

**INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING OF
FORD OTOMOTİV SANAYİ A.Ş. FOR THE YEAR 2013,
TO BE HELD ON 25th MARCH 2014**

1. INVITATION

Ford Otosan's Ordinary General Assembly Meeting shall be held on 25th March 2014 Tuesday at 15:00 at **Divan İstanbul Elmadağ Hotel** at the address of "Asker Ocağı Caddesi No:1 34367 Şişli/İstanbul (Tel: +90 212 315 55 00, Fax: +90 212 315 55 15)", in order to review our Company's 2013 operations and discuss and conclude the below agenda.

2013 Financial Tables and Independent Auditor's Report, Dividend Proposal, Annual Report and Corporate Governance Principles Compliance Report as well as the Information Document for the General Assembly meeting prepared in compliance with the Capital Markets Board regulations, shall be made available to the shareholders at our Headquarters, Branches and our website www.fordotosan.com.tr and on the Electronic General Assembly system of the Central Registry Agency three weeks before the meeting.

Without prejudice to the rights and liabilities of our shareholders who will attend by electronic voting, our shareholders who will not be able to attend the meeting in person, must issue their power of attorneys according to the sample power of attorney announced on our website www.fordotosan.com.tr or must obtain sample power of attorney form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent – İstanbul) and by meeting the requirements stipulated in the Capital Markets Board "Communiqué on Proxy Voting and Collection of Proxy Authorizations through Invitation" numbered II-30.1, which entered into force through publication in the Official Gazette dated 24.12.2013 No. 28861 and must present their power of attorneys, signatures of which must be certified by notary public, to the Company. An attorney appointed by electronic means through the Electronic General Assembly System is not required to present a power of attorney. The proxy authorizations which are not in compliance with the proxy authorization model required in the said Communiqué, and provided in the appendix, shall not be accepted, given our legal liability.

We request our shareholders who shall vote by Electronic General Assembly System to obtain information from the Central Registry Agency, from the website of our Company at www.fordotosan.com.tr or from our Company (Tel: 0216 564 71 00) in order to fulfil their liabilities within the scope of the related Regulation.

As per subparagraph 4 of article 415 of the New Turkish Commercial Code no. 6102 and subparagraph 1 of article 30 of the Capital Markets Law, the right to attend the general assembly and to vote shall not be made conditional on depositing the share certificates. In this context, if our shareholders wish to attend the General Assembly Meeting, they are not required to have their shares blocked.

In the Ordinary General Assembly Meeting, votes relating to the agenda items shall be made as open voting by raising hands, without prejudice to the provisions relating to voting in electronic environment.

All of our shareholders holding rights and benefits and members of the media are invited to our General Assembly meeting.

As per the provisions of the Capital Markets Law, a registered letter will not be sent to the holders of registered shares which are traded at the stock exchange.

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 Registry of Commerce / 73232

2. ADDITIONAL EXPLANATIONS UNDER CAPITAL MARKETS BOARD (CMB) REGULATIONS

In accordance with CMB's "Corporate Governance Communiqué" numbered II-17.1 which entered into force on 3 January, 2014, additional explanations concerning the agenda items are made below under the relevant agenda item. Other compulsory general explanations are presented for your information in this section:

2.1. Shareholder Structure and Voting Rights

Our Articles of Association do not stipulate any privileges for the exercise of voting rights. The voting rights of our shareholders are presented for your information in the below table:

Shareholder	Share Amount (TL)	Share in Capital (%)	Voting Right	Voting Right (%)
Koç Holding A.Ş.	134.953.357	38,46%	13.495.335.714	38,46%
Vehbi Koç Foundation	3.428.592	0,98%	342.859.230	0,98%
Koç Holding Retirement and Support Fund Foundation	3.259.202	0,93%	325.920.232	0,93%
Temel Ticaret A.Ş.	2.355.885	0,67%	235.588.500	0,67%
Total Koç Group	143.997.037	41,04%	14.399.703.676	41,04%
Ford Motor Company	143.997.037	41,04%	14.339.703.676	41,04%
Publicly Traded	62.915.926	17,92%	6.291.592.648	17,92%
Total	350.910.000	100,00%	35.091.000.000	100,00%

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

There are no executive 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, CMB (Capital Markets Board) and other public authorities for adding other issues on the agenda:

No such demand has been made for the Ordinary General Assembly Meeting, where the activities in 2013 shall be discussed.

3. OUR EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 25th MARCH 2014

1. Opening of the meeting 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 Meeting Minutes Secretary. The Chairman may also choose adequate vote collection officers.

2. Reading, discussion and approval of the 2013 Annual Report prepared by the Board of Directors:

Within the framework of the TCC, the Regulation and the Capital Markets Law and related regulations, information shall be given on the 2013 Annual Report, including the Corporate Governance Compliance Report, which has been announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency and at the corporate website of the Company at www.fordotosan.com.tr for examination of our shareholders three weeks before the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.

3. Reading of the summary report of the Independent Audit Firm for 2013 Fiscal Period:

Information shall be given to the General Assembly on the Independent Auditor's report, prepared according to the TCC and CMB regulations, which have been announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency and at the website of the Company at www.fordotosan.com.tr for examination of our shareholders three weeks before the General Assembly meeting.

4. Reading, discussion and approval of the Financial Statements of 2013 Fiscal Period:

Within the framework of the TCC, the Regulation and the Capital Markets Law and related regulations, information shall be given about our financial reports and legal financial tables which have been announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency and at the corporate website of the Company at www.fordotosan.com.tr for examination of our shareholders three weeks before the General Assembly meeting and they shall be presented for evaluation and approval of our shareholders.

5. As per Article 363 of the Turkish Commercial Code, approval of the changes made in the membership of the Board of Directors in 2013:

As per Article 363 of the TCC, Mr. Grant Edward Belanger resigned from Board membership as he was assigned to a new position in Ford Motor Company. As resolved in our Board of Directors' meeting on 11th September 2013, Mr. William Richard Periam was assigned as Board member until the next Ordinary General Assembly meeting.

As per Article 363 of the TCC, Mr. Jeffery Carter Wood resigned from Board membership in 2013. As resolved in our Board of Directors' meeting on 10th December 2013, Ms. Barbara Jean Samardzich was assigned as Board member until the next Ordinary General Assembly meeting.

Curricula Vitae of Mr. William Richard Periam and Ms. Barbara Jean Samardzich, who were appointed as Board members in 2013, prepared within the framework of Corporate Governance Principles no 1.3.1 of the Capital Markets Board, are set forth in **ANNEX/1**.

