

ANADOLU ISUZU OTOMOTIV SANAYI VE TICARET A.S.
INFORMATION DOCUMENTATION FOR THE ORDINARY GENERAL
ASSEMBLY MEETING OF SHAREHOLDERS DATED 15 APRIL 2016
FOR 2015

Our Company's Ordinary General Assembly Meeting of Shareholders shall be held at the address of Esenkent Mahallesi, Deniz Feneri Sokak, No:4 Umraniye, 34776, Istanbul at 14.00 on 15 April 2016 Friday in order to discuss and resolve agenda items below.

Shareholders may attend our Company's Ordinary General Assembly Meeting of Shareholders personally or by proxy either physically or electronically. Electronic (online) attendance to the General Assembly meeting shall be possible with the secure electronic signatures of the shareholders or their proxies. For this reason, a shareholder willing to attend the meeting via Electronic General Assembly System should first register himself with Central Registration Agency A.Ş. (CRA) e-CRA Data Portal to enter his contact details and he should also have a secure electronic signature. A shareholder or representatives may in no event attend the General Assembly meeting electronically unless he is registered with the e-CRA Data Portal and has a secure electronic signature.

Moreover, a shareholder or representatives willing to attend the meeting electronically or his proxy is required to fulfil his obligations in line with the "Regulation on General Assemblies to be held electronically in joint-stock companies" ("EGAS") as published in the Official Gazette issued on 28 August 2012 under no 28395 and the "Communiqué on the Electronic General Assembly System applicable in General Assembly Meetings of Joint-stock Companies" as published in the Official Gazette issued on 29 August 2012 under no 28396.

Any shareholder who shall not be able to attend the meeting personally in physical environment is required to issue his letter of proxy in line with the attached specimen (Annex 6) or obtain the physical specimen of the proxy from the Company premises at the address of Şekerpinar Mahallesi, Otomotiv Cad. No.2 Çayırova / Kocaeli or download it from our Company's web site www.anadoluisuzu.com.tr and accordingly shall fulfil those requirements set out in the "Communiqué no II-30.1 on Voting by Proxy and Collection of Proxies via Call" which came in force upon its publication in the Official Gazette issued on 24.12.2013 under no 28861, and should submit his notarized letter of proxy to the Company. **Any letter of proxy which is strictly required under the said Communiqué and which deviates from the attached specimen shall be in no event accepted by us due to our legal liability in this respect.** In

case, under the same Communiqué and in line with the CRA regulations, the proxy is appointed from the EGAS, the condition to use the attached specimen will not be sought and the proxy may attend the meeting without the further need to submit a letter of proxy.

This Information Memorandum which contains detailed information as to agenda items and other explanations and statements that are essential to ensure compliance with the Capital Markets Board regulations and Financial Statements for the Financial Year 2015 and the Independent Audit Report issued by Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers), the independent auditor, and the Corporate Governance Compliance Report and the Board of Directors Annual Report with the Board's proposal for profit distribution shall be posted at the Company's Head Office, at the Company's web site (www.anadoluisuzu.com.tr), and the Public Disclosure Platform and the Electronic General Assembly system for the inspection of the esteemed Shareholders within the legally permitted time period and three weeks before General Assembly meeting.

Our newspaper publications with the calls to our shareholders shall be published in Dünya, a Turkish daily newspaper, to be circulated on 22 March 2016 and in Turkish Trade Registry Gazette dated 22 March 2016,

All our shareholders and stakeholders as well as press and media members are invited and welcomed to our General Assembly meeting.

For the information of esteemed Shareholders.

ANADOLU ISUZU OTOMOTİV SANAYİİ VE TİCARET A.Ş.

Head Office : Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58
Buyaka E Blok Tepeüstü 34771 Ümraniye / İSTANBUL

Trade Registry and Number: Istanbul – 173921

OUR ADDITIONAL EXPLANATIONS IN LIGHT OF THE CMB REGULATIONS

In this section, we will present our explanations that we were asked to make in addition to the meeting agenda pursuant to the "Corporate Governance Communiqué" no II-17.1 which was adopted by the Capital Markets Board ("CMB") and which became effective on 3 January 2014.

