

MATERIAL DISCLOSURE

Company Name : FORD OTOMOTİV SANAYİ A.Ş.
Address : İzmit Gölçük Yolu 14. Km İhsaniye-Gölçük / KOCAELİ
Phone – Fax : 0262 315 50 00 – 0262 315 69 56
Phone – Fax of Investor Relations Dept. : 0262 315 69 77 – 0262 315 69 76
Date : 24 February 2012
Subject : Invitation to Ordinary General Assembly of Shareholders

To Istanbul Stock Exchange Chairmanship

Material Disclosure : Invitation to Ordinary General Assembly Meeting

Following decisions were concluded in the Board of Directors' Meeting held on 24 February 2012:

It was resolved:

To invite the 2011 Ordinary General Assembly Meeting on March 20, 2012 Tuesday at 16:00 and the General Assembly of Privileged Group B Shareholders on March 20, 2012 at 17:00 and the General Assembly of Privileged Group C Shareholders on March 20, 2012 at 17:15 to review and resolve the agenda items provided below at “**Divan İstanbul Elmadağ** Asker Ocağı Caddesi No:1 34367 Şişli / İstanbul (Tel: +90 212 315 55 00, Fax: +90 212 315 55 15)”;

To duly perform the invitation procedures;

To issue the invitations in the Turkish Trade Registry Gazette, the Turkish editions of a nationwide newspaper and at the Company internet site www.fordotosan.com.tr;

And to submit the following to the Board of Directors for their review and discussion;

1. 2011 Balance Sheet and Income Statement that will be presented to the General Assembly,
2. 2011 Board of Directors' Report that will be presented to the General Assembly,
3. Board of Directors' Profit Distribution Proposal of the year 2011, which will be presented to the General Assembly,
4. Informative Document on the General Assembly agenda items;

and the Board of Directors' Report, Balance Sheet and Income Statement, Statutory Auditor's Report, Report of the Independent Audit Firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited), Board of Directors' Profit Distribution Proposal and the informative document for the agenda items, which are necessary for compliance to compulsory Corporate Governance Principles, to be made available for review of the shareholders at the Company headquarters and the Company internet site, and also to be announced at the Public Disclosure Platform, 21 days before the General Assembly meeting date.

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

AGENDA OF FORD OTOMOTİV SANAYİ A.Ş. ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON MARCH 20, 2012

1. Opening and election of Chairmanship Panel,
2. Reading and discussion of the Board of Directors' Report, Statutory Auditor's Report and summary report of the Independent Audit Firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member of Ernst & Young Global Limited) about 2011 activities and accounts, and approval or approval with amendments or refusal of the Board of Directors' proposal of the year 2011 Balance Sheet and Income Statement,
3. Approval of the changes in the members of the Board of Directors in accordance with Article 315 of the Turkish Commercial Code,
4. Release of the Members of the Board of Directors and the Statutory Auditors separately for 2011 activities,
5. Approval or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2011 and the distribution date,
6. Provided that the requisite approvals have been obtained from the Capital Markets Board and the Ministry of Customs and Commerce; adopting a resolution for the amendments to the Company's Articles of Incorporation, Article 8 entitled "Board of Directors", Article 9 entitled "Duties and Powers of the Board of Directors", Article 14 entitled "General Assembly" and also addition of a new Article 31 to the Company's Articles of Incorporation entitled "Compliance with Corporate Governance Principles",
7. 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,
8. Determination of the number of the Statutory Auditors and their election based on the determined number,
9. As per the Corporate Governance Principles, determination of "Remuneration Policy" for members of the Board of Directors and senior executives,
10. Determination of the monthly gross remuneration to be paid to the members and independent members of the Board of Directors and Statutory Auditors,
11. Approval of the decision of the Board of Directors upon proposal of the Audit Committee, regarding the assignment of the independent external audit firm, as

per the Communiqué on Standards on Capital Market Independent Audit, issued by the Capital Markets Board

12. Granting permission to the controlling shareholders, members of the Board of Directors, senior executives and their spouses and up to second degree blood or affinity relatives, to enter into transactions with the company or its subsidiaries, to compete, to conduct the activities within the fields of business of the Company in their own name or in the name of other persons, and to participate in other companies engaged in the same fields of business, and to do other transactions, pursuant to the Corporate Governance Principles of the Capital Markets Board and Sections 334 and 335 of the Turkish Commercial Code, and also informing the General Assembly regarding the transactions made in this extent.
13. Giving information to the General Assembly regarding the transactions made with related Parties in 2011, in the context of the regulations of the Corporate Governance Principles,
14. Giving information to the General Assembly regarding the Company's "Profit Distribution Policy" for 2012 and the following years, in accordance with the Corporate Governance Principles,
15. Giving information to the General Assembly regarding the Company's "Disclosure Policy", in accordance with the Corporate Governance Principles,
16. Giving information to the General Assembly regarding the donations and contributions made by the Company to the foundations and societies, for social charity purposes in 2011,
17. Authorization of the Chairmanship Panel to sign the meeting minutes of the General Assembly,
18. Wishes.

FORM OF PROXY

TO THE GENERAL ASSEMBLY OF FORD OTOMOTİV SANAYİ A.Ş.

I assigned as my proxy to represent me, to vote, to propose offers and to sign the necessary documents, as per the views I stated below, at the Ordinary General Assembly to be held at the address of “Asker Ocağı Caddesi No:1 34367 Şişli / İstanbul **Divan İstanbul Elmadag**” at **16:00** on Tuesday **20 March 2012**.

A. THE SCOPE OF POWER OF REPRESENTATION

- a) The Proxy is authorized to vote on all agenda articles at his own discretion.
- b) The Proxy is authorized to vote on the agenda articles in accordance with the following instructions.

Instructions: (Special Instructions are inserted.)

- c) The Proxy is authorized to vote on all agenda articles in accordance with the proposals of the Company management.
- d) On other issues that may be put in the agenda during the meeting, the Proxy is authorized to vote in accordance with the following instructions. (If no instruction is given, the Proxy votes freely.)

Instructions: (Special Instructions are inserted.)

B. SHARE CERTIFICATE OWNED BY SHAREHOLDER

- a) Group and Series :
- b) Number :
- c) Quantity & Nominal Value :
- d) Privileged in Voting or Not :
- e) Bearer or Registered :

NAME, SURNAME and TITLE OF THE SHAREHOLDER :

SIGNATURE :

ADDRESS :
:

NOTE: In Section (A), one of the alternatives of (a), (b) or (c) will be chosen, and explanations will be given for the alternatives (b) and (d).