

**INFORMATION DOCUMENT REGARDING
THE ORDINARY GENERAL ASSEMBLY MEETING OF
FORD OTOMOTİV SANAYİ A.Ş. FOR THE YEAR 2012,
HELD ON THE DATE OF 21ST MARCH 2013**

Shareholders Ordinary General Assembly Meeting of our Company for the year 2012 shall be held on 21st March 2013, Thursday at 11:00 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)".

Board of Directors and Audit Committee Reports relating to activities in 2012, Financial Tables and Independent Audit Firm Report, profit distribution proposal, Activities Report and the Corporate Governance Principles Compliance Report annexed to it and this detailed Information Note relating to issues on the agenda, shall be announced for examination of our shareholders at the Headquarters, Branches of the Company and on its website of the Company at www.fordotosan.com.tr and on the Electronic General Assembly system of the Central registry Agency three weeks before the meeting within its legal period.

Subparagraph 4 of article 415 of the New Turkish Commercial Code no. 6102 and subparagraph 1 of article 30 of the Capital Markets Law no. 6362, right to attend the general assembly and to vote shall not be made conditional to depositing the share certificates. In this context, if our shareholders want to attend the General Assembly Meeting, they are not required to have their shares deposited. However, if our shareholders who do not want their identities and the information relating to shares in their accounts, be disclosed to our Company and whose afore information can not be seen by our Company therefore, want to attend the General Assembly Meeting, they must apply to intermediary institutions where their accounts are held and the "restriction" impeding disclosure of their identities and information relating to shares held in their accounts, must be removed at the latest until 16:30 on the date one day before the General Assembly meeting.

We request our shareholders who shall vote by Electronic General Assembly System to obtain information from the Central Registry Agency, from the web site of our Company at www.fordotosan.com.tr or from the Investor Relations Directorate of our Company (Tel:90 216 564 74 99) in order to fulfil their liabilities within the scope of related Regulation and the Communiqué.

Provided that the rights and liabilities of shareholders who shall attend by electronic means, our shareholders for whom it shall not be possible to attend the meeting personally, must issue their power of attorneys according to the sample power of attorney announced on our website or must obtain sample power of attorney form from Yapı Krei Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent – İstanbul) and from the units of our Company or from the web site of our Company at www.fordotosan.com.tr and must fulfil other requirements set forth in the Communiqué Serial:IV No:8, of the Capital Markets Board and must present their power of attorneys, signatures on which are 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.

In the Ordinary/Extraordinary General Assembly Meeting, voting for the articles set forth in the agenda of the meeting shall be made as open voting by hand raising procedure, provided that the provisions relating to voting in electronic environment are reserved.

All the holders of relevant rights and interests and the media are invited to our General Assembly meeting.

OUR ADDITIONAL EXPLANATIONS WITHIN THE FRAMEWORK OF CMB (CAPITAL MARKETS BOARD) REGULATIONS

Among the additional explanations required to be made according to Communiqué Serial:IV, No:41 Regarding Principles Required To Be Complied With By Joint Stock Company Subject To Capital Markets Law and the Communiqué Serial:IV, No:57 Regarding Determination And Implementation Of Corporate Governance Principles, issued by the CMB; those which relate to the issues on the agenda, are made below under the relevant article included in the agenda and in this section, general explanations are presented for your information:

1. Shareholding Structure and Voting Rights

There is no privilege granted in our Articles of Association in connection with exercising the voting rights. Voting rights of our shareholders are presented for your information in the table 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%

2. 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 2012 shall be discussed.

OUR EXPLANATIONS REGARDING THE ARTICLES ON THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING DATED 21ST MARCH 2013

1. Opening and Election of the Chairing Committee:

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"), a Chairman and a Chairing Committee which shall conduct chairing of the General Assembly meeting, shall be elected.

2. Reading, discussing approving the Activities Report prepared by the Board of Directors of the Company;

Within the framework of Turkish Commercial Code, the Regulation and the capital Markets Law and related regulations, information shall be given about the 2012 Activities Report including also 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 website of the Company at www.fordotosan.com.tr for examination of our shareholders for a period of three weeks before the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.

3. Reading the Auditor Report and Summary of Independent Audit Report relating to 2012 accounting term;

Information shall be given to the General Assembly about the Auditor Report prepared by legal auditors elected to audit the activities in 2012 and the Independent Auditor report prepared according to Capital Markets Board 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 for a period of three weeks before the General Assembly meeting and they shall be presented for evaluation and approval of our shareholders.

4. Reading, discussing and approving the Financial Tables relating to 2012 accounting term;

Within the framework of Turkish Commercial Code, 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 website of the Company at www.fordotosan.com.tr for examination of our shareholders for a period of three weeks before the General Assembly meeting and they shall be presented for evaluation and approval of our shareholders.

5. Release of the members of Board of Directors and Auditors one by one due to activities of the Company in 2012;

Within the framework of provisions of TCC and the Regulation, release of the members of Board of Directors and Auditors one by one due to activities, transactions and accounts of the year 2012 shall be presented for approval of the General Assembly.

6. Giving information to the Shareholders about the “Profit Distribution Policy” of the Company for 2012 and subsequent years according to regulations of the Capital Markets Board;

Profit distribution policy of our Company, set forth in **ANNEX/1**, shall be presented for information of the General Assembly and furthermore, is 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 under the investor relations section for a period of three weeks before the General Assembly meeting.

7. Accepting, accepting by amendment or rejecting the proposal of the Board of Directors regarding distribution of the profits in 2012 and the date of distribution;

According to our financial tables, prepared by our Company within the framework of the provision of the Communiqué Serial:XI, No:29 of the Capital Markets Board 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) which related to the accounting term between 01.01.2012 – 31.12.2012; a net term profit in the amount of TL 675,022,759 has been obtained and the table relating to our proposal for distribution of profit, which has been prepared taking into consideration the long term strategy of our group, capital needs of our Company and its subsidiaries and affiliated companies, investment and financing policies, profitability and liquidity, is given in **ANNEX/2**.

8. Determination of the number of members of the Board of Directors and their terms of office and making the election therefore according to the number of members determined, electing the Independent Members of the Board of Directors;

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 Communiqué Serial:IV, No:57 of the Capital Markets Board, independent member election shall be made.

According to article 8 of our articles of association, our Company shall be managed by a Board of Directors which consists of at least 8 members to be elected for a maximum period of 3 years by the General Assembly within the scope of provisions of the Turkish Commercial Code. General Assembly may decide for replacing the members of the Board of Directors, even if their terms of office are not expired 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 18.01.2013 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 the same day.

