

**FORD OTOMOTİV SANAYİ A.Ş.**  
**BOARD OF DIRECTORS' INVITATION TO THE ORDINARY GENERAL ASSEMBLY**  
**MEETING OF SHAREHOLDERS DATED MARCH 29, 2016**

Ordinary General Assembly Meeting for the year 2015 will be held on March 29, 2016 Tuesday at 15:00 to review and resolve the agenda specified below at Divan İstanbul 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 2015, 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 MEETING DATED MARCH 29, 2016**

1. Opening and election of Chairmanship Panel,
2. Reading, discussion and approval of the Annual Report of year 2015 prepared by the Board of Directors,
3. Reading of the summary report of the Independent Audit Firm of 2015 Fiscal Period,
4. Reading, discussion and approval of the Financial Statements of 2015 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 2015,
6. Release of the members of the Board of Directors separately for year 2015 activities,
7. Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2015 and the distribution date which prepared in accordance with the Company's Profit Distribution Policy,
8. Approval, or approval with amendments or refusal of the Board of Directors' proposal for amendment of Article No. 6 of the Company's Articles of Incorporation with the heading "Share Capital" provided that the necessary approvals have been received from Capital Markets Board and the Ministry of Customs and Trade of Turkey,
9. 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,
10. 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,
11. Determination of the annual gross fees to be paid to the members of the Board of Directors,

12. 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,
13. Giving information to the shareholders regarding the donations made by the Company in 2015 and determination of a upper limit for donations to be made in 2016,
14. 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 2015 pursuant to the Capital Markets Board's Communiqué on Corporate Governance,
15. Wishes and opinions.

## **FORD OTOMOTİV SANAYİ A.Ş. AMENDMENTS TO THE ARTICLES OF INCORPORATION**

### **OLD TEXT**

#### **ARTICLE 6 – SHARE CAPITAL:**

**6.1.** The Company has accepted the registered share capital system according to the provisions of the Capital Markets Law and adopted the registered share capital system under the permission nr. 16 issued by the Capital Markets Board on the date of 09.03.1982.

**6.2.** The registered share capital ceiling of the Company is TL 500,000,000 (Five hundred million Lira) and it is divided into 50,000,000,000 (fifty billion) shares each with a nominal value of 1 (One) Kuruş.

**6.3.** The permission granted by the Capital Markets Board for the upper limit of the registered share capital is valid for the years 2013-2017 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2017, in order for the Board of Directors to take a capital increase decision after 2017, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, the Company will be deemed to have exited from the registered share capital system.

**6.4.** The issued share capital of the Company is TL 350,910,000 (Three hundred and fifty million nine hundred and ten thousand Lira) and it is divided into 35.091.000.000 (thirty five billion ninety one million) registered shares in total, consisting of three groups of Group A, Group B and Group C shares, each with a nominal value of 1 (one) Kuruş.

**6.5.** The issued share capital of the Company has been fully paid-in free of any collusion.

**6.6.** Distribution of the shares representing the issued share capital, among the groups of shares is as listed below.

<b>Shareholders</b>	<b><u>Share Group</u></b>	<b><u>Number of Shares</u></b>	<b><u>Nominal Value (TL)</u></b>	<b><u>Share Percentage (%)</u></b>
Vehbi Koç Vakfı	<b>A</b>	342.859.230	3.428.592,30	0,9770
Koç Holding				
Emekli ve Yardım Sandığı Vakfı	<b>A</b>	325.920.231	3.259.202,31	0,9288
Other Shareholders	<b>A</b>	6.291.592.649	62.915.926,49	17,9294
<b>Group A Total</b>		<b>6.960.372.110</b>	<b>69.603.721,10</b>	<b>19,8352</b>
Koç Holding A.Ş.	<b>B</b>	13.495.335.714	134.953.357,14	38,4581
Temel Ticaret ve Yatırım A.Ş.	<b>B</b>	235.588.500	2.355.885,00	0,6714
<b>Group B Total</b>		<b>13.730.924.214</b>	<b>137.309.242,14</b>	<b>39,1295</b>
<b>Group C</b>				
Ford Motor Company	<b>C</b>	<b>14.399.703.676</b>	<b>143.997.036,76</b>	<b>41,0353</b>
<b>TOTAL</b>		<b>35.091.000.000</b>	<b>350.910.000,00</b>	<b>100,00</b>

