2010 ORDINARY GENERAL ASSEMBLY MEETING
INFORMATION DOCUMENT

Our Company's Shareholders General Assembly Meeting will be held on 25 March 2011, Friday at 14:00 hours in order to review the 2010 activities and to discuss and decide for the attached agenda items; Group A Privileged Shareholders and the Group B Privileged Shareholders meetings will be held on 25 March 2011, Friday at 15:10 hours and at 15:20 hours at the headquarters address of the Company as Güvercin Yolu 111-112 06560 Gazi Ankara, following the Ordinary General Assembly of the Company in order to have the Privileged Shareholders approval for the amendments to the articles of association in the provision related to capital.

Our shareholders, whose shares have been registered within the context of Central Registry Agency (CRA) arrangements, can attend the general assembly with the entry cards which can be received 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.

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; also 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 Investment and Securities Inc., the company headquarters or the company web site addressed www.turktraktor.com.tr; they shall fulfil 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 Board of Directors and Auditing Board Reports, Independent Audit Firm report, the balance sheet and the income statement and the dividend distribution proposal for the 2010 activity year, are available to the shareholders examination at the company headquarters and the company web site addressed www.turktraktor.com.tr. as from 17 February 2011.

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 Presidential Board,**

   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 and discussing the report of the Board of Directors and Auditor's Report including reports of the Independent Audit Company (Başaran Nas Serbest Muhasebeci Mali Müşavirlik A.Ş - a member of PricewaterhouseCoopers) concerning the activities and accounts for the year 2010; discussing the proposal of Board of Directors for balance sheet and income statements for the year 2010 and submission for the approval of the General Assembly,**

   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 17 February 2011 shall be read aloud at the general assembly and presented to the consideration and approval of our shareholders according to the provisions of Turkish Commercial Code 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. **Acquitting the members of the Board of Directors and Auditors separately due to the activities of the company for the year 2010,**

   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 2010 shall be presented to the approval of the general assembly.

4. **Full adoption, acceptance by certain changes, or rejection of the Board of Directors' proposal with respect to distribution of the profit for 2010 and date of such profit distribution,**

   Net Profit for the Period in the amount of TL 179.717.096 is obtained according to our financials for the accounting period 1 January 2010 – 31 December 2010 prepared by our Company in compliance with the International Financial Reporting Standards as per the Circular of the Capital Markets Board with the serial XI, number 29 and audited by PricewaterhouseCoopers - Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., 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 1 April 2011 according to decision taken in General Assembly.

Dividend Distribution Table of Türk Traktör ve Zir.Mak.A.Ş. for 2010 (TL)			
1. Paid-Up / Issued Capital			53.369.000,00
2. Total Legal Reserve Fund (According to legal records)			
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	222.645.982,00	235.616.969,07
4.	Taxes Payable (-)	42.928.886,00	47.776.397,40
5.	Net Profit for the Period (=)	179.717.096,00	187.840.571,67
6.	Losses from Previous Years (-)	0,00	
7.	Primary Reserve (-)		
8.	NET DISTRIBUTABLE PROFIT (=)	179.717.096,00	187.840.571,67
9.	Donations of the Year (+)	2.255.841,00	
10.	Net distributable profit of the period including donations calculated for the primary dividend	181.972.937,00	187.840.571,67
11.	Primary dividend to shareholders (*)	36.394.587,40	2.668.450,00
12.	- Cash		
	- Gratis		
	- Total		
	Dividends paid to preferred shareholders		
13.	Dividends paid to the members of the BOD, employees, etc.		
14.	Dividends paid to dividend share holders		
15.	Secondary dividend to shareholders	113.605.412,60	147.331.550,00
16.	Secondary reserve	14.733.155,00	14.733.155,00
17.	Statutory reserves		
18.	Special reserves		
19.	EXCESS RESERVES	14.983.941,00	23.107.416,67
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				
DIVIDEND INFO PER SHARE				
		TOTAL DIVIDEND AMOUNT (TL)	**DIVIDEND CORRESPONDING TO ONE SHARE OF 1 TL NOMINAL VALUE**	
	GROUP		**AMOUNT (TL)**	**RATE (%)**
GROSS	A	56.250.000,00	2,81062	281,06204
	B	56.250.000,00	2,81062	281,06204
	C	37.500.000,00	2,81062	281,06204
	TOTAL	**150.000.000,00**		
NET	A*	56.250.000,00	2,81062	281,06204
	B	53.437.500,00	2,67009	267,00894
	C	31.875.000,00	2,38903	238,90273
	TOTAL	**141.562.500,00**		

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 (%)**
150.000.000	**82,43**

* (1) There is not privileged right for dividend
(2) A Group shares are holding by the resident taxpayer shareholders, thus 0% withholding tax is calculated.
(3) Foreign-based taxpayer shareholder CNH Osterreich GmbH is holding B group shares. Due to the agreement to avoid double taxation between Austria and Turkey, withholding tax is calculated 5%.
(4) %15 withholding tax calculated for the remaining C group share owners.