Curriculum vitae of the nominees for our Board of Directors memberships, are given in **ANNEX/3**.

9. Determination of the “Remuneration Policy” for the members of the Board of Directors and senior managers according to regulations of the Capital Markets

Board and giving information to Shareholders about the payments made within the scope of policy and approving them;

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 with the opportunity to declare their opinion regarding this matter. Remuneration policy prepared for this purpose is given in **ANNEX/4**. As specified in the footnote no.26 of our financial reports relating to 2012, benefits in the total amount of TL 15,126,090 have been provided to the senior managers by our Company in 2012.

10. Determination of monthly gross fees of the members of the Board of Directors;

Amount of monthly gross fees to be paid to the members of the Board of Directors in 2013 within the scope of our Remuneration Policy presented for approval of our shareholders by article 9 of the agenda, shall be determined by our shareholders.

11. According to Turkish Commercial Code and regulations of the Capital Markets Board, Approval of the Independent Audit Firm elected by the Board of Directors according to the Turkish Commercial Code and regulations of the Capital Markets Board

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 8th February 2012, by obtaining the opinion of the Committee in charge of audit, it has been decided 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 2013 and to conduct other activities set forth in said laws and this selection shall be presented for approval of the General Assembly.

12. Accepting, accepting by amendment or rejecting the proposal of the Board of Directors regarding "General Assembly Internal Directive" containing the working principles and procedures of the General Assembly;

According to article 419/2 of the Turkish Commercial Code, Board of Directors of the Company must prepare an "Internal Directive" containing the working principles and procedures of the General Assembly in compliance with the minimum requirements set forth in article 41 of the General Assembly Regulation published by the Ministry, and must present it for approval of the General Assembly. Internal Directive given in **ANNEX/5**, which has been approved by the Board of Directors of our Company, shall be presented for approval of the General Assembly.

13. Giving information to the Shareholders about the transactions made in 2011 with related parties within the scope of regulations of the Capital Markets Board;

According article 5 of the Communiqué Serial:IV, No:41, amended by the Communiqué dated 20.7.2011 Serial:IV, No:52, principles regarding the transactions of widespread and continuous transfers of assets, services and liabilities of partnerships, shares of which are traded on the stock exchange, with related parties, shall be determined by resolution of the Board of Directors. If the amount of said transactions during an accounting term, reaches 10% or more of the total assets or sum of gross sales specified in financial tables which shall be announced to public according to regulations of the Capital Markets Board, a report shall be prepared by the Board of Directors of the partnership relating to terms and conditions of transactions and their comparison with market conditions. Said report shall be presented for examination of shareholders 15

days before the annual ordinary General Assembly meeting and information shall be given to the shareholders about said transactions in the general Assembly meeting.

In this context, information shall be given to our shareholders about the transactions in the nature explained above and made in 2012 with related parties and the report prepared is given in **ANNEX/6** hereto.

14. Giving information to the Shareholders about the “Company Informing Policy” of the Company according to regulation of the Capital Markets Board;

According to article 23 of the Communiqué Serial:VIII, No:54 of the Capital Markets Board, partnerships shares of which are traded on the stock exchange must prepare a “Informing Policy” and must inform their shareholders by adding an article on the agenda. Informing Policy of our Company is presented in **ANNEX/7** and additionally, is 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 under the investor relations section for a period of three weeks before the General Assembly meeting.

15. Giving information to the General Assembly regarding donations and aids made by the Company in 2011 for social aid purposes;

According to article 7 of the Communiqué Serial:IV, No:27 of the Capital Markets Board, donations made during a year must be presented for information of the General Assembly. Amount of donations made in 2012 to foundations and associations having tax immunity, is TL 13,214,246.

Furthermore, according to subparagraph 5 of article 19 of the Capital Markets Law no.6362, limit of donations to be made in 2013 shall be determined by the general assembly.

16. Permitting 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, to compete with them and to conduct the activities within the scope of activities of the Company, personally or on behalf of third parties and to be shareholders with unlimited liability in companies conducting such type of works and to conduct other transactions according to articles 395 and 396 of the Turkish Commercial Code and regulations of the Capital Markets Board and giving information to the shareholders about transactions conducted in this context in 2012,

Members of our Board of Directors may conduct transactions within the framework of article 395 “Restriction on Transactions to be made with the Company and to owe debts to the Company” and article 396 “Non-compete” of the Turkish Commercial Code, only by approval of the General Assembly.

According to Compulsory Corporate Governance Principle no.1.3.7 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 to compete with them, prior consent must be given by the General Assembly and information shall be given to the General Assembly relating to said transactions. In order to fulfil the requirements set forth in said regulations, it shall be presented for approval of shareholders in the general Assembly to give said consent and **additionally, our shareholders shall be informed about transactions conducted during the relevant year in this context.**

17. Signing of the minutes of General Assembly Meeting by the Chairing Committee and giving authorisation to consider it as sufficient;

Within the framework of provisions of the Turkish Commercial Code and the Regulation, it shall be presented for approval of our shareholders to authorise the Chairing Committee for indicating the decisions taken in the General Assembly, in the minutes of the meeting.

18. Wishes and Opinions.

ANNEXES:

- ANNEX/1** Dividend Distribution Policy
- ANNEX/2** 2012 Dividend Distribution Proposal Table
- ANNEX/3** Curriculum Vitae of Nominees for Board of Directors Memberships
- ANNEX/4** Remuneration Policy for Board of Directors and Senior Managers
- ANNEX/5** Internal Directive on the Principles and Procedures Governing the General Assembly of Ford Otomotiv Sanayi A.Ş.
- ANNEX/6** Report Regarding Transactions With Related Parties
- ANNEX/7** Disclosure Policy

ANNEX / 1

Dividend Distribution Policy

Ford Otosan's dividend distribution is done according to Turkish Commercial Code, Capital Market legislation, Tax legislation and the articles of incorporation's dividend distribution related article.

There are no dividend privilege rights in shares.

In the annual reports of the company presented at the Shareholders' Meetings in the last years, one of the company's strategies has been announced as "ensuring a high return for our shareholders." Besides, as it is emphasized in these reports which are published in the website, Ford Otosan's dividend policy is "a predictable and stable dividend payment except during periods of huge investment or periods of severe economic downturns but, on the other hand, within periods of moderate economic recession."

ANNEX / 2

Dividend Distribution Proposal for the Year 2012

According to our financial statements for the accounting period 01.01.2012 - 31.12.2012 prepared in accordance with the International Financial Accounting Standards within the framework of the Capital Markets Board's Communiqué Serial:XI, No:29 and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.S. (a member firm of Ernst & Young Global Limited), a net income of TL 675,022,759 has been generated. Our dividend proposal per Company's dividend policy can be found below. Subject dividend distribution transactions mentioned below will begin on April 3, 2013 according to the General Assembly Resolution.

