

**FORD OTOMOTİV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 18
NOVEMBER 2016 EXTRAORDINARY GENERAL ASSEMBLY MEETING**

**1. INVITATION TO THE 18 NOVEMBER 2016 EXTRAORDINARY GENERAL
ASSEMBLY MEETING**

Extraordinary General Assembly Meeting will be held on November 18, 2016 Friday at 10:00 to review and resolve the agenda specified below at Company Headquarters located at “Akpınar Mahallesi, Hasan Basri Caddesi No:2, Sancaktepe / İstanbul (Tel: +90 216 564 71 00, Faks: +90 216 564 73 85)”.

Profit Distribution Proposal and the Informative Document containing the necessary explanations for the agenda articles with compliance to the Capital Markets Board regulations will be made available for review of shareholders at Company Headquarters in Sancaktepe İstanbul, Kocaeli Gölcük Plant, on the Company’s corporate website at www.fordotosan.com.tr, Public Disclosure Platform (KAP) and in the Electronic General Meeting System of the Central Registry Agency (MKK) three weeks prior to the meeting.

Shareholders unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare their proxy documents as per the attached sample forms, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul), our Company, or from the corporate website at www.fordotosan.com.tr and shall submit to the Company the notarized proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. The proxy documents which do not comply with the requirements of the aforementioned Communiqué, and the sample form attached hereto shall not be accepted, given our legal liability.

Shareholders intending to vote via the Electronic General Meeting System are requested to obtain information from the Central Registry Agency, our Company’s website at www.fordotosan.com.tr or from the Company Headquarters (Tel: 0 216 564 71 00) to ensure that they comply with the provisions of the by-laws for the Electronic Shareholders Meeting for Joint Stock Companies.

Pursuant to Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102 and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not need to block their shares.

At the Extraordinary General Assembly Meeting, the voters shall use open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

It is submitted to the shareholders with due respect.

FORD OTOMOTİV SANAYİ A.Ş.

Board of Directors

Company Address: Akpınar Mah. Hasan Basri Cad. No:2 34885 Sancaktepe /İstanbul

Trade Registry and Number: İstanbul Ticaret Sicil Müdürlüğü / 73232

Mersis Number: 0649002036300014

2. ADDITIONAL EXPLANATIONS IN VIEW OF CMB REGULATIONS

The additional explanations required pursuant to Capital Markets Board (CMB) Corporate Governance Communiqué No. II-17.1, enacted 3 January 2014, are made in the related articles of the agenda below. Other mandatory general explanations are provided in this section.

2.1. Capital Structure and Voting Rights:

There is no privilege in Company's Articles of Incorporation regarding voting rights.

The voting rights of our shareholders, are provided in the following table:

Shareholder	Share Class	Share Amount (TRY)	Equity Ratio (%)	Voting Right	Voting Right Stake (%)
Koç Holding A.Ş.	B	134.953.357	38,46%	13.495.335.714	38,46%
Temel Ticaret ve Yatırım A.Ş.	B	2.355.885	0,67%	235.588.500	0,67%
Vehbi Koç Vakfı	A	3.558.449	1,01%	355.844.870	1,01%
Koç Holding Emekli ve Yardım Sandığı Vakfı	A	3.259.202	0,93%	325.920.232	0,93%
Ford Motor Company	C	143.997.037	41,04%	14.399.703.676	41,04%
Publicly held	A	62.786.070	17,89%	6.278.607.008	17,89%
Total		350.910.000	100,00%	35.091.000.000	100,00%

2.2. Managerial and Operational Changes in Our Company or our Subsidiaries' which may Significantly Affect the Activities of our Company:

There are no managerial or operational changes that has or that will substantially affect the Company's activities in the previous accounting period, or planned for the upcoming accounting periods.

2.3. Information regarding demands of shareholders for placing an article on the agenda:

No such request is made for the Extraordinary General Assembly Meeting .

