
AMOUNT OF DIVIDENDS PAID TO SHAREHOLDERS (TL)	**PROPORTION OF DIVIDEND PAID TO SHAREHOLDERS TO NET DISTRIBUTABLE PROFIT OF THE PERIOD INCLUDING DONATIONS (%)**			
17.078.080,00.-	%25,54			

8. Memo to our shareholders regarding our dividend payment policy under Corporate Governance Principles

The below-explained dividend payment policy of our company shall be presented to the general assembly and can be accessed from the following web address: www.turktraktor.com.tr

On 22 April 1998, Koç Holding and CNH Global NV (former New Holland NV) approved a 'Profit Distribution Policy' providing for payment of 60% of the after-tax corporate incomes to shareholders as dividend unless agreed otherwise by parties.

9. Presentation of donations and aids to foundations and associations in 2008 as a part of social aids

As per Article 7 of the Circular of the Capital Markets Board with the Serial No. IV, 27, donations made within the year should be presented to the knowledge of the general assembly. This item does not stipulate acknowledgement by the general assembly, but is rather for informing the general assembly.

In 2008, our company made in cash donations totaling TL 1.007.155 (TL400.000 to be entered in the Tofaş (Fiat) Fund set up with the Decision of the Administrative Committee of Vehbi Koç Foundation of 26 February 1991 and No 91/1 under Vehbi Koç Foundation, TL100.000 to be allocated to any and all spendings for relocating Sadberk Hanım Museum including those for purchasing land and immovable property provided that the principles of the Sadberk Hanım Museum Fund are followed as constituted by the Administrative Committee of Vehbi Koç Foundation upon its decisions on 5 December 1974 No 74/5 and on 4 June 1080 No 80/2 aiming at contributing to the cultural life and historical heritage, TL500.000 to Semahat – Dr Nusret Arsel Ankara Vineyard House Support Fund founded by the administrative committee decision of Vehbi Koç Foundation on 26 December 2007 No 2007/8 aiming at contributing to our culture and historical heritage with the condition that the principles of the fund are followed strictly, TL 2955 to Turkish Education Foundation, TL 2000 to Six Dots Foundation for the Blind, TL 200 to the Assistance and Solidarity Fund of the Disabled Members and Martyrs of the Turkish National Police, TL 2000 to METU Development Foundation), and in kind donations of TL 22.584,97 (as the cost of tractor donated to Afyon Kocatepe University).

10. Information on transactions proceeding with related parties within the framework of CMB regulations

Since the total of extensive and continuous transfer between our company's and related parties that are 10% or more of the total assets or gross sales of our annual financial tables to be disclosed to the public, explained in footnote of balance sheet in numbered 23. Within the scope of JV agreement announced to the public through our public offering prospectus, Türk Traktör has been purchasing raw material from one of our shareholders, CNH and also our overseas sales are realized through CNH.

11. Recomposition of Articles 14 and 23 of the corporate articles of association with the necessary permits taken from the CMB and Ministry of Industry and Trade

Since the corporate articles of association can only be amended with the approval of the general assembly, the general assembly shall be acknowledged of the need for relevant amendments in Article 14 and 23 of the articles of association, the former relating to the board of directors and the latter to the general assembly.

OLD FORM

Board of Directors

Article 14: The affairs and management of the company shall be conducted by a Board of Directors consisting of eight members to be elected by the General Assembly from among the shareholders.
Of the members to be elected to the Board of Directors, four must be elected from among candidates nominated by the shareholders in Class A and four from among those nominated by the shareholders in Class B.

Directors shall be elected for a term of one year as a minimum.

The General Assembly may,at its discretion,replace a Director at any time.A Director whose term has expired may be elected again.

In the event that a vacancy arises on the Board of Directors during the year,the Board shall elect a new member from among the candidates nominated by the shareholders in that class to which the vacant membership belongs. The member so elected shall serve for the remainder of his predecessor's term.

General Assembly

Article 23: The General Assembly of the company shall be composed of all partners.The General Assembly shall meet in the ordinary or extraordinary fashion.The ordinary meeting of the General Assembly shall be held at least once a year and within three months from the end of the accounting period of the company. In this meeting, the matters specified in Article 369 of the Turkish Commercial Law shall be examined and resolved.