**6.7.** Ford Motor Company, holding Group C shares of the Company, is entitled to the provisions of the Code on Direct Foreign Investments and the relevant positive law by virtue of the Decree of the Council of Ministers, ref. 6/9910, dated 02.05.1968.

**6.8.** The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Markets regulations, as deemed necessary. The Board of Directors, starting from 2013 to the end of 2017, is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to restrict the rights of the holders of preference shares, to restrict the pre-emptive rights of the existing shareholders, and to issue preference shares or shares at a premium or shares below its nominal value. Provided, however, the power to restrict the pre-emptive rights on newly issued shares cannot be used in such manner to cause inequality among the shareholders.

**6.9.** All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.

## **NEW TEXT**

### **ARTICLE 6- SHARE CAPITAL:**

**6.8.** The Company has accepted the registered share capital system according to the provisions of the Capital Markets Law and adopted the registered share capital system under the permission nr. 16 issued by the Capital Markets Board on the date of 09.03.1982.

**6.9.** The registered share capital ceiling of the Company is TL 500,000,000 (Five hundred million Lira) and it is divided into 50,000,000,000 (fifty billion) shares each with a nominal value of 1 (One) Kuruş.

**6.10.** The permission granted by the Capital Markets Board for the upper limit of the registered share capital is valid for the years 2013-2017 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2017, in order for the Board of Directors to take a capital increase decision after 2017, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, the Company will be deemed to have exited from the registered share capital system.

**6.11.** The issued share capital of the Company is TL 350,910,000 (Three hundred and fifty million nine hundred and ten thousand Lira) and it is divided into 35.091.000.000 (thirty five billion ninety one million) registered shares in total, consisting of three groups of Group A, Group B and Group C shares, each with a nominal value of 1 (one) Kuruş.

**6.12.** The issued share capital of the Company has been fully paid-in free of any collusion.

**6.13.** Distribution of the shares representing the issued share capital, among the groups of shares is as listed below.

<u>Shareholders</u>	<u>Share Group</u>	<u>Number of Shares</u>	<u>Nominal Value (TL)</u>	<u>Share Percentage (%)</u>
<b>Group A</b>				
Other Shareholders	<b>A</b>	<b>6.960.372.110</b>	<b>69.603.721,10</b>	<b>19,8352</b>
Koç Holding A.Ş.	<b>B</b>	13.495.335.714	134.953.357,14	38,4581
Temel Ticaret ve Yatırım A.Ş.	<b>B</b>	235.588.500	2.355.885,00	0,6714
<b>Group B Total</b>		<b>13.730.924.214</b>	<b>137.309.242,14</b>	<b>39,1295</b>
<b>Group C</b>				
Ford Motor Company	<b>C</b>	<b>14.399.703.676</b>	<b>143.997.036,76</b>	<b>41,0353</b>
<b>TOTAL</b>		<b>35.091.000.000</b>	<b>350.910.000,00</b>	<b>100,0000</b>

**6.14.** Ford Motor Company, holding Group C shares of the Company, is entitled to the provisions of the Code on Direct Foreign Investments and the relevant positive law by virtue of the Decree of the Council of Ministers, ref. 6/9910, dated 02.05.1968.

**6.15.** The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Markets regulations, as deemed necessary. The Board of Directors, starting from 2013 to the end of 2017, is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to restrict the rights of the holders of preference shares, to restrict the pre-emptive rights of the existing shareholders, and to issue preference shares or shares at a premium or shares below its nominal value. Provided, however, the power to restrict the pre-emptive rights on newly issued shares cannot be used in such manner to cause inequality among the shareholders.

**6.16.** All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.