

FORD OTOMOTIV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 29 MARCH 2016 ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2015

1. INVITATION TO THE 29 MARCH 2016 ORDINARY GENERAL ASSEMBLY MEETING

Ford Otomotiv Sanayi A.Ş.'s Ordinary General Assembly Meeting shall be convened on 29 March 2016 Tuesday at 15:00 (1pm GMT) at the address of "Divan Istanbul Hotel - Asker Ocağı Caddesi No:1 34367 Şişli / İstanbul (Tel: +90 212 315 55 00, Faks: +90 212 315 55 15)". At the meeting, the activities of the Company for the fiscal year 2015 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with the legal requirements, 2015 Financial Statements, the Independent Auditor's Report (prepared by our Independent Auditors, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, a member firm of Ernst & Young Global Limited), the Corporate Governance Compliance Report, and the Board of Directors' Annual Report, including the dividend distribution proposal of the Board of Directors, along with the following agenda and the Memorandum containing the information required by Capital Markets Board regulations shall be made available to the shareholders at Company Headquarters in Sancaktepe İstanbul, Kocaeli Gölcük Plant, on the Company's corporate website at www.fordotosan.com.tr, and in the Electronic General Meeting System of the Central Registry Agency (CRA) three weeks prior to the meeting.

Shareholders unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare their proxy documents as per the attached sample forms, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul), our Company, or from the corporate website at www.fordotosan.com.tr and shall submit to the Company the notarized proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. The proxy documents which do not comply with the requirements of the aforementioned Communiqué, and the sample form attached hereto shall not be accepted, given our legal liability.

Shareholders intending to vote via the Electronic General Meeting System are requested to obtain information from the Central Registry Agency, our Company's website at www.fordotosan.com.tr or from the Company Headquarters (Tel: 0 216 564 71 00) to ensure that they comply with the provisions of the by-laws for the Electronic Shareholders Meeting for Joint Stock Companies.

Pursuant to Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102 and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not need to block their shares.

At the Ordinary General Assembly Meeting, the voters shall use open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

It is submitted to the shareholders with due respect.

FORD OTOMOTİV SANAYİ A.Ş.
Board of Directors

Company Address: Akpınar Mah. Hasan Basri Cad. No:2 34885 Sancaktepe /İstanbul
Trade Registry and Number: İstanbul Ticaret Sicil Müdürlüğü / 73232

2. ADDITIONAL EXPLANATIONS IN VIEW OF CMB REGULATIONS

The additional explanations required pursuant to Capital Markets Board (CMB) Corporate Governance Communiqué No. II-17.1, enacted 3 January 2014, are made in the related articles of the agenda below. Other mandatory general explanations are provided in this section.

2.1. Capital Structure and Voting Rights:

There is no privilege in Company's Articles of Incorporation regarding voting rights.

The voting rights of our shareholders, are provided in the following table:

Shareholder	Share Class	Share Amount (TRY)	Equity Ratio (%)	Voting Right	Voting Right Stake (%)
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 Vakfı	A	3.558.449	1,01%	355.844.870	1,01%
Koç Holding Emekli ve Yardım Sandığı Vakfı	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%
Halka Açık	A	62.786.070	17,89%	6.278.607.009	17,89%
Toplam		350.910.000	100,00%	35.091.000.000	100,00%

2.2. Managerial and Operational Changes in Our Company or our Subsidiaries' which may Significantly Affect the Activities of our Company:

There are no managerial or operational changes that has or that will substantially affect the Company's activities in the previous accounting period, or planned for the upcoming accounting periods.

2.3. Information regarding demands of shareholders for placing an article on the agenda:

No such request is made for the Ordinary General Assembly Meeting for 2015 activities.

3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 29 MARCH 2016

1. Opening and election of Chairmanship Panel,

Within the framework of the provisions of "Turkish Commercial Code (TCC) no. 6102" and "the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings" ("Regulation" or "General Assembly

Regulation”), and General Assembly Principles Article 7, a Chairman shall be elected to chair the General Assembly meeting. Within the framework of the General Assembly Principles, at least one person will be appointed as Secretary. The Chairman may also appoint adequate number of vote-collectors.

2. Reading, discussion and approval of the Annual Report of year 2015 prepared by the Board of Directors,

Within the framework of the TCC, the Regulation and the Capital Markets Law and related regulations, information shall be given on the 2015 Annual Report that includes the Corporate Governance Compliance Report, which has been announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency and on the corporate website of the Company at www.fordotosan.com.tr for review of our shareholders three weeks before the General Assembly meeting and it shall be presented for perusal and approval of our shareholders.

3. Reading of the summary report of the Independent Audit Firm of 2015 Fiscal Period,

Independent Audit Report created as per TCC, Regulation and Capital Markets Board legislation and made available at Company Headquarters, Electronic General Assembly Portal of the CRA and Company website www.fordotosan.com.tr, three weeks prior to the General Assembly meeting, will be submitted to the information of our shareholders in General Assembly meeting.

4. Reading, discussion and approval of the Financial Statements of 2015 Fiscal Period,

Information about our financial statements and legal statutory accounts, which, pursuant to the TCC, bylaws and Capital Markets Law are posted three weeks prior to the General Assembly meeting at our Company Headquarters, on the Electronic General Assembly Portal of the CRA, and on the Company website www.fordotosan.com.tr for review of our shareholders, shall be provided to our shareholders for their evaluation and approval.

