

## FORM OF PROXY

### FORD OTOMOTİV SANAYİ A.Ş.

I hereby assign \_\_\_\_\_ 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 Extraordinary General Assembly of Ford Otomotiv Sanayi A.Ş. to be held at Company Headquarter at the address of “**Akpınar Mahallesi, Hasan Basri Caddesi, No:2 Sancaktepe / İstanbul** (Tel: +90 216 564 71 00, Faks: +90 216 564 73 85)” at **10:00** on Friday **31 October 2014**.

Proxy Holder's(\*);

Name, Surname / Trade name:

Turkish Republic Identity Number / Tax Number, Trade Registry and Number and Central Registration System (MERSİS) number:

\* The equivalent of the above information must be presented for the foreign proxy holders.

#### A. THE SCOPE OF POWER OF REPRESENTATION

The scope of authority to act must be identified by choosing either (a), (b) or (c) from the sections 1 and 2

1. For the issues included in the agenda of the General Assembly;

a) The Proxy is authorized to vote at his own discretion.

b) The Proxy is authorized to vote in accordance with the proposals of the Company management.

c) The Proxy is authorized to vote in accordance with the instructions in the table below.

Instructions:

If the shareholder choses (c), one of the available options (accept / decline) must be marked on the below table for each agenda item. If the shareholder requires the reason for the decline to be reported in the meeting minutes, it should also be specified below.

Agenda Items (*)	Accept	Decline	Reason of the Decline
1. Opening and election of Chairmanship Panel			
2. Approval, approval with amendments or refusal of the Board of Directors' proposal on distributing dividend in 2014 from the extraordinary reserves of the Company and determining the distribution date and place			
3. Wishes			

(\*) **Each agenda item for the General Assembly should be listed individually.** If the minority shareholder has a different draft resolution, that should also be mentioned separately to ensure voting by the proxy.

2. Instruction for the other subjects that can come up in the general assembly meeting and specifically related to the use of minority rights.

- a) The Proxy is authorized to vote at his own discretion.
- b) The Proxy is not authorized to vote on these subjects.
- c) The Proxy is authorized to vote in accordance with the below special instructions.

SPECIAL INSTRUCTIONS; Any special instructions given to the proxy by the shareholder should be mentioned here.

B) The shareholder should state the shares subject to representation by the proxy by choosing one of the below options.

- 1. I approve that the proxy shall be authorized to represent my shares detailed below.

- a) Order and Serial: \*
- b) Number / Group:\*\*

- c) Quantity-Nominal Value:
- d) Privileged in Voting or Not:
- e) Bearer or Registered:\*
- f) The ratio to the total shares/rights owned by the shareholder:
  - \* This information is not required for the shares that are recorded on the Central Registry Agency's system.
  - \* For the shares that recorded on the Central Registry Agency's system the group information shall be given instead of the number.

2. I approve that the proxy shall be authorized to represent all of my shares as reported on the list of the shareholders who may attend the general assembly as prepared by the Central Registry Agency the day before the general assembly.

NAME, SURNAME and TITLE OF THE SHAREHOLDER (\*)

Turkish Republic Identity Number / Tax Number, Trade Registry and Number and Central Registration System (MERSİS) number:

Address:

(\*) The equivalent of the above information must be presented for the foreign proxy holders.