6. Acquittal of the members of the Board of Directors separately for 2013 activities:

Within the framework of provisions of TCC and the Regulation, acquittal of each member of the Board of Directors separately due to activities, transactions and accounts of the year 2013 shall be presented for approval of the General Assembly.

7. Submitting the Company's Profit Distribution Policy for 2013 and the following years to the approval of the General Assembly, in accordance with the regulations of the Capital Markets Board:

Our Company's profit distribution policy, set forth in **ANNEX/2**, shall be presented for the information of the General Assembly. The policy was announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency and at the corporate website of the Company at www.fordotosan.com.tr three weeks before the General Assembly meeting.

8. Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2013 and the distribution date:

According to our financial tables, prepared by our Company within the framework of the Turkish Commercial Code and Capital Markets Law and related regulations in compliance with International Financial Reporting Standards and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Ernst & Young Global Limited) covering the accounting period between 01.01.2013 – 31.12.2013; a net profit in the amount of TL 641,471,786 has been obtained. The statement concerning dividend payment proposal drawn up in accordance with the Dividend Distribution Table format provided in the Dividend Communiqué numbered II-19.1 and the Dividend Manual announced in accordance with the said Communiqué, and taking into account the Company's funding requirements for the significant investment period it currently is in, expectations in the market, and the financing policies, is provided in **ANNEX/3**.

9. Determination of the number and the term of duty of the members of the Board of Directors and election of the members based on the determined number, election of the Independent Board Members:

Taking into consideration the principles regarding election of the members of the Board of Directors set forth in our Articles of Association according to regulations of the Capital Markets Board, TCC and the Regulation, new members shall be elected in place of those whose terms of office expire. Furthermore, for the purpose of compliance with the Corporate Governance Communiqué of the Capital Markets Board numbered II-17.1, independent members shall be elected.

According to Article 10 of our Articles of Association, our Company shall be managed by the Board of Directors comprising an even number of full membership, which should be at least 8, who are selected for a maximum of three years. Without prejudice to the requirements imposed through the Capital Markets Board Corporate Governance Principles for independent members, the General Assembly may replace Board of Directors members at any time, even if their terms have not been completed yet.

Two of the members of the Board of Directors to be elected must bear the independence criteria defined in the Corporate Governance Principles of the Capital Markets Board.

By the decision dated 21.01.2014 taken by our Board of Directors based on the proposal of our Corporate Governance Committee which evaluated the nominees presented to it, Mr. Guenter Verheugen and Mr. Mehmet Barmanbek have been designated as the Board of Directors Independent Member nominees and declaration has been made to the Capital Markets Board on 23.01.2014.

Curricula Vitae of the nominees for our Board of Directors members are given in **ANNEX/4**.

10. As per the Corporate Governance Principles, informing the shareholders regarding the “Remuneration Policy” for members of the Board of Directors and the senior executives and payments made under this policy and approval of the “Remuneration Policy” and related payments:

According to Compulsory Corporate Governance Principle no. 4.6.2 of the Capital Markets Board, remuneration principles relating to members of the Board of Directors and senior managers must be set forth in writing and must be presented for information of shareholders in the General Assembly meeting as a separate article and the shareholders must be given the opportunity to declare their opinion regarding this matter. Remuneration policy prepared for this purpose is given in **ANNEX/5**. As specified in the footnote 26 of our financial reports relating to 2013, benefits in the total amount of TL 16,763,843 have been provided to the senior managers by our Company in 2013.

11. Determination of the monthly gross fees to be paid to the members of the Board of Directors.

Amount of monthly gross fees to be paid to the members of the Board of Directors in 2014 within the scope of our Remuneration Policy presented for approval of our shareholders in article 10 of the agenda, shall be determined by our shareholders.

12. As per the regulations of the Turkish Commercial Code and Capital Markets Board, approval of the Board of Directors' election of the Independent Audit Firm:

In accordance with the Turkish Commercial Code and regulations of the Capital Markets Board, in the meeting of our Board of Directors held on the date of 12th February 2014, by obtaining the opinion of the Audit Committee, it was resolved to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited) to audit the financial tables of our Company covering the accounting term of 2014 and to conduct other activities set forth in said laws and this selection shall be presented for approval of the General Assembly.

13. Giving information to the shareholders regarding the transactions made with related parties in 2013, in the context of the regulations of the Capital Markets Board:

Within the framework of article 10 of the Capital Markets Board (CMB) Communiqué, Series II.17.1, in case it is projected that the rate of the amount of the ordinary and routine transactions between the Company and affiliated parties, within a given accounting period, over the cost of sales to arise in the latest annual financial statements disclosed to the public, would hit 10% or more of its rate over the sales revenues to arise in the latest annual financial statements disclosed to the public, a report should be prepared, providing a discussion of the transactions with reference to the applicable conditions, and a comparison of the transactions with the market practices. As it is projected that the transactions which had exceeded the said rate in year 2013, will again exceed the said rates in year 2014, the shareholders shall be provided information about affiliated party transactions of the character described above; the report drawn up for this purpose is provided in **ANNEX/6**.

14. Giving information to the shareholders regarding the donations made by the Company in 2013 and determination of a upper limit for donations to be made in 2014:

According to article 6 of Capital Markets Board Dividend Communiqué numbered II-19.1, where there is no provision in the articles of association, the cap applicable to the donations should be set by the general assembly, and any donations and payments should be submitted for the information of shareholders in the ordinary general assembly. The donations made to foundations and associations in year 2013 amounted to TRY 12,235,154. Furthermore, the general assembly shall set the cap for the donations to be made in year 2014.

15. Under Articles 395 and 396 of the Turkish Commercial Code, authorizing: shareholders with management control, members of the Board of Directors, senior executives and their spouses and relatives related by blood or affinity up to the second degree; and also informing the shareholders regarding the transactions made in this extent in 2013 pursuant to the Capital Markets Board's Communiqué on Corporate Governance:

Members of our Board of Directors may conduct transactions within the framework of Article 395 "Prohibition to Transact with and Incur Indebtedness to the Company" and Article 396 "Non-competition" of the Turkish Commercial Code, only by approval of the General Assembly.

According to Compulsory Corporate Governance Principle no.1.3.6 of the Capital Markets Board, for the shareholders controlling the management, members of the Board of Directors, senior managers and their spouses and blood and affinity relatives up to second degree to make transactions with Company and its affiliated companies in a nature which may cause conflict of interest and/or in case of engaging in a commercial transaction in the field of operations of the company or affiliated companies, or in case of becoming a shareholder with unlimited liability in another company engaged in the same type of commercial transactions; such transactions shall be included in the general assembly's agenda as an independent item, and recorded on the general assembly minutes, with a view to providing detailed information about the matter, to the general assembly.

