

## PROXY FORM

FORD OTOMOTİV SANAYİ A.Ş.

I hereby appoint \_\_\_\_\_ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of FORD OTOMOTİV SANAYİ A.Ş. that will convene on March 29th, 2016, Tuesday at 15:00 in Divan İstanbul 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)".

The Attorney's(\*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS ( Central Registration System ) Number:

(\*) Foreign attorneys should submit the equivalent information mentioned above.

### A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

#### 1. About the agenda items of General Assembly ;

- a) The attorney is authorized to vote according to his/her opinion. ☐
- b) The attorney is authorized to vote in accordance with the company management ☐
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table. ☐

#### Instructions:

In the event that the shareholder chooses option (c), the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of Chairmanship Panel,			
2. Reading, discussion and approval of the Annual Report of year 2015 prepared by the Board of Directors,			
3. Reading of the summary report of the Independent Audit Firm of 2015 Fiscal Period,			
4. Reading, discussion and approval of the Financial Statements of 2015 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 2015			
6. Release of the members of the Board of Directors separately for year 2015 activities			
7. Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2015 and the distribution date which prepared in accordance with the Company's Profit Distribution Policye			
8. Approval, or approval with amendments or refusal of the Board of Directors' proposal for amendment of Article No. 6 of the Company's Articles of Incorporation with the heading "Share Capital" provided that the necessary approvals have been received from Capital Markets Board and the Ministry of Customs and Trade of Turkey			
9. 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			
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			
11. Determination of the annual gross fees to be paid to the members of the Board of Directors			
12. 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			
13. Giving information to the shareholders regarding the donations made by the Company in 2015 and determination of a upper limit for donations to be made in 2016			
14. 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 2015 pursuant to the Capital Markets Board's Communiqué on Corporate Governance			
15. Wishes and opinions			

(\*) No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy.

2. Special instructions related to other issues that may come up during General Assembly meeting and especially to the use of minority rights:

- a) The attorney is authorized to vote according to his/her opinion. ☐
- b) The attorney is not authorized to vote in these matters. ☐
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions. ☐

SPECIAL INSTRUCTIONS; Special instructions (if any) to be given by the shareholder to the attorney are stated herein.

- B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows. ☐

- a) Order and Serial :\*
- b) Number / Group :\*\*
- c) Amount-Nominal Value :
- ç) Share with privileged voting rights or not :
- d) Bearer-Registered :\*
- e) Ratio of the total shares/voting rights of the shareholder :
- \* Such information is not required for the shares which are dematerialized.
- \*\* For the dematerialized shares, information related to the group (if any) will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting. ☐

NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(\*) Foreign shareholders shall submit the equivalent information mentioned above.