TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş.
AGENDA OF ORDINARY GENERAL ASSEMBLY DATED 18.03.2013

1. Opening and Election of the Presidential Board,

2. Reading, discussing and approving the Annual Report of 2012 prepared by Company's Board of Directors,

3. Reading the Auditor's Report and the summary of Independent Audit Report related to the accounting year of 2012,

4. Reading, discussing and approving the Financial Statements related to the accounting period of the year 2012,

5. According to the 363th articles of the Turkish Commercial Code, approving the changes in board membership within the year,

6. Acquitting the members of the Board of Directors separately due to the activities of the company for the year 2012,

7. Acquitting the Auditors separately due to the activities of the company for the year 2012,

8. Obtaining information to the shareholders concerning the company's dividend policy for the year 2012 and for the following years according to the Capital Markets Board legislation,

9. Full adoption, acceptance by certain changes, or rejection of the Board of Directors' proposal with respect to distribution of the profit for the year 2012 and date of such profit distribution,

10. In the case that necessary permissions are obtained from Capital Markets Board and Ministry of Customs and Trade, full adoption, acceptance by certain changes, or rejection of the proposal of the Boards' of Directors concerning to make amendment to the 1st article entitled "Formation", 2nd article entitled "Title", 3rd article entitled "Purpose and Scope", 4th article entitled "Head Offices and Branch Offices of The Company", 5th article entitled "Term of The Company", 6th article entitled "Share Capital", 7th article entitled "Share Certificates Not To Be Split", 8th article entitled "Liability of Shareholders", 9th article entitled "Consequences of Owning Share Certificates", 10th article entitled "Increasing or Decreasing the Capital", 11th article entitled "Transfer of Shares", 12th article entitled "Issue of Bonds", 13th article entitled "Loss of Share Certificates and Bonds", 14th article entitled "The Board of Directors", 15th article entitled "Provisions Concerning the Board of Directors", 16th article entitled "Security to be deposited by Directors", 17th article entitled "Powers of the Board of Directors", 18th article entitled "Administration and Representation", 19th article entitled "Other Matters", 20th article entitled "Directors' Remuneration", 21st article entitled "Auditors", 22nd article entitled "Duties and Obligations of the Auditors", and make cancellation of 23rd article entitled "The General Assembly", 24th article entitled "Meeting Agenda", 25th article entitled "Meeting Place", 26th article entitled "Meeting Officer", 27th article entitled "Meeting Quorum", 28th article entitled "Voting Rights and Their Exercise", 29th article entitled "Appointment of Proxies", 30th article entitled "Entry Card", 31st article entitled "Attendance List", 32nd article entitled "When Share Certificates Cannot Be Transferred", 33rd article entitled "Announcements", 34th article entitled "Changes to the Articles of Incorporation", 35th article entitled "Documents to be submitted to the Capital Markets Board and the Ministry", 36th article entitled "The Accounting Period", 37th article entitled "Profit Determination and Distribution", 38th article entitled "Reserves", 39th article entitled "Foundation for Company's Personnel", 40th article entitled "Termination and Dissolution", 41st article entitled "Competent Courts", 42nd article entitled "Legal Provisions", the transitory article and 43rd article entitled "Adoption to Corporate Governance Principles" of the company's Articles of Association.

11. Determination of the number and task period of Board of Directors' member and selection of independent board members according to the defined member number,

12. Pursuant to Capital Markets Board regulations, 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,

13. Determination of monthly gross remunerations of Board of Directors' members,

14. 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,

15. Full adoption, acceptance by certain change and rejection of the proposal of Board of Directors related to the Internal Regulation of General Assembly including the rules of working principles and procedures of the General Assembly,

16. Obtaining information to the shareholders concerning the transactions done with the related parties in 2012, within the context of Capital Markets Board legislation,

17. Obtaining information to the shareholders concerning the "Disclosure Policy of the Company" within the context of Capital Markets Board legislation,

18. Obtaining information to the shareholders about the donations granted for charitable purposes to funds and associations in 2012 and determination the upper limit for donations in 2013, within the context of Capital Markets Board legislation,

19. Obtaining information to the shareholders about the guarantee, pledge, mortgage and bails given in favor of third parties within the context of Capital Markets Board regulation,

20. Granting of permission to shareholders having managerial control, shareholder board members, top managers and up to the third degree blood or affinity relatives so that they may involve in business activities may cause conflict of interest with the company or its subsidiaries, may compete with the company, may deal with the company on their own name or in the name of others, may involve in business activities related to the company's subject of activity on their own name or in the name of others and may have shareholding in the companies engaged in same business as unlimited partner and carry out other transactions 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 2012 in line with Corporate Governance Principles,

21. Authorization of the Meeting Chairmanship Council for signing the minutes of General Assembly on behalf of shareholders without any need for further signatures,

22. Wishes.