5. Obtaining information for the shareholders regarding the company's dividend policy for 2011 and the following years according to the 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

'Profit Distribution Policy' providing for payment of 60% of the after-tax corporate incomes to shareholders as dividend unless agreed otherwise by parties.

6. In the case that necessary permissions are obtained from Capital Markets Board and Ministry of Industry and Trade, approving amendments to the 6th article of the Articles of Association entitled Capital,

OLD FORM

Capital:

Article 6. According to the law number 2499, the Company has adopted authorized capital system, and has changed over to the said system as per the permit of the Capital Market Board dated 17.03.2005 and number 11/328.

The authorized capital of the company is TRY 250,000,000,- (two hundred and fifty million New Turkish Lira) divided into 25,000,000,000 shares each worth 1 New Kuruş (Ykr).

The issued capital of the company is TRY 53,369,000 (Fifty-three million three hundred and sixty-nine thousand) divided into 5,336,900,000 (Five billion three hundred and thirty-six million and nine hundred thousand) shares each worth Ykr 1 (one).
Shares representing the capital shall be registered in accordance with the dematerialization principles.

TRY 47,000,000.- (forty-seven million) which represents the previous issued capital, has been paid-up in full and in cash.

TRY 6,369,000, the amount of capital increased in this round has been covered by the shareholders' equity of New Holland Trakmak Traktör ve Ziraat Makinaları Ticaret A.Ş. which has been taken over as a result of the merger with the said company acquired on 30.09.2007 along with all its assets and liabilities in accordance with articles 18- 20 of the Corporate Tax Code, Article 451 and other respective articles of the Turkish Commercial Code, and provisions of the Capital Market Board Legislation and evidenced by the expert-witness report dated 03.01.2008 issued as per the Decision of Kadıköy 4th Commercial Court of First Instance dated 26.12.2007 and case number 2007/1685 D.İş and Decision Number: 2007/1685 D.İş. and the report dated 28.12.2007 issued in respect of the merger by Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, a specialist institution.

636,900,000 shares with a nominal value of YKR 1 shall be distributed to shareholders of New Holland Trakmak Traktör ve Ziraat Makinaları A.Ş. which shall be dissolved upon merger at a ratio of 1:7.962125 with the shares of Türk Traktör ve Ziraat Makineleri A.Ş.

The capital of the company can be increased or decreased according to the provisions of the Turkish Commercial Code and the Capital Market Law. Shareholders shall participate in the capital increase purchasing shares to be issued for their own groups. Rights of first refusal shall be exercised in accordance with the Turkish Commercial Code and these Articles of Association. For the rights of first refusal that are exercised and not exercised, the Capital Market Law and Communiques shall apply. In capital increases, Shareholders shall pay the value of shares in cash and in advance. Announcements and notices in this respect are made in accordance with the provisions of the Capital Market Communiques and Article 33 of the Articles of Association.

The Board of Directors is entitled to increase the capital by issuing registered shares when it deems necessary as per the provisions of the Capital Market Board. No new shares can be issued unless the issued shares are sold in whole and paid for. Also, the Board of Directors can make decisions to issue shares above the nominal value.

The Board of Directors can restrict the right of shareholders to purchase new shares.

The quantity and amount of shares all of which are registered of the Company's capital between Groups A, B, and C have been shown in the following table.

	SHAREHOLDER	**PREVIOUS PAID-UP**	**CAPITAL IN KIND**	**NUMBER OF CURRENT SHARES**	**POST-MERGER TTF**
	GROUP	**CAPITAL**			**CAPITAL STRUCTURE**
SHAREHOLDER					**AMOUNT**
KOÇ HOLDİNG	**A**	17.625.000,00	1.751.475,00	1.937.647.500,00	19.376.475,00
KOÇ HOLDİNG	**C**	0,00	756.318,75	75.631.875,00	756.318,75
TEMEL	**A**	0,00	636.900,00	63.690.000,00	636.900,00
TEMEL	**C**	0,00	477.675,00	47.767.500,00	477.675,00
TOTAL KOÇ		**17.625.000,00**	**3.622.368,75**	**2.124.736.875,00**	**21.247.368,75**
CNH	**B**	**17.625.000,00**	**2.388.375,00**	**2.001.337.500,00**	**20.013.375,00**
Raşel Nahum	**C**	0,00	80.807,32	8.080.732,44	80.807,32
Jan Nahum	**C**	0,00	121.209,71	12.120.971,28	121.209,71
Klod Nahum	**C**	0,00	121.209,71	12.120.971,28	121.209,71
İnan Kıraç	**C**	0,00	17.514,75	1.751.475,00	17.514,75
A.Aslıgül Kıraç	**C**	0,00	8.757,38	875.737,50	8.757,38
A.Numan Kıraç	**C**	0,00	8.757,38	875.737,50	8.757,38
Other	**C**	0,00	11.750.000,00	1.175.000.000,00	11.750.000,00
OTHER	**C**	**11.750.000,00**	**358.256,25**	**1.210.825.625,00**	**12.108.256,25**
GRAND TOTAL		**47.000.000,00**	**6.369.000,00**	**5.336.900.000,00**	**53.369.000,00**

NEW FORM

Capital

Article 6.