1. Shareholding Structure and Voting Rights

There is not any preference granted to the shareholders according to our Articles of Association in connection with the voting rights.

Voting rights held by the Company's current shareholders are given in the following table for your information:

Shareholder	Share Amount	Shareholding Ratio (%)	Voting Rights	Voting Rights Ratio (%)
YAZICILAR HOLDİNG A.Ş.	9.077.664,90	35,71%	907.766.489,50	35,71%
ÖZİLHAN SINAİ YATIRIM A.Ş.	4.271.841,97	16,81%	427.184.197,20	16,81%
ANADOLU ENDÜSTRİ HOLDİNG A.Ş.	266.639,72	1,05%	26.663.972,40	1,05%
ÇELİK MOTOR TİCARET A.Ş.	1.097,49	0,00%	109.748,70	0,00%
ANADOLU MOTOR ÜRETİM A.Ş.	208,674	0,00%	20.867,40	0,00%
ANADOLU GROUP	13.617.452,752	53,57%	1.361.745.275,20	53,57%
ISUZU MOTORS LTD.	4.319.991,00	16,99%	431.999.100,00	16,99%
ITOCHU CORPORATION	2.405.286,00	9,46%	240.528.600,00	9,46%
ITOCHU CORPORATION-İSTANBUL	834.678,00	3,28%	83.467.800,00	3,28%
JAPANESE SHAREHOLDERS	7.559.955,00	29,74%	755.995.500,00	29,74%
PUBLICLY HELD ONES	4.148.980,41	16,32%	414.898.040,70	16,32%
OTHER	93.318,38	0,37%	9.331.838,10	0,37%
TOTAL	25.419.706,54	100,00%	2.541.970.654,00	100,00%

2. Information about the changes to the Management and Business Operations which may have a material impact on the Corporate Business Operations of our Company or its Material Subsidiaries or Affiliates

To our best knowledge and belief, there is no change, which was introduced in the past or is planned for future times, to the governance, management and business operations of our Company or its affiliates or subsidiaries which may have a material impact on our Company's business operations.

3. Requests by the Shareholders, the Capital Markets Board or other Public Agencies and Institutions concerning the Company to add items to the agenda:

There is no such a request for adding any further agenda item for the Ordinary General Assembly Meeting for 2015 which shall be held on 15 April 2016.

**OUR EXPLANATIONS ABOUT THE AGENDA ITEMS FOR THE ORDINARY GENERAL
ASSEMBLY MEETING TO BE HELD ON 15 APRIL 2016**

1. To open and form the Meeting Presidency

A Meeting Presidency shall be selected to administer and supervise the General Assembly meeting in line with the provisions of Turkish Code of Commerce (TCC) (the Law no 6102), and the Regulation on the Procedures and Rules applicable to General Assembly Meetings of Joint-stock Companies and the presence of Representatives from the Ministry of Customs and Trade thereat” (“Regulation” or the “General Assembly Regulation”) and a Proposal whereby the General Assembly Meeting Minutes shall be signed by the Meeting Presidency on behalf of the present shareholders shall be submitted for the approval by the General Assembly.

2. To read and discuss the Board of Directors Annual Report for the financial year 2015

Pursuant to the provisions of TCC the Regulation and the CMB Regulations, our shareholders shall be duly informed about the Board of Directors Annual Report, including the corporate governance compliance report, which shall be posted at our Company’s Factory premises, the CRA’s Electronic General Assembly Portal and our Company’s web site (www.anadoluisuzu.com.tr) for the inspection of our Shareholders at least three weeks prior to the General Assembly meeting, and the Report shall be submitted for the opinion of our shareholders.

