INFORMATION NOTE REGARDING EXTRAORDINARY GENERAL ASSEMBLY MEETING OF TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. DATED 22.10.2015

1. INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 22.10.2015

Our Company's Shareholders Extraordinary General Assembly Meeting will be held on 22 October 2015, Thursday at 2pm at the address of the Company as Güvercin Yolu 111 06560 Gazi Yenimahalle Ankara (Tel: 0 312 233 33 33 Faks: 0 312 233 33 73) in order to discuss the following agenda.

The detailed information document concerning the agenda items and the dividend distribution proposal 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 given below sample 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 extraordinary general assembly meeting and voting to be reserved. Accordingly, if our shareholders would like to attend the extraordinary general assembly meeting, there is no need to make blockage.

Open ballot voting shall be used in the Extraordinary General Assembly for voting for agenda articles simply by raising hands, without prejudice to the obligations of voting electronically concerning the agenda items.

All the beneficiaries and the stakeholders and the media representatives (press and media organizations) are invited to our extraordinary 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: Güvercin Yolu No: 111 06560 Gazi Yenimahalle / ANKARA
Trade Registry / No: Ankara, 5347

2. ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CAPITAL MARKETS BOARD REGULATIONS

Within the context of Capital Markets Board communiqué serial II-17.1, regarding "The Corporate Governance" entered into force on 03.01.2014; the additional information concerning the agenda article has been presented below. Other obligatory general information has been presented to your information in this section.

2.1. Shareholder Structure and Voting Rights

Detailed information concerning total share number and voting rights reflecting the shareholder structure of the company as of the announcement date of this information note and if there are any privileged shares in the company capital, share number and voting rights of each privileged shares and the qualifications of privileges are given below.

Our company's shares divided into 3 groups, A, B and C. All groups registered shares has 1 voting right at general assembly.

There is privileged vote right of A and B group shares for the election of board of directors at general assembly.

Our shareholders' voting right has been presented below.

Shareholder	Amount (TL)	(%)	Voting Right	Voting Right Ratio (%)
Koç Holding A.Ş. (A Group)	20.013.375	37,50%	2.001.337.500	37,50%
CNH Industrial Osterreich GmbH* (B Group)	20.013.375	37,50%	2.001.337.500	37,50%
İnan Kıraç (C Group)	17.514,75	0,03%	1.751.475	0,03%
A. Aslıgül Kıraç (CGroup)	8.757,38	0,02%	875.738	0,02%
Public Quotation (C Group)	13.315.977,87	24,95%	1.331.597.787	24,95%
Total	**53.369.000**	**100,00%**	**5.336.900.000**	**100,00%**

*CNH Industrial Osterreich GmbH is 100% subsidiary of CNH Industrial NV.

2.2 Information about the management and operational changes that can affect our company's operations:

There are no executive or operational changes in the previous accounting period that has affected, or planned for the upcoming accounting periods that will substantially affect the Company's activities.

2.3. Information about the demands of shareholders for adding new article to agenda:

No such demand has been received for the Extraordinary General Assembly Meeting.

3. EXPLANATORY NOTES ON THE AGENDA OF EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 22.10.2015

1. Opening and Election of the Presidential Board,

The selection of the President of the meeting to govern the general assembly meeting within the framework of the provisions of the "Turkish Commercial Code numbered 6102" (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) and 7th article of the General Assembly Internal Regulation, shall be done. Minimum one secretary shall be appointed by the president of the meeting in line with the General Assembly Internal Regulation. The president of the meeting may select vote collectors in sufficient number.

2. Full adoption, acceptance by certain changes, or rejection of the Board of Directors' proposal with respect to distribution of the profit from the extraordinary reserves for the year 2015 in line with dividend policy and date of such profit distribution,

By considering the profitability and cash situation of our company, within the context of the dividend communique serial no II-19.1, and as per the relevant tax legislation, it has been resolved that TL 100.000.000 to be paid to shareholders from extraordinary reserves as cash dividend, and TL 10.000.000 to be allocated as second rank legal reserve as fully covered from the extraordinary reserves (from retained earnings) in accordance with Article 519 of the Turkish Commercial Code. In accordance with the financial statements prepared within the framework of Capital Markets Board regulations, total amount of TL 100.000.000 to be paid as cash dividend and TL 10.000.000 second rank legal reserve to be covered from extraordinary reserves, therefore Thereby, the dividend will be distributed in cash;

- to the resident taxpayer shareholders and non-resident taxpayer shareholders obtaining dividend income through an office or a permanent representative in Turkey as gross (=net) 1,87375 kr for each share nominal 1 kr (%187,37469) and,
- to foreign-based taxpayer shareholders; as gross 1,87375 kr (1,78006 kr net) for each share nominal 1 kr (%178,00596)
- to the rest of our shareholders as gross 1,87375 kr (1,59268 kr net) for each share nominal 1 kr (%159,26849).

It has been resolved to determine the dividend payment date as 30.10.2015 and full adoption, acceptance by certain changes, or rejection of the Board of Directors' above given proposal will be evaluated.

3. Approving the change in board membership during the year pursuant to 363rd article of Turkish Commercial Code,

Reference to the 363rd article of TCC, due to retirement of one of our independent board member, Mr. Andreas Christian Schröter, Ad. Dr. Umut Kolcuoğlu was appointed as independent board member to serve for the remainder of Mr. Andreas Christian Schröter's term, through the board resolution dated 26.06.2015. Ad. Dr. Umut Kolcuoğlu's resume prepared in line with 1.3.1 numbered corporate governance principle, is presented below.

The resume of Ad. Dr. Umut Kolcuoğlu whose appointment done within the year

Born in 1975, Dr. Umut Kolcuoğlu completed his secondary and high school education at Sankt Georg Austrian High School, and then graduated from İstanbul University, Faculty of Law in 1998. He received his postgraduate degrees from New York University, Faculty of Law in 2001 and his doctorate degree on Corporations and Capital Markets Law from İstanbul University in 2009. Apart from his attorney activities in Turkey, he worked as foreign attorney in Gibson Dunn & Crutcher Law

Office in New York, USA in 2002 and in Hengeler Mueller Law Office in Frankfurt, Germany between the years 2005 and 2006. In 2007, he established Kolcuoğlu Demirkan Koçaklı Attorneys At Law and still working as the Managing Partner of this office. He has experience on company law, capital markets law, mergers and acquisitions, finance and energy market. He knows English and German. He is also admitted both to İstanbul Bar Association and New York Bar Association. He is member of the International Law Committee of New York Bar Association, Law and Commercial Center of New York University, Corporate Governance Association of Turkey and Austrian College Foundation.

Ad. Dr. Umut Kolcuoğlu who is not an executive member reference to the CMB Corporate Governance Principles, has covering independent membership criteria. He has not any relationship between the Company and its related parties. The tasks that he has taken within last 10 years and the reasons for leaving these positions are given below table.

Company	**Position**	**Inception**	**Expiry Date / Reason of Leaving**
Kolcuoğlu Demirkan Koçaklı Attorneys At Law	Managing Partner	2006	Continuing
Hengeler Mueller Law Office, Frankfurt, Germany	Foreign Attorney	2005	2006

4. Wishes.