

MATERIAL DISCLOSURE

Company Name : FORD OTOMOTİV SANAYİ A.Ş.
Address : Denizevler Mahallesi Ali Uçar Caddesi No:53 Gölcük / KOCAELİ
Phone – Fax : 0262 315 50 00 – 0262 315 69 56
Phone – Fax of Investor Relations Dept. : 0262 315 69 77 – 0262 315 69 76
Date : 25 February 2013
Subject : Board of Directors' Invitation to the Ordinary General Assembly of
Shareholders

To İstanbul Stock Exchange Chairmanship

Material Disclosure : Board of Directors' Invitation to the Ordinary General Assembly of Shareholders

Following decisions have been made in the Board of Directors' Meeting held on February 25th, 2013;

It is resolved: to invite the General Assembly for its ordinary meeting for year 2012, on March 21, 2013 Thursday at 11:00 to review and resolve the agenda specified below at Divan İstanbul Elmadağ Hotel located at ("Asker Ocağı Caddesi No:1 34367 Şişli / İstanbul (Tel: +90 212 315 55 00, Faks: +90 212 315 55 15)"); to duly perform the invitation procedures; to announce the invitations at Turkish Trade Registry Gazette, at the Turkish editions of a newspaper published nationwide, at the internet address of the Company of www.fordotosan.com.tr, E-Governance, Electronic General Assembly System and at the Public Disclosure Platform; and to this extent the following to be prepared and submitted to the Board of Directors for their review and discussion;

- 1.Balance Sheet and Income Statement of year 2012 that will be submitted to the General Assembly,
- 2.Board of Directors' Report of year 2012 that will be submitted to the General Assembly,
- 3.Annual Report of year 2012 that will be submitted to the General Assembly,
- 4.Corporate Governance Compliance Report of year 2012 that will be submitted to the General Assembly,
- 5.The Profit Distribution Proposal of the Board of Directors for year 2012, that will be submitted to the General Assembly,
- 6.Internal Directive of the General Assembly;
- 7.Annotations for the Agenda items of the General Assembly;

and the Board of Directors' Report, Corporate Governance Compliance Report, Balance Sheet and Income Statement, Statutory Auditor's Report, Report of the Independent Audit Firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited), Board of Directors' Profit Distribution Proposal and the annotations for the agenda items necessary for compliance to Corporate Governance Principles, to be made available for review of the shareholders at the Company headquarters and the company internet address, and also announced at the Public Disclosure Platform, E-Governance and Electronic General Assembly System, 21 days before the General Assembly meeting date.

We affirm that the disclosure above is in accordance with the provisions of the Capital Market Board communiqué Serial: VIII No:54, it reflects all the information we collect about the subject, and this information is consistent with our records and documents. We spend utmost efforts in order to obtain complete and correct information about the subject and claim full responsibility for these disclosures.

FORD OTOMOTİV SANAYİ A.Ş.

Bülent Erol TAŞ
Management and General Accounting Manager
Phone: 0262 315 69 11

Oğuz TOPRAKOĞLU
Assistant General Manager-CFO
Phone: 0262 315 69 00

**AGENDA OF FORD OTOMOTİV SANAYİ A.Ş. ORDINARY GENERAL ASSEMBLY
DATED MARCH 21, 2013:**

1. Opening and election of Chairmanship Panel,
2. Reading, discussion and approval of the Annual Report of year 2012 prepared by the Board of Directors,
3. Reading of the Statutory Auditor's Report and summary report of the Independent Audit Firm of 2012 Fiscal Period,
4. Reading, discussion and approval of the Financial Statements of 2012 Fiscal Period,
5. Release of the members of the Board of Directors and Statutory Auditors separately for year 2012 activities,
6. Giving information to the shareholders regarding the Company's "Profit Distribution Policy" for 2012 and the following years, in accordance with the regulations of the Capital Markets Board,
7. Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2012 and the distribution date,
8. Determination of the number and the term of duty of the members of the Board of Directors and election of the members base on the determined number, election of the Independent Board Members,
9. As per the 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,
10. Determination of the monthly gross fees to be paid to the members of the Board of Directors.
11. As per the regulations of the Turkish Commercial Code and Capital Markets Board, approval of the Board of Directors' election for the Independent Audit Firm,
12. Approval, or approval with amendments or refusal of the Board of Directors' proposal for "Internal Directive of the General Assembly" which includes principles and procedures for the conduct of the General Assembly,
13. Giving information to the shareholders regarding the transactions made with related parties in 2012, in the context of the regulations of the Capital Markets Board,
14. Giving information to the shareholders regarding the Company's "Disclosure Policy", in accordance with the regulations of the Capital Markets Board,
15. Giving information to the shareholders regarding the donations and contributions made by the Company to the foundations and societies for social charity purposes in 2012, in accordance with the regulations of the Capital Markets Board and determination of a upper limit for donations to be made in 2013,

16. Under Articles 395 and 396 of Turkish Commercial Code and the regulations of the Capital Markets Board, authorizing: shareholders with management control, members of the Board of Directors who are also a shareholder, senior executives and their spouses and relatives related by blood or affinity up to the third degree, to enter into transactions with the company or its subsidiaries, which may cause a conflict of interest; to compete; to enter into transactions with the company on their own or third parties' behalf; to conduct the activities within the fields of business of the Company on their own or third parties' behalf; and to participate in other companies engaged in the same fields of business of the Company as a partner with unlimited liability; and to do other transactions; and also informing the shareholders regarding the transactions made in this extent in 2012 pursuant to the Corporate Governance Principles.
17. Authorization of the Chairmanship Panel to sign the meeting minutes of the General Assembly of Shareholders on behalf of the shareholders,
18. Wishes and opinions.