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,

In accordance with article 363 of TCC, Mr. Peter David Fleet, member of Board of Directors, resigned from membership of the Board of Directors effective from December 09, 2015. Mr. Roelant Christiaan de Waard has been appointed by Board of Directors’ resolution dated 09.12.2015 as the member of Board of Directors to serve until the next General Assembly of Shareholders. This assignment will be submitted to the approval of the General Assembly.

In accordance with article 363 of TCC, Mr. John Fleming, member of Board of Directors, resigned from membership of the Board of Directors effective from January 01, 2016. Mrs. Linda Ann Cash has been appointed by Board of Directors’ resolution dated 01.01.2016 as the member of Board of Directors to serve until the next General Assembly of Shareholders. This assignment will be submitted to the approval of the General Assembly.

The CVs of Mr. Roelant Christiaan de Waard and Mrs. Linda Ann Cash prepared according to CMB’s Corporate Governance Principle No. 1.3.1 are submitted in **Appendix 1**.

6. Release of the members of the Board of Directors separately for year 2015 activities,

Pursuant to the TCC and Bylaws, the release of our Board of Directors members for the activities, transactions and accounts for the year 2015 shall be submitted to the General Assembly for its approval.

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,

According to our financial statements, prepared by our Company within the framework of the Turkish Commercial Code and Capital Markets Law and related regulations in compliance with Turkish Financial Reporting Standards and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Ernst & Young Global Limited) covering the accounting period between 01.01.2015 – 31.12.2015; net profit amount of TL 841.910.674 has been obtained. The dividend payment proposal drawn up in accordance with the Dividend Distribution Table format provided in the Dividend Communiqué numbered II-19.1 and the Dividend Manual announced in accordance with the said Communiqué, and taking into account the Company's Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability and liquidity, is provided in **Appendix 2**.

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;

In case the required approvals have been received from Capital Markets Board and the Ministry of Customs and Trade of Turkey until the General Assembly meeting date; amendment of Company's Articles of Incorporation provided together with the related Board of Directors' Resolution in Appendix 3, will be submitted to the approval of General Assembly. Approval of Capital Markets Board has been received with the letter dated 24 February 2016, whereas approval process related with Ministry of Customs and Trade of Turkey is in progress.

9. Determination of the number and the term of duty of the members of the Board of Directors and election of the members based on the determined number, election of the Independent Board Members,

The number of members on the Board of Directors and their terms of office shall be designated in accordance with CMB regulations, TCC and Bylaws and the principles governing the selection of members of the Board of Directors in the Articles of Incorporation. New members will be elected to replace Board members whose terms of office have expired. In addition, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

According to Article 10 of the Company's Articles of Incorporation, Company is managed by a Board of Directors with an even number of members and consisting of at least 8 members, elected by the General Assembly for a 3 year period in line with the TCC regulations. Save for the obligations required by the CMB regulations for the Independent Board Members, General Assembly may decide on the renewal of the Board of Directors even if their terms of office have

not expired. 2 of the elected Board members are required to meet the independence criteria as defined in the CMB's mandatory Corporate Governance Principles.

The Board of Directors, upon receipt of the proposal of Corporate Governance Committee, has designated Mr. Leonard Martin Meany and Mr. Mehmet Barmanbek as the Independent Members of the Board of Directors by Board of Directors' resolution dated 26.01.2016 and has submitted to the approval of CMB on 27.01.2016. The CVs and Independence Declarations of Board of Directors candidates are provided in **Appendix 4**.

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,

According to CMB's mandatory Corporate Governance Principle No. 4.6.2, the principles for the remuneration of Board of Directors' members and senior management shall be made available in writing and included as a separate article on the General Assembly Meeting agenda to enable the shareholders to share their opinions on the same. Remuneration Policy created for this purpose is attached as **Appendix 5**. As specified by footnote No. 26 of 2015 financial statements, TL 38.807.706- of benefits were provided for senior management of Ford Otomotiv Sanayi A.Ş. in 2015.

11. Determination of the annual gross fees to be paid to the members of the Board of Directors,

The annual gross remuneration to be paid to the members of the Board of Directors in 2016 shall be determined by the shareholders as per our Remuneration Policy submitted for the approval the shareholders as per item 11 of the agenda.

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,

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, and taking into consideration the opinion of the Audit Committee, the Board of Directors resolved at their 18 February 2016 meeting to have Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited) serve as the independent auditors of the Company's financial reports for the financial year 2016 and to let it conduct the other activities that fall within its purview within the context of the regulations. This decision shall be submitted to the General Assembly for ratification.

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,

Pursuant to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Incorporation, and information concerning the donations and payments made must be provided to shareholders at the General Assembly. Donations totaling TL 17.948.323 were made to foundations and associations in 2015. The upper limit of donations to be made in 2016 shall be decided by the General Assembly.

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,

The members of the Board of Directors can do business only with the approval of the General Assembly, as stipulated in the first subsection of Articles 395 and 396 of the TCC entitled Competition Ban and Ban on doing Business with the Company and Borrowing for the Company.

Pursuant to the Capital Markets Board Mandatory Corporate Governance Principles No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate article on the agenda and recorded into the minutes of the General Assembly. To fulfill the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly and the shareholders shall be informed that no such transaction took place in 2015 in this respect.