3. To read the Summary of the Report issued by the independent auditor - Bařaran Nas Bađımsız Denetim ve Serbest Muhasebeci Mali Műřavirlik A.ř.- for the financial year 2015

Pursuant to the CMB Regulations, our shareholders shall be duly informed about the Independent Audit Report issued by the Independent auditor –namely, Bařaran Nas Bađımsız Denetim ve Serbest Muhasebeci Mali Műřavirlik A.ř.- which shall be posted at our Company’s Factory premises, the CRA’s Electronic General Assembly Portal and our Company’s web site (www.anadoluisuzu.com.tr) for the inspection of our Shareholders at least three weeks prior to the General Assembly meeting.

4. To read, discuss and submit the financial statements for 2015 Financial Year for approval

Pursuant to the provisions of TCC. the Regulation and the CMB Regulations, our shareholders shall be duly informed about our financial statements, which shall be posted at our Company’s

Factory premises, the CRA's Electronic General Assembly Portal and our Company's web site (www.anadoluisuzu.com.tr) for the inspection of our Shareholders at least three weeks prior to the General Assembly meeting, and the Statements shall be submitted for the opinion and approval of our Shareholders.

5. Individual discharges of the Board members from the Company's 2015 business operations

Individual discharge of each Board member from the Company operations, transactions and accounts for 2015 in line with the provisions of TCC and the Regulation shall be submitted for the approval of the General Assembly.

6. To discuss and resolve on the proposal by the Board of Directors about the use and application of the 2015 profit and about the profit distribution

The Board of Directors has proposed in line with the Board resolution dated 4 March 2016 that the statutory reserve funds which should be set aside pursuant to the provisions of Turkish Code of Commerce should be deducted from the Company's 2015 Net Financial Year Profit which amounts to **17,743,897** TL according to the independently audited consolidated financial statements which were duly issued according to the Financial Reporting Standards acceptable to the Capital Markets Board and that the net balance amounting to **12,099,553.05** TL coupled with a sum of **610,300.22** TL coming from the extraordinary reserve funds should constitute the total dividend amounting to **12,709,853.27** TL in total, should be paid in cash as of 31 May 2016 in a manner that a gross sum of 0,5000 TL (a net sum of 0,4250 TL) per share with a nominal value of 1 TL shall have been distributed to ensure a gross profit distribution at a rate of 50.00% over the issued capital. The profit distribution proposal and the profit distribution statement are attached hereto as Annex 1.

7. To appoint new members to replace the members whose office term has expired, to determine the Independent Board Members, and to determine and fix the remuneration and office terms of the Board members and Independent Board Members

Pursuant to the CMB Regulations, TCC provisions and the Regulation, new Board members shall be selected to replace those members whose office terms have expired in line with the rules and procedures applicable to the appointment of Board members as set out in the Articles of Association. Moreover, independent members shall be appointed to ensure compliance with the

CMB's Corporate Governance Communiqué no II-17.1 Independent members to be appointed should meet the independency criteria defined in the CMB'S Corporate Governance Communiqué. In line with the report issued by our Corporate Governance Committee upon the evaluation of the nominees presented to them, our Board of Directors has nominated M Ahmet Cemal DORDUNCU and Mr Kamil BOZER as the nominees for the independent members of the Board of Directors. Moreover, the remuneration payable to the Board members shall be determined in accordance with the provisions of the TCC and the Regulation as well as the terms and conditions set out in our Articles. The resumes of the nominees for Board seats and their independency statements are given in Annex 2.

8. To approve the independent auditor which was appointed by the Board of Directors upon the proposal by the Audit Committee

Pursuant to the "Communiqué on the Independent Audits at Capital Markets" as published by the Capital Markets Board, our Board of Directors resolved, on 11 March 2016 and upon consultation with the Audit Committee, to appoint Basaran Nas Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik Anonim Sirketi (a member of PricewaterhouseCoopers) for the audit of our Company's financial statements for the financial year of 2015, and this appointment shall be submitted for the approval of the General Assembly.