Ford Otomotiv Sanayi A.Ş. 2012 Dividend Distribution Proposal Table (TL)			
1. Paid-in/Issued Capital			350,910,000
2. Total Legal Reserves (According to Tax Book)			426,439,720
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	641,582,558	502,155,243
4.	Taxes Payable (-)	33,440,201	(89,919,272)
5.	Net Income for the Period (=)	675,022,759	412,235,971
6.	Retained Losses (-)	-	-
7.	First Series of Legal Reserves (-)	0	0
8.	Distributable Net Income for the Period (=)	675,022,759	412,235,971
9.	Donations within the year (+)	13,214,246	
10.	Distributable Net Income for the Period including Donations to Calculate First Dividend	688,237,005	
11.	First Dividend to the Shareholders	137,647,401	
	- Cash	137,647,401	
	- Bonus		
	- Total	137,647,401	
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	162,380,649	
16.	Second Series of Legal Reserves	28,248,255	
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	346,746,454	83,959,666
20.	Other Reserves Distributable - Retained Earnings - Extraordinary Reserves - Other Reserves Distributable per Law and Articles of Association		

Information About the Ratio of Distributed Dividend (in terms of privileged-nonprivileged share)				
DIVIDEND INFORMATION PER SHARE				
	GROUP	TOTAL DIVIDEND (TL)	DIVIDEND FOR EACH SHARE WITH THE NOMINAL VALUE OF TL 1	
			AMOUNT (TL)	RATIO (%)
GROSS	A	2,388,161	0.855000	85.5000
	A	59,511,182	0.855000	85.5000
	B	115,011,241	0.855000	85.5000
	C	123,117,466	0.855000	85.5000
	<u>TOTAL</u>	300,028,050		
NET	A	2,388,161	0.855000	85.5000
	A	50,584,504	0.726750	72.6750
	B	115,011,241	0.855000	85.5000
	C	104,649,847	0.726750	72.6750
	<u>TOTAL</u>	272,633,753		
THE RATIO OF THE DISTRIBUTED DIVIDEND TO DISTRIBUTABLE NET INCOME FOR THE PERIOD INCLUDING DONATIONS				
DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)		THE RATIO OF THE DISTRIBUTED DIVIDEND TO DISTRIBUTABLE NET INCOME FOR THE PERIOD INCLUDING DONATIONS (%)		
300,028,050		43.59		

1) There is no Privileged Share Group in Income

2) 0% withholding tax rate is applied to dividend of TL 2,388,161 allocated to Koç Holding A.Ş., 15% withholding tax rate is applied to dividend of TL 5,718,065 allocated to Koç Holding Emekli ve Yardım Sandığı Vakfı and Vehbi Koç Vakfı, 15% withholding tax rate is applied to the remaining dividend of TL 53,793,117 assuming that all the shares belong to individual shareholders within A Group.

3) 0% withholding tax rate has been applied for B Group in calculating the net dividend amount as all the shares belong to legal corporations, Koç Holding A.Ş. and Temel Ticaret A.Ş.

4) 15% withholding tax rate has been applied to the C Group in calculating the net dividend amount as all the shares belong to our foreign based tax payer shareholder, Ford Motor Company.

ANNEX /3

Curriculum Vitae of Nominees for Board of Directors Memberships

Rahmi M. Koç

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. 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.

* Rahmi M. Koç has been a member of the Ford Otosan Board of Directors since 1961 and Board Chairman since 1972. He stepped down from his position as Chairman at the Board Meeting dated the 10th of December 2012, and the Board selected Ali Y. Koç to replace him. He will remain as Board Member.

Ali Y. Koç

Member *

Member - Corporate Governance Committee

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

Member - Remuneration Committee

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. Mr. Odell was appointed a member of the Remuneration Committee of Ford Otosan, set up on the 10th of July 2012.

Bülent Bulgurlu

Member – Board of Directors

Member - Early Determination and Management of Risk Committee

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

After completing his undergraduate studies at the Engineering and Architecture Faculty of Ankara University, Mr. Bulgurlu pursued a PhD program at the Norwegian University of Science and Technology. He took up his first business career as Civil Engineer at Elliot Strømme A/S, Oslo in 1972, and was a Field Construction Engineer at Garanti Construction in 1977. Following positions at that company as Engineer, Planning and Construction Manager, Site Coordination and Construction Manager, Assistant General Manager and General Manager, after 1996 he headed Koç Holding's Tourism and Services Group, Tourism and Construction Group, Consumer Durables and Construction Group. He was the Koç Holding CEO from May 2007 to April 2010. Since the 27th of March 2007, he has been serving on the Board of Directors of Ford Otosan. He was appointed as a Member of the Early Determination and Management of Risk Committee set up on the 10th of July 2012.

Osman Turgay Durak

Member - Board of Directors

Member - Remuneration Committee

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). Mr. Durak was appointed a member of Ford Otosan's Remuneration Committee set up on the 10th of July 2012.

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 Europe, and acted as Manufacturing Vice President and President of Ford Europe. Mr. Fleming has been serving on the Board of Directors of Ford Otosan since 2002.

Lyle A. Watters

Member – Board of Directors

Member - Early Determination and Management of Risk Committee

Member - Corporate Governance Committee

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. He was appointed as a member of the Early Determination and Management of Risk and Corporate Governance Committees set up on the 10th of July 2012.

Jeffrey Carter Wood

Member – Board of Directors

Vice President - Ford Europe Manufacturing

Mr. Wood studied Electrical and Electronics Engineering and Computer Engineering. He began his career at Ford's Norfolk Assembly Plant. After working as an electronic technician and engineer outside Ford he returned to the Norfolk Assembly Plant in 1988 as Electrical Engineer. He was the Director of the North America Electrical and Electronic Unit, and headed the assembly manufacturing of multiple Ford, Mercury and Lincoln models. He endorsed the "Way Forward" initiatives of Ford's American activities as the Investment Efficiency Director. From October 2007 to December 2008, he was the Global Quality Director in the field of manufacturing. After a position as Truck Operations Manufacturing Director, he oversaw operations in six assembly operations of Ford in North America as the North America Vehicle Assembly Operations Manufacturing Director. On the 10th of May 2012, he was appointed Ford Europe's Vice President of Manufacturing. Since the 4th of June 2012, he has been serving on the Board of Directors of Ford Otosan.

