

FORM OF PROXY

TO THE GENERAL ASSEMBLY OF FORD OTOMOTİV SANAYİ A.Ş.

I hereby assign _____
as my proxy to represent me, to vote, to propose offers and to sign the necessary documents, as per
the views I stated below, at the Ordinary General Assembly of Ford Otomotiv Sanayi A.Ş. to be held
at Divan Elmadağ Hotel at the address of “**Askerocağı Caddesi No:1 34367 Şişli / İstanbul** (Tel: +90
212 315 55 00, Faks: +90 212 315 55 15)” at **15:00** on Monday **23 March 2015**.

Proxy Holder's(*);

Name, Surname / Trade name:

Turkish Republic Identity Number / Tax Number, Trade Registry and Number and Central Registration
System (MERSİS) number:

* The equivalent of the above information must be presented for the foreign proxy holders.

A. THE SCOPE OF POWER OF REPRESENTATION

The scope of authority to act must be identified by choosing either (a), (b) or (c) from the
sections 1 and 2

1. For the issues included in the agenda of the General Assembly;

a) The Proxy is authorized to vote at his own discretion.

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b) The Proxy is authorized to vote in accordance with the proposals of the Company
management.

☐

c) The Proxy is authorized to vote in accordance with the instructions in the table below.

☐

Instructions:

If the shareholder chooses (c), one of the available options (accept / decline) must be marked on the
below table for each agenda item. If the shareholder requires the reason for the decline to be
reported in the meeting minutes, it should also be specified below.

Agenda Items (*)	Accept	Decline	Reason of the Decline
1. Opening and election of Chairmanship Panel			
2. Reading, discussion and approval of the Annual Report of year 2014 prepared by the Board of Directors			
3. Reading of the summary report of the Independent Audit Firm of 2014 Fiscal Period			
4. Reading, discussion and approval of the Financial Statements of 2014 Fiscal Period			
5. As per Article 363 of the Turkish Commercial Code, approval of the changes made in the membership of the Board of Directors in 2014			
6. Release of the members of the Board of Directors separately for year 2014 activities			
7. Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2014 and the distribution date which prepared in accordance with the Company's Profit Distribution Policy			
8. Determination of the number and the term of duty of the members of the Board of Directors and election of the members base on the determined number, election of the Independent Board Members			
9. 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			
10. Determination of the monthly gross fees to be paid to the members of the Board of Directors			
11. As per the regulations of the Turkish Commercial Code and Capital Markets Board, approval of the Board of Directors' election for the Independent Audit Firm			
12. Giving information to the shareholders regarding the donations made by the Company in 2014 and determination of a upper limit for donations to be made in 2015			
13. 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 2014 pursuant to the Capital Markets Board's Communiqué on Corporate Governance			
14. Wishes and opinions			

(*)The is no voting for the information items.

If the minority shareholder has a different draft resolution, that should also be mentioned separately to ensure voting by the proxy.

2. Special instruction for the other subjects that can come up in the general assembly meeting and specifically related to the use of minority rights.

- a) The Proxy is authorized to vote at his own discretion.
- b) The Proxy is not authorized to vote on these subjects.
- c) The Proxy is authorized to vote in accordance with the below special instructions.

SPECIAL INSTRUCTIONS; Any special instructions given to the proxy by the shareholder should be mentioned here.

B) The shareholder should state the shares subject to representation by the proxy by choosing one of the below options.

1. I approve that the proxy shall be authorized to represent my shares detailed below.

- a) Order and Serial: *
- b) Number / Group:**
- c) Quantity-Nominal Value:
- d) Privileged in Voting or Not:
- e) Bearer or Registered:*
- f) The ratio to the total shares/rights owned by the shareholder:
 - * This information is not required for the shares that are recorded on the Central Registry Agency's system.
 - * For the shares that recorded on the Central Registry Agency's system the group information shall be given instead of the number.

2. I approve that the proxy shall be authorized to represent all of my shares as reported on the list of the shareholders who may attend the general assembly as prepared by the Central Registry Agency the day before the general assembly.

NAME, SURNAME and TITLE OF THE SHAREHOLDER (*)

Turkish Republic Identity Number / Tax Number, Trade Registry and Number and Central Registration System (MERSİS) number:

Address:

(*) The equivalent of the above information must be presented for the foreign proxy holders.