16. Wishes and opinions.

ANNEXES:

ANNEX/1 Curricula Vitae of the Assigned Board Members in 2013

ANNEX/2 Profit Distribution Policy

ANNEX/3 Profit Distribution Table Relating To Distribution of 2013 Profit

ANNEX/4 Curricula Vitae of Nominees for Board of Directors Memberships

ANNEX/5 Remuneration Policy for Board of Directors and Senior Executives

ANNEX/6 Report Regarding Transactions with Related Parties

ANNEX/1

Curriculum Vitae of the Assigned Board Members in 2013

William Richard Periam

Member – Board of Directors

Deputy General Manager

Mr. Periam completed the Business Management Department of Manchester University. He joined Ford in 1989 as an Investment Analyst in the United Kingdom. He served as the Financial Analyst and Supervisor at Europe Business Unit until he was assigned as Portfolio Associate of US Treasury in 1995. He was in charge of various managerial positions as Director, Treasurer and Controller at Credit, Business Development and Business Strategy departments at several markets including Germany, Brazil and China. He was the Director of Business Strategy for Ford's Asia Pacific region in China before he was assigned his position in Ford Otosan. He has been Ford Otosan's Deputy General Manager and Member of the Board of Directors since 11th September 2013.

Barbara Jean Samardzich

Member – Board of Directors

Vice President and Chief Operating Officer, Ford of Europe

Mrs. Samardzich studied Mechanical Engineering at the University of Florida. She did a master's degree in Mechanical Engineering from Carnegie-Mellon University and a master's degree in Engineering Management from Wayne State University. Before joining Ford in 1990, She worked as a thermal design engineer in Westinghouse Electric's nuclear fuels division. She also held variety of positions in Powertrain Engineering, including chief engineer for Ford's Automatic Transmission Operations. During her career at Ford, she served as chief engineer for F-Series Super Duty commercial trucks, and as quality director for Ford-brand products in Ford of Europe. Her work in automatic transmissions and her experience in product creation won her the Women in Engineering Achievement Award from Design News in 2004. She was named an Automobilwoche Top 50 Automotive Women for 2011 and an Automotive News All Star for 2009 and 2010. Other honors include acknowledgement as one of the Most Influential Women by Crain's Detroit Business in 2007, winning the Distinguished Women Award from Northwood University in 2006, and being named a Leading Woman in the North American Automotive Industry by Automotive News in 2005 and 2010. She was Vice President, Product Development, Ford of Europe since 2011. On the 1st of November 2013, she was appointed as Vice President and Chief Operating Officer, Ford of Europe; she is responsible for many of Ford of Europe's operations, including manufacturing, quality, product development, purchasing, sustainability, environment and safety engineering. Since the 10th of December 2013, she has been serving on the Board of Directors of Ford Otosan.

ANNEX/2

Profit Distribution Policy

Our Company conducts a dividend policy within the framework of the provisions of the Turkish Commercial Code, Capital Markets Legislation, Tax Regulations and other relevant legislation as well as the provisions of the Articles of Association governing the distribution of profits. In distribution of profit, a consistent and balanced policy is followed between shareholders and Company requirements in line with Corporate Governance Principles.

In principle, subject to be covered by the resources existing in legal records, and subject to the decision of the Ordinary or Extraordinary General Assembly Meeting, excluding periods of large investment or severe economic downturn, by taking into consideration other legislation, financial and market conditions, long-term strategy, investment and financing policies, profitability and cash position, minimum 50% of the distributable profit for the period calculated within the framework of the Capital Markets Legislation is distributed in the form of cash or stock.

The dividend distribution date is determined by General Assembly and targeted to be within one month after General or Extraordinary Assembly Meeting date. General Assembly, or if authorized Board of Directors, could decide to pay dividend in installments within the framework of Capital Markets Legislation.

According to Company's Articles of Association, Board of Directors can distribute advance dividend with the condition of being authorized and compliant with Capital Markets Legislation.

ANNEX/3

Profit Distribution Table Relating to Distribution of 2013 Profit

Ford Otomotiv Sanayi A.Ş. 2013 Dividend Distribution Proposal Table (TL)			
1. Paid-in/Issued Capital			350,910,000
2. Total Legal Reserves (According to Tax Book)			454,687,974
If there is dividend privilege in the Articles of Association, information regarding this privilege			-
		According to CMB	According to Tax Book
3.	Income for the Period	452.104.806	149.067.009
4.	Taxes Payable (-)	189.366.980	(3.893.175)
5.	Net Income for the Period (=)	641.471.786	145.173.834
6.	Retained Losses (-)	-	-
7.	First Series of Legal Reserves (-)	0	0
8.	Distributable Net Income for the Period (=)	641.471.786	145.173.834
9.	Donations within the year (+)	12.235.154	
10.	Distributable Net Income for the Period including Donations to Calculate First Dividend	653.706.940	
11.	First Dividend to the Shareholders	0	
	- Cash	0	
	- Bonus		
	- Total	0	
12.	Dividend Distribution to Shareholders with Privileged Shares	0	
13.	Dividend Distribution to Board of Directors, employees etc.	0	
14.	Dividend Distribution to Redeemed Shareholders	0	
15.	Second Dividend to Shareholders	0	
16.	Second Series of Legal Reserves	0	
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	641.471.786	145.173.834
20.	Other Reserves Distributable		
	- Retained Earnings		
	- Extraordinary Reserves		
	- Other Reserves Distributable per Law and Articles of Association		

ANNEX/4

Curricula Vitae of Nominees for Board of Directors Memberships

Mustafa Rahmi Koç

Honorary Chairman

Honorary Chairman - Koç Holding A.Ş.

