



**FORD OTOMOTİV SANAYİ A.Ş.**

**FROM BOARD OF DIRECTORS,**

**INVITATION TO SHAREHOLDERS' EXTRAORDINARY GENERAL MEETING**

Our company's Shareholders' Extraordinary General Meeting is to be held on **November 18, 2009** Wednesday at **09:30 AM** to discuss and resolve the items on the agenda, at the head office address of "**Akpınar Mahallesi Hasan Basri Caddesi No:2 Sancaktepe / İstanbul, Türkiye**" (Tel: +90 216 564 71 00, Faks: +90 216 564 73 85)".

Shareholders who will not be able to attend the meeting personally must prepare the proxy form according to the form given below. This form example can be obtained also from Yapı Kredi Yatırım Menkul Değerler A.Ş., our company or from the official website of the company ([www.fordotosan.com.tr](http://www.fordotosan.com.tr)). The signature in the proxy must be notarized and the proxy should be submitted as per the provisions of the Capital Market Board communiqué Serial: IV No: 8 issued in the Official Gazette on 09.03.1994 with number of 21872.

The shareholders, whose shares are kept in investment accounts of a Brokerage Company under Central Registry Agency, should act within the terms of "General Meeting Blockage" rules issued in the booklet of the "Central Registry System Business & Operation Rules" published in the link [http://www.mkk.com.tr/MkkComTr/assets/files/tr/yay/formlar/is\\_bilisim.pdf](http://www.mkk.com.tr/MkkComTr/assets/files/tr/yay/formlar/is_bilisim.pdf) in Central Registry Agency's ([www.mkk.com.tr](http://www.mkk.com.tr)) General Letter attachment no: 2005/28 and they should be registered to General Meeting Blockage List in order to attend General Meeting. It is presented to our shareholders' attention that attendance of the stockowners who are not registered in the Blockage List by Central Registry Agency to the meeting is not legally possible.

As mentioned in the Central Registry Agency's General Letter of no: 294, according to the temporary article no:6 of the Securities Exchange Act, it is not possible for a shareholder to use his participating rights in General Meetings unless he dematerialized his shares. The General Meeting attendance applications of the shareholders who have not dematerialized their shares yet will be taken into consideration after the dematerialization process. The necessary information about the subject can be received from the Finance Department of Kocaeli Plant at the address of İzmit-Gölcük yolu 14. km. İhsaniye-Gölcük (Tel: +90 262 315 50 00). It is kindly requested to consult Kocaeli Plant Finance – Investor Relations department or Yapı Kredi Yatırım Menkul Değerler A.Ş. that manages the dematerialization operations in the name of our company for dematerialization of certificated shares.

In the Shareholder's Extraordinary General Meeting, the voting will be by show of hands and by open ballot.

All shareholders, stakeholders and the media (Press and Information) are kindly invited to our General Shareholders' Meeting.

It is kindly presented for our shareholders' information.

**FORD OTOMOTİV SANAYİ A.Ş.**  
**AGENDA FOR 18 NOVEMBER 2009 EXTRAORDINARY GENERAL MEETING**

1. Opening and election of Chairmanship Panel,
2. To resolve to distribute a total dividend of TL 305.291.700 from extraordinary reserves of the Company, in the gross (=net) ratio of 87 % of the paid in capital and to set the distribution date as November 23, 2009,
4. Authorization of the Chairmanship Panel to sign the meeting minutes of the General Assembly.

**FORM OF PROXY**

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

I assigned ..... 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 Extraordinary General Assembly to be held at at the head office address of “**Akpınar Mahallesi Hasan Basri Caddesi No:2 Sancaktepe / İstanbul, Türkiye** (Tel: +90 216 564 71 00, Faks: +90 216 564 73 85)” at **09:30 AM** on Wednesday **18 November 2009**.

**A. THE SCOPE OF POWER OF REPRESENTATION**

- a) The Proxy is authorized to vote on all agenda articles at his own discretion.
- b) The Proxy is authorized to vote on the agenda articles in accordance with the following instructions.

Instructions: (Special Instructions are inserted.)

- c) The Proxy is authorized to vote on all agenda articles in accordance with the proposals of the Company management.
- d) On other issues that may be put in the agenda during the meeting, the Proxy is authorized to vote in accordance with the following instructions. (If no instruction is given, the Proxy votes freely.)

Instructions: (Special Instructions are inserted.)

**B. SHARE CERTIFICATE OWNED BY SHAREHOLDER**

- a) Group and Series : .....
- b) Number : .....
- c) Quantity & Nominal Value : .....
- d) Privileged in Voting or Not : .....
- e) Bearer or Registered : .....

NAME, SURNAME and TITLE OF THE SHAREHOLDER : .....

SIGNATURE :

ADDRESS : .....

NOTE: In Section (A), one of the alternatives of (a), (b) or (c) will be chosen, and explanations will be given for the alternatives (b) and (d).