3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 18 NOVEMBER 2016

1. Opening and election of Chairmanship Panel,

Within the framework of the provisions of "Turkish Commercial Code (TCC) no. 6102" and "the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings" ("Regulation" or "General Assembly Regulation"), and General Assembly Principles Article 7, a Chairman shall be elected to chair the General Assembly meeting. Within the framework of the General Assembly Principles, at

least one person will be appointed as Secretary. The Chairman may also appoint adequate number of vote-collectors.

2. Approval of the member changes in the Board of Directors during the year as per Article 363 of Turkish Commercial Code.,

In accordance with article 363 of TCC, Mr. Lyle Alexander Watters, member of Board of Directors, resigned from membership of the Board of Directors effective from August 03, 2016. Ms. Lisa Katharine King has been appointed by Board of Directors' resolution dated August 03, 2016 as the member of Board of Directors to serve until the next General Assembly of Shareholders. This assignment will be submitted to the approval of the General Assembly.

In accordance with article 363 of TCC, Ms. Barbara Jean Samardzich, member of Board of Directors, resigned from membership of the Board of Directors effective from October 05, 2016. Mr. Steven Robert Armstrong has been appointed by Board of Directors' resolution dated October 05, 2016 as the member of Board of Directors to serve until the next General Assembly of Shareholders. This assignment will be submitted to the approval of the General Assembly.

The CVs of Ms. Lisa Katharine King and Mr. Steven Robert Armstrong prepared according to CMB's Corporate Governance Principle No. 1.3.1 are submitted in **Appendix 1**.

3. Approval or approval with amendments or refusal of the Board of Directors' proposal on distributing dividend in 2016 from the extraordinary reserves and legal reserves of the Company and determining the distribution date.,

Approval or approval with amendments or refusal of the Board of Directors' proposal will be discussed by taking into consideration, the Company's Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability and cash position. According to the Dividend Communiqué numbered II-19.1, TL 312.309.900 will be paid to shareholders as dividend in cash, out of TL 312.309.900 subject to distribution according to legal tax records and financial statements prepared within the framework of Capital Markets Board regulations, TL 113.426.830 will be covered from extraordinary reserves and, TL 198.883.070 covered from legal reserves, out of TL 31.230.990 second rank legal reserve which will be allocated, TL 11.342.683 will be covered from extraordinary reserves, TL 19.888.307 covered from legal reserves. Based on the calculations made in accordance with the tax regulations, TL 312.309.900 TL dividend will be paid by assuming each share with a nominal value of 1-TL pays gross Kr 89,00 (%89,00) and net Kr 75,65 (%75,65).

4. Wishes and opinions.

Appendix 1

Lisa K. King

Deputy General Manager
Member - Board of Directors

Mrs. King earned a bachelor's degree in Management Sciences from Loughborough University (UK). Lisa joined Ford in 1996 into the Process Leadership team. After joining Ford, Lisa held a number of roles including starting up a joint venture call center business supporting all Ford call centers globally, and a variety of buying and purchasing strategy roles. Lisa was appointed Global Purchasing Director in 2008. In 2011, she was appointed as the Purchasing Director Manufacturing and Transportation. After this role, she became the Vice President Purchasing Ford Sollers and held this role from 2013 to 2015 until her move to Chassis. Following her tenure as Global Commodity Director for Chassis Purchasing, she was appointed as Deputy General Manager and Member of the Board of Directors of Ford Otosan on August 2016.

Steven Armstrong

Member - Board of Directors

Steven Armstrong has a bachelor's degree in Business Administration from the University of East London. During his 25-year-plus career, Armstrong has served in a variety of senior management and purchasing positions for Jaguar, Volvo, Ford of Europe and served as chief operating officer of Getrag-Ford Transmissions. Armstrong has served as president, Ford Brazil, starting in June 1, 2012, leading all aspects of Ford's largest business unit in South America. Armstrong was president Ford South America responsible for all Ford South American operations since January 2014. He is a vice president and chief operating officer, Ford of Europe, effective Sept. 1, 2016. He also will serve on the Ford Sollers and Ford Otosan boards of directors, effective Oct. 1, 2016.