Mr. Rahmi M.Koç is a graduate of the Industrial Management and Business Administration Faculty of Johns Hopkins University. He stepped into his career at Otokoç A.Ş. of the Koç Group in 1958. He held a number of senior positions within Koç Holding. After becoming the Chairman of the Management Committee in 1980, from 1984 to 2003 he was the Chairman of the Board of Koç Holding, and is currently the Honorary Chairman. Mr. Rahmi M.Koç has been a member of the Ford Otosan Board of Directors since 1961 and he became the Board Chairman in 1972. Mr.Rahmi M.Koç is the Honorary Chairman of the Ford Otosan Board of Directors since 10th December 2012. He was the Chairman of the International Chamber of Commerce in 1995-1996, and presently acts as the Vice Chairman of the Board of Trustees of the Vehbi Koç Foundation, Chairman of the Board of Trustees at Koç University, Founder and Chairman of Rahmi M. Koç Museum and Culture Foundation, Chairman of Vehbi Koç Foundation's American Hospital, Founding Member and Honorary Chairman of TURMEPA (Turkish Marine and Environment Protection Association), Honorary President of the High Advisory Council of the Turkish Industrialists and Businessmen's Association, Member of the Advisory Board of the Turkish Confederation of Employers Associations, Honorary Member of the Foreign Policy Association, Honorary Member of the New York Metropolitan Art Museum's Board of Trustees and Founding Member of the Global Relations Forum. Mr.Rahmi M.Koç has been awarded Honorary Doctorate degrees by Johns Hopkins University (21st May 1998), Eskişehir Anadolu University (28th September 1998), Ege University (14 May 1999), Ankara Bilkent University (14 June 2000), Ovidius University of Costanza (23rd April 2001), Aydın Adnan Menderes University (26th May 2008). His contributions to Turkey were recognized by the President of Turkey with the "Outstanding Service Award" on 27th October 1997 for his work in the field of education, health and social services. Mr.Rahmi M. Koç was awarded with the German Government's Grosses Verdienst Kreutz on 5th July 1982 for his contribution to Turkish-German trade and industry and has been honoured by the Italian Government with the "Order of High Merit of the Italian Republic", on 19th April 2001, for increasing the economic and commercial cooperation between Italy and Turkey. He received the Order of Merit of the Austrian Government on 5th December, 2003 for his contributions to expanding trade in the Balkans as well as the countries of southeast Europe and to trade relations between Austria and Turkey. On 22nd June 2011, Mr. Rahmi M. Koç was appointed to the rank of (Honorary) Commander of the Most Excellent Order of the British Empire (CBE) in recognition of his distinguished contribution to British-Turkish relations over many years.

Yıldırım Ali Koç

Chairman

Member - Board of Directors of Koç Holding A.Ş.

Mr. Ali Y. Koç capped his undergraduate studies at the Management Faculty of Rice University with an MBA from Harvard University. He joined the Management Trainee Program of the American Express Bank in 1990-1991, and worked as an Investment Analyst in Morgan Stanley Investment Bank from 1992 to 1994. He held senior positions in Koç Holding between 1997 to 2006 such as New Business Development Coordinator and IT Group President. In 2008, he became a member of the Board of Directors at Koç Holding. He was appointed a member of the Corporate Governance Committee set up in Ford Otosan on the 10th of July 2012. Ali Y. Koç has been serving on the Board of Directors of Ford Otosan since 1997, and was selected the Chairman of the Board of Ford Otosan on the 10th of December 2012.

Stephen T. Odell

Vice Chairman

Ford Motor Co. Executive Vice President and President of Europe, Middle East and Africa

Mr. Stephen T. Odell was enrolled as an intern at Ford UK in 1980. He worked in various management positions related to marketing and sales in the UK and the USA before being appointed as the Vice President of Marketing and Sales of Jaguar North America in 1997. In January 2000, he joined Mazda as the Sales and Marketing Vice President of North America, and became the North America Operations Director in October of the same year. 2 years later, Mr. Odell was appointed to the position of President of Mazda Europe, and in May 2003, was named Senior Executive Manager of Marketing, Sales and Customer Services at Mazda Motor Corporation Japan. From 2005 to 2008, he worked as the Vice President of Marketing, Sales and After Sales in Ford Europe. Mr. Odell served as Ford Motor Company's Vice President and Volvo Car Corporation's President and CEO from October 2008 to August 2010. By the 2nd of August 2010, he was the Vice President of the Ford Motor Company Group and President and CEO of Ford Europe. Starting from the 1st of December 2012, he was appointed the Executive Vice Chairman of Ford Motor Co. and President of Europe, Middle East and Africa. He has been serving on the Board of Directors of Ford Otosan since the 14th of October 2010.

Ali İhsan İlkbahar

Ali İhsan İlkbahar is a graduate of Istanbul Technical University Mechanical Engineering. He started working as a Manufacturing Engineer at Otosan in 1964 and spent his whole professional life at Ford Otosan. Mr. İlkbahar served as the General Manager of the Company from 1986 until his retirement in 2000. During his time at Ford Otosan, he was actively involved in the establishment of the Otosan Engine Plant in Eskişehir-İnönü in 1980 and manufacturing projects at the Kocaeli Plant. He served as Chairman of the Board of Directors of Automotive Manufacturers' Association for 15 consecutive years, from 1989 until February 2004. He served in Ford Otosan's Board of Directors between 1991-2012.

Osman Turgay Durak

Member - Board of Directors

Member of Board of Directors and CEO - Koç Holding A.Ş.

Mr. Durak is a graduate of the Mechanical Engineering Department of Northwestern University where he also completed a graduate degree. His career commenced at Ford Otosan in 1976 as Applications Engineer. In the same year, he assumed the position of Product Development and Design Engineer, and by 1979 he became the İnönü Project Leader. In 1982 and 1984, he was assigned the roles of Project Coordination Manager and Project Coordination Department Head. In 1986 and 1987, he was designated Assistant Manager of Marketing and Assistant Manager of Purchasing. He was the AGM of the company in 2000, the General Manager in 2002 when he also joined the Board of Directors. Between 2007 and 2009, he was assigned as Koç Holding Automotive Group President. By May 2009, he was the Deputy CEO of Koç Holding; in April 2010, he was the CEO and Board Member. Furthermore, he was the Chairman of the Board of the Automotive Manufacturers Association for 6 years (2004-2010).

İsmail Cenk Çimen

Automotive Group President - Koç Holding A.Ş.

He graduated from Istanbul Technical University in Industrial Engineering and completed Executive Development Programs at Stanford University (USA) and University of California Los Angeles (USA). He joined Koç Group in 1991 as Management Trainee at Nasoto. He assumed Sales Coordinator, Regional Manager and Import Manager responsibilities at Otosan Pazarlama between 1993-1996. He served as Fleet Sales Manager at Ford Otosan between 1996-1998 and became the General Manager of Otokoç Ankara in 1998. In 2001, he was appointed as the General Manager of the companies merged under Otokoç. In 2005 his responsibility was extended to include the General Manager role for Birmot A.Ş., also assuming responsibility for Avis car rental. He has been serving as the President of Automotive Group at Koç Holding since June 2009.