9. To submit information to the General Assembly with the information about mortgages and pledges given or created by the Company in favour of third parties in 2015 as well as the interests or income raised by the Company in line with the Capital Market Board regulations

Pursuant to the Capital Markets Board regulations, it is now mandatory for publicly traded companies to give information to their shareholders about the Pledges, Liens and Mortgages granted by such a company in favour of third parties, and to ensure such information supply, a separate agenda item should be included on the agenda. There is no guarantee, pledge, mortgage or suretyship given by the Company as of 31.12.2015 in favour of third parties to secure the ordinary course of its business operations or to guarantee the third party debts nor is there any revenue or income raised from them.

10. To give information to the General Assembly about the donation made in 2015 in line with the Capital Market Board regulations.

Our Company donated a sum of 80,000 TL to Anadolu Education and Social Aid Foundation as well as a sum of 42,395 TL to other foundations and societies in 2015, thus bringing the total amount of donations to 122,395 TL:

11. To give information to the General Assembly about the payments made to the Board Members and Top Level Executives under the Remuneration Policy pursuant to the Corporate Governance Provisions

As it was already specified in the note no 27 in our financial reports for 2015 financial year, Anadolu Isuzu Otomotiv Sanayii ve Ticaret A.Ş. paid a total sum of 5,818,790 TL in benefits to Top Level Executives during 2015.

12. To give information to the General Assembly if there were any operation or transaction in 2015 that falls within the scope of Article 1.3.6 of the Corporate Governance Communiqué no II-17.1 as adopted by the Capital Markets Board,

The mandatory Corporate Governance Principle no 1.3.6 of the Communiqué no II-17.1 adopted by the Capital Markets Board reads as follows: “In circumstances where shareholders holding the controlling power, board members, and managers with administrative tasks as well as their spouses and next of kin by blood and affinal kinship up to second degree carry out a material business transaction with the Company and its subsidiaries in a manner to cause a conflict of interest and/ or are engaged in a commercial business falling within the scope of Company’s business on behalf of himself or for the account of another party or itself or for another entity or the Company or subscribes to another company engaged in the same kind of business operations in a capacity of an unlimited/ general partner, the said transactions are set out in a separate agenda item to give detailed information to the general assembly in this respect and they are to be noted in the general assembly meeting notes.”

There is not any material transaction known to be executed or for which an information was given to us in this respect during the year.

13. To give permission to the Board members to allow them to pursue or engage in those operations under Articles 395 and 396 of Turkish Code of Commerce.

The General Assembly’s approval shall be sought so that our Board members may carry out transactions in line with the first paragraph of Article 395 of TCC titled “No Business with and No Borrowing from the Company” and Article 396 thereof titled “No Competition”.

ANNEXES

Annex - 1: Profit Distribution Proposal and Profit Distribution Statement

Annex - 2: Resumes of nominated Board member candidates and the Independence Statements by the Independent Board Members

Annex - 3: Letter of Proxy

ANNEX – 1 Profit Distribution Proposal and Profit Distribution Statement

The Board of Directors has proposed in line with the Board resolution dated 4 March 2016 that the statutory reserve funds which should be set aside pursuant to the provisions of Turkish Code of Commerce should be deducted from the Company's **2015** Net Financial Year Profit which amounts to **17,743,897** TL according to the independently audited consolidated financial statements which were duly issued according to the Financial Reporting Standards acceptable to the Capital Markets Board and that the net balance amounting to **12,099,553.05** TL coupled with a sum of **610,300.22** TL coming from the extraordinary reserve funds should constitute the total dividend amounting to **12,709,853.27** TL in total, should be paid in cash as of 31 May 2016 in a manner that a gross sum of 0,5000 TL (a net sum of 0,4250 TL) per share with a nominal value of 1 TL shall have been distributed to ensure a gross profit distribution at a rate of 50.00% over the issued capital. This proposal shall be submitted for the approval of our shareholders in the Ordinary General Assembly meeting for 2015.

