

SPECIAL ANNOUNCEMENT FORM

Company Name : FORD OTOMOTİV SANAYİ A.Ş.
Address : Denizevler Mahallesi Ali Uçar Caddesi no:53 Gölçük KOCAELİ
Phone – Fax : 0262 315 50 00 – 0262 315 69 56
Phone – Fax of Investor Relations Dept. : 0262 315 69 77 – 0262 315 69 76
Date : 26 September 2011
Subject : Invitation to Extraordinary General Assembly of Shareholders

To İstanbul Stock Exchange Chairmanship

Special Case Announcement : Invitation to Extraordinary General Assembly of Shareholders

In the Board of Directors' Meeting of the company held on September 26, 2011, it has been decided;

- ✓ To distribute total TL 217,213,290 cash dividend from the company's extraordinary reserves that were set aside in accordance with tax regulations, in the ratio of gross 61.90%, net 55.5520%, of TL 350,910,000 paid in capital,
- ✓ According to the calculations made in accordance with tax regulations, to distribute the dividend of TL 217,213,290 as gross Kr 61.9000, net Kr 55.5520, per share with a nominal value of TL 1,
- ✓ To submit October 27, 2011 as the dividend distribution date, for approval in the Extraordinary General Assembly,
- ✓ To invite Extraordinary General Assembly to meet on October 25, 2011, Tuesday at 11:00 at the head office of the company.

Attached: Copy of the Board of Directors' Resolution including Agenda for Extraordinary General Assembly.

We affirm that the disclosure above is in accordance with the provisions of the Capital Market Board communiqué Serial: VIII No:54, 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.

Devrim KILIÇOĞLU
Finance and Accounting Director
Phone: 0262 315 69 05

Oğuz TOPRAKOĞLU
Assistant General Manager (Finance - CFO)
Phone: 0262 315 69 00

FORD OTOSAN
FORD OTOMOTİV SANAYİ A.Ş.

BOARD OF DIRECTORS' RESOLUTION

Meeting Place : Ford Otosan - İstanbul

Meeting Date : **September 26, 2011**

Meeting No : 2011/19

Members Attended : Mr. Mustafa Rahmi Koç

Mr. Bülent Bulgurlu
Mr. Yıldırım Ali Koç
Mr. Osman Turgay Durak
Mr. Ali İhsan İlkbahar
Mr. Nuri Kamil Otay
Mr. Grant Edward Belanger

Members Not in Attendance : Mr. Stephen Terrence Odell
Mr. John Fleming
Mr. Stuart John Rowley
Mr. Paul Robert Thomas Randle
Mr. Michael Robert Flewitt

AGENDA : Invitation to Extraordinary General Assembly of Shareholders to resolve on dividend distribution and approval of the changes made in the membership of the Board of Directors, determination of the date, time and location of the meeting.

Gathered under the chairmanship of Mr. Rahmi M. Koç, the Board of Directors, evaluating the financial condition of the Company, has reviewed the Agenda in line with the principle of adopting a sustainable dividend distribution policy and has concluded unanimously as follows:

1. The Board of Directors, after being informed of the Company's existing extraordinary reserve amounts that has been set aside in accordance with tax and Capital Markets Board legislation and prior years profits, has reviewed the dividend distribution issue and agreed to submit the following proposals to the approval of the Extraordinary General Assembly of Shareholders:

- a. From the extraordinary reserve amounts that were set aside in accordance with tax regulations, TL 21.721.329 to be allocated as Second Rank Legal Reserve in accordance with Article 466 of the Turkish Commercial Code and TL 217.213.290 to be paid to shareholders as a dividend in cash.

For the purposes of the financial statements prepared in accordance with Capital Markets Board regulations and in relation to the TL 217.213.290 proposed to be paid as dividend in cash, TL 138.365.779 portion to be covered from extraordinary reserves and TL 78.847.511 portion to be covered from the prior year profits, and the above TL 21.721.329 Second Rank Legal Reserve to be covered from the prior year profits,

- b. According to the calculations made in accordance with the tax regulations, the TL 217.213.290 dividend to be distributed provides that each share with a nominal value of 1-TL is paid a gross Kr 61,9000 (net Kr. 55,5520), and
- c. To make the dividend distribution in accordance with the dematerialization regulations of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency Corporation) starting from October 27, 2011.

2. It has been decided to duly invite the Company's Extraordinary General Assembly to meet on October 25th, 2011, Tuesday at 11:00, for discussing and resolving the below specified agenda and the meeting to be held at Company Headquarters at the address of "Akpınar Mahallesi, Hasan Basri Caddesi, No:2 Sancaktepe İstanbul (Tel: +90 216 564 71 00, Fax: +90 216 564 73 85)".

AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY DATED OCTOBER 26 2010

1. Opening and election of Chairmanship Panel.
2. To resolve to distribute dividend in 2011 from the extraordinary reserves and prior years profits of the Company and to determine the distribution date and place.
3. Approval of the changes made in the membership of the Board of Directors in accordance with the Article 315 of the Turkish Commercial Code.
4. Authorization of the Chairmanship Panel to sign the meeting minutes of the General Assembly.
5. Wishes.

3. The Company Management is authorized to do necessary transactions at the official institutions regarding the Extraordinary General Assembly meeting to be duly held.

All the agenda items are resolved and the meeting is adjourned.

Mustafa Rahmi Koç
Chairman

Stephen Terrence Odell
Vice Chairman
(Not in attendance)

Bülent Bulgurlu
Member

Yıldırım Ali Koç
Member

Osman Turgay Durak
Member

Ali İhsan İlkbahar
Member

John Fleming
Member
(Not in attendance)

Stuart John Rowley
Member
(Not in attendance)

Paul R.T. Randle
Member
(Not in attendance)

Michael Robert Flewitt
Member
(Not in attendance)

Nuri Kamil Otay
Member

Grant Edward Belanger
Member