

**FORD OTOMOTİV SANAYİ A.Ş.**

**ATTACHMENT OF BOARD OF DIRECTORS' RESOLUTION 2017 / 07**

**FORD OTOMOTİV SANAYİ A.Ş.**  
**REPORT ON ASSOCIATED PARTY TRANSACTIONS WHICH**  
**WERE PERFORMED IN 2016 AND PROJECTED**  
**TO BE PERFORMED IN 2017**

**General Information**

This report is created as per Article 10 of Communiqué Vol: II. 17.1 (Communiqué). Article 10 of Communiqué Vol: II. 17.1 requires that, the Board of Directors of the Company should create a report which includes the total amount of continuous transactions between the company quoted on Borsa Istanbul and the affiliated parties, in which

- a) the rate of purchases to cost of sales based on the final annual financial statements in purchasing transactions,
- b) the rate of sales to revenues based on the final annual financial statements in sales transactions

exceeds 10% and this report including the market comparisons for such transactions should be announced via KAP.

The purpose of this report is to disclose the terms of projected transactions in 2017 between Ford Otomotiv Sanayi A.Ş. (Company) and the associated parties as defined by Turkish Accounting Standards Article 24 (TAS 24) within the scope of CMB regulations to the extent that they are not commercial secrets and show that any such transaction does not have a negative effect on the Company as compared to the market conditions.

Detailed information is provided on transactions between Ford Otomotiv Sanayi A.Ş. (Company) and the associated parties in 2016 in footnote 26 of publicly-disclosed financial tables for 2016 activities and this report only evaluates vehicle, production part, spare part, licence, service and fixed asset purchases from Ford Motor Company and vehicle and spare part sales to Otokoç Otomotiv Ticaret ve Sanayi A.Ş. which exceed 10% as compared to market conditions.

It is estimated that the transactions of same qualifications will exceed the 10% limit as specified by the Communiqué in 2017 and the transactions will be performed based on the principles explained in this report.

## Information on Ford Otomotiv Sanayi A.Ş.

Ford Otomotiv Sanayi A.Ş. is incorporated and domiciled in Turkey and manufactures, assembles and sells motor vehicles, primarily commercial vehicles, imports and sells passenger cars and manufactures and imports and sells spare parts of those vehicles.

The Company was established in 1959 and presently operates as a joint venture within the scope of the agreement signed in 1997 between Ford Motor Company and the Koç Group of Companies. Ford Otomotiv Sanayi A.Ş. is listed on the Borsa Istanbul ("BIST") where 17.89% of its shares are currently quoted.

The capital of the company is 350.910.000 TL and the table on the shareholding structure is as follows.

Shareholding Structure	Share Group	Amount of Share (TL)	Percentage of Share (%)	Vote	Percentage of Vote (%)
Koç Holding A.Ş.	B	134.953.357	38,46%	13.495.335.714	38,46%
Temel Ticaret ve Yatırım A.Ş.	B	2.355.885	0,67%	235.588.500	0,67%
Vehbi Koç Foundation	A	3.558.449	1,01%	355.844.870	1,01%
Koç Holding Pension and Assistance Foundation	A	3.259.202	0,93%	325.920.232	0,93%
Ford Motor Company	C	143.997.037	41,04%	14.399.703.676	41,04%
Publicly Held	A	62.786.070	17,89%	6.278.607.009	17,89%
<b>Total</b>		<b>350.910.000</b>	<b>100,00%</b>	<b>35.091.000.000</b>	<b>100,00%</b>

Our company's financial summary data for 2014,2015 and 2016 are listed below.

	31.12.2014	31.12.2015	31.12.2016
Total Assets	7.235.392.795	8.428.212.158	9.286.152.113
Equity	2.754.181.696	3.059.855.348	3.163.619.311

	01.01.2014-31.12.2014	01.01.2015-31.12.2015	01.01.2016-31.12.2016
Revenue	11.924.836.507	16.746.396.740	18.289.107.267
Cost of Sales	10.794.249.532	14.886.511.502	16.203.045.254
Net Income	594.856.111	841.910.674	955.307.659

## **Information on Ford Motor Company**

Established in 1903 by Henry Ford, Ford Motor Company is one of the undisputed leaders and best-selling brands of the global automotive sector based in Dearborn, Michigan. The company manufactures and distributes automobiles across six continents and employs approximately 187.000 personnel in 62 centers worldwide.