Mehmet Barmanbek

Independent Member – Board of Directors

Chairman - Early Determination and Management of Risk Committee

Chairman - Remuneration Committee

Member - Audit Committee

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 and Audit Committee member. At the same time, he is the Chairman of both the Early Determination and Management of Risk Committee and Remuneration Committee set up on the 10th of July 2012.

Prof. Günter Verheugen

Independent Member – Board of Directors
Chairman - Corporate Governance Committee
Member - Audit Committee

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 and Audit Committee member since March 2012. In parallel, he is currently the Chairman of Ford Otosan's Corporate Governance Committee set up on the 10th of July 2012.

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 Method Engineer until 1990. He worked as Project Engineer between 1992 and 1996. He then served in a variety of positions during the establishment of the Kocaeli Plant after the shares of Ford Motor Company and Koç Holding in Otosan A.Ş. were made 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 Assistant General Manager - Kocaeli Plant Manager from 2007 to 2012. He was appointed Ford Otosan General Manager and Member of the Board of Directors on 15th of February 2012.

Grant E. Belanger

Member – Board of Directors
Deputy General Manager

Mr. Belanger completed the Business - Personnel Administration Department of Arizona University and, did an MBA at Syracuse University. His career was initiated in 1985 in the Ford Motor Company. After a series of purchasing positions for 14 years, he was named the America Materials Planning and Logistics Director in 1999. Until 2005, he served in various executive positions in Planning and Logistics, and was then appointed the Operations and Quality Director at Ford South America. He was the Global Manufacturing Strategic Business Unit Director from 2008 to June 2011. Since June 2011, he has been Ford Otosan's Deputy General Manager and a Member of the Board of Directors.

ANNEX/4

Remuneration Policy for Board of Directors and Senior Managers

This policy document describes the wage 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 attendance fee to be valid for all the Members of the Board of Directors is determined every year at the Ordinary General Assembly Meeting of the Company.

A premium determined by the Wage Policy for the Senior Executives detailed below is paid to the members of the Board of Directors who are to be charged with duties. For the determination of wages of the independent members of the Board of Directors, the Company's performance-based payment plans and stock options cannot be taken into consideration.

Members of the Board of Directors are paid according to the principle of per diem deduction taking into consideration the period of their service according to the dates they were appointed and resigned. Costsborne 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. Premiums of Senior Executives on the other hand consist of two components: fixed and performance based.

Fixed wages of senior Executives are determined in accordance with international standards and legal responsibilities, taking into consideration macro-economic data within the market, the wage policies valid in the market, size and long-term goals of the company, and positions and efficiency levels of the individuals.

Premiums of senior Executives on the other hand are calculated according to company performance and individual performance. Information about the criteria is summarized below:

- **Premium Base:** Premium Bases are updated at the beginning of each year and vary according to the workload of the executives' positions. When updating premium bases, senior management premium 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 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/5

Internal Directive on the Principles and Procedures Governing the General Assembly of Ford Otomotiv Sanayi A.Ş.

Objective, Scope, Legal Basis and Definitions

Objective and Scope:

ARTICLE 1- (1) The purpose of this Internal Directive is to establish the principles and procedures governing the General Assembly of Ford Otomotiv Sanayi Anonim Şirketi within the framework of the provisions of the Law, relevant regulations, and the Articles of Incorporation. This Internal Directive applies to all ordinary and extraordinary General Assembly Meetings of Ford Otomotiv Sanayi Anonim Şirketi.

Basis:

ARTICLE 2- (1) This Internal Directive is drawn up by the Board of Directors, in accordance with the provisions of the Regulation on the Principles and Procedures Governing the General Assembly Meetings of Joint Stock Corporations, and Ministry of Customs and Commerce Representatives to Attend Such Meetings.

Definitions:

ARTICLE 3 - (1) Within the framework of this Internal Directive;

- a) Sitting; refers to a day-long General Assembly meeting,
- b) Law; refers to Turkish Code of Commerce dated 13/01/2011 and numbered 6102,
- c) Session; refers to individual parts of each sitting, separated by lunch breaks or similar causes,
- d) Meeting; refers to extraordinary and ordinary General Assembly meetings,
- e) Chairmanship Panel; refers to the council comprising the President of the Meeting elected by the General Assembly for the purpose of chairing the Meeting, the Deputy President of the Meeting elected by the General Assembly where necessary, the Record Clerk chosen by the President of the Meeting, and the vote collection officer where deemed necessary by the President of the Meeting, in line with paragraph one of article 419 of the Law.
- f) Articles of Incorporation; Articles of Incorporation of Ford Otomotiv Sanayi A.Ş.

SECTION TWO

Methods and Principles regarding the Work of the General Assembly

Applicable Provisions:

ARTICLE 4 – (1) The Meeting shall be held in accordance with the General Assembly related provisions of the Law, relevant regulations, and the Articles of Incorporation.

Entry Into the Meeting Venue and Preparations:

ARTICLE 5 – (1) Registered shareholders or representatives thereof, as listed on the List of Attendees drawn up by the Board of Directors, members of the Board of Directors, auditor, other executives of the Company, persons who are appointed for the Electronic General Assembly System, members of the press, Ministry Representatives, and other persons to be selected or appointed for the Chairmanship Panel..

(2) During entry to the Meeting venue, natural person shareholders as well as the representatives appointed through the Electronic General Assembly System as per Article

1527 of the Law shall be required to present their proof of identity; the representatives of natural person shareholders shall be required to present proof of identity as well as representation documents; the representatives of legal person shareholders shall be required to present their authorization documents; and all shall be required to append their signatures on the blanks reserved for them on the List of Attendees. The control procedures described above shall be carried out by one or more members of the Board of Directors, or by person(s) appointed by the Board of Directors. The List of Attendees shall be signed by the Chairman of the Board of Directors, or where the Chairman of the Board of Directors is unavailable, one of the remaining members of the Board of Directors.

(3) The Board of Directors shall perform the duties regarding the preparation of a Meeting venue to house all shareholders, and making available office supplies, documents, tools and equipment to be used throughout the Meeting at the Meeting venue. Without prejudice to the provisions of the legislation regarding the Electronic General Assembly System, audio and video recordings of the Meeting can be made.

Opening of the Meeting:

ARTICLE 6 – (1) The Meeting shall be held at the headquarters of the Company, or at a suitable venue in Istanbul, Kocaeli or Ankara, at a time announced in advance, upon the determination by the Chairman or Deputy Chairman of the Board of Directors, or a member of the Board of Directors, that the quorum specified in the Articles of Incorporation is met.

Establishment of the Chairmanship Panel:

ARTICLE 7- (1) A President, and, if deemed necessary, a Deputy President, who is not required to be a shareholder, to be tasked with the responsibility for the supervision of the General Assembly, shall be elected primarily among the candidates nominated, under the supervision of the person who starts the Meeting as per Article 6 of the Internal Directive.

