

## SPECIAL ANNOUNCEMENT FORM

Company Name : FORD OTOMOTİV SANAYİ A.Ş.  
Address : İzmit Gölcük Yolu 14. Km 41680 İhsaniye  
Gölcük / Kocaeli  
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Date : 01 October 2010  
Subject : Disclosure in accordance with the Capital Market  
Board communiqué Serial: VIII No:54

### 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 October 1, 2010, it has been decided;

- ✓ To distribute total TL 140,364,000 cash dividend from the company's extraordinary reserves that were set aside in accordance with tax regulations, in the ratio of gross 40%, net 36.8784%, of TL 350,910,000 paid in capital,
- ✓ According to the calculations made in accordance with tax regulations, to distribute the dividend of TL 140,364,000 as gross Kr 40, net Kr 36.8784, per share with a nominal value of TL 1,
- ✓ To submit October 27, 2010 as the dividend distribution date, for approval in the Extraordinary General Assembly,
- ✓ To invite Extraordinary General Assembly to meet on October 26, 2010, Tuesday at 16:00 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.

**Tuncay Selçuk**  
Assistant General Manager  
(Treasury)  
Phone: 0262 315 69 60

**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** : October 1, 2010

**Meeting No** : 2010/20

**Members Attended** : Mr. Rahmi M. Koç

Mr. Bülent Bulgurlu  
Mr. Y. Ali Koç  
Mr. O. Turgay Durak  
Mr. Ali İhsan İlkbahar  
Mr. Nuri K. Otay  
Mr. Theodore J. Cannis

**Members Not in Attendance** : Mr. John Fleming  
Mr. Ingvar M. Sviggum  
Mr. Bryan D. Myers  
Mr. Steven Adams  
Mr. Michael R. Flewitt

**AGENDA** : Invitation to Extraordinary General Assembly of Shareholders to resolve on dividend distribution and 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 14.036.400 to be allocated as Second Rank Legal Reserve in accordance with Article 466 of the Turkish Commercial Code and TL 140.364.000 to be paid to shareholders as a dividend in cash.  
For the purposes of the financial statements prepared in accordance with Capital Market Board regulations and in relation to the TL 140.364.000 proposed to be paid as dividend in cash, TL 105.750.575 portion to be covered from extraordinary reserves and TL 34.613.425 portion to be covered from the prior year profits, and the above TL 14.036.400 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 140.364.000 dividend to be distributed provides that each share with a nominal value of 1-TL is paid a gross Kr 40 (net Kr.36,8784), 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, 2010.
2. It has been decided to duly invite the Company's Extraordinary General Assembly to meet on October 26, 2010, Tuesday at 16:00, 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 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.

**Rahmi M. Koç**  
Chairman

John Fleming  
**Vice Chairman**  
(Not in attendance)

**Bülent Bulgurlu**  
Member

**Y. Ali Koç**  
Member

**O. Turgay Durak**  
Member

**Ali İhsan İlkbahar**  
Member

Ingvar M. Sviggum  
**Member**  
(Not in attendance)

**Bryan D. Myers**  
Member  
(Not in attendance)

Steven Adams  
**Member**  
(Not in attendance)

**Michael R. Flewitt**  
Member  
(Not in attendance)

**Nuri K. Otay**  
Member

**Theodore J. Cannis**  
Member