

**MINUTES OF
THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
FORD OTOMOTİV SANAYİ A.Ş.
HELD ON 31ST OCTOBER 2014**

Extraordinary General Assembly Meeting of Ford Otomotiv Sanayi Anonim Şirketi has been held on 31st October 2014 at 10.00 at the address of "Akpınar mahallesi Hasan Basri caddesi No:2 Sancaktepe/İstanbul" (Tel: +90 216 564 71 00, Fax:+90 216 564 73 85) under surveillance of the Representative of Ministry Mr.Mehmet Ali Köse, appointed by the letter of the Republic of Turkey Ministry of Customs and Commerce İstanbul Provincial Commerce Directorate dated 30.10.2014 and no.24186.

Invitation to the meeting, as set forth in the Law and the Articles of Incorporation and in a manner to cover the agenda also, has been announced on the issues of Turkish Trade Registry Gazette dated 09.10.2014 and no.8669 and on the website at www.fordotosan.com.tr and on the e-Company portal of the Central Registry Agency and Electronic General Assembly system of the Central Registry Agency 21 days before the meeting in required period.

Upon examination of the list of participants, it is determined that among 35,091,000,000 shares corresponding to the total share capital of the Company in the amount of TL 350,910,000; 32,205,306,771 shares corresponding to a capital amount of TL 322,053,067.71 are represented by proxy, in total 32,205,306,771 shares represented and thereby the meeting quorum required in the law and the Articles of Incorporation is present. It is explained by Mr.Haydar Yenigün, member of the Board of Directors of our Company, that 3,405,899,402 shares which are included in said total number of shares, are represented by Depositing Representatives according to article 431 of the Turkish Commercial Code and article 24 of the Regulation Relating to Joint Stock Companies, published on the Official Gazette dated 28th November 2012 and issue no.28481.

According to subparagraphs five and six of article 1527 of the Turkish Commercial Code, it is determined that the Company completed electronic general assembly preparations in accordance with legal regulations. By Mr.Haydar Yenigün, member of the Board of Directors, Mr.Özgür Menkü who holds "Central Registry Agency Electronic General Assembly System Specialist Certificate" has been appointed to use the electronic general assembly system and the meeting is opened physically and in electronic environment at the same time and it is started to discuss the agenda.

Mr.Haydar Yenigün, member of the Board of Directors, made explanations regarding the way of voting. As set forth in the Law and in Articles of Incorporation, it is indicated that, provided that the regulations relating to electronic counting of votes are reserved, shareholders physically present in the meeting hall must vote openly and by hand raising and the shareholders who shall cast a rejection vote must verbally declare their rejection votes.

As a result of discussions made according to the agenda, below decisions are taken.

- 1) According to article 1 of the agenda, election of the chairing committee in charge of chairing the Ordinary General Assembly, is started. Mr.Ahmet Serdar Kayhan, representative of Vehbi Koç Foundation which is a shareholder of the Company, declared his proposal for Chairmanship of the Meeting. Mr.Haydar Yenigün is elected as the Chairman of the General Assembly Meeting by unanimity with acceptance votes corresponding to TL 322,053,067.71.

The Chairman of the General Assembly Meeting is stated that he is assigned Mr.William Richard Periam and Mr.Bülent Erol Taş as the vote collectors and Mr.İsmail Oğuz Toprakoğlu as the clerk in charge of writing minutes of the meeting.

The Chairman of the General Assembly Meeting is stated that the Articles of Incorporation, share register, Board of Directors Annual Report, Audit Report, Financial Tables, General Assembly attendee list which is prepared by the Board of Directors, nominee declarations of the nominees who can not attend the meeting in person and the other meeting documents are presented at the meeting place.

The Chairman of the General Assembly Meeting is also stated that Board members Mr.Haydar Yenigün and Mr.Willam Richard Periam attend the meeting and Mr.Mehmet Çengel also attend in order to represent of the independent audit firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

2) The Board of Directors' proposal on distributing dividend in 2014 from the extraordinary reserves of the Company and determining the distribution date and place is discussed, and;

- a) As per the relevant tax legislation TL 175,455,000 to be paid to shareholders from extraordinary reserves as cash dividend, and TL 17,545,500 to be allocated as second rank legal reserve as fully covered from the extraordinary reserves in accordance with Article 519 of the Turkish Commercial Code. In accordance with the financial statements prepared within the framework of Capital Markets Board regulations, total amount of TL 175,455,000 to be paid as cash dividend and TL 17,545,500 second rank legal reserve to be covered from extraordinary reserves,
- b) According to the calculations made in accordance with the tax regulations, TL 175,455,000 TL dividend to be paid by assuming each share with a nominal value of TL 1 is paid gross Kr. 50,00 and net Kr. 42,50,
- c) The dividend distribution to be made in accordance with the dematerialization regulations of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency Corporation) starting from 4 November 2014,

accepted unanimously with acceptance votes corresponding to TL 322,053,067.71.

3) Shareholders' opinions are listened on Wishes item.

As there is no other issue remained on the agenda to be discussed, it is declared by the Chairman that the meeting is ended and the meeting is closed thereby.

These minutes of the meeting is issued and signed at the place where the meeting is held, following the meeting.

31st October 2014

(signature)
Chairman of the Meeting
HAYDAR YENİGÜN

Representative of
Ministry
MEHMET ALİ KÖSE
(signature)

(signature)
Vote Collecting Officer
WILLIAM RICHARD PERIAM

(signature)
Vote Collecting Officer
BÜLENT EROL TAŞ

Clerk in charge of
writing minutes of the
meeting
İSMAİL OĞUZ
TOPRAKOĞLU
(signature)