(2) The President shall appoint at least one record clerk, and if deemed necessary, adequate numbers of vote collection officers. The Chairmanship Panel may appoint Specialists with the purpose of the providing technical procedures over the Electronic General Assembly system during the Meeting.

(3) The Chairmanship Panel shall be authorized to sign the Meeting minutes and other documents drawn up on the basis of the minutes.

(4) When chairing the General Assembly meeting, the President of the Meeting acts in accordance with the provisions of the Law, Articles of Incorporation, and the Internal Directive.

Duties and Authorities of the Chairmanship Panel:

ARTICLE 8 – (1) The Chairmanship Panel carries out the following duties, under the direction of the President:

a) To check if the Meeting is held at the address specified on the announcement, and if the Meeting venue is compatible with the stipulation, if any, provided in the Articles of Incorporation.

b) To check if the General Assembly meeting is called in the manner stipulated in the Articles of Incorporation, in accordance with the requirement regarding the announcement of the call on the web site for companies that are required to open a web site, as well as the requirement regarding the announcement on Trade Registry Gazette of Turkey; if the call was made at least three weeks before the meeting date, excluding the announcement and meeting days; if the call with the information of the Meeting date and agenda, along with the newspapers where the announcement was published or will

be published, was sent to the shareholders who are recorded on the shares register through submittal of stock certificates or documents to serve as proof of share ownership, reporting their addresses; and to state this matter on the Meeting minutes.

c) To check if those who are not authorized to enter into the Meeting venue are present at the meeting or not, and if the duties stipulated in second paragraph of Article 5 of this Internal Directive, regarding the entry into the Meeting venue were carried out by the Board of Directors or not.

d) To determine if the Articles of Incorporation, Share Register, Annual Report of the Board of Directors, Auditor Reports, Financial Statements, agenda, the amendment draft drawn up by the Board of Directors as well as the approval by the Capital Markets Board and where applicable those of relevant Agencies in addition to the authorization letter from Turkish Ministry of Customs and Trade and attached amendment draft if the agenda contains an Articles of Incorporation amendment, the List of Attendees drawn up by the Board of Directors, postponement minutes for the preceding meeting if the General Assembly is convened upon postponement, and other required documents regarding the Meeting, are provided in full at the Meeting venue; and to state this matter on the Meeting minutes.

e) To perform, upon objection or necessity, a control on the identities of those in attendance at the General Assembly in person or via proxy, as attested by the signatures on the List of Attendees, and the accuracy of the representation documents.

f) To determine if executive directors and at least one member of the Board of Directors and the Independent Auditor is present at the meeting, and to state this matter on the Meeting minutes.

g) To supervise General Assembly activities within the framework of the agenda; to prevent the discussion of items outside the agenda, without prejudice to the exceptions provided in the Law; to ensure the order of the Meetings and to take measures required for this purpose.

ğ) To open and adjourn sittings and sessions, and to adjourn the Meeting.

h) To read or to ensure the reading of full texts or summaries of decisions, drafts, minutes, reports, proposals and similar documents on the issues discussed, to the General Assembly and to give the floor to those who wish to voice their opinions on these.

ı) To organize voting regarding the decisions by the General Assembly, and to report their results.

i) To see that the quorum for Meeting is maintained in the beginning and at the end of the Meeting as well as during the Meeting and that the decisions are taken in accordance with the quorum requirements stipulated in the Law and Articles of Incorporation.

j) To announce to the General Assembly notifications by the representatives specified in Articles 428 and 429 of the Law.

k) To prevent voting by those who are debarred from voting as per Article 436 of the Law, on matters specified in the said Article; to oversee all restrictions placed in the Law and the Articles of Incorporation with respect to voting rights and preferred voting.

l) To defer the discussion on the financial statements and related issues, without requiring a General Assembly resolution on this matter, upon the request of shareholders holding one twentieth of the capital of a publicly held corporation, for discussion on the Meeting to be held one month later.

m) To ensure that the minutes regarding General Assembly activities are kept; to have objections recorded on the minutes; to sign decisions and minutes; to state on the Meeting minutes the votes in favor and against the decisions taken in the Meeting, in a manner to preclude any doubts.

n) To deliver the Meeting minutes, the Annual Report of the Board of Directors, auditor reports, financial statements, List of Attendees, agenda, proposals, ballots and minutes regarding any elections, and all documents regarding the Meeting, with a delivery minutes, to a member of the Board of Directors, who is present at the Meeting.

Procedures to be Performed Before the Discussion on the Agenda Began:

ARTICLE 9 – (1) The President of the Meeting reads or procures the reading of the agenda of the Meeting, to the General Assembly. The President then asks if there are any amendment proposals regarding the order of debate for the points on the agenda. If a proposal is put forward, this is submitted to the approval by the General Assembly. The order of the points on the agenda can be altered in accordance with the quorum for decision stipulated in the Articles of Incorporation.

Agenda and the Discussion of the Points on the Agenda:

ARTICLE 10 – (1) The following issues must be included in the agendas of Ordinary General Assembly Meetings.

- a) Opening and the Election of the Chairmanship Panel,
- b) Reading, discussion, and approval of the Annual Report drawn up by the Board of Directors of the company,
- c) Reading of the Auditor's Report and Independent Audit Report Summary for the fiscal period,
- d) Reading, discussion, and approval of the Financial Statements for the fiscal period,
- e) Release of the members of the Board of Directors separately,
- f) Release of the Auditors separately,
- g) 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,
- h) 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,
- ı), As per the regulations of the Capital Markets Board, 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,i), Determination of the monthly gross fees to be paid to the members of the Board of Directors.
- j) Determination of the form of the use of the profit, dividend payment, and dividend rates.
- k) Discussion of Articles of Incorporation amendments, if any,
- l) Other issues deemed necessary,
- m) Issues specified in Capital Markets Board regulations and by other Government Agencies.

(2) The agenda for Extraordinary General Assembly meetings shall comprise the causes of the Meeting.

(3) Save for the exceptions provided below, no issues apart from those on the agenda shall be discussed and decided on:

- a) Additional issues can be added in the agenda through unanimity, provided that all the shareholders are present.
- b) As per Article 438 of the Law, special audit requests of a shareholder shall be decided on by the General Assembly, regardless of its inclusion in the agenda.
- c) Dismissals and replacements of the members of the Board of Directors shall be considered under the coverage of the discussion of end-of-year financial statements, and shall be discussed and decided on upon request, regardless of the inclusion of a related point in the agenda.
- ç) Even if there are no related points in the agenda, where valid justifications such as corruption, performance deficiency, breach of the loyalty principle, difficulty in the performance of the job due to membership in more than one company, conflicts, or abuse of power, the dismissal and replacement of the members of the Board of Directors shall be included in the agenda of the General Assembly, provided that the quorum for decision as stipulated in the Articles of Incorporation is observed.