John Fleming

Member- Board of Directors

Executive Vice President - Ford Motor Company Global Manufacturing and Labor Affairs

Mr. Fleming studied Production Engineering at the North East London Polytechnic. He holds an honorary PhD degree from the John Moores University in Liverpool. He joined the Ford Motor Company at the Halewood Plant (1967), and was involved in the manufacturing processes of Ford Escort. In 1984, he was made the Manufacturing Manager of the Paint Shop, and in 1991 the General Manufacturing Manager in charge of Halewood Operations. Subsequent to a range of positions, he was appointed as the Global Manufacturing Engineering and New Model Programs Director and the Executive Director of the Stamping Unit. Prior to his current position announced on the 2nd of August 2010, he took full charge of all production plants and operations in Ford of Europe, and acted as Manufacturing Vice President and President of Ford of Europe. Mr. Fleming has been serving on the Board of Directors of Ford Otosan since 2002.

Lyle A. Watters

Member - Board of Directors

CFO and Vice President - Finance and Strategic Planning, Ford Europe

Mr. Watters did an MBA at Queens University, Belfast, and joined Ford UK as a financial analyst in 1987. Having taken numerous positions in Europe and America, he was appointed to the position of the Director of Treasury of Ford Europe in 1998. By 2000, he was the Finance Controller of Ford Premier Automotive Group. After 2003, he was the Global Marketing and Sales Finance Director of Jaguar and Land Rover owned by Ford. From October 2005 to September 2008, he worked as the Business Strategies Director of Ford Europe managing Business Development and Strategic Planning. He was the CFO of Ford South America from October 2008 to March 2012. In April 2012, he was appointed the CFO and Vice President- Financial and Strategic Planning of Ford Europe. Mr. Watters has been serving on the Board of Directors of Ford Otosan since March 2012.

Barbara Jean Samardzich

Member – Board of Directors

Vice President and Chief Operating Officer, Ford of Europe

Mrs. Samardzic studied Mechanical Engineering at the University of Florida. She did a master's degree in Mechanical Engineering from Carnegie-Mellon University and a master's degree in Engineering Management from Wayne State University. Before joining Ford in 1990, she worked as a thermal design engineer in Westinghouse Electric's nuclear fuels division. She also held variety of positions in Powertrain Engineering, including chief engineer for Ford's Automatic Transmission Operations. During her career at Ford, she served as chief engineer for F-Series Super Duty commercial trucks, and as quality director for Ford-brand products in Ford of Europe. Her work in automatic transmissions and her experience in product creation won her the Women in Engineering Achievement Award from Design News in 2004. She was named an Automobilwoche Top 50 Automotive Women for 2011 and an Automotive News All Star for 2009 and 2010. Other honors include acknowledgement as one of the Most Influential Women by Crain's Detroit Business in 2007, winning the Distinguished Women Award from Northwood University in 2006, and being named a Leading Woman in the North American Automotive Industry by Automotive News in 2005 and 2010. She was Vice President, Product Development, Ford of Europe since 2011. On the 1st of November 2013, she was appointed as Vice President and Chief Operating Officer, Ford of Europe, she is responsible for many of Ford of Europe's operations, including manufacturing, quality, product development, purchasing, sustainability, environment and safety engineering. Since the 10th of December 2013, she has been serving on the Board of Directors of Ford Otosan.

Peter David Fleet

Vice President of Sales, Ford of Europe

Mr. Fleet graduated from University of Southampton in Politics and International Relations and joined Ford of Britain in 1989. He has held a variety of positions in the British national sales company, including district manager, commercial vehicle director and marketing director. In 2004, he joined Ford of Europe as Commercial Vehicle Director for Marketing, Sales and Service, and in 2007 he assigned as Regional Director of European Sales Operations. In 2010, he appointed as President of Ford ASEAN, responsible for the integrated operations across Ford's South-East Asia markets, at the same time he served as Vice President of Thailand American Chamber of Commerce. Peter Fleet appointed as vice president of Sales, Ford of Europe effective 1st August 2012.

Mehmet Barmanbek

Independent Member - Board of Directors

Mr. Barmanbek graduated from the Finance and Economics Department of the Political Science Faculty of Ankara University in 1963. From December 1963 to January 1977, he was employed at the Ministry of Finance as Assistant Accountant, Accountant and Chief Accountant. In February 1977, he started working for Otosan A.Ş. (Currently Ford Otomotiv Sanayi A.Ş.) as Finance and Accounting Manager, became Assistant General Manager (Administrative -Financial Affairs) in 1986 and Deputy General Manager in 2000. On the 30th of June 2002, he retired from Ford Otosan, ending his professional career. From February 2006 to February 2010, he provided honorary services as a member of the Board of Directors and treasurer in Koç Executives Association (KOÇYÖNDER) for 4 years. Since February 2010, he has been the legal auditor of KOÇYÖNDER. Since March 2012, Mr. Barmanbek has been serving on the Board of Directors of Ford Otosan as an independent member.

Mr.Barmanbek is an independent member according to the Capital Markets Board Corporate Governance Principles. He did not serve in Ford Otosan or Ford Otosan's subsidiaries last five years. He does not have any relations between Ford Otosan Executives. He is not a direct or indirect shareholder of Ford Otosan capital, he has no employee representation and he does not have any business relationship between Ford Otosan and Ford Otosan's subsidiaries.

Prof. Günter Verheugen

Independent Member - Board of Directors

With a background in history/political science education and journalism, Mr. Verheugen switched to a political career in 1969. He was a member of the German Federal Parliament (1983 – 1999). During his tenure, he was involved in European relations, security and foreign affairs. In 1998, he was appointed to the Minister of State for Foreign Affairs in the Federal Foreign Affairs Office; then in 1999, he became an EU Commissioner. Until 2004, he was the EU Commissioner for the Enlargement of the EU. In 2002, he administered the European Neighborhood Policy. From 2004 to 2010, he served a second term in the European Commission as the Commissioner for Enterprise and Industry. In 2007, he was the Chairman of the Transatlantic Economic Council. Presently, he is an honorary professor at the Frankfurt/Oder Viadrina University. Mr. Verheugen has been serving on the Board of Directors of Ford Otosan as an independent member since March 2012.

Mr. Verheugen is an independent member according to the Capital Markets Board Corporate Governance Principles. He did not serve in Ford Otosan or Ford Otosan's subsidiaries last five years. He does not have any relations between Ford Otosan Executives. He is not a direct or indirect shareholder of Ford Otosan capital, he has no employee representation and he does not have any business relationship between Ford Otosan and Ford Otosan's subsidiaries.