According to the law number 2499, the Company has adopted authorized capital system, and has changed over to the said system as per the permit of the Capital Market Board dated 17.03.2005 and number 11/328.

The authorized capital of the company is TL 250,000,000,- (two hundred and fifty million Turkish Lira) divided into 25,000,000,000 shares each worth 1 Kurus (kr).

The Capital Markets Board permit for authorized capital is valid for the years 2011 and 2015 (5 years). Even though the upper limit of the capital would not be reached at the end of 2015, in order to be able to take Board resolution regarding capital increase after the year 2015; it is mandatory to be authorized by the General Assembly for a new period by getting permission from the Capital Markets Board concerning the previously permitted limit or the new upper limit. In case the mentioned authorization has not been obtained, the Company shall be deemed out of the authorized capital system.

The issued capital of the company is TL 53,369,000 (Fifty-three million three hundred and sixty-nine thousand Turkish Lira) divided into 5,336,900,000 (Five billion three hundred and thirty-six million and nine hundred thousand) shares each worth kr 1 (one kurus). The issued capital of the company has been paid-up in full and in cash.

The quantity and amount of shares all of which are registered of the Company's capital between Groups A, B, and C have been shown in the following table in group basis.

	SHARE GROUP	CAPITAL STRUCTURE		
SHAREHOLDER		NUMBER OF SHARES	AMOUNT	%
KOÇ HOLDİNG A.Ş.	A	2.001.337.500,00	20.013.375,00	37,50
CNH OSTERREICH 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 QUOTATION	C	1.330.685.859,00	13.306.858,59	24,93
TOTAL		5.336.900.000,00	53.369.000,00	100

The capital of the company can be increased or decreased according to the provisions of the Turkish Commercial Code and the Capital Market Law. Shareholders shall participate in the capital increase purchasing shares to be issued for their own groups. Rights of first refusal shall be exercised in accordance with the Turkish Commercial Code and these Articles of Association. For the rights of first refusal that are exercised and not exercised, the Capital Market Law and Communiqués shall apply. In capital increases, Shareholders shall pay the value of shares in cash and in advance. Announcements and notices in this respect are made in accordance with the provisions of the Capital Market Communiqués and Article 33 of the Articles of Association.

The Board of Directors' is entitled to increase the capital up to the upper limit of the authorized capital by issuing registered shares when it deems necessary as per the provisions of the Capital Markets Board between the years 2011 and 2015. No new shares can be issued unless the issued shares are sold in whole and paid for. Also, the Board of Directors' can take decisions to issue shares above the nominal value. The Board of Directors' can restrict the right of shareholders to purchase new shares.

Shares representing the capital shall be registered in accordance with the dematerialization principles.

7. Determination of the Board of Directors' member number and selection 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 14th 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.

8. Determination of the auditors' number and selection of auditors',

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 21st article 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.

9. Determination of monthly gross remunerations of BOD members and auditors',

The gross monthly pay of the chairman and 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.

10. Giving information to General Assembly about donations granted for charitable purposes to funds and associations 2010,

Reference to 7th article of Capital Markets Board communiqué with the Serial IV numbered 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 2010, our company made in cash donations totaling TL 2.255.841 (TL600.000 to Semahat - Dr. Nüsret Arsel Ankara Vineyard House Support Fund established by Board resolution dated 26.12.2007 and no 2007/8 in constitution of Vehbi Koç Foundation, TL 600.000 on condition that it will be added to Tofaş (Fiat) Fund established by the decision of Board dated 26.02.1991 and no 1991/1 in constitution of Vehbi Koç Foundation, TL 800.000 to Sadberk Hanım Museum fund which established by Board decision dated 04.06.1980 and numbered 1980/2 for contributing cultural and historical heritage, TL 1.015 to Turkish Education Foundation, TL 1.075 to TEMA Foundation, TL 250 to Six Points for the Blind Association, TL 1.001 to Wildlife Conservation Foundation, TL 200.000 to Fenerbahce Sports Club Association, TL 51.000 to Turkish Education Volunteers Foundation, TL 1.500 to METU Development Foundation).

11. Obtaining information concerning the operations with the related parties,

Information about related parties operations, stated in 20th footnote of financial statements dated 31.12.2010 and announced through KAP and our company's web site, will be obtained.

12. Approval of the selection of the Independent External Auditing Company proposed by Auditing Committee in connection with the regulation on Independent External Audit determined by the Capital Markets Board,

The independent audit company selection shall be presented to the general assembly approval within the context of 3rd part 6th article of Capital Markets Board communique serial X numbered 22.

During the board of directors meeting dated 07.01.2011, it has been resolved Güney Bağımsız Denetim ve S.M.M.M. A.Ş. (A member firm of Ernst & Young Global Limited) will be assigned to audit corporate accounts for the 2011 accounting period, and this decision will be presented to confirmation of General Assembly.

13. Granting of permission to BOD members in accordance with Articles 334 and 335 of Turkish Commercial Code so that they may involve in business activities in the same areas as those of the Company, directly on their own or in the name of others, hold shares in other companies which engage in similar lines of business, and carry out other transactions,

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. Authorization 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.