(4) A point in the agenda, discussed and decided on by the General Assembly, shall not be discussed and decided on again, unless a resolution to do so has passed with the unanimity of those present.

(5) The issues on audit report or the Ministry demands, on any grounds, discussion in the General Assembly of the Company, shall be included in the agenda.

(6) The agenda shall be determined by the party which calls the General Assembly Meeting.

Taking the Floor in the Meeting:

ARTICLE 11 – (1) Shareholders or other relevant parties, who wish to voice their opinions on the agenda point discussed, shall inform the Chairmanship Panel about their intention. The Chairmanship Panel shall announce to the General Assembly those who will thus take the floor, and gives them the floor in the order of applications received. A person whose turn of speaking has come shall lose his/her right to speak on the issue if he/she is not present at the Meeting venue, without prejudice to Electronic General Assembly arrangements. The speeches shall be delivered from a point dedicated for this purpose, addressing the General Assembly. The persons to take the floor may exchange their order of speech through agreement with each other. In case the length of the speech is restricted, a person whose turn comes and who takes the floor, may extend his/her speech, only if the first person to take the floor after the present speaker grants his/her right to speak to the present speaker, and in that case, only for the duration of speech granted to the next speaker. The length of speech cannot be extended otherwise.

(2) Members of the Board of Directors and auditor may be granted a speech by the President of the Meeting, should they intend to make statements about the issues discussed.

(3) The lengths of speech shall be determined by the General Assembly, upon a proposal put forth by the President or shareholders, taking into account the extent of the agenda, the number and importance of the matters to be debated, and the number of people who wishes to take the floor.

(4) As per article 1527 of the Law, methods and principles provided in the said article and subsequent regulations shall apply for the voicing of the opinions and proposals of shareholders or representatives thereof attending the General Assembly via electronic systems.

Votes and Voting Procedure

ARTICLE 12 – (1) Before the voting commences, the President of the Meeting shall announce to the General Assembly the issue to be put to vote. If a draft resolution is to be put to vote, the voting shall commence only after the draft is put into writing and read. Once the commencement of the voting is announced, word can be requested only on procedural issues. On the other hand, if there are any shareholders who were not given a chance to speak despite requesting the floor, shall exercise the right to do so, provided that the shareholder reiterates the matter and the President confirms. No speeches shall be granted once the voting began.

(2) The votes on the matters discussed in the Meeting shall be cast by raising hands, standing up, or saying aye or nay one by one. The votes shall be counted by the Chairmanship Panel. Where necessary, Chairmanship Panel may appoint adequate numbers of officials to assist in the counting of votes. Those who do not raise hands, stand up, or declare their votes in any manner, shall be considered to cast "nay" votes, and these votes shall be interpreted to have been cast against the resolution in question.

(3) As per Article 1527 of the Law, methods and principles provided in the said article and subsequent regulations shall apply for the voting by shareholders or representatives thereof attending the General Assembly via electronic systems.

Drawing up the Meeting Minutes

ARTICLE 13 – (1) The Chairmanship Panel signs the List of Attendees that shows the shareholders or representatives thereof, the shares held by such shareholders, with reference to their groups, numbers, and nominal value, and ensures that the minutes are drawn up in accordance with the principles stipulated in the Law and relevant regulations, including a summary of the questions asked and answers received in the General Assembly, as well as the resolutions taken and numbers of the positive and negative votes for each resolution.

(2) General Assembly meeting minutes shall be drawn up at the Meeting venue and during the Meeting, using a typewriter, computer, or pen with a legible handwriting. The typing of the minutes on the computer is only allowed if a printer that allows the printing of hard copies is present at the Meeting venue.

(3) The minutes shall be drawn up in at least two copies; and each page of the minutes shall be signed by the Chairmanship Panel and also the Ministry Representative who attends the Meeting.

(4) The minutes shall state the trade title of the Company, the Meeting date and venue, total nominal value and quantity of the company's shares, the number of shares represented in the Meeting in person or via proxy, the name and last name of the Ministry Representative and the date and number of the appointment letter, the form of call in case the Meeting is made on an announcement basis, and the case if otherwise.

(5) Vote counts regarding the resolutions taken in the Meeting shall be stated on the minutes in figures and in words, so as to preclude any doubt.

(6) The names and last names of and comments by those who vote against the resolutions taken in the Meeting and who wish to have their objections recorded, shall be recorded on the minutes.

(7) In case the dissent comment is provided in writing, this shall also be attached to the minutes. The minutes shall state the name and last name of the shareholder or representative who voicing dissent, as well as the presence of the dissent comment. The dissent comment attached to the minutes shall be signed by the Chairmanship Panel, and also the Ministry representative who attends the Meeting.

Procedures to be Performed at the End of the Meeting:

ARTICLE 14- (1) At the end of the Meeting, the President of the Meeting shall deliver a copy of the minutes and all other documents regarding the General Assembly, to one of the members of the Board of Directors who present at the Meeting.

(2) The Board of Directors is under obligation to submit, within a maximum of fifteen days following the Meeting date, without prejudice to longer terms stipulated in the Law for special procedures, a notarized copy of the minutes to the Trade Registry, and to procure the registration and announcement of the minute's sections subject to registration and announcement.

(3) The minutes shall be published immediately on the web site of the Company, Public Disclosure Platform and Electronic General Assembly System.

(4) The President of the Meeting shall also deliver immediately a copy of the List of Attendees, agenda, and General Assembly meeting minutes to the Ministry Representative.

Electronic Attendance to the Meeting:

ARTICLE 15- (1) In case of the electronic attendance in the General Assembly Meeting is allowed as per Article 1527 of the Law, procedures to be performed by the Board of Directors and the Chairmanship Panel shall be performed in consideration of Article 1527 of the Law and relevant regulations.

SECTION THREE

Miscellaneous Provisions

Documents Regarding the General Assembly Meeting and the Attendance of the Ministry Representative:

ARTICLE 16 – (1) This is without prejudice to the Provisions of the "Regulation on the Principles and Procedures Governing the General Assembly Meetings of Joint Stock Corporations and Ministry of Customs and Commerce Representatives to Attend Such Meetings" on the requisition of the Representative for Meetings where the Ministry Representative attendance is required and the duties and powers of the Representative.