ANADOLU ISUZU OTOMOTİV SANAYİ VE TİCARET A.Ş Profit Distribution Statement for 2015 (TL)

1. Paid-up/ Issued Capital		25.419.706,54	
2. Total Statutory Reserve Fund (according to Statutory Records)		22.336.628,78	
Information about any preference in the profit distribution pursuant to the Articles of Association			
		According to CMB	According to Statutory Records
3.	Financial Year Profit	18.005.467,00	13.218.757,42
4.	Taxes to be paid (-)	261.570,00	36.347,60
5.	Net Financial Year Profit (=)	17.743.897,00	13.182.409,82
6.	Past Year Losses (-)	0,00	0,00
7.	First Issue Statutory Reserve Funds (-)	0,00	0,00
8.	NET DISTRIBUTABLE FINANCIAL YEAR PROFIT (=)	17.743.897,00	13.182.409,82
9.	Donations during the year (+)	122.395,00	
10.	Net Distributable Financial Year Profit coupled with the donations for which First Dividend is to be calculated	17.866.292,00	
11.	First Dividend to Shareholders (5% of the paid-up capital)		
	- Cash	1.270.985,33	
	- Bonus		
	- Total	1.270.985,33	
12.	Dividends distributed to preferential stock holders		
13.	Dividend distributed to board of directors, employees etc		
14.	Dividend distributed to holders of dividend certificates		
15.	Second Dividend to shareholders	10.828.567,72	
16.	Second issue Statutory Reserve Fund	1.082.856,77	
17.	Statutory Reserve Funds		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES	4.561.487,18	0,00
20.	Other resources which are contemplated for distribution		
	- Past year profits	610.300,22	610.300,22
21.	Statutory reserve fund set aside for other resources which are contemplated for distribution	61.030,02	61.030,02

ANADOLU ISUZU OTOMOTİV SAN. VE TİC. A.Ş.
Profit Distribution Statement for 2015

	Financial Year Profit	TOTAL DIVIDEND DISTRIBUTED		TOTAL DIVIDEND DISTRIBUTED/ NET DISTRIBUTABLE FINANCIAL YEAR PROFIT	DIVIDEND CORRESPONDING TO A SHARE WITH 1TL NOMINAL VALUE	
		CASH (TL)	BONUS (TL)		RATIO (%)	AMOUNT (TL)
GROSS	A Legal Person	6.818.834,41	-	91,79	0,5000	50,00
	A Natural Person	13.187,60				
	B Domestic Taxpayer	3.362.638,50	-	91,79	0,5000	50,00
	B Foreign Taxpayer	417.339,00	-			
	C To the Bearer	2.097.853,76	-	91,79	0,5000	50,00
	TOTAL	12.709.853,27	-			
	NET	A Legal Person	6.818.834,41	-		-
A Natural Person		11.209,46			0,4250	42,50
B Domestic Taxpayer		2.858.242,73	-		0,4250	42,50
B Foreign Taxpayer		417.339,00	-		-	-
C To the Bearer		1.783.175,70	-		0,4250	42,50
TOTAL		11.888.801,29	-			

1. There is no preferential stock group in dividends

2. A 15% withholding rate has been applied, assuming that all Group C shares are held by natural persons.

ANNEX – 2 Biography of Board Member Candidates

Mehmet Kamil ESER

Born in Elazığ in 1956, M. Kamil Eser studied at Kadıköy Maarif College, and graduated from the Industrial Engineering Department of METU in 1979. He started his working career as an industrial engineer at Bozüyük Facility of Demir Döküm Corporation. He served as the chief manager in Water-Heater Factory between September 1980 and June 1981, and as the chief supplier at Burtrak Tractor Industry Corporation between December 1982 and August 1983. He started working on 7th November 1983 at Anadolu Otomotiv San. ve Tic. A.Ş. as material supply director. He was appointed as production control manager on 3rd July, 1984, and as production planning and control manager on 1st January, 1986. After serving for the department of sales and service of American Isuzu Motors Inc. for a year since 9th June, 1995, he was appointed as the associate director of sales management. On 1st January, 1998, he was appointed as the general manager of Anadolu Isuzu Otomotiv San. Tic. A.Ş. Serving as the director of Automotive Group since 1st July, 2006, M. Kamil Eser speaks English, and also he is married and father of two children.

