

**MINUTES OF
THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
FORD OTOMOTİV SANAYİ A.Ş.
HELD ON 28th June 2013**

Extraordinary General Assembly Meeting of Ford Otomotiv Sanayi Anonim Şirketi has been held on 28th June 2013 at 15.00 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 27.06.2012 and no.21258.

Invitation to the meeting, as set forth in the Law and the Articles of Association and in a manner to cover the agenda also, has been announced on the issues of Turkish Trade Registry Gazette dated 06.06.2013 and no.8336 and Hürriyet Daily Newspaper dated 07.06.2013 and no.23698 and on the website at www.fordotosan.com.tr and the date and agenda of the meeting have been announced thereby and the meeting has been made in legally 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; 31,277,066,011 shares corresponding to a capital amount of TL 312,770,660.11 are represented by proxy and totally, 31,277,066,011 shares are represented in the meeting and thereby the meeting quorum required in the law and the Articles of Association is present. It is explained by Mr.Haydar Yenigün, member of the Board of Directors of our Company, that 2,165,682,160 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.Hasan Cem Yalçınkaya 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. it is indicated that in Articles of Incorporation, 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 Extraordinary 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, Mr.Grant Edward Belanger and Mr.Bülent Erol Taş are elected as the vote collectors and Mr.İsmail Oğuz Toprakoğlu is elected as the clerk in charge of writing minutes of the meeting, by majority of votes with acceptance votes corresponding to TL 312,463,231.11 and rejection votes corresponding to TL 307,429.

2) According to article 2 of the agenda amendment on Articles of Incorporation negotiations are started. According to Capital Market Board's 25.06.2013 dated and 29833736-110.03.02-2036 numbered permission, and Turkish Customs and Trade Ministry's Directorate General of Domestic Trade's 27.06.2013 dated and 67300147/431.02-18772-815861-7384-5170 numbered permission, excluding company's Articles of Incorporation's the 'Establishment' headed article 1 , all articles between 2 and 22 (including articles 2 and 22) amended as attached and cancellation of the articles; 23, 24, 25, 26, 27, 28, 29, 30, 31, temporary article 1, temporary article 2 are accepted by majority of votes with acceptance votes corresponding to TL 312,463,231.11 and rejection votes corresponding to TL 307,429.

3) Opinions of the shareholders are listened on wishes article.

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

28th June 2013

(signature)
Chairman of the Meeting
HAYDAR YENİGÜN

Representative of the Republic of Turkey
Ministry of Customs and Commerce
MEHMET ALİ KÖSE
(signature)

(signature)
Vote Collecting Officer
GRANT EDWARD BELANGER

(signature)
Vote Collecting Officer
BÜLENT EROL TAŞ

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