(2) Those who are allowed to attend the General Assembly and the drawing up of the List of Attendees and the representation documents to be used in the General Assembly, as well as the preparation of the Meeting minutes, shall be governed by the Regulation specified in the first paragraph and the present Internal Directive of the General Assembly.

Cases Which Are not Stipulated in the Internal Directive:

ARTICLE 17 – (1) Where a case which was not stipulated in the Internal Directive occurs in the meetings, the General Assembly resolution to be taken in accordance with the regulations shall apply.

Acceptance of the Internal Directive and Amendments:

ARTICLE 18 – (1) The present Internal Directive shall be implemented, registered and announced by the Board of Directors, with the approval of the General Assembly of Ford Otomotiv Sanayi Anonim Şirketi. The amendments of the Internal Directive shall be governed by the same procedure.

Effect of the Internal Directive

ARTICLE 19 – (1) This Internal Directive is accepted in Ford Otomotiv Sanayi Anonim Şirketi General Assembly meeting dated March 21, 2013, and shall enter into force on the date of announcement on the Trade Registry Gazette of Turkey.

ANNEX/6
Report Regarding Transactions With Related Parties

FORD OTOMOTİV SANAYİ A.Ş.
REPORT REGARDING TRANSACTIONS MADE WITH RELATED PARTIES IN 2012

General Information

This report is prepared within the scope of article 5 of the Communiqué Serial:IV, No:41 amended by the Communiqué Serial:IV, No:52, on Principles Required to be Complied with by Joint Stock Companies Subject to Capital Markets Law ("Communiqué"), of the Capital Markets Board. According to said article, if the amount of transactions of widespread and continuous transfers of assets, services and liabilities between the companies, shares of which are traded on İstanbul Stock Exchange and the related parties, reaches 10% or more of the total assets or sum of gross sales specified in annual financial tables which shall be announced to public, a report must be prepared by the Board of Directors of related company regarding terms and conditions of transactions and their comparison with market conditions.

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 2012, are explained in the footnote no.26 of our financial tables disclosed to public relating to our activities in 2012 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 İstanbul Stock Exchange.

Share capital of our Company is TL 350,910,000 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 171 thousand employees, 67 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 11,619 retailer dealers all over the world. The company sold approximately 5,668,000 vehicles all over the world in 2012 and earned a turnover of approximately 134 billion USD. The company gained a total 8 billion USD before tax profits as a result of its operations in 2012.

Shares of the company are traded on New York Stock Exchange in the United States of America, furthermore it is quoted on stock exchanges in Belgium, France, Switzerland and the United Kingdom.

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 16 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 01.01.2012 – 31.12.2012, 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	1,106,833,941	Purchase of vehicles	Method determined by the tax payer
Ford Motor Company	82,981,483	Purchase of spare parts	Cost plus
Ford Motor Company	2,704,336,245	Purchase of manufacturing materials	Cost plus
Ford Motor Company	65,390,013	Purchase of services	Cost plus
Ford Motor Company	63,348,604	License	Method determined by the tax payer
Total Purchases	4,022,890,286		
Ford Motor Company	5,627,646,158	Sale of vehicles	Cost plus
Ford Motor Company	34,967,917	Sale of spare parts	Cost plus
Ford Motor Company	75,333,459	Sale of manufacturing materials	Cost plus
Ford Motor Company	108,307,165	Sale of services	Cost plus
Ford Motor Company	4,413,044	License	Method determined by the tax payer
Total Sales	5,850,667,743		
Otokoç Oto.Tic.San. A.Ş.	1,122,252,247	Sale of vehicles	Comparable price
Otokoç Oto.Tic.San. A.Ş.	101,254,837	Sale of spare parts	Comparable price
Total Sales	1,223,507,084		

Ford Motor Company Transactions

Our company realised purchases from Ford Motor Company in the amount of TL 4,022,890,286 and made sales to Ford Motor Company in the amount of TL 5,850,667,743 in 2012. 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.

In this context, quantities of vehicles purchased in 2012, are as follows:

MODEL	Quantity
Fiesta	21,581
Focus	16,709
Cmax	4,043
Mondeo	1,510
Bmax	1,162
Ranger	1,040
Kuga	88
Fiestavan	61
Galaxy	24
Smax	14
Total	46,232

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 2012, our company sold 127,638 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 2012, 75,021 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 "Gebze Low Cost Engineering" agreement dated 11th July 2008.

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 2012, 35,374 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.

Consequence

According to the Communiqué Serial:IV, No:41 of the Capital Markets Board, as the amount of widespread and continuous transactions of our Company with Ford Motor Company and Otokoç Otomotiv Ticaret ve Sanayi A.Ş. during an accounting term, exceeded 10% of total assets and gross sales set forth in annual financial tables to be disclosed to public and therefore, in this report; terms and conditions of transactions made with Ford Motor Company and Otokoç Otomotiv Ticaret ve Sanayi A.Ş., price determination method and the reasons to select this method are explained and information is given about comparison of transactions with market conditions.

ANNEX/7

Disclosure Policy

FORD OTOMOTIV SANAYI A.S DISCLOSURE POLICY

1. Objective and scope

Ford Otomotiv Sanayi A.S aims to provide all the significant information about the activities of the company, which is not regarded as a trade secret, to all relevant authorized corporation, shareholder and investors. Providing exact, accurate, clear, transparent and complete information to the public in a timely manner is the company disclosure policy. Ford Otosan's financial performance, operational activities and the developments that may affect the company's market value are made public in compliance with this disclosure policy as well as regulations of the Capital Markets Board of Turkey and other legislations.

2. Authorities and responsibilities

The Board of Directors has the authority and is responsible for forming, inspecting and improving the Disclosure Policy. Investor Relations and Corporate Communications Managers are assigned to coordinate the disclosure function. These departments fulfill their responsibility with the close collaboration of Audit Committee and Board of Directors.

3. Tools of investor communication

3.1 Spokespersons

The spokespersons for the company are; members of the Board of Directors, Executive Committee of the Company (General Manager, Deputy General Manager and AGM's), Treasury Manager, Investor Relations Officer, Human Resources and Corporate Communications Director and Corporate Communications Manager. No other executives, directors, consultants or employees of Ford Otosan are authorized to answer inquiries or to discuss neither financial nor operational activities of the company, unless they have the approval of the General Manager, Deputy General Manager, CFO or Investor Relations (IR) Department. These spokespersons of the company may, occasionally, designate others to speak on behalf of the company or to answer the specific inquiries from the investors or the media. Employees other than the authorized spokespersons are not allowed to answer the inquiries from the investment community and the media unless it is, specifically, asked to do so by an authorized spokesperson.