The General Assembly shall hold an extraordinary meeting whenever required by the affairs of the company and adopt the necessary resolutions in accordance with the provisions of the law and these Articles of incorporation.

NEW FORM

Board of Directors:

Article 14: The affairs and management of the company shall be conducted by a Board of Directors consisting of eight members to be elected by the General Assembly from among the shareholders.

Of the members to be elected to the Board of Directors,four must be elected from among candidates nominated by the shareholders in Class A and four from among those nominated by the shareholders in Class B.

Directors shall be elected for a term of one year as a minimum.

The General Assembly may, at its discretion, replace a Director at any time. A Director whose term has expired may be elected again.

In the event that a vacancy arises on the Board of Directors during the year, the Board shall elect a new member from among the candidates nominated by the shareholders in that class to which the vacant membership belongs. The member so elected shall serve for the remainder of his predecessor's term.

The Board of Directors can both share management and representation duties among members or the Board can leave them -fully or partially- to delegates who are member of the Board of Directors or to those managers whose shareholding is not essential.

The Board of Directors is responsible for sharing management and representation duties as they are mentioned

The Board of Directors assigns authorization and responsibility of the managing member and managers and forwards each authorization and responsibility given to the Board of Directors to the relevant people within the conditions, terms and restrictions determined by the Board of Directors and if it is considered as necessary, the Board has the right to amend and modify all or some of those authorizations or cancel them.

The Board of Directors, if the issues are considered to be appropriate, shall establish committees of consultancy, coordination and committees with similar qualifications or sub-committees consisting of people of its own members and/or non member.

Meeting arrangements, working and reporting fundamentals of the Committee President and members are determined, coordinated and amended by the Board of Directors.

Besides attendance fee to be paid to the Board of Directors, dividend share payment paid to the Board in return for the services given to the Company within the frame of salary, bonus, premium or legislation are determined by the General Assembly.

General Assembly

Article 23: The General Assembly of the company shall be composed of all partners. The General Assembly shall meet in the ordinary or extraordinary fashion. The ordinary meeting of the General Assembly shall be held at least once a year and within three months from the end of the accounting

period of the company. In this meeting, the matters specified in Article 369 of the Turkish Commercial Law shall be examined and resolved.
The General Assembly shall hold an extraordinary meeting whenever required by the affairs of the company and adopt the necessary resolutions in accordance with the provisions of the law and these Articles of incorporation.

Meeting declaration for the General Assembly is announced 3 weeks before the meeting date. The General Assembly Meetings are held with accompaniment of stakeholders without having any right to speak and as public meeting including the media.

At least one member of the Board, one auditor, at least one authorized person who is responsible for preparation of the financial statement and at least one another authorized person who is highly competent to explain and comment on any important topic in the agenda are present at the General Assembly. If any of those people is absent at the meeting, valid reason for this person's absence is submitted for the Board's information by the Chairman.

12. **Acknowledgement of the 'Corporate Governance Principles Compliance Report' revised after the merger officially registered on 31 March 2008 as well as the 'Business Ethics Rules', 'Working Principles of the Audit Committee' and 'Insiders List' by the General Assembly**

    The Board of Directors resolution taken at the 784th Board meeting on 02 June 2008 regarding approval of the 'Corporate Governance Compliance Report', 'Ethical Rules", 'Task and Performance Principles of the Audit Committee' and 'Potential Insiders List' shall be presented to the acknowledgement of our shareholders at the general assembly meeting. The prepared documents are provided on our web site with the other relevant documents available in the company headquarters for review of our shareholders.

13. **Allowing the members of the Board of Directors to do business in person or in proxy under the specialization of the Company and hold partnerships in companies doing this kind of business and do other businesses as per Articles 334 and 335 of the Turkish Commercial Code**

    Since the members of our Board of Directors can do business as stipulated by articles 334 'Ban to Enter into Business With the Company' and 335 'Competition Ban' of the Turkish Commercial Code only with the approval of the general assembly, acknowledgement of the general assembly shall be sought for delivery of such permits.

14. **Authorisation of the Meeting Chairmanship Council for signing the minutes of General Assembly without any need for further signatures,**

    Within the framework of the provisions of TCC and the Regulation, there shall be a vote for approval by the shareholders for entitlement of the Chair regarding entry of general assembly decisions in the minutes.

15. **Wishes**