İbrahim YAZICI

Born in 1949, İbrahim Yazıcı graduated from the Bursa Economic and Commercial Sciences Academy in 1975. He received his MBA for Business Administration studies pursued at Atlanta University, USA in 1979. Mr. Yazıcı assumed active functions in Anadolu Group companies from 1982 onward and currently serves as Board Chairman at Anadolu Endüstri Holding, Vice Chairman and member in the Boards of Directors of the other companies of Anadolu Group.

Tuncay ÖZİLHAN

Born in Kayseri on 1947, Mr. Özilhan studied in Saint-Joseph high school then graduated from the Faculty of Economics of İstanbul University. He has received his MBA degree from Long Island University in the United States. He has undertaken responsibilities such as General Director of Erciyas Brewery, Coordinator of the Beer Group and General Coordinator of the Anadolu Group. Mr. Özilhan was appointed as the CEO of the Anadolu Group in 1984 and he is Chairman of the Anadolu Group since May 2007. He has also been serving as Chairman of Anadolu Foundation as well as various Group companies. Mr. Özilhan served as TÜSİAD's (Turkish Industrialist's and Businessmen's Association) Chairman from 2001 to 2003 and he is currently Vice Chairman of its High Advisory Council. His other responsibilities include; Deputy Chairman and Chairman of the Turkish – Russian Business Council at the Foreign Economic Relations Board (DEİK), B-20 Turkey Executive Council Membership, Honorary Consul for the Republic of Estonia and President of the Anadolu Efes Sports Club.

Süleyman Vehbi YAZICI

Born in 1947 in Istanbul-Sarıyer, Süleyman Vehbi Yazıcı finished high school in Beyoğlu Tarhan Koleji after which he graduated from Economics in 1972. Having gained on-the-job experience in various family-owned Group companies while he was a student, Mr. Yazıcı served as General Director of Çelik Motor A.Ş. from 1975 to 1977. Mr. Vehbi Yazıcı has also been an active member and held managerial positions in NGOs such as Anadolu Eğitim ve Sosyal Yardım Vakfı (Anadolu Education and Social Assistance Foundation), Türk Kalp Vakfı (Turkish Heart Foundation), Göz Nurunu Koruma Vakfı (Eyesight Protection Foundation), Kenan Evren Eğitim Kültür Vakfı (Kenan Evren Education Culture Foundation), and Bodrum Sağlık Vakfı (Bodrum Health Foundation). He has been serving as member of the Board of Directors in various companies of Anadolu Group since 1975. He is married; he has a daughter and a son.

Nilgün YAZICI

Born in İstanbul in 1961, she graduated from Kadıköy Girls' College. Between 1978-1981, she studied business administration at University of Atlanta in the USA and Oglethorpe University in Georgia, and completed her MBA (International Business Administration) at Preston University. She has been serving as a member of board of directors for Anadolu Group companies.

Tülay AKSOY

Born in 1951, Tülay Aksoy graduated from Erenköy Girls' High School. As well as being a member of board of directors of Özilhan Industrial Investment Co., she serves as a member of the board of directors for the Anadolu Group companies like Anadolu Industry Holding (AEH), Anadolu Efes, Çelik Motor, Adel Kalemcilik, Anadolu Motor, and Anadolu Health Center. Tülay Aksoy is the vice president of the Oden Tourism Co., in addition to being a member of World Wildlife Fund, The Association for Supporting Contemporary Life, Association of Police and Martyr Families, Association for Protection of the Handicapped, Association for Protecting and Educating Homeless Children, and Starkey Hearing Foundation.