3.2 Methods and means

Investor Relations (IR) or Corporate Communications departments are in charge of organizing, programming and improvement of the communication and presentations for investors and media. Only the IR Team is authorized to disclose information to investors and analysts. Any plans to discuss or present financial information outside the company must first be reviewed and approved by the IR and the Corporate Communications departments. The disclosures required to be made by other departments about the subjects concerning their fields are made by the related AGM or the authorized employee and IR or Corporate Communications departments are informed per this procedure. Methods and means used as part of this policy are indicated below:

- All announcements (Special Case Announcements, Financial Reports, and other announcements) which are publicized as part of Capital Market Board and Istanbul Stock Exchange regulations are made through the Platform for Public Disclosure (KAP).

- Annual and three-month interim reports
- Corporate internet site (www.fordotosan.com.tr)
- Oral statements made in group or individual meetings with analysts and investors, telephone calls
- Press bulletins
- Media interviews and press conference arrangements
- Advertisements and announcement in the Turkish Trade Registry Gazette and, if needed, in daily newspapers.
- Registration statement, circular, announcement texts and other documents prepared in accordance with Capital Market Board regulations.

4. Policies on special case announcements

4.1 Responsibility

Once a decision is made that information is material and will not be the subject of a confidential filing, it must be disclosed and broadly disseminated to the public. When the regulations require to do so, Ford Otosan makes announcements to public through the Platform of Public Disclosure (KAP). Material non-public information shall not be selectively disclosed to members of the investment community. This is performed in compliance with the regulations of Platform for Public Disclosure. Company CFO is responsible to fulfill this liability.

4.2 List of individuals with administrative responsibility

Members of Ford Otosan management and audit organs; individuals who are directly or indirectly in a position to have consistent access to insider information on company and who, at the same time, have the authority to make administrative decisions on company's future development and commercial objectives are on the list of individuals with administrative responsibility. Up-to-date information on these individuals is maintained by the company.

4.3 Procedure to be followed in the case of press news

Tracking mechanism

Ford Otosan monitors all the news about the company on national press and media through the contracted domestic media monitoring agency. Corporate Communications department reports the relevant coverage to company's senior management and IR department every morning. In addition, the news on the company in the subscribed broadcast channel is monitored.

Performing the liability to validate

In the case of news or rumors appearing in public or the press about Ford Otosan, which are not sourced by persons who are authorized to represent the company, that may potentially affect the investment decisions or the price of the capital market instruments, an announcement is made as to whether this information is correct or sufficient. If the news does not have significance in terms of insider information, in principle no announcement is issued.

Unfounded news and rumors

In principle, Ford Otosan does not comment on news that clearly appear not to be sourced from the company or that clearly appear to be gossip, rumor and unfounded. However, if deemed necessary for protecting the interest of the company and the shareholders; or by the demand of the Capital Market Board, ISE or another official institution, Ford Otosan may decide to comment on such unfounded news.

News pertaining to information whose announcement is postponed

In principle, if there is unfounded news appearing on the media on information, the announcement of which is postponed to protect the lawful interests of Ford Otosan, the company remains silent. However, the company may decide to make an announcement if deemed necessary to protect the interest of the company and the investors. Despite all measures that have been taken to protect the confidentiality of the subject information, if the news about the postponed announcement is accurate, in order to protect the interest of the investors, the postponement might be maintained. In the postponement stage, no further comments are made and no statements are issued that contradict the information. It may be expressed that no information will be provided on the process and that the public will be informed when the developments are clarified.

4.4 Measures to protect insider information until public announcement

Ford Otosan employees who are in a position to have insider information are liable to protect insider information between the time when the information subject to a material disclosure develops until it is announced in KAP. As a general principle, Ford Otosan and the persons who work in the name and on account of the company cannot, by any means, share information that is not publicly available and that may qualify for a material disclosure, with the third parties. If it is determined that insider information has unintentionally been shared by these people with the third parties, and if it is concluded that the confidentiality of the information cannot be protected, within the scope of Capital Market legislation, then a material disclosure is made immediately. For the incidents which are not subject to special case announcement yet but could be in the future, the persons in contact are warned for protecting the confidentiality of such information. If the public disclosure of such information is postponed, a list is drawn up including the names of the persons who have access to the subject information at the time of postponement and the "List of Individuals Who Have Access to Insider Information" is updated accordingly. A "confidentiality agreement" is made before starting to work with the persons who have the information other than working in the name and on account of Ford Otosan.

5. Public disclosure of financial statements

Ford Otosan's financial statements are prepared in accordance with International Financial Reporting Standards within the scope of Capital Market Board regulations and, if deemed necessary, financial statements are independently audited and publicly announced. Financial statements and footnotes, after being approved by the Audit Committee and Board of Directors, are sent to the KAP with other requested documents. The financial statements and footnotes, published through the KAP, are available on the company's web site the same day.

6. Annual report

The content of the annual report are prepared, in accordance with the international standards, Capital Market Board regulations and Capital Market Board Corporate Governance Principles, under the supervision of the IR department and is then subjected to the approval of the Board of Directors. Annual report is publicly disclosed on the website. The hard copies are also provided to shareholder, institutions and people who demand it. Quarterly interim activity reports are also disclosed to the public through KAP and submitted to the investors' information on the company website.

7. Corporate website

Ford Otosan aims to use the corporate website (www.fordotosan.com.tr) as the most efficient way of informing tool. The content of the website is prepared in a way to provide various information that all stakeholders will find useful. Information and documents, which are intended for the field of interest of stakeholders and investors, are gathered as a separate section under "Investor Relations". Amongst these documents; there are annual reports, financial statements and footnotes, quarterly results announcements, investor presentations, special case explanations, general assembly documents and so on. Press bulletins are disclosed on the website right after they are published by news agencies, and other documents and presentations are disclosed as soon as possible after they are available.

8. Forward-looking information

Ford Otosan may provide sufficient forward-looking information to the investing public to enable reasoned evaluations of the company and its future performance prospects. Such information could include forecasts of volumes, expenses, capital expenditures and new projects that will be reasonably consistent with the information that is disseminated through internal forecasts or budget.

9. Announcements pertaining to the exercise of shareholder rights

Within the scope of Capital Markets regulations, shareholders are provided information about the general assembly meetings, capital increases, dividend payments, mergers and split-offs through the use of prospectus and announcements. The main subject and documents related to the General Assembly are; Independent Audit Report and Financial Statements, Annual Report, Auditor's Report, Dividend Distribution Table and policy and, if deemed necessary, amendment proposals to the Article of Incorporation. In addition, the subject documents are published on Ford Otosan's website to facilitate easy access to the investors.