15. Wishes and opinions.

APPENDICES:

Appendix 1 CVs of Mr. Roelant Christiaan de Waard and Mrs. Linda Ann Cash

Appendix 2 2015 Dividend Distribution Proposal

Appendix 3 Amendments to the Articles of Incorporation and related Board of Directors' Resolution

Appendix 4 CVs of Board of Directors Candidates and Independence Declarations of Independent Board Member Candidates

Appendix 5 Remuneration Policy for Board of Directors and Executive Management

Appendix 1

Roelant Christiaan de Waard (Member - Board of Directors)

Mr.de Waard holds a master's degree in Economics & Business from Erasmus University Rotterdam. He joined Ford Netherlands in 1990. He was appointed Sales Manager in 1993 and Marketing Manager in 1995. Roelant de Waard moved to Dearborn in 1996, where he became Marketing Strategy Manager and, in 1998, Marketing Plans Manager at the Large Vehicle Centre. He returned to Europe in 1999 as Director of Operations for Ford Netherlands and then, from April 2000, as Managing Director Ford Netherlands. In January 2001 he was appointed Director, Ford of Europe Retail Management, a position he held until March 2002. He was Vice President FCSD – Europe (Ford Customer Service Division), from April 2002. From February 2006 until the end of 2008, de Waard was Chairman and Managing Director of Ford of Britain. From January 2009, he was Vice President of Sales, Ford of Europe, responsible for 49 markets, including the UK, France, Italy, Spain and Russia. Roelant de Waard is Vice President of Marketing, Sales and Service, Ford of Europe, effective January 1, 2011. Mr.de Waard was appointed as Board Member in December 9, 2015.

Linda Ann Cash (Member - Board of Directors)

Ms. Cash holds a bachelor's degree in industrial engineering from and a master's in business administration from the University of Phoenix. Ms. Cash joined Ford in 1984 and has spent her entire 31-year career with the company in manufacturing. With extensive experience in lean manufacturing at Ford, Cash played key roles in North America serving as plant manager of the Michigan Truck assembly facility, chief engineer for final assembly for Vehicle Operations in Manufacturing Engineering, and director of Manufacturing Engineering. Prior to the European assignments, she has held a series of leadership position within Ford's manufacturing operations including executive director of Global Vehicle Operations in Manufacturing Engineering and executive director of Global Manufacturing Business Office. She was director of Vehicle Operations for Ford of Europe, a position she has held since March 2015. Linda Cash is Vice President of Manufacturing, Ford of Europe, effective Jan.1, 2016. At the same time, she also is elected a Ford Motor Company officer. She reports to Barb Samardzich, Vice President and Chief Operating Officer, Ford of Europe. She was appointed as Ford Otosan Board member effective January 8, 2016.

Appendix 2

2015 Dividend Distribution Proposal

As per the attached Profit Distribution Proposal which prepared in accordance with the CMB's regulations, Article No.19 of the Articles of Incorporation of the Company and the investment and financing policies as stated in the Dividend Distribution Policy approved by the General Assembly held on March 25, 2014 and considering the cash flow position, it's resolved to present; (i) not to allocate 5% first rank legal reserve required by Article 519 of the Turkish Commercial Code for 2015 since the amount of first rank legal reserve has already reached 20% of share capital in tax books as of 31.12.2015; (ii) to cover TL 33.336.450 second rank legal reserve from net income of TL 841.910.674 which is in the financial statements prepared within the framework of CMB's regulations and pay % 100,0000 gross (%85,0000 net) in proportion and TL 350.910.000 total gross dividend in cash assuming each share with a nominal value of 1-TL pays Kr 100,0000 gross (Kr. 85,0000 net in accordance with the Dividend Distribution Proposal) and allocate the remaining TL 457.664.224 as extraordinary reserves; (iii) to cover TL 33.336.450 second rank legal reserve from 2015 net income

of TL 509.015.963 which is formed in accordance with legal tax records, pay TL 350.910.000 total gross dividend and allocate the remaining TL 124.769.513 as extraordinary reserves; (iv) and to determine dividend distribution date as April 04, 2016; to the General Assembly's approval.

2015 DIVIDEND DISTRIBUTION PROPOSAL

Ford Otomotiv Sanayi A.Ş. 2015 Dividend Distribution Proposal Table (TL)			
1. Paid-in / Issued Capital			350.910.000
2. Total Legal Reserves (According to Tax Book)			438.410.802
If there is dividend privilege in the Articles of Association, information regarding this privilege			-
		According to CMB	According to Tax Book
3.	Income for the Period	865.828.239	517.976.145
4.	Taxes Payable	(23.917.565)	(8.960.182)
5.	Net Income for the Period (=)	841.910.674	509.015.963
6.	Retained Losses (-)	0	0
7.	First Series of Legal Reserves (-)	0	0
8.	DISTRIBUTABLE NET INCOME FOR THE PERIOD (=)	841.910.674	509.015.963
9.	Donations within the year (+)	17.948.323	
10.	Distributable Net Income for the Period including Donations to Calculate First Dividend	859.858.997	
11.	First Dividend to Shareholders	350.910.000	
	-Cash	350.910.000	
	-Bonus		
	-Total	350.910.000	
12.	Dividend Distribution to Shareholders with Privileged Shares	0	
13.	Dividend Distribution to Board of Directors, employees etc.	0	
14.	Dividend Distribution to Redeemed Shareholders	0	
15.	Second Dividend to Shareholders	0	
16.	Second Series of Legal Reserves	33.336.450	
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	457.664.224	124.769.513
20.	Other Reserves Distributable		
	- Extraordinary Reserves		
21.	Legal Reserves appropriated from Other Reserves Distributable		
	- Extraordinary Reserves		