Haydar Yenigün

Member - Board of Directors

General Manager

Mr. Haydar Yenigün graduated from Yıldız Technical University in Mechanical Engineering and joined Ford Otosan in 1987, serving as Methods Engineer until 1990. He worked as the Project engineer between 1992 and 1996. He then served in a variety of positions during the establishment of the Kocaeli Plant after Ford Motor Company and Otosan A.Ş. shares became equal, and the related agreement was signed in 1997. He became Project Leader in 1998. He participated in the production process of the Transit model, and the design and production processes of the Transit Connect model. He worked as Body shop Area Manager in the Kocaeli Plant between 1999 and 2007, then served as Kocaeli Plant Manager and Assistant General Manager from 2007 to 2012. He was appointed Ford Otosan General Manager and Member of the Board of Directors on 15th of February 2012. Mr.Yenigün is a Board Member of Automotive Manufacturers Association (OSD) and Kocaeli Chamber of Industry. He also member of Turkish Industrialists' and Businessmen's Association, US-Turkey Business Council and the US-Turkish Economic and Commercial Strategic Cooperation Framework (ETSIÇ).

William Richard Periam

Member – Board of Directors

Deputy General Manager

Mr. Periam completed the Business Management Department of Manchester University. He joined Ford in 1989 as an Investment Analyst in the United Kingdom. He served as the Financial Analyst and Supervisor at Europe Business Unit until he was assigned as Portfolio Associate of US Treasury in 1995. He was in charge of various managerial positions as Director, Treasurer and Controller at Credit, Business Development and Business Strategy departments at several markets including Germany, Brazil and China. He was the Director of Business Strategy for Ford's Asia Pacific region in China before he was assigned his position in Ford Otosan. He has been Ford Otosan's Deputy General Manager and Member of the Board of Directors since 11th September 2013.

January 20, 2014

DECLARATION FOR INDEPENDENCY

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Ford Otomotiv Sanayi A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in Capital Markets Board's Communiqué on Corporate Governance. In that regard I also confirm that;

a) In the last five years, there has not been any recruitment relationship between the Company, the partnerships (which possess the Company's managerial control or have substantial influence therein), the partners (who possess the Company's managerial control or have substantial influence therein), the legal entities (managerial control of which is possessed by the aforesaid partners), and me, my spouse, and my relatives by blood/marriage descending down to second degree for managerial positions, having been established so to assume significant duties and responsibilities, that no more than 5% of the capital, or voting rights, or preferential rights has been possessed collectively, or individually, that no other commercial relationship with similar features has also been established,

b) I have not become the partner of (by 5% and above), worked in a managerial position (to assume significant duties and responsibilities) within, or become the board member of the companies (from which the Company purchases/sells substantial goods or services under respective agreements), particularly for corporate auditing (tax, legal, internal audits included), rating, and consultation during the periods, when the aforementioned goods or services are purchased/sold,

c) I have skills, knowledge and expertise to fulfill my duties as an independent board member of the Company,

ç) I am not going to work full-time in public institutions and corporations (except academic membership), as being stipulated in the respective regulations, after I will be elected as member,

d) I am a resident in Turkey under the Revenue Tax Law No.193 (RTL) dated December 31,1960.

e) I have strong ethic standards, professional reputation and expertise to make effective contributions to the business of the Company, make objective business decisions in case of conflict of interest between the shareholders of the Company and protect the rights of the stakeholders of the Company.

f) I am going to devote my time to fulfill my duties in full extent and keep track of the activities of the Company.

g) In the last 10 years, I have not served as the Independent Board Member of Ford Otomotiv Sanayi A.Ş. more than 6 years.

ğ) I do not serve as an independent board member in more than three companies (managerial control of which is held by the Company, or by the partners who hold the managerial control of the Company), and as a whole in five companies being traded in the stock exchange,

h) I have not been registered, and announced in the name of the legal entity, which is elected as the board member.

Mehmet Barmanbek

January 20, 2014

DECLARATION FOR INDEPENDENCY

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Ford Otomotiv Sanayi A.Ş. ("Company") under related regulations, Articles of Association of the Company and the criteria stated in Capital Markets Board's Communiqué on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, there has not been any recruitment relationship between the Company, the partnerships (which possess the Company's managerial control or have substantial influence therein), the partners (who possess the Company's managerial control or have substantial influence therein), the legal entities (managerial control of which is possessed by the aforesaid partners), and me, my spouse, and my relatives by blood/marriage descending down to second degree for managerial positions, having been established so to assume significant duties and responsibilities, that no more than 5% of the capital, or voting rights, or preferential rights has been possessed collectively, or individually, that no other commercial relationship with similar features has also been established,
- b) I have not become the partner of (by 5% and above), worked in a managerial position (to assume significant duties and responsibilities) within, or become the board member of the companies (from which the Company purchases/sells substantial goods or services under respective agreements), particularly for corporate auditing (tax, legal, internal audits included), rating, and consultation during the periods, when the aforementioned goods or services are purchased/sold,
- c) I have skills, knowledge and expertise to fulfill my duties as an independent board member of the Company,
- ç) I am not going to work full-time in public institutions and corporations (except academic membership), as being stipulated in the respective regulations, after I will be elected as member,
- d) I am not a resident in Turkey under the Revenue Tax Law No.193 (RTL) dated December 31,1960.
- e) I have strong ethic standards, professional reputation and expertise to make effective contributions to the business of the Company, make objective business decisions in case of conflict of interest between the shareholders of the Company and protect the rights of the stakeholders of the Company.
- f) I am going to devote my time to fulfill my duties in full extent and keep track of the activities of the Company.
- g) In the last 10 years, I have not served as the Independent Board Member of Ford Otomotiv Sanayi A.Ş. more than 6 years.
- ğ) I do not serve as an independent board member in more than three companies (managerial control of which is held by the Company, or by the partners who hold the managerial control of the Company), and as a whole in five companies being traded in the stock exchange,
- h) I have not been registered, and announced in the name of the legal entity, which is elected as the board member.

Professor Günter Verheugen

ANNEX/5

Remuneration Policy for Board of Directors and Senior Executives

This policy document describes the remuneration system and applications of the Board of Directors and the Senior Executives who have administrative responsibilities, pursuant to the Capital Markets Board (CMB) regulations.

The fixed salaries to be valid for all the Members of the Board of Directors are determined every year at the Ordinary General Assembly Meeting of the Company.