Hülya ELMALIOĞLU

Born in 1962, Hülya Elmalioğlu graduated from Private Kadıköy Girls' College. Having received language education in the USA between 1979 and 1980, Elmalioğlu still serves as a member of the board of directors for Anadolu Endüstri Holding and Anadolu Group companies.

Salih Metin ECEVİT

Born in 1946, Mr. Metin Ecevit graduated from Faculty of Political Sciences in 1976. He also achieved a master's degree from Syracuse University in Economics. Between 1967-1980, he worked as a Tax Inspector and Deputy General Manager of General Directorate of Revenues in Finance Ministry. Mr. Ecevit joined to Anadolu Group in 1980 and worked at various levels, serving as General Manager in

Automotive companies of the Group, Board Member, and Chairman of the Board of Directors. He retired in 2006, while he was serving as the Automotive Group President. He also served as the Board Member and Chairman in the “Association of Imported Car Distributors in Turkey” between 1992-2004. Currently he is memberships in Board of Directors of various Anadolu Group companies and also Board Chairman for Yazıcılar Holding A.Ş. He is married and father of two children.

Yasuyuki NIIJIMA

Yasuyuki Nijima was born in 1959 in city of Saitama. Graduated from the Department of Economics at Tokyo Keio University, he started his working career at Isuzu Motors Limited in 1983. After serving as domestic sales manager, group leader in the department of truck body business development, vice manager of corporate planning department of American Isuzu Motors, senior executive in the department of domestic business development, general manager of Isuzu Network Co. Ltd. in the department of domestic business development, general manager of international sales department in Isuzu Motors Ltd. respectively, Yasuyuki Nijima continues his career as the director of international sales in Isuzu Motors Ltd.

Hiroko YAGUCHI

Hiroko Yaguchi was born in 1963 in Tokyo, Japan. Graduated from the Department of Foreign Studies at Tokyo Sophia University, he started his working career at Isuzu Motors Limited Japan in 1986. Respectively, he worked as an assistant general manager of Isuzu Motors Panama Office between 1998-2001, international sales group leadership at Southeast Asia Group between 2011-2014, international sales group leadership at European Group between 2014-2016. Hiroko Yaguchi continues his career as the director of international sales in Isuzu Motors Ltd Japan.

Takuya KAWAI

Takuya Kawai was born in 1973 in Osaka, Japan. After graduation from the Department of Economics at Tokyo Keio University, he worked as the sales representative in Middle East Automotive Department of Itochu Corporation between 2004-2005, and vice president of the Vehicles Middle East Co. Bahrain and Vehicles Middle East FZCO Dubai. Later, he served as the labor officer in the department of building machinery of Itochu Corporation Tokyo Isuzu between 2009-2010, corporate employee in Isuzu Motors Sales Ltd. between 2010-2014, and as the officer of marketing Turkish commercial vehicles in Itochu Corporation until September 2014. Serving as the general manager consultant in Anadolu Isuzu Otomotiv Sanayii ve Ticaret A.Ş. since October 2014, Takuya Kawai is married and the father of two children.

Ryutaro MASHIKO

Ryutaro Mashiko got his diploma from the Department of Law at Niigata University. Mashiko started his career in 1983 in Itochu Corporation in Tokyo. After continuing his office in the machinery department of Itochu Corporation in Thailand, he was appointed as the vice president of the ITOCHU Vietnam Office in 2007. Ryutaro Mashiko served as the manager of planning and project department in Central Office of Itochu Corporation after 2011, he succeeded many infrastructure projects. Ryutaro Mashiko continues working as the general manager of Itochu Corporation Turkey since 1st April, 2014.