INFORMATION ABOUT RATE OF DISTRIBUTED DIVIDEND (per privileged - nonprivileged share)				
DIVIDEND PER SHARE				
	GROUP	TOTAL DIVIDEND IN CASH (TL)	DIVIDEND CORRESPONDING TO SHARES WITH A NOMINAL VALUE OF 1 TL	
			AMOUNT (TL)	RATE (%)
GROSS	A	6.817.651	1,0000	100,00
	A	62.786.070	1,0000	100,00
	B	137.309.242	1,0000	100,00
	C	143.997.037	1,0000	100,00
	<u>TOTAL</u>	350.910.000		
NET	A	5.795.003	0,8500	85,00
	A	53.368.160	0,8500	85,00
	B	137.309.242	1,0000	100,00
	C	122.397.481	0,8500	85,00
	<u>TOTAL</u>	318.869.886		
FORD OTOMOTİV SANAYİ A.Ş. 2015 DIVIDEND RATE TABLE				
TOTAL DIVIDEND IN CASH DISTRIBUTED TO SHAREHOLDERS (TL)		RATIO OF TOTAL DISTRIBUTED DIVIDEND TO DISTRIBUTABLE NET INCOME FOR THE PERIOD (%)		
350.910.000		41,68		

Appendix 3

Amendments to the Articles of Incorporation Board of Directors' Resolution

**FORD OTOSAN
FORD OTOMOTİV SANAYİ A.Ş.
BOARD OF DIRECTORS' RESOLUTION**

Resolution Date : February 09 2016

AGENDA : Submitting the amendments to the Company's Articles of Incorporation to the approval of the shareholders at the General Assembly and making applications to the authorities

This Board Resolution is approved by the Members of the Board of Directors upon proposal of Mr. Haydar Yenigün, as per Article 390 subparagraph 4 of Turkish Commercial Code No. 6102.

1. The number of shares held by Group A shareholder Vehbi Koç Vakfı has changed due to the shares inherited to such foundation and this change requires an amendment to the Articles of Incorporation ("AOI") as the number of shares held by this foundation are specified in the Article 6.6 of the AOI; with an aim to eliminate the future requirement to amend the AOI in each and every case where the amount of the shares held by Group A shareholders Vehbi Koç Vakfı and Koç Holding Emekli ve Yardım Sandığı Vakfı ("Foundations") are changed; it is decided these Foundations to be specified under "Other Shareholders" within Group A shares without mentioning the name of these Foundations, and amend Article No. 6 of the Company's AOI with the heading "Share Capital" as hereinafter appear; and accordingly obtain necessary permissions from Capital Markets Board and Ministry of Customs and Commerce; and to submit the following new text that includes the amendments to the approval of the shareholders at the first General Assembly of Shareholders.

**FORD OTOMOTİV SANAYİ ANONİM ŞİRKETİ
AMENDMENTS TO THE ARTICLES OF INCORPORATION**

NEW 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.

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

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.

Appendix 4

CVs of Board of Directors Candidates and Independence Declarations of Independent Board Member Candidates

Rahmi M. Koç

Honorary Chairman

Honorary Chairman of Koç Holding A.Ş.

Mr. Rahmi M. Koç is a graduate of the Industrial Management and Business Administration Faculty of Johns Hopkins University (USA). He stepped into his career at Otokoç A.Ş. of the Koç Group in 1958. He held a number of senior positions within Koç Holding. After becoming Chairman of the Management Committee in 1980, he was Chairman of the Board of Koç Holding from 1984 to 2003, and is currently Honorary Chairman of Koç Holding. Koç, who has been a Member of the Ford Otosan Board of Directors since 1961 and Chairman of the Board since 1972, is currently Honorary Chairman of the Ford Otosan Board of Directors since 10 December 2012. He was President of the International Chamber of Commerce between 1995 and 1996, and presently acts as Vice Chairman of the Board of Trustees of the Vehbi Koç Foundation, Chairman of the Board of Trustees at Koç University, Founder and Chairman of Rahmi M. Koç Museum and Cultural Foundation, Chairman of Vehbi Koç Foundation American Hospital, Founding Member and Honorary Chairman of TURMEPA (Turkish Marine and Environment Protection Association), Honorary President of the High Advisory Council of TÜSİAD (Turkish Industry and Business Association), Member of the Advisory Board of TİSK (Turkish Confederation of Employers Associations), Honorary Member of the Foreign Policy Association, Honorary Member of the New York Metropolitan Art Museum's Board of Trustees and Founding President of the Global Relations Forum.

Mr. Rahmi M. Koç received Honorary PhDs from; Johns Hopkins University, Eskişehir Anadolu University, İzmir Ege University, Ankara Bilkent University, Constanta Ovidius University and Aydın Adnan Menderes University. Rahmi M. Koç was honored with the "State Medal of Distinguished Service" by the President of Turkey, "Grosses Verdienst Kreuz" (Great Cross of Merit of Germany) by the German government, "Order of Merit of the Italian Republic" by Italy. The Presidency of the Republic of Austria honored him with the Order of Merit and Mr. Rahmi M. Koç was appointed to the rank of (Honorary) Commander of the Most Excellent Order of the British Empire (CBE) and Mr. Rahmi M. Koç was honoured with the most prestigious order of French government "Officier dans L'Ordre National de la Legion D'Honneur".

