

## MATERIAL DISCLOSURE

Company Name : FORD OTOMOTİV SANAYİ A.Ş.  
Address : Denizevler Mah. Ali Uçar Cad. No:53 Gölcük / 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 2012  
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 228,091,500 cash dividend from the company's extraordinary reserves that were set aside in accordance with tax regulations, in the ratio of gross 65.00%, net 57.2693%, of TL 350,910,000 paid in capital,
- ✓ According to the calculations made in accordance with tax regulations, to distribute the dividend of TL 228,091,500 as gross Kr 65.0000, net Kr 57.2693, per share with a nominal value of TL 1,
- ✓ To submit October 31, 2012 as the dividend distribution date, for approval in the Extraordinary General Assembly,
- ✓ To invite Extraordinary General Assembly to meet on October 19, 2012, Friday at 10:00 at the head office of the company "Akpınar Mahallesi, Hasan Basri Caddesi No:2, Sancaktepe / İstanbul (Tel: +90 216 564 71 00, Faks: +90 216 564 73 85)".

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 6905

**Oğuz TOPRAKOĞLU**  
Assistant General Manager – CFO  
Phone: 0262 315 6900

**FORD OTOSAN**  
**FORD OTOMOTİV SANAYİ A.Ş.**

**BOARD OF DIRECTORS' RESOLUTION**

- Meeting Place** : Ford Otosan – İstanbul
- Meeting Date** : September 26<sup>th</sup>, 2012
- Meeting No** : 2012/23
- Members Attended** : Mustafa Rahmi Koç (Citizenship No: 12001049568)  
Bülent Bulgurlu (Citizenship No: 11899054074)  
Yıldırım Ali Koç (Citizenship No: 11989049966)  
Osman Turgay Durak (Citizenship No: 13348799734)  
Mehmet Barmanbek (Citizenship No: 30943873300)  
Haydar Yenigün (Citizenship No: 56131027522)  
Grant Edward Belanger (Gölcük V.D. No: 1620515419)
- Members Not in Attendance** : Stephen Terrence Odell (Gölcük V.D. No: 6340417281)  
John Fleming (Gölcük V.D. No: 3880577220)  
Lyle Alexander Watters (Gölcük V.D. No: 8000510282)  
Jeffery Carter Wood (Gölcük V.D. No: 8140475383)  
Prof. Günter Verheugen (Gölcük V.D. No: 4380392051)
- 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 and determination of meeting date, time and location.

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. 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 and other profit reserves, the Board of Directors 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 22.809.150 to be allocated as Second Rank Legal Reserve in accordance with Article 519 of the Turkish Commercial Code and TL 228.091.500 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 TL 228.091.500 proposed to be paid as dividend in cash, TL 213.413.441 portion to be covered from extraordinary reserves and TL 14.678.059 portion to be covered from other profit reserves, and the above TL 22.809.150 Second Rank Legal Reserve to be covered from the extraordinary reserves,

- b. According to the calculations made in accordance with the tax regulations, the TL 228.091.500 dividend to be distributed provides that each share with a nominal value of 1-TL is paid a gross Kr 65,0000 (net Kr. 57,2693), 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 31<sup>st</sup> 2012.

2. It has been decided to invite the Company's Extraordinary General Assembly to meet on October 19<sup>h</sup> 2012, Friday at 10:00 AM for discussing and resolving the agenda specified below and to hold the meeting in the Company Headquarters at "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 19<sup>th</sup> 2012**

1. Opening and election of Chairmanship Panel.
  2. Resolving on distributing dividend in 2012 from the extraordinary reserves, prior year's profits and other profit reserves of the Company and determining the distribution date and place.
  3. Approval of the changes made in the membership of the Board of Directors in accordance with the Article 363 of the Turkish Commercial Code.
  4. Authorization of the Chairmanship Panel to sign the meeting minutes of the General Assembly and be settled with the same.
  5. Wishes.
3. Company Management has been granted with the authorization to execute necessary transactions at the governmental offices in order to hold the Extraordinary General Assembly meeting in a duly manner.

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

**Mehmet Barmanbek**  
Independent Member

**John Fleming**  
Member  
(Not in attendance)

**Lyle Alexander Watters**  
Member  
(Not in attendance)

**Jeffery Carter Wood**  
Member  
(Not in attendance)

**Günter Verheugen**  
Independent Member  
(Not in attendance)

**Haydar Yenigün**  
Member

**Grant Edward Belanger**  
Member