**Ahmet Cemal DÖRDÜNCÜ
(Bağımsız Üye Adayı)**

Born in 1953 in Istanbul, Mr. Ahmet Cemal Dördüncü graduated from the Business Administration Department of Çukurova University, and pursued graduate studies at the University of Mannheim and the University of Hannover. Having started his professional career at Claas OHG company in Germany, he then worked at Mercedes Benz A.Ş. in Turkey from 1984 to 1987. He joined Sabancı Group in 1987, and held various managerial positions at Kordsa A.Ş. until 1998. From 1998, he worked at the Group's DUSA Company, serving in the positions of Managing Director/President of DUSA South America and subsequently of DUSA North America. After his appointment to the position of Executive Vice President of Strategic Planning and Business Development at H.Ö. Sabancı Holding in 2004, he functioned as the CEO at H.Ö. Sabancı Holding from 2005 through 2010. Having joined the Akkök Group on 3 September 2012 as a member of the Executive Board, Mr. Dördüncü currently serves as the CEO of the Group, a position he holds since January 2013. He also serves as a member on the Boards of Directors of some other public and non-public Group companies including Aksa Akrilik Kimya Sanayii A.Ş., Akenerji Elektrik Üretim and Akış REIT. Ahmet Dördüncü is also an independent board member at Anadolu Efes, Coca-Cola İçecek, and the International Paper company registered with the U.S. Securities and Exchange Commission (SEC).

**Kamil Ömer BOZER
(Bağımsız Üye Adayı)**

Born in 1958 in Istanbul, Ömer Bozer holds a bachelor's degree in Business Administration from the Middle East Technical University and received his MBA from Georgia State University. Mr. Bozer began his professional career in Koç Group as an MT and served as Deputy Chief Executive in Maret and General Manager at Düzey Pazarlama, respectively. He was appointed as General Manager of Migros in 2002. Ömer Bozer served at the Koç Group as President of Food, Retailing and Tourism Group (2005-2006), President of Food and Retailing Group (2006-2008) and once again as President of Food, Retailing and Tourism Group (2008- 2011). Kamil Ömer Bozer is an independent board member at Anadolu Isuzu since 14 May 2012.

I hereby declare that, with respect to Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Ahmet Cemal DÖRDÜNCÜ
Date:11/03/2016

I hereby declare that, with respect to Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

Kamil Ömer BOZER
Date:11/03/2016

ANNEX – 3

PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING ANADOLU ISUZU OTOMOTİV SANAYİ VE TİCARET A.Ş.

To the Chair of the General Assembly of Shareholders,

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş. that will convene on April 15, 2016, at 14:00 at the address of Esenkent Mahallesi, Deniz Feneri Sk. No: 4 Ümraniye 34776, İstanbul.

The Attorney's(*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

a) The attorney is authorized to vote according to his/her opinion.

b) The attorney is authorized to vote on proposals of the attorney partnership management.

c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark “Accept” or “Reject” box and if the shareholder marks the “Reject” box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Inauguration of the meeting and election of the Chairmanship Council.			
2. Reading and discussion of the Annual Operations Report prepared by the Board of Directors for the period of 2015.			
3. Reading the summary of Independent Auditors' report for the period of 2015.			
4. Reading, discussion and approval of financial statements relating to fiscal year 2015.			
5. Release of each member of the Board of Directors from liability with regard to the 2015 activities and accounts of the Company.			

6. Discussion and resolution of the proposal of the Board of Directors about the usage of 2015 profit and profit distribution decision.			
7. 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.			
8. Approval of the independent audit firm appointed by the Board of Directors upon the recommendation of the Audit Committee.			
9. 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 2015, within the framework of CMB regulations.			
10. Informing the General Assembly on the donations made in 2015, within the framework of CMB regulations.			
11. 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.			
12. Informing the General Assembly regarding with 2015 transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board.			
13. Granting authority to Members of Board of Directors according to Articles 395 and 396 of Turkish Commercial Code.			

No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Order and Serial (*)
- b) Number / Group (**)
- c) Amount-Nominal Value
- d) Share with voting power or not
- e) Bearer-Registered (*)
- f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS (Central Registration System)
Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.

Signature