

## MATERIAL DISCLOSURE

Company Name : FORD OTOMOTİV SANAYİ A.Ş.  
Address : İzmit Gölçük Yolu 14. Km İhsaniye-Gölçük / KOCAELİ  
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Date : 24 Şubat 2012  
Subject : Dividend Distribution Proposal for the year 2011

### To Istanbul Stock Exchange Chairmanship

#### Special Case Announcement : Dividend Distribution Proposal for the year 2011

The financial statements prepared by the Company management in accordance with the Capital Markets Board (CMB) Communiqué Series XI, No.29 regarding the “Principles For Financial Reporting in the Capital Market”; the Balance Sheet and Income Statement of the year 2011 audited by the Statutory Auditors, Company Audit Committee and the Independent Auditing Company Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited); the Dividend Distribution proposal of the year 2011; the drafts of the Board of Directors’ Annual Report, Corporate Governance Principles Compliance Report, Report on Related Party Transactions for 2011 and Remuneration Policy for the Board of Directors and Senior Executives have been reviewed and the following have been decided:

- a. To present the attached Balance Sheet issued as of December 31, 2011, which has an assets and liabilities total of TL 4.421.459.669, to the General Assembly’s approval,
- b. To present the attached Income Statement for the year 2011, which shows TL 800.072.719 profit before tax to the General Assembly’s approval,
- c. To inform the General Assembly regarding the donations of the Company in the amount of TL 18.315.200 made in 2011 for social aid purposes to the foundations and associations that are granted tax exemption,
- d. As per the attached Profit Distribution Proposal, to propose to the General Assembly to distribute from 2011 profit, after deducting the legal obligations, total of TL 350.910.000 gross dividend that is 1 TL Gross dividend (95,0976 Kr. Net as explained in the memo of the Profit Distribution Proposal) for each share with the nominal value of 1 TL, in the ratio of 100% Gross (95,0976% Net) per share, and to determine the dividend distribution date as April 2, 2012,

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.

**Devrim Kılıçoğlu**  
Finance ve Accounting Director  
Phone: 0262 315 69 05

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

## DIVIDEND DISTRIBUTION PROPOSAL FOR THE YEAR 2011

According to our financial statements for the accounting period 01.01.2011 - 31.12.2011 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.Ş. (a member firm of Ernst & Young Global Limited), a net income of TL 662,088,726 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 2, 2012 according to the General Assembly Resolution.

<b>Ford Otomotiv Sanayi A.Ş. 2011 Dividend Distribution Proposal Table (TL)</b>			
<b>1. Paid-in/Issued Capital</b>			<b>350,910,000</b>
<b>2. Total Legal Reserves (According to Tax Book)</b>			<b>370,294,119</b>
<b>If there is dividend privilege in the Articles of Association, information regarding this privilege</b>			<b>-</b>
		According to CMB	According to Tax Book
<b>3.</b>	<b>Income for the Period</b>	<b>800,072,719</b>	<b>800,907,737</b>
<b>4.</b>	<b>Taxes Payable ( - )</b>	(137,983,993)	(168,782,079)
<b>5.</b>	<b>Net Income for the Period ( = )</b>	<b>662,088,726</b>	<b>632,125,658</b>
<b>6.</b>	<b>Retained Losses ( - )</b>	-	-
<b>7.</b>	<b>First Series of Legal Reserves ( - )</b>	0	0
<b>8.</b>	<b>Distributable Net Income for the Period ( = )</b>	<b>662,088,726</b>	<b>632,125,658</b>
<b>9.</b>	<b>Donations within the year ( + )</b>	18,315,200	
<b>10.</b>	<b>Distributable Net Income for the Period including Donations to Calculate First Dividend</b>	<b>680,403,926</b>	
<b>11.</b>	<b>First Dividend to the Shareholders</b>	<b>136,080,785</b>	
	- Cash	136,080,785	
	- Bonus		
	- Total	136,080,785	
<b>12.</b>	<b>Dividend Distribution to Shareholder with Privileged Shares</b>	0	
<b>13.</b>	<b>Dividend Distribution to Board of Directors, employees etc.</b>	0	
<b>14.</b>	<b>Dividend Distribution to Redeemed Shareholders</b>	0	
<b>15.</b>	<b>Second Dividend to Shareholders</b>	214,829,215	
<b>16.</b>	<b>Second Series of Legal Reserves</b>	33,336,450	
<b>17.</b>	<b>Statutory Reserves</b>	0	0
<b>18.</b>	<b>Special Reserves</b>	0	0
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	<b>277,842,276</b>	<b>247,879,208</b>
<b>20.</b>	<b>Other Reserves Distributable</b>		
	- Retained Earnings		
	- Extraordinary Reserves		
	- Other Reserves Distributable per Law and Articles of Association		

<b>Information About the Ratio of Distributed Dividend</b> (in terms of privileged-nonprivileged share)				
<b>DIVIDEND INFORMATION PER SHARE</b>				
	<b>GROUP</b>	<b>TOTAL DIVIDEND (TL)</b>	<b>DIVIDEND FOR EACH SHARE WITH THE NOMINAL VALUE OF TL 1</b>	
			<b>AMOUNT (TL)</b>	<b>RATIO (%)</b>
<b>GROSS</b>	A	2,793,170	1.000000	100.0000
	A	69,603,721	1.000000	100.0000
	B	134,516,072	1.000000	100.0000
	C	143,997,037	1.000000	100.0000
	<b><u>TOTAL</u></b>	<b>350,910,000</b>		
<b>NET</b>	A	2,793,170	1.000000	100.0000
	A	66,191,468	0.950976	95.0976
	B	134,516,072	1.000000	100.0000
	C	136,937,726	0.950976	95.0976
	<b><u>TOTAL</u></b>	<b>340,438,436</b>		
<b>THE RATIO OF THE DISTRIBUTED DIVIDEND TO DISTRIBUTABLE NET INCOME FOR THE PERIOD INCLUDING DONATIONS</b>				
<b>DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)</b>		<b>THE RATIO OF THE DISTRIBUTED DIVIDEND TO DISTRIBUTABLE NET INCOME FOR THE PERIOD INCLUDING DONATIONS (%)</b>		
<b>350,910,000</b>		<b>51.57</b>		

- 1) There is no Privileged Share Group in Income .
- 2) Since TL 236,223,319 of the 2011 net income is subject to investment incentive withholding tax, it was considered as exceptional revenue and thus not included in the calculation of the dividend withholding tax.
- 3) 0% withholding tax rate is applied to dividend of TL 2,793,170 allocated to Koç Holding A.Ş., 15% withholding tax rate is applied to dividend of TL 6,687,795 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 62,915,926 assuming that all the shares belong to individual shareholders within A Group.
- 4) 0% withholding tax rate has been applied for B Group in calculating the net dividend amount as all the shares belong to legal corporations.
- 5) 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.
- 6) The provision restricting the investment incentive allowance to 25% of earnings, added to Income Tax Law's temporary 69th article with Law No: 6009, has been revoked by Constitutional Court's decision dated 09.02.2012. Enforcement of the provision was stopped until the day of the decision will be published in the Official Gazette and these are announced on the Court's website on 17.02.2012. Constitutional Court's decision on suspension of execution has been published in the Official Gazette No. 28208 dated 18.02.2012. In accordance with the decision of Constitutional Court, our dividend distribution proposal was prepared by assuming all of the current investment incentive allowance will be used in the calculation of the tax base. Financial authority has not made any regulations on the subject yet but, according to the attitude of Finance Authority, the dividend withholding tax and the net dividend payment may subject to a change.