

ANADOLU ISUZU OTOMOTİV SANAYİİ VE TİCARET A.Ş.

**AGENDA OF GENERAL SHAREHOLDERS' MEETING
TO BE HELD ON APRIL 17th, 2014.**

1. Inauguration of the meeting and election of the Chairmanship Council.
2. Reading, discussion and approval of the Annual Operations Report prepared by the Board of Directors for the period of 2013.
3. Reading the summary of Independent Auditors' report for the period of 2013.
4. Reading, discussion and approval of financial statements relating to fiscal year 2013.
5. Approval of changes in Board membership made during the year according to the article 363 of Turkish Commercial Code.
6. Release of each member of the Board of Directors from liability with regard to the 2013 activities and accounts of the Company.
7. Approval of the amendment in "Dividend Policy" made in accordance with the CMB regulations.
8. Discussion and resolution of the proposal of the Board of Directors about the usage of 2013 profit and profit distribution decision.
9. Election of Board of Directors whose term of office is completed, designation of the Independent Board Members, determination of their term of office and fees.
10. Approval of the independent audit firm appointed by the Board of Directors upon the recommendation of the Audit Committee.
11. Within the framework of the CMB regulations, informing the General Assembly about common and continuous transactions with related parties in 2013.
12. Informing the General Assembly on the securities, pledges and mortgages given on behalf of third parties and income or benefits obtained by the company due to this during the year 2013, within the framework of CMB regulations.
13. Informing the General Assembly on the donations made in 2013, within the framework of CMB regulations.
14. According to the regulations laid down by the Capital Markets Board information to be given to the shareholders regarding the payments made to Board members and senior management within the scope of the "Compensation Policy.
15. Provided that necessary permissions are obtained from the Capital Markets Board and T.R. Ministry of Customs and Trade; approval of the amendment of articles 5 and 7 of the Articles of Association.
16. Presentation to the General Assembly, of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board.

17. Granting authority to Members of Board of Directors according to Articles 395 and 396 of Turkish Commercial Code.

**AGENDA OF A AND B PREFERRED SHAREHOLDERS GROUPS MEETING
TO BE HELD ON APRIL 17th, 2014.**

- 1) Inauguration of the meeting and election of the Chairmanship Council.
- 2) Approval of the decision of the General Assembly regarding the amendments of articles 5 and 7 of the Articles of Association.