Executive Board Members are compensated as per the Remuneration Policy for Senior Executives, detailed below. Performance - based compensation or stock option plans cannot be used to determine the remuneration of independent Board Members.

Members of the Board of Directors are paid according to the principle of per diem deduction taking into consideration their term of service. Costs borne by the members of the Board of Directors due to their contributions to the company (transportation, telephone, insurance etc. expenditures) can be met by the Company.

Remuneration of Senior Executives consist of two components: Base salary and performance based bonus.

Base salaries of Senior Executives are determined in accordance with international standards and legal responsibilities, taking into consideration macro-economic data within the market, the remuneration policies in the market, size and long-term goals of the company, and positions and efficiency levels of the individuals.

Performance - Based Bonus of Senior Executives are calculated according to company performance and individual performance. Relevant criteria are summarized below:

- **Bonus Base:** Bonus bases are updated at the beginning of each year and vary according to the workload of the executives' positions. When updating bonus bases, senior management bonus policies within the market are taken into consideration.
- **Company Performance:** Company performance is obtained through the calculation at period ends of the financial and operational goals (market share, exports, foreign activities, efficiency etc.) given to the company at the beginning of each year. When determining company goals, sustainability and improvements with respect to the previous years are taken into consideration as important principles.
- **Individual Performance:** For the determination of individual performance, employee, customer, process, technology and long-term strategy-related goals are taken into consideration, together with the company goals. For the calculation of individual performance, the long-term sustainability improvement principle is observed also, outside the financial spheres, as is the case for company performance.

The total remuneration amount determined according to these principles, and paid to the Senior Executives and the Members of the Board of Directors during the year, is submitted for the information of the partners in the subsequent General Assembly Meeting, in accordance with the regulations.

ANNEX/6

Report Regarding Transactions with Related Parties

General Information

This report is drawn up within the framework of article 10 of the Capital Markets Board's (CMB) Corporate Governance Communiqué numbered II-17.1 (Communiqué). As per the said article, in case it is projected that the amount of the ordinary and routine transactions between a publicly traded company and its affiliated parties, would exceed 10% of the cost of sales to arise in the latest annual financial statements disclosed to the public, or 10% of the sales revenues to arise in the latest annual financial statements disclosed to the public, a report is required to be drawn up by the Board of Directors of the Company, providing a discussion of the transactions with reference to the applicable conditions, and a comparison of the transactions with the market practices.

Purpose of this report is to disclose terms and conditions of transactions made by Ford Otomotiv Sanayi A.Ş. (our Company) with related parties defined in International Accounting Standards no.24 within the framework of Capital Markets Laws and Regulations, on the condition that they are not within the scope of commercial secrets, and to show that they shall not give rise to any adverse consequence for our Company when compared to market conditions.

Detailed information about transactions executed by our Company with related parties in 2013, are explained in the footnote no.26 of our financial tables disclosed to public relating to our activities in 2013 and in this Report, only the compliance with the market conditions, of transactions of purchase-sale of vehicles, spare parts, services made with Ford Motor Company and sale of vehicles and spare parts made to Otokoç Otomotiv Ticaret ve Sanayi A.Ş. exceeding the 10% limit, is evaluated.

Information Relating To Ford Otomotiv Sanayi A.Ş.

Fields of activities of our Company cover manufacturing, assembling and sale of motor vehicles in particular commercial class vehicles; importing, sale of passenger cars and manufacturing, importing and sale of their spare parts. Our Company has been incorporated in 1959 and currently, maintains its activities according to terms and conditions of the Joint Venture Agreement signed in 1997 under equal shareholdings of Ford Motor Company and Koç Group companies. Our Company is a public company and 17,92% of its shares are traded on Borsa İstanbul (BIST).

Share capital of our Company is 350.910.000.-TL and the table regarding its shareholding structure is given below.

Shareholder	Share Amount (TL)	Capital Rate (%)	Voting Right	Voting Right Rate (%)
Koç Holding A.Ş.	134.953.357	38,46%	13.495.335.714	38,46%
Vehbi Koç Vakfı	3.428.592	0,98%	342.859.230	0,98%
Koç Holding Pensions and Aid Fund Foundation	3.259.202	0,93%	325.920.232	0,93%
Temel Ticaret A.Ş.	2.355.885	0,67%	235.588.500	0,67%
Total Koç Group	143.997.037	41,04%	14.399.703.676	41,04%
Ford Motor Company	143.997.037	41,04%	14.339.703.676	41,04%
Publicly Traded	62.915.926	17,92%	6.291.592.648	17,92%
Total	350.910.000	100,00%	35.091.000.000	100,00%

Information Regarding Ford Motor Company

Ford Motor Company has been established by Henry Ford in 1903 and today, with its headquarters in Dearborn Michigan USA, it has 181 thousand employees, 65 factories and 40 distribution centres all over the world and it is one of the leading companies of global automotive industry which conducts manufacturing and distribution of motor vehicles. As explained in our shareholding structure, Ford Motor Company holds 41,04% of the shares of our Company.

Operations of Ford Motor Company are mainly separated in two segments as Automotive and Financial Services. In the automotive segment, there are subdivisions of Ford America, Ford Europe and Ford Asia-Pacific-Africa. Financial services segment conducts mainly vehicle financing, insurance and leasing operations.

Automotive brands of the company are Ford and Lincoln and it has 11.772 retailer dealers all over the world. The company sold approximately 6.330.000 vehicles all over the world in 2013 and earned a turnover of approximately 147 billion USD. The company gained a total 7 billion USD before tax profits as a result of its financial operations in same year.

Shares of the company are traded on New York Stock Exchange in the United States of America.

Information Regarding Otokoç Otomotiv Ticaret ve Sanayi A.Ş.

Otokoç Otomotiv Ticaret ve Sanayi A.Ş. has been established by deceased Mr.Vehbi Koç in 1928 and it is first investment of Koç Holding in automotive industry.

The company conducts activities in the fields of sale of new vehicles, 2nd hand vehicles services, car rental, insurance and financial services, vehicle protection systems and consulting systems. Under the company with the trade name Otokoç Otomotiv Tic. ve San. A.Ş. 4 different brands namely Avis, Budget, Otokoç and Birmot provide services.

Currently, the company provides services with totally 18 branches located in the provinces of İstanbul, Ankara, İzmir, Adana, Antalya, Samsun, Konya, Eskişehir, Kütahya, Bursa and in the districts of Tarsus and Alanya, and with its 800 employees.

Otokoç Otomotiv Ticaret ve Sanayi A.Ş. is the authorised dealer and authorised service provider of our company Ford Otomotiv Sanayi A.Ş. and within the scope of domestic dealership agreement between our Company and Otokoç, there is a relation of sale of vehicles and spare parts.