Ali Y. Koç

Chairman

Member - Board of Directors of Koç Holding A.Ş.

Mr. Ali Y. Koç capped his undergraduate studies at the Management Faculty of Rice University (USA) with an MBA from Harvard University. He joined the Management Trainee Program of American Express Bank in 1990-1991, and worked as an Investment Analyst at Morgan Stanley Investment Bank from 1992 to 1994. He held senior positions in Koç Holding between 1997 and 2006, such as New Business Development Coordinator and IT Group President. He served as President of Corporate Communication and IT Group of Koç Holding from 2006 to 2010. In 2008, he became a member of the Board of Directors at Koç Holding. Ali Y. Koç has been serving on the Board of Directors of Ford Otosan since 1997, and he was elected as Chairman of the Board of Ford

Otosan on 10 December 2012. Ali Y. Koç also serves at 1907 Fenerbahçe Association (Board Chairman), URAK – National Competition Research Association (Chairman), Endeavor Association (Board Member), DEİK – Foreign Economic Relations Board (Board Member) and TÜSİAD – Turkish Industry and Business Association (Member). He is also a member of the Global Advisory Council of Bank of America and Harvard University.

James D. Farley, Jr.

Vice Chairman

Farley attended Georgetown University in Washington, D.C., where he earned a bachelor's degree in economics and computer science, and the University of California, Los Angeles (UCLA), where he completed his MBA with a focus in finance. Farley joined Toyota in 1990 in the strategic planning department and served in several product and marketing positions in the United States and Europe. Farley serviced as group vice president of Toyota Division marketing. Prior to joining Ford, Farley was group vice president and general manager of Lexus. He joined Ford in November 2007 as Global Marketing Group Vice President. In September 2009 he also became responsible for Ford's operations in Canada, Mexico and South America. He was appointed to lead Global Marketing, Sales and Service in August 2010 and, in addition to this role, he became the senior Global Leader for Lincoln in August 2014. Jim Farley was assigned as Executive Vice President and President, Europe, Middle East and Africa effective January 1, 2015. He was appointed as Ford Otosan Board member and Vice Chairman of the Board of Directors effective January 9, 2015. Mr. Farley is also currently a Member of the Remuneration Committee of Ford Otosan since March 27, 2015.

Barb J. Samardzich

Member - Board of Directors

Ms. Samardzich studied Mechanical Engineering at the University of Florida. She did a master's degree in Mechanical Engineering from Carnegie-Mellon University and a master's degree in Engineering Management from Wayne State University. Before joining Ford in 1990, she worked as a thermal design engineer in Westinghouse Electric's nuclear fuels division. She also held variety of positions in Powertrain Engineering, including chief engineer for Ford's Automatic Transmission Operations. During her career at Ford, she served as chief engineer for F-Series Super Duty commercial trucks, and as quality director for Ford-brand products in Ford of Europe. Her work in automatic transmissions and her experience in product creation won her the Women in Engineering Achievement Award from Design News in 2004. She was named an Automobilwoche Top 50 Automotive Women for 2011 and an Automotive News All Star for 2009 and 2010. Other honors include acknowledgement as one of the Most Influential Women by Crain's Detroit Business in 2007, winning the Distinguished Women Award from Northwood University in 2006, and being named a Leading Woman in the North American Automotive Industry by Automotive News in 2005 and 2010. She was Vice President, Product Development, Ford of Europe since 2011. On November 1, 2013, she was appointed as Vice President and Chief Operating Officer, Ford of Europe, she is responsible for many of Ford of Europe's operations, including manufacturing, quality, product development, purchasing, sustainability, environment and safety engineering. Ms. Samardzich has been serving on Ford Otosan Board of Directors since December 10, 2013.

O. Turgay Durak

Member - Board of Directors

Mr. Durak is a graduate of the Mechanical Engineering Department of Northwestern University (USA) where he also completed Master's degree in mechanical engineering. His career commenced at Ford Otosan in 1976 as Applications Engineer. In the same year, he assumed the position of Product

Development and Design Engineer, and by 1979 he became the İnönü Project Leader. In 1982 and 1984, he was assigned the roles of Project Coordination Manager and Project Coordination Department Head, respectively. In 1986 and 1987, he was designated as Assistant General Manager of Marketing and Assistant General Manager of Purchasing, respectively. He became Deputy General Manager of the Company in 2000. He started to serve as General Manager in 2002 when he also joined the Board of Directors. Between 2007 and 2009, he was Koç Holding Automotive Group President. He served as Deputy CEO of Koç Holding from May 2009 until April 2010. Mr. Durak retired after he served as CEO of Koç Holding and Member of the Board of Directors Between April 2010 – March 31, 2015. Furthermore, he was Chairman of the Board of the Automotive Manufacturers Association for 6 years between 2004 and 2010. He served as National Board Member of International Chamber Of Commerce between February 2014 – March 2015. He served as Remuneration member of Ford Otosan Board of Directors between July 10, 2012 - March 25, 2015.

