

**FORD OTOMOTİV SANAYİ A.Ş.**  
**BOARD OF DIRECTORS' INVITATION TO THE ORDINARY GENERAL ASSEMBLY**  
**MEETING OF SHAREHOLDERS DATED MARCH 23, 2015**

Ordinary General Assembly Meeting for the year 2014 will be held on March 23, 2015 Monday at 15:00 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)")

Financial Statements for the year 2014, Independent Audit Report, Profit Distribution Proposal, Annual Report containing Corporate Governance Principles Compliance Report and the Informative Document containing the necessary explanations for the agenda articles with compliance to the Capital Markets Board regulations will be made available for review of shareholders at the headquarters address of the Company, Company's internet site of [www.fordotosan.com.tr](http://www.fordotosan.com.tr) and Electronic General Assembly System for a period of 21 days prior to the General Assembly Meeting date.

**AGENDA OF FORD OTOMOTİV SANAYİ A.Ş. ORDINARY GENERAL ASSEMBLY DATED MARCH 23, 2015:**

1. Opening and election of Chairmanship Panel,
2. Reading, discussion and approval of the Annual Report of year 2014 prepared by the Board of Directors,
3. Reading of the summary report of the Independent Audit Firm of 2014 Fiscal Period,
4. Reading, discussion and approval of the Financial Statements of 2014 Fiscal Period,
5. As per Article 363 of the Turkish Commercial Code, approval of the changes made in the membership of the Board of Directors in 2014,
6. Release of the members of the Board of Directors separately for year 2014 activities,
7. Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2014 and the distribution date which prepared in accordance with the Company's Profit Distribution Policy,
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 Corporate Governance Principles, informing the shareholders regarding the "Remuneration Policy" for members of the Board of Directors and the senior executives and payments made under this policy and approval of the "Remuneration Policy" and related payments,
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. Giving information to the shareholders regarding the donations made by the Company in 2014 and determination of a upper limit for donations to be made in 2015,
13. Under Articles 395 and 396 of the Turkish Commercial Code, authorizing: shareholders with management control, members of the Board of Directors, senior executives and their spouses and relatives related by blood or affinity up to the second degree; and also informing the shareholders regarding the transactions made in this extent in 2014 pursuant to the Capital Markets Board's Communiqué on Corporate Governance,
14. Wishes and opinions.