

**MATERIAL DISCLOSURE**

**Company Name** : FORD OTOMOTİV SANAYİ A.Ş.  
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**Date** : 25 July 2014  
**Subject** : Technology Licensing Agreement for JMC Branded JH476 Heavy Truck Program

**To Borsa İstanbul Chairmanship**

Ford Otosan, Ford Motor Company and Ford Global Technologies LLC (Licensors) were signed a technology licensing agreement on July 25<sup>th</sup>, 2014, with Jiangling Motors Corporation Ltd. of China, where Ford Motor Company holds 32% share in, and its affiliate JMC Heavy Duty Vehicle Co.Ltd. (together shortly "JMC").

With this agreement our company has granted a non-exclusive license to Jiangling Motors Corporation Ltd, and its affiliate JMC Heavy Duty Vehicle Co.,Ltd on product technology, know-how and the technical documentation related to the design, manufacture and service of the chassis, cab and their components of Ford branded heavy trucks. Licenced products and JMC branded vehicles containing these products will be sold in China.

JMC will pay technology licensing fees according to below arrangements:

JMC Heavy Duty Vehicle Co.Ltd, shall pay Ford Otosan an entry Licensing Fee of €8,000,000.

Within the context of the agreement, JMC Heavy Duty Vehicle Co.Ltd. shall pay average €390 licensing fee per unit to the Licensors for the Licensed Chassis and shall pay average €39 per unit to the Licensors for the Licensed Cab that are sold within each calendar year, to be invoiced quarterly.

Term of the Agreement shall be 12 years starting from the mass production (predicted as 2016 model year). Unless otherwise declared by one of the Parties the term of this Agreement shall be automatically extended for 3 years periods. The agreement will become effective after upon the approval of Chinese officials.

We affirm that the disclosure above is in accordance with the provisions of the Capital Market Board's current Special Case communiqué, it reflects all the information we collect about the subject, and this information is consistent with our records and documents. We spend utmost efforts in order to obtain complete and correct information about the subject and claim full responsibility for these disclosures.

**FORD OTOMOTİV SANAYİ A.Ş.**

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