

MATERIAL DISCLOSURE

Company Name : FORD OTOMOTİV SANAYİ A.Ş.
Phone : 90 262 315 5000
Investor Relations Department : 90 216 564 7499 – 0216 564 7495
Date : 27 February 2013
Subject : 2012 Dividend Distribution Proposal

To İstanbul Stock Exchange Chairmanship

In the Board of Directors' Meeting of our Company held on February 27, 2013, the 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"; the Balance Sheet and Income Statement of the year 2012 audited by the Statutory Auditors, Audit Committee and Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited); the Dividend Distribution proposal of the year 2012; the Board of Directors' Annual Report, Corporate Governance Principles Compliance Report, Report on Related Party Transactions for 2012, Remuneration Policy for the Board of Directors and Senior Executives and Internal Directive of the General Assembly have been reviewed and the following have been decided:

- a. To present the Balance Sheet issued as of December 31, 2012, which has an assets and liabilities total of TL 4,647,117,299 to the General Assembly's approval
- b. To present the Income Statement for the year 2012, which shows TL 641,582,558 profit before tax to the General Assembly's approval,
- c. To inform the General Assembly regarding the donations of the Company in the amount of TL 13,214,246 made in 2012 for social aid purposes to the foundations and associations that are granted tax exemption,
- d. As per the attached Profit Distribution Proposal, to propose to the General Assembly to distribute from 2012 profit, after deducting the legal obligations, total of TL 300,028,050 gross dividend that is 85.5000 Kr. Gross dividend (72.6750 Kr. Net as explained in the memo of the Profit Distribution Proposal) for each share with the nominal value of 1 TL, in the ratio of 85.5000% Gross (72.6750% Net) per share, and to determine the dividend distribution date 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
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Oğuz TOPRAKOĞLU
Assistant General Manager -CFO
Phone: 90 262 315 6900

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.Ş. (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.Ş., 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.