Linda Ann Cash

Member - Board of Directors

Ms. Cash holds a bachelor's degree in industrial engineering from and a master's in business administration from the University of Phoenix. Ms. Cash joined Ford in 1984 and has spent her entire 31-year career with the company in manufacturing. With extensive experience in lean manufacturing at Ford, Cash played key roles in North America serving as plant manager of the Michigan Truck assembly facility, chief engineer for final assembly for Vehicle Operations in Manufacturing Engineering, and director of Manufacturing Engineering. Prior to the European assignments, she has held a series of leadership position within Ford's manufacturing operations including executive director of Global Vehicle Operations in Manufacturing Engineering and executive director of Global Manufacturing Business Office. She was director of Vehicle Operations for Ford of Europe, a position she has held since March 2015. Linda Cash is Vice President of Manufacturing, Ford of Europe, effective Jan.1, 2016. At the same time, she also is elected a Ford Motor Company officer. She reports to Barb Samardzich, Vice President and Chief Operating Officer, Ford of Europe. She was appointed as Ford Otosan Board member effective January 8, 2016.

Roelant Christiaan de Waard

Member - Board of Directors

Mr. de Waard holds a master's degree in Economics & Business from Erasmus University Rotterdam. He joined Ford Netherlands in 1990. He was appointed Sales Manager in 1993 and Marketing Manager in 1995. Roelant de Waard moved to Dearborn in 1996, where he became Marketing Strategy Manager and, in 1998, Marketing Plans Manager at the Large Vehicle Centre. He returned to Europe in 1999 as Director of Operations for Ford Netherlands and then, from April 2000, as Managing Director Ford Netherlands. In January 2001 he was appointed Director, Ford of Europe Retail Management, a position he held until March 2002. He was Vice President FCSD – Europe (Ford Customer Service Division), from April 2002. From February 2006 until the end of 2008, de Waard was Chairman and Managing Director of Ford of Britain. From January 2009, he was Vice President of Sales, Ford of Europe, responsible for 49 markets, including the UK, France, Italy, Spain and Russia. Roelant de Waard is Vice President of Marketing, Sales and Service, Ford of Europe, effective January 1, 2011. Mr.de Waard was appointed as Board Member in December 9, 2015.

Ali İhsan İlkbahar

Member - Board of Directors

Graduated from Istanbul Technical University Mechanical Engineering (MSc.), Mr. İlkbahar started working as a Manufacturing Engineer at Otosan in 1964. He spent his whole professional life at Ford Otosan where he served as a General Manager during the last 14 years and retired at the beginning of the year 2000. He was involved in the construction project of the Otosan Engine Plant in Eskişehir İnönü in 1980. He led the Gölcük Plant project and Connect vehicle project between 1997 and 2000. He was the Chairman of Automotive Manufacturers Association's Board of Directors, continuously for 15 years, from 1989 until February 2004. He served as a member of Ford Otosan Board of Directors between 1991-2012. He was elected as a member of Ford Otosan Board of Directors on 25 March 2014 and he has been also serving as the member of the Corporate Governance Committee since April 21, 2014.

Lyle A. Watters

Member - Board of Directors

Mr. Watters did an MBA at Queens University (Belfast), and joined Ford UK as a Financial Analyst in 1987. Having held numerous positions in Europe and America, he was appointed as Director of Treasury at Ford of Europe in 1998. In 2000, he became Financial Controller of the Ford Premier Automotive Group. After 2003, he was Global Marketing and Sales Finance Director of Jaguar and Land Rover owned by Ford. From October 2005 to September 2008, he worked as Business Strategies Director at Ford of Europe managing Business Development and Strategic Planning. He was the CFO of Ford of South America from October 2008 to March 2012. In April 2012, he was appointed as CFO and Vice President- Finance and Strategic Planning of Ford of Europe. Currently he works as CFO and Vice President - Finance and Strategic Planning of Ford of Europe, Middle East and Africa. Mr. Watters has been serving on the Board of Directors of Ford Otosan since March 2012. He is also a Member of the Early Determination and Management of Risk and Corporate Governance Committees of Ford Otosan since July 10, 2012.

İ. Cenk Çimen

Member - Board of Directors

Automotive Group President - Koç Holding A.Ş.

Mr. Çimen graduated from Istanbul Technical University in Industrial Engineering and completed Executive Development Programs at Stanford University (USA) and University of California Los Angeles (USA). He joined Koç Group in 1991 as Management Trainee at Nasoto. He assumed Sales Coordinator, Regional Manager and Import Manager responsibilities at Otosan Pazarlama between 1993-1996. He served as Fleet Sales Manager at Ford Otosan between 1996-1998 and became the General Manager of Otokoç Ankara in 1998. In 2001, he was appointed as the General Manager of the companies merged under Otokoç. In 2005 his responsibility was extended to include the General Manager role for Birmot A.Ş., also assuming responsibility for Avis car rental. He has been serving as the Automotive Group President at Koç Holding since June 2009. He was elected as a member of Ford Otosan Board of Directors on March 25, 2014. He has been serving as the member of the Early Determination and Management of Risk Committee since April 21, 2014 and he has also been serving as the member of Remuneration Committee since March 27 2015.