Ford Motor Company's operations are mainly divided into two segments Automotive and Financial Services. Automotive operations are based on Ford America, Ford of Europe, Ford Asia – Pacific, Ford Middle East and Africa sub units. In addition the company provides vehicle financing insurance and leasing services through the Ford Motor Credit Company.

The company's automotive brands are Ford and Lincoln, and operating with about 12 thousand dealers all over the world. The company has sold about 6.7 million vehicles worldwide in 2016 and achieved a turnover of 152 billion USD. The Company generated a total of 10.4 USD billion pre-tax profit as a result of operations in 2016.

The company's shares are traded in the United States New York Stock Exchange.

## **Information on Otokoç Otomotiv Ticaret ve Sanayi A.Ş.**

Otokoç, the first automotive industry investment of Koç Holding, founded by the deceased Vehbi Koç in 1928.

The company operates in retail, fleet and 2nd hand sales and also provides maintenance services, short- and long-term vehicle leasing services with 5 different brands as Avis, Budget, Otokoç, Birmot and Zipcar in 6 countries with approximately 2.300 employees.

Otokoç Otomotiv Ticaret ve Sanayi A.Ş. is the authorized dealer and service of the Company and purchases vehicles and spare parts from the company within the scope of a dealership agreement.

Otokoç Otomotiv Ticaret ve Sanayi A.Ş. is not publicly traded.

## Information on Terms of the Transactions with Associated Parties and Comparisons with Market Conditions

Our companies' purchases exceeding %10 from 01.01.2016 to 31.12.2016 is from Ford Motor Company and sales exceeding %10 is to Ford Motor Company and Otokoç Otomotiv Ticaret ve Sanayi A.Ş. The table listing the sales/purchases is as follows.

Information on Transactions Exceeding 10%			
Associated Person (Name/Title)	Amount of Transaction (TL)	Type of Transaction	Pricing/Profit Distribution Method
Ford Motor Company	1.479.492.300	Purchase of Vehicles	Resale Pricing Method
Ford Motor Company	311.208.703	Spare Part Purchase	Net Profit Margin based on Processing
Ford Motor Company	5.722.486.635	Purchase of Manufacturing Materials	Net Profit Margin based on Processing
Ford Motor Company	223.564.159	Service Purchase	Cost Plus Method
Ford Motor Company	128.112.469	License	Comparable Price Method
<b>Total Purchases</b>	<b>7.864.864.266</b>		
Ford Motor Company	11.111.308.838	Vehicle Sales	Cost Plus Method
Ford Motor Company	63.623.906	Spare Part Sales	Cost Plus Method
Ford Motor Company	548.271.044	Sale of Manufacturing Materials	Cost Plus Method
Ford Motor Company	371.180.181	Service Sales	Cost Plus Method
Ford Motor Company	12.401.304	License	Comparable Price Method
<b>Total Sales</b>	<b>12.106.785.273</b>		
Otokoç Oto.Tic.San.A.Ş.	1.815.085.798	Vehicle Sales	Comparable Price Method
Otokoç Oto.Tic.San.A.Ş.	124.105.846	Spare Part Sales	Comparable Price Method
<b>Total Sales</b>	<b>1.939.191.644</b>		

### Transactions with Ford Motor Company

In 2016 our company purchased vehicles, spare parts, materials used directly for manufacturing and services at a total amount of 7.864.864.266 TL and made a net sales of 12.106.785.273 TL to Ford Motor Company.

The Company's manufacturing cooperation with the associated party is based on the "2003 Turkish Distributor Agreement" dated 30 June 2003. According to this agreement, our company is the sole distributor of Ford brand vehicles in Turkey.

