

**Date** : 4/12/2011  
**From** : Katmerciler Araç Üstü Ekipman Sanayi ve Ticaret A.Ş. Investor Relations  
Tel: 232 376 75 75 (6 Lines)  
e-mail: [yatirimci.iliskileri@katmerciler.com.tr](mailto:yatirimci.iliskileri@katmerciler.com.tr)  
**Subject** : Board of Directors Resolution on Convoking an Ordinary General Assembly

Address of Partnership	:	10032 Sokak No:10 A.O.S.B. Çiğli/İZMİR
Contact Details	:	Telephone: (0232) 3767575 Fax: (0232) 3940197
Contact Details of Investor/Shareholder Relations Department of Partnership	:	Telephone: (0232) 3767575 Fax: (0232) 3940197
Is the Disclosure up-to-date?	:	No
Is the Disclosure a correction?	:	No
Is the Disclosure a delayed one?	:	No
Date of previous Special Case Disclosure made on the issue	:	-
Brief Information	:	On Holding an Ordinary General Assembly for 2010 Accounting Year with General Assembly Specific to Group A Shareholders

Date of Board of Directors Resolution	:	4/12/2011
Type of General Assembly	:	Other
If Ordinary General Assembly, the Concerned Accounting Period	:	Accounting Period of 01.01.2010 - 31.12.2010
Date	:	5/11/2011
Time	:	11:00 AM and 11:30 AM
Address	:	10032 Sokak No:10 Atatürk Organize Sanayi Bölgesi Çiğli/İZMİR

**AGENDA:**

**KATMERCİLER ARAÇ ÜSTÜ EKİPMAN SANAYİ VE TİCARET A.Ş.  
GROUP A PREFERRED STOCK HOLDERS SPECIAL GENERAL ASSEMBLY AGENDA**

1. Opening and Establishment of Meeting Council
2. Assigning Authority to Council Meeting on undersigning General Assembly Minutes,
3. Determining Candidate Members to "Board of Directors" in order to be submitted for the approval fo Gener Assembly in the Ordinary General Assembly held for 2010,
4. Determining Candidate Members to "Board of Supervisors" in order to be submitted for the approval f General Assembly in the Ordinary General Assembly held for 2010,
5. Wishes and Requests.

**KATMERCİLER ARAÇ ÜSTÜ EKİPMAN SANAYİ VE TİCARET A.Ş.  
AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING OF 2010**

1. Opening, Attendance Call and Establishment of Meeting Council
2. Granting Authority to Meeting Council on undersigning Meeting Minutes and Other Documents,
3. Reading and Discussing Board of Directors Activity Report of 2010, Auditors Report and Independent Audit Company Report,

4. Reading, Discussing, and Approving Balance Sheet and Profit-Loss Accounts of 2010,
5. Discussing and Deciding Board of Directors Proposal on Saving 2010 Profit,
6. Informing our partners on our Profit Distribution policy in accordance with the Principle of Corporate Governance,
7. Discussing discharge of Members to Board of Directors and Board of Supervisors,
8. Determining charges for Members to Board of Directors and Board of Supervisors,
9. Selecting Board of Directors memberships,
10. Selecting Auditors,
11. Approval of Independent Audit Company Selection,
12. Granting Authority to Board Members pursuant to Articles 334 and 335 of Turkish Code of Commerce,
13. Providing information to the General Assembly on Donations made throughout the Year,
14. Providing information to the Partners on Guarantees, Collaterals, Mortgages, and Securities given by the Company in favor of 3rd Persons in 2010,
15. Providing information to the General Assembly on the Information Sharing Policy established by the Company based on the Principles of Sharing Information with Public,
16. Wishes and Requests.

**■ ADDITIONAL COMMENTS:**

Extraordinary General Assembly Specific to Group A Stock Holders of our Company will be held on Wednesday, May 11, 2011, at 11:00 AM, at the company headquarters at 10032 Sokak No:10 Atatürk Organize Sanayi Bölgesi Çiğli / İzmir.

Ordinary General Assembly of our Company, where 2010 activities will be discussed, will be held on Wednesday, May 11, 2011, at 11:30 AM, at the company headquarters at 10032 Sokak No:10 Atatürk Organize Sanayi Bölgesi Çiğli / İzmir.

For our partners to attend to the General Assembly, they should apply to the securities broker companies where their investor account are found and should block their shares at Central Registration Organization AS (MKK) with the General Assembly Blockage application term ending at 6:00 PM on Wednesday, May 11, 2011 (until the evening of the General Assembly) and to submit certificates proving that they have blocked their shares to our Company Headquarters at 10032 Sokak No: 10 Atatürk Organize Sanayi Bölgesi Çiğli / İzmir, before 6:00 PM on Thursday, May 05, 2011 at the latest and should get their Entrance Cards. It will be impossible for our partners who are not registered in the blockage list of MKK to attend to the General Assembly and to employ their voice and voting rights.

Those partners who will vote in the assembly by proxy are obliged to fill in, undersign and have a notary public to certify the following proxy form (or its copy on [www.katmerciler.com.tr](http://www.katmerciler.com.tr) website) pursuant to Communiqué No. 8, Serial IV of Capital Markets Board issued in Official Journal number 21872 dated 3/9/1994 or to append their notary public certified signature circulars to the proxy form and submit these forms to our Company.

Board of Directors Activity Report of 2010, Financial Statements and Footnotes, Opinion of Independent External Audit Organization, Company Auditors Report, and proposal of Board of Directors on Distribution of Shares shall be opened for examination at our Company Headquarters at 10032 Sokak No:10 Atatürk Organize Sanayi Bölgesi Çiğli/İzmir, starting from April 27, 2011, together with the proxy form and a copy of these documents will be given to applicant shareholders.