Haydar Yenigün

Member - Board of Directors

General Manager

Haydar Yenigün graduated from Yıldız Technical University in Mechanical Engineering and joined Ford Otosan in 1987, serving as Method Engineer until 1990. He worked as Project engineer between 1992 and 1996. He served in a variety of positions during the establishment of the Kocaeli Plant after the shares of Ford Motor Company and Otosan A.Ş. were equalized in 1997. He became Project Leader in 1998. He participated in the production process of the Ford Transit, and the design and production processes of the Ford Transit Connect. He worked as Welding Area Manager in the Kocaeli Plant between 1999 and 2007, and served as Kocaeli Plant Manager and Assistant General Manager from 2007 to 2012. He was appointed as Ford Otosan General Manager and became a Member of the Board of Directors on 15 February 2012. He is currently a member of the Board of Directors of the Automotive Manufacturers Association (OSD), the Board of Directors of Kocaeli Chamber of Industry, Turkish Industry and Business Association , he is also Chairman of the Executive Committee of the Turkish-American Business Council and a member of the International Investors Association (YASED).

William R. Periam

Member - Board of Directors

Deputy General Manager

Mr. Periam earned a bachelor's degree in Management Sciences from Manchester University (UK). He joined Ford as an Investment Analyst in the United Kingdom in 1989. He has held multiple senior managerial positions at Ford in the Finance, Credit, Business Development and Business Strategy departments in the USA, Germany, Brazil and China. Following his tenure as Business Strategy Director in China for Ford's Asia Pacific operations, he was appointed as Deputy General Manager and Member of the Board of Directors of Ford Otosan on September 11, 2013.

Mehmet Barmanbek

Independent Member - Board of Directors

Mr. Barmanbek graduated from the Finance and Economics Department of the Political Science Faculty of Ankara University in 1963. From December 1963 to January 1977, he was employed at the Ministry of Finance as Assistant Accountant, Accountant and Chief Accountant. In February 1977, he started working for Otosan A.Ş. (Currently Ford Otomotiv Sanayi A.Ş.) as Finance and Accounting Manager. He then became Assistant General Manager (Administrative -Financial Affairs) in 1986 and Deputy General Manager in 2000. On the 30th of June 2002, he retired from Ford Otosan, ending his professional career. From February 2006 to February 2010, he provided honorary services as a member of the Board of Directors and treasurer in Koç Executives Association (KOÇYÖNDER) for 4 years and he served as the legal auditor of KOÇYÖNDER between 2010-2013. Mr. Barmanbek was appointed to Arçelik and Ford Otosan Board of Directors as an independent member in 2012. Mr. Barmanbek has been serving on the Board of Directors of Ford Otosan as an Audit Committee member since March 2012. At the same time, he is currently Chairman of both the Early Determination and Management of Risk Committee and Remunerations Committee of Ford Otosan established on July 10, 2012.

Leonard Martin Meany

Independent Member - Board of Directors

Mr. Meany started his career as a Graduate trainee in Finance, Ford of Europe, in 1973, he worked in a number of Financial Analyst positions. He was promoted from the Graduate Program to Management level in April 1978, in a Product and Pricing Specialist position followed by assignments in Export Operations, Business Development and Ford of Europe, Capacity Planning and Special Studies. He started to work as Controller, Commercial Vehicle Product Development in April 1988 covering Transit replacement, a Fiesta –based light commercial vehicle and an SUV JV with Nissan Barcelona. Mr. Meany worked as Eastern European Business Strategy Manager between May 1991-June 1995, including leading negotiations with the Polish Government for a KD Manufacturing facility in Plonsk. In July 1995, he was appointed Business Strategy Manager for New Markets which was the Global Ford activity led by the Vice-Chairman, Ford Motor Company based in Dearborn. He worked on Government negotiations and Manufacturing plans in the Czech Republic, Hungary and led the Government negotiations and manufacturing /product plans for Belarus and Russia. He was appointed as Ford Russia CFO in August 1999. In April 2003 he was assigned as Operations Controller Genk, Belgium Manufacturing Operations. He was appointed as Ford of Europe Business Development Director in July 2006. Mr. Meany was assigned as Ford Romania CFO in April 2008 responsible for implementing with the Ford Romania Team and Ford of Europe activities a detailed restructuring plan including people, products and manufacturing facilities. He also served as Board member and Deputy Chairman of Ford Romania Board between 2008-2010. Mr. Meany retired in April 2010.

January 20, 2016

DECLARATION FOR INDEPENDENCY

I hereby declare that I am a candidate for independent board membership at the Board of Directors of **Ford Otomotiv Sanayi A.Ş.** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in Capital Markets Board's Communiqué on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, there has not been any recruitment relationship between the Company, the partnerships (which possess the Company's managerial control or have substantial influence therein), the partners (who possess the Company's managerial control or have substantial influence therein), the legal entities (managerial control of which is possessed by the aforesaid partners), and me, my spouse, and my relatives by blood/marriage descending down to second degree for managerial positions, having been established so to assume significant duties and responsibilities, that no more than 5% of the capital, or voting rights, or preferential rights has been possessed collectively, or individually, that no other commercial relationship with similar features has also been established,
- b) I have not become the partner of (by 5% and above), worked in a managerial position (to assume significant duties and responsibilities) within, or become the board member of the companies (from which the Company purchases/sells substantial goods or services under respective agreements), particularly for corporate auditing (tax, legal, internal audits included), rating, and consultation during the periods, when the aforementioned goods or services are purchased/sold,
- c) I have skills, knowledge and expertise to fulfill my duties as an independent board member of the Company,
- ç) I am not going to work full-time in public institutions and corporations (except academic membership), as being stipulated in the respective regulations, after I will be elected as member,
- d) I am not a resident in Turkey under the Revenue Tax Law No.193 ("RTL") dated December 31, 1960.
- e) I have strong ethic standards, professional reputation and expertise to make effective contributions to the business of the Company, make objective business decisions in case of conflict of interest between the shareholders of the Company and protect the rights of the stakeholders of the Company.
- f) I am going to devote my time to fulfill my duties in full extent and keep track of the activities of the Company.
- g) In the last 10 years, I have not served as the Independent Board Member of Ford Otomotiv Sanayi A.Ş. more than 6 years.
- ğ) I do not serve as an independent board member in more than three companies (managerial control of which is held by the Company, or by the partners who hold the managerial control of the Company), and as a whole in five companies being traded in the stock exchange,
- h) I have not been registered, and announced in the name of the legal entity, which is elected as the board member.

