

## MATERIAL DISCLOSURE

Company Name	: FORD OTOMOTİV SANAYİ A.Ş.
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Date	: 26 February 2015
Subject	: 2014 Dividend Distribution Proposal

### To Borsa İstanbul Chairmanship

On February 26, 2015 Ford Otomotiv Sanayi A.Ş. Board of Directors has concluded the following decision: As per the attached Profit Distribution Proposal which prepared in accordance with the CMB's regulations, Article No.19 of the Articles of Incorporation of the Company and the investment and financing policies as stated in the Dividend Distribution Policy approved by the General Assembly held on March 25, 2014 and considering the cash flow position, it's resolved to present; (i) not to allocate 5% first rank legal reserve required by Article 519 of the Turkish Commercial Code for 2014 since the amount of first rank legal reserve has already reached 20% of share capital in tax books as of 31.12.2014; (ii) to cover TL 18.247.320 second rank legal reserve from net income of TL 594.856.111 which is in the financial statements prepared within the framework of CMB's regulations and pay % 57,0000 gross (%48,4500 net) in proportion and TL 200.018.700 total gross dividend in cash assuming each share with a nominal value of 1-TL pays Kr 57.0000 gross (Kr. 48,4500 net in accordance with the Dividend Distribution Proposal) and allocate the remaining TL 376.590.091 as extraordinary reserves; (iii) to cover TL 117.752.148 of the TL 200.018.700 which is subject to distribution in accordance with the tax regulation, from net income of 2014 and the remaining TL 82.266.552 from the extraordinary reserves; (iv) to cover TL 10.020.665 of the TL 18.247.320 second rank legal reserve from net income of 2014 and the remaining TL 8.226.655 from the extraordinary reserves in tax books; (v) and to determine dividend distribution date as April 01, 2015; to the General Assembly's approval.

**This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.**

We affirm that the disclosure above is in accordance with the provisions of the Capital Market Board's current Special Disclosure 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.

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**2014 DIVIDEND DISTRIBUTION PROPOSAL**

<b>Ford Otomotiv Sanayi A.Ş. 2014 Dividend Distribution Proposal Table (TL)</b>			
<b>1. Paid-in / Issued Capital</b>		<b>350,910,000</b>	
<b>2. Total Legal Reserves (According to Tax Book)</b>		<b>472,233,474</b>	
<b>If there is dividend privilege in the Articles of Association, information regarding this privilege</b>			
		According to CMB	According to Tax Book
<b>3.</b>	<b>Income for the Period</b>	<b>390,412,250</b>	<b>128,481,628</b>
<b>4.</b>	<b>Taxes Payable</b>	204,443,861	(708,815)
<b>5.</b>	<b>Net Income for the Period ( = )</b>	<b>594,856,111</b>	<b>127,772,813</b>
<b>6.</b>	<b>Retained Losses ( - )</b>	0	0
<b>7.</b>	<b>First Series of Legal Reserves ( - )</b>	0	0
<b>8.</b>	<b>DISTRIBUTABLE NET INCOME FOR THE PERIOD ( = )</b>	<b>594,856,111</b>	<b>127,772,813</b>
<b>9.</b>	<b>Donations within the year ( + )</b>	8,548,147	
<b>10.</b>	<b>Distributable Net Income for the Period including Donations to Calculate First Dividend</b>	<b>603,404,258</b>	
<b>11.</b>	<b>First Dividend to Shareholders</b>	<b>120,680,852</b>	
	- Cash	120,680,852	
	- Bonus		
	- Total	120,680,852	
<b>12.</b>	<b>Dividend Distribution to Shareholders with Privileged Shares</b>	0	
<b>13.</b>	<b>Dividend Distribution to Board of Directors, employees etc.</b>	0	
<b>14.</b>	<b>Dividend Distribution to Redeemed Shareholders</b>	0	
<b>15.</b>	<b>Second Dividend to Shareholders</b>	79,337,848	
<b>16.</b>	<b>Second Series of Legal Reserves</b>	18,247,320	
<b>17.</b>	<b>Statutory Reserves</b>	0	0
<b>18.</b>	<b>Special Reserves</b>	0	0
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	<b>376,590,091</b>	<b>0</b>
<b>20.</b>	<b>Other Reserves Distributable</b>		
	- Extraordinary Reserves		<b>82,266,552</b>
<b>21</b>	<b>Legal Reserves appropriated from Other Reserves Distributable</b>		
	- Extraordinary Reserves		<b>8,226,655</b>

<b>INFORMATION ABOUT RATE OF DISTRIBUTED DIVIDEND (per privileged - nonprivileged share)</b>				
<b>DIVIDEND PER SHARE</b>				
	<b>GROUP</b>	<b>TOTAL DIVIDEND IN CASH (TL)</b>	<b>DIVIDEND CORRESPONDING TO SHARES WITH A NOMINAL VALUE OF 1 TL</b>	
			<b>AMOUNT (TL)</b>	<b>RATE (%)</b>
<b>GROSS</b>	A	3,812,043	0.570000	57.0000
	A	35,862,078	0.570000	57.0000
	B	78,266,268	0.570000	57.0000
	C	82,078,311	0.570000	57.0000
	<b>TOTAL</b>	<b>200,018,700</b>		
<b>NET</b>	A	3,240,237	0.484500	48.4500
	A	30,482,766	0.484500	48.4500
	B	78,266,268	0.570000	57.0000
	C	69,766,564	0.484500	48.4500
	<b>TOTAL</b>	<b>181,755,835</b>		
<b>FORD OTOMOTİV SANAYİ A.Ş. 2014 DIVIDEND RATE TABLE</b>				
<b>TOTAL DIVIDEND IN CASH DISTRIBUTED TO SHAREHOLDERS (TL)</b>		<b>RATIO OF TOTAL DISTRIBUTED DIVIDEND TO DISTRIBUTABLE NET INCOME FOR THE PERIOD (%)</b>		
<b>200,018,700</b>		<b>33.62</b>		