

MATERIAL DISCLOSURE

Company Name : FORD OTOMOTİV SANAYİ A.Ş.
Phone : 90 262 315 5000
Investor Relations Department : 90 216 564 7499 – 90 216 564 7495
Date : 03 April 2013
Subject : Dividend Distribution Date

To İstanbul Stock Exchange Chairmanship

The article concerning Dividend Distribution as recorded in the Meeting Minutes of the General Assembly that was held on March 21, 2013 is stated below:

According to the 01.01.2012-31.12.2012 accounting period financial statements prepared by the Company management in accordance with the Capital Markets Board (CMB) Communiqué Series XI, No.29 regarding the “Principles For Financial Reporting in the Capital Market”; audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited); TL 675,022,759 profit after tax was generated by adding TL 33,440,201 tax income to TL 641,582,558 income for the period.

- According to financial statements prepared in accordance with the CMB principles and International Financial Reporting Standards, TL 675,022,759 profit after tax was generated by adding TL 33,440,201 tax income to TL 641,582,558 income for the period,
- According to tax books, net income for the period was TL 412,235,971,
- As the first series of legal reserves correspond to 20% of the capital, additional First Series of Legal Reserves were not set up, according to the Turkish Commercial Code’s Communiqué Serial:XI, No:519,
- According to tax books, net distributable profit for the period is TL 412,235,971,
- TL 688,237,005 dividend base is calculated by adding the donations of the Company in the amount of TL 13,214,246 made in 2012 to TL 675,022,759 profit after tax,
- According to our dividend distribution policy 20% ratio is applied to the dividend base and the first dividend was determined as TL 137,647, 401.

Accordingly;

- TL 675,022,759 net income amount in Financial statements which was prepared in accordance with the CMB principles, Turkish Commercial Code and Company's Articles of Incorporation,

- First Series of Legal Reserves	TL 0
- First Dividend to the Shareholders	TL 137,647,401
- Second Dividend to Shareholders	TL 162,380,649
- Second Series of Legal Reserves	TL 28.248.255
- Extraordinary Reserves	TL 346.746.454
- Net Income for the Period	<u>TL 675,022,759</u>

It was agreed as above, and according to the tax books, it was agreed to allocate TL 83,959,666 extraordinary reserves,

- TL 300,028,050 cash dividend was agreed to be paid from the from current year income with no exemption according to our legal records.
- A gross dividend amount of TL 300.028.050 will be distributed as 85.5000% (each gross share with the nominal value of 1 TL= net TL 0.855000) to our shareholders whom are full fledged taxpayer company shareholders and foreign based taxpayer company shareholders which are represented by a company or permanent representative in Turkey, dividend will be distributed as 72.6750% per each share (the nominal value of 1 TL, in the ratio of TL 0.855000 Gross (TL 0.726750 Net)) to the other shareholders and dividend distribution date determined as April 3, 2013.

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.

Bülent Erol TAŞ
Manager, Management and General Accounting
Phone: 90 262 315 6911

Devrim KILIÇOĞLU
Director, Finance & Accounting
Phone: 90 262 315 6905

DIVIDEND DISTRIBUTION PROPOSAL FOR THE YEAR 2012

According to our financial statements for the accounting period 01.01.2012 - 31.12.2012 prepared in accordance with the International Financial Accounting Standards within the framework of the Capital Markets Board's Communiqué Serial:XI, No:29 and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.S. (a member firm of Ernst & Young Global Limited), a net income of TL 675,022,759 has been generated. Our dividend proposal per Company's dividend policy can be found below. Subject dividend distribution transactions mentioned below will begin on April 3, 2013 according to the General Assembly Resolution.

Ford Otomotiv Sanayi A.Ş. 2012 Dividend Distribution Proposal Table (TL)			
1. Paid-in/Issued Capital		350,910,000	
2. Total Legal Reserves (According to Tax Book)		426,439,720	
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	641,582,558	502,155,243
4.	Taxes Payable (-)	33,440,201	(89,919,272)
5.	Net Income for the Period (=)	675,022,759	412,235,971
6.	Retained Losses (-)	-	-
7.	First Series of Legal Reserves (-)	0	0
8.	Distributable Net Income for the Period (=)	675,022,759	412,235,971
9.	Donations within the year (+)	13,214,246	
10.	Distributable Net Income for the Period including Donations to Calculate First Dividend	688,237,005	
11.	First Dividend to the Shareholders	137,647,401	
	- Cash	137,647,401	
	- Bonus		
	- Total	137,647,401	
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	162,380,649	
16.	Second Series of Legal Reserves	28,248,255	
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	346,746,454	83,959,666
20.	Other Reserves Distributable		
	- Retained Earnings		
	- Extraordinary Reserves		
	- Other Reserves Distributable per Law and Articles of Association		

Information About the Ratio of Distributed Dividend (in terms of privileged-nonprivileged share)				
DIVIDEND INFORMATION PER SHARE				
	GROUP	TOTAL DIVIDEND (TL)	DIVIDEND FOR EACH SHARE WITH THE NOMINAL VALUE OF TL 1	
			AMOUNT (TL)	RATIO (%)
GROSS	A	2,388,161	0.855000	85.5000
	A	59,511,182	0.855000	85.5000
	B	115,011,241	0.855000	85.5000
	C	123,117,466	0.855000	85.5000
	<u>TOTAL</u>	300,028,050		
NET	A	2,388,161	0.855000	85.5000
	A	50,584,504	0.726750	72.6750
	B	115,011,241	0.855000	85.5000
	C	104,649,847	0.726750	72.6750
	<u>TOTAL</u>	272,633,753		
THE RATIO OF THE DISTRIBUTED DIVIDEND TO DISTRIBUTABLE NET INCOME FOR THE PERIOD INCLUDING DONATIONS				
DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)		THE RATIO OF THE DISTRIBUTED DIVIDEND TO DISTRIBUTABLE NET INCOME FOR THE PERIOD INCLUDING DONATIONS (%)		
300,028,050		43.59		

1) There is no Privileged Share Group in Income

2) 0% withholding tax rate is applied to dividend of TL 2,388,161 allocated to Koç Holding A.S., 15% withholding tax rate is applied to dividend of TL 5,718,065 allocated to Koç Holding Emekli ve Yardım Sandığı Vakfı and Vehbi Koç Vakfı, 15% withholding tax rate is applied to the remaining dividend of TL 53,793,117 assuming that all the shares belong to individual shareholders within A Group.

3) 0% withholding tax rate has been applied for B Group in calculating the net dividend amount as all the shares belong to legal corporations, Koç Holding A.Ş. and Temel Ticaret A.Ş.

4) 15% withholding tax rate has been applied to the C Group in calculating the net dividend amount as all the shares belong to our foreign based tax payer shareholder, Ford Motor Company.