Otokoç Otomotiv Ticaret ve Sanayi A.Ş. is not a public company.

Information Regarding Terms and Conditions of Transactions Made With Related Parties and Their Compliance With Market Conditions

Between the dates of 01.01.2013 – 31.12.2013, purchases of our Company exceeding 10% limit, have been made from Ford Motor Company and its sales exceeding 10% limit have been made to Ford Motor Company and Otokoç Otomotiv Ticaret ve Sanayi A.Ş. and the details relating to said transactions are given in below table.

Information Regarding Transactions Exceeding 10% of the Total Assets/Turnover of our Company			
Related Person (Name/Trade Name)	Transaction Amount (TL)	Nature of Transaction	Pricing/Profit Distribution Method
Ford Motor Company	1.559.158.570	Purchase of vehicles	Resale price method
Ford Motor Company	88.134.381	Purchase of spare parts	Cost plus
Ford Motor Company	3.122.855.898	Purchase of manufacturing materials	Cost plus
Ford Motor Company	93.217.056	Purchase of services	Cost plus
Ford Motor Company	61.727.345	License	Method determined by the tax payer
Total	4.925.093.250		
Ford Motor Company	6.863.900.521	Sale of vehicles	Cost plus
Ford Motor Company	52.419.616	Sale of spare parts	Cost plus
Ford Motor Company	91.327.958	Manufacturing materials	Cost plus
Ford Motor Company	140.980.127	Sale of services	Cost plus
Ford Motor Company	8.210.299	License	Method determined by the tax payer
Total Sales	7.156.838.521		
Otokoç Oto.Tic.San. A.Ş.	1.233.950.476	Sale of vehicles	Comparable price
Otokoç Oto.Tic.San. A.Ş.	102.369.263	Sale of spare parts	Comparable price
Total	1.336.319.739		

Ford Motor Company Transactions

Our company realised purchases from Ford Motor Company in the amount of 4.925.093.250 TL and made sales to Ford Motor Company in the amount of 7.156.838.521 TL in 2013.

Purchases of vehicles conducted by our company from Ford Motor Company are carried out within the scope of "2003 Turkish Distributor Agreement" dated 30th June 2003. According to said agreement, our company is the sole distributor of Ford branded vehicles in Turkey. Vehicle transfer arrangements are done and are paid by Ford Motor Company.

In this context, quantities of vehicles purchased in 2013, are as follows:

Imported vehicles in 2013

MODEL	Quantity
Focus	26.763
Fiesta	23.495
Cmax	4.691
Bmax	1.565
Kuga	1.507
Mondeo	793
Ranger	328
Smax	34
Galaxy	10
Ka	2
Total	59.188

Purchases of spare parts conducted by our company from Ford Motor Company, are carried out within the scope of "V227 Development Manufacturing Supply and Joint Business Agreement" dated 17th December 2002 and the "Pilot Agreement" and "The V184/5 Contract Manufacturing and Supply Agreement".

Within the framework of the provisions of "1997 Technology and Manufacturing License Agreement" and "V227 Development Manufacturing Supply and Joint Business Agreement" made between our company and Ford Motor Company and effectiveness dates of which are 1st January 1998, our company pays license fee to Ford Motor Company on the net sale amount for light and middle class commercial vehicles (Transit Connect and Transit Series vehicles) which it manufactures by the technology it has taken from Ford and which it sells in the Turkish market. Vehicles sold by our company to Ford Motor Company cover Transit and Transit Connect models.

Sale of Transit model vehicles by our company are carried out within the scope of the agreements made between the parties, namely "The V184/5 Contract Manufacturing and Supply Agreement" effectiveness date of which is 1st April 2004, "The V36x Contract Manufacturing and Supply Agreement" effectiveness date of which is 14th August 2008 and the "Agreement for the Supply of Components" effectiveness date of which is 30th September 2011. In 2013, our company sold 173,453 Transit model vehicles to Ford Motor Company. Sale of Transit Connect model vehicles

by our company to Ford Motor Company are carried out within the scope of “V227 Development Manufacturing Supply and Joint Business Agreement” made between the parties and the effectiveness date of which is 17th December 2002. In 2013, 51,730 Transit Connect model vehicles have been sold to Ford Motor Company.

Sale of spare parts by our company to Ford Motor Company are carried out within the scope of “Service Parts Sales and Service Agreement V227 Vehicle Program” dated 8th July 2004. Sales of services by our company to Ford Motor Company mainly consist of engineering services. Our company has a branch in Tübitak MAM Gebze Settlement Technology Free Zone and said branch mainly provides engineering services to Ford Motor Company. Sales are carried out within the scope of “Engineering Services” agreement dated 8th April 2013.

Otokoç Otomotiv Ticaret ve Sanayi A.Ş. Transactions

Otokoç Otomotiv Ticaret ve Sanayi A.Ş. is the authorised service, vehicle and spare parts dealer of our company. Between Otokoç Otomotiv Ticaret ve Sanayi A.Ş. and our company, there are agreements for authorised spare parts dealership, vehicle dealership and authorised service provider.

Said agreements are made with all the dealers of our company. Sales made to Otokoç Otomotiv Ticaret ve Sanayi A.Ş. have no difference with regards to pricing and other terms and conditions when compared with sales made to other dealers. In 2013, 37,249 vehicles have been sold by our company to Otokoç Otomotiv Ticaret ve Sanayi A.Ş.

Prices of said sales are determined according to positions in the market, of competitors in the automotive industry which is highly competitive, targets of our company, demand for our products, stock positions of our dealers and general economic conditions and they are announced as list prices recommended to all our dealers. Sales to Otokoç Otomotiv Ticaret ve Sanayi A.Ş. and our all other dealers based on determined prices, as specified before.

Conclusion

With reference to the Capital Markets Board's Corporate Governance Communiqué numbered II-17.1 (Communiqué), as the rate of the amount of the ordinary and routine transactions between our Company and Ford Motor Company and Otokoç Otomotiv Ticaret ve Sanayi A.Ş., exceeds 10% of the rate over the cost of sales or revenues in the latest annual financial statements disclosed to the public, and as it is projected that transactions of the same character will continue in the accounting period 2014 as well, again in accordance with the principles established, the present report details the terms of the transactions with Ford Motor Company and Otokoç Otomotiv Ticaret ve Sanayi A.Ş., the pricing method, and the justifications for the selection of the pricing method, along with a comparison of the transactions with the market practices.