Mehmet BARMANBEK

January 25, 2016

DECLARATION FOR INDEPENDENCY

I hereby declare that I am a candidate for independent board membership at the Board of Directors of **Ford Otomotiv Sanayi A.Ş.** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in Capital Markets Board's Communiqué on Corporate Governance. In that regard I also confirm that;

- c) In the last five years, there has not been any recruitment relationship between the Company, the partnerships (which possess the Company's managerial control or have substantial influence therein), the partners (who possess the Company's managerial control or have substantial influence therein), the legal entities (managerial control of which is possessed by the aforesaid partners), and me, my spouse, and my relatives by blood/marriage descending down to second degree for managerial positions, having been established so to assume significant duties and responsibilities, that no more than 5% of the capital, or voting rights, or preferential rights has been possessed collectively, or individually, that no other commercial relationship with similar features has also been established,
- d) I have not become the partner of (by 5% and above), worked in a managerial position (to assume significant duties and responsibilities) within, or become the board member of the companies (from which the Company purchases/sells substantial goods or services under respective agreements), particularly for corporate auditing (tax, legal, internal audits included), rating, and consultation during the periods, when the aforementioned goods or services are purchased/sold,
- c) I have skills, knowledge and expertise to fulfill my duties as an independent board member of the Company,
- ç) I am not going to work full-time in public institutions and corporations (except academic membership), as being stipulated in the respective regulations, after I will be elected as member,
- d) I am not a resident in Turkey under the Revenue Tax Law No.193 ("RTL") dated December 31, 1960.
- e) I have strong ethic standards, professional reputation and expertise to make effective contributions to the business of the Company, make objective business decisions in case of conflict of interest between the shareholders of the Company and protect the rights of the stakeholders of the Company.
- f) I am going to devote my time to fulfill my duties in full extent and keep track of the activities of the Company.
- g) In the last 10 years, I have not served as the Independent Board Member of Ford Otomotiv Sanayi A.Ş. more than 6 years.
- ğ) I do not serve as an independent board member in more than three companies (managerial control of which is held by the Company, or by the partners who hold the managerial control of the Company), and as a whole in five companies being traded in the stock exchange,
- h) I have not been registered, and announced in the name of the legal entity, which is elected as the board member.

Leonard Martin Meany

Appendix 5

Remuneration Policy for the Board of Directors and Senior Executives

This policy document describes the remuneration system and applications of the Board of Directors and the Senior Executives who have administrative responsibilities, pursuant to the Capital Markets Board (CMB) regulations.

The fixed salaries to be valid for all the Members of the Board of Directors are determined every year at the Ordinary General Assembly Meeting of the Company.

Executive Board Members are compensated as per the Remuneration Policy for Senior Executives, detailed below. Performance - based compensation or stock option plans cannot be used to determine the remuneration of independent Board Members.

Members of the Board of Directors are paid according to the principle of per diem deduction taking into consideration their term of service. Costs borne by the members of the Board of Directors due to their contributions to the company (transportation, telephone, insurance etc. expenditures) can be met by the Company.

Remuneration of Senior Executives consist of two components: Base salary and performance based bonus.

Base salaries of Senior Executives are determined in accordance with international standards and legal responsibilities, taking into consideration macro-economic data within the market, the remuneration policies in the market, size and long-term goals of the company, and positions and efficiency levels of the individuals.

Performance - Based Bonus of Senior Executives are calculated according to company performance and individual performance. Relevant criteria is summarized below:

- **Bonus Base:** Bonus bases are updated at the beginning of each year and vary according to the workload of the executives' positions. When updating bonus bases, senior management bonus policies within the market are taken into consideration.
- **Company Performance:** Company performance is obtained through the calculation at period ends of the financial and operational goals (market share, exports, foreign activities, efficiency etc.) given to the company at the beginning of each year. When determining company goals, sustainability and improvements with respect to the previous years are taken into consideration as important principles.
- **Individual Performance:** For the determination of individual performance, employee, customer, process, technology and long-term strategy-related goals are taken into consideration, together with the company goals. For the calculation of individual performance, the long-term sustainability improvement principle is observed also, outside the financial spheres, as is the case for company performance.

The total remuneration amount determined according to these principles, and paid to the Senior Executives and the Members of the Board of Directors during the year, is submitted for the information of the partners in the subsequent General Assembly Meeting, in accordance with the regulations.