In 2016 our company has made the purchase of vehicles in the following units:

**2016 VEHICLE IMPORTS**

<b>MODEL</b>	<b>UNIT</b>
Focus	21.546
Fiesta	8.213
Connect	2.807
Ranger	2.419
Mondeo	1.490
Kuga	696
Cmax	639
Bmax	246
Mustang	73
Edge	64
Galaxy	23
Smax	21
Navigator	3
Flex	1
<b>TOTAL</b>	<b>38.241</b>

Our company's purchase production material purchases are based on "The V36x Contract Manufacturing and Supply Agreement" dated 14 August 2008 and "The B460 Development, Manufacturing and Supply Agreement" dated 1 December 2011.

Our company's purchase of spare parts are based on "Agreement for the Supply of Service Parts" dated 10 July 2014.

Our Company is paying license fee to Ford Motor Company for the net sales of light and medium commercial vehicles ( Transit Custom, Transit Courier and Transit Series ) produced and distributed in Turkish market based on "1997 Technology And Manufacturing License Agreement" dated 1 January 1998 and " The B460 Development, Manufacturing and Supply Agreement" dated 1 December 2011.

Our company's vehicle sales to Ford Motor Company covers Transit, Transit Custom and Transit Courier models.

Our Company's Transit model Sales are based on "The V36x Contract Manufacturing and Supply Agreement" dated 14 August 2008 and " Agreement for the Supply of Components"

dated 30 September 2011. In 2016, our company has sold 92.989 Transit vehicles to Ford Motor Company.

Our Company's Transit Custom Sales are based on "The V36x Contract Manufacturing and Supply Agreement" dated 14 August 2008 and "Agreement for the Supply of Components" dated 30 September 2011. In 2016 129.766 Transit Custom vehicles has been sold to Ford motor Company.

Our Company's Transit Courier Sales are based on "The B460 Development, Manufacturing and Supply Agreement" dated 1 December. 32.995 Transit Courier vehicles has been sold to Ford Motor Company in 2015.

Our company is selling Transit vehicle manufacturing materials to Ford North America locations based on "V363N Program Component Supply Agreement" dated 10 December 2012. Also Cargo truck manufacturing materials to Ford Brazil has been sold based on "H534 Program Component Supply Agreement" dated 3 August 2010.

Our company's spare part sales to Ford Motor Company are based on the Agreement for the Supply of Service Parts" dated 10 July 2014.

Our company's service sales to Ford Motor Company consists mainly of engineering services. Research and development operations which are also subject to service export is conducted with 1.250 employees in Sancaktepe R&D center and conducted with 250 employees in R&D center in Kocaeli plant and conducted 85 employees totally 1.585 employees as of December 31 2016.

These sales are based on "Engineering Services Agreement" dated on 8 April 2013.

By means of an agreement signed with Chinese JMC in 2013, Ford Otosan agreed upon the production of Ecotorq engines, the intellectual property rights of which are wholly owned by Ford Otosan to be used in JMC branded vehicles and licence fee to be paid to our company for net sales revenue of Transit model vehicles produced in China with the technology support provided by Ford Otomotiv Sanayi A.Ş. based on V348 Transit Vehicles Series Technology Licensing Contract"dated 2 July 2008.

#### Otokoç Otomotiv Ticaret ve Sanayi A.Ş. İşlemleri

Otokoç Otomotiv Ticaret ve Sanayi A.Ş. is the authorized dealer and service of the Company and purchases vehicles and spare parts from the company within the scope of a dealership agreement.

Our company has made total sales of 36.292 vehicles to Otokoç Otomotiv Ticaret ve Sanayi A.Ş. in 2016.

Sales prices are based on the market, inventory level, competitors and general economic conditions and they have exactly the same properties as the ones done with other dealers.

Sales are made to Otokoç Otomotiv Ticaret ve Sanayi A.Ş. and other dealers over the recommended list price.

## **Result**

It is estimated that the total amount of continuous transactions in 2017 will be exceeding 10% of the total sales / cost of sales as listed in the publicly-disclosed annual financial tables for 2016 the limit set forth by Capital Markets Board Communiqué II-17.1 the Corporate Governance, this report explains the terms, pricing methods and reasons for choosing such methods for the transactions with Ford Motor Company and Otokoç Otomotiv Ticaret ve Sanayi A.Ş. and evaluates the compatibility of them as per the market conditions.