

**MINUTES OF
THE ORDINARY GENERAL ASSEMBLY MEETING OF
FORD OTOMOTİV SANAYİ A.Ş.
HELD ON 21ST MARCH 2013**

Ordinary General Assembly Meeting of Ford Otomotiv Sanayi Anonim Şirketi has been held on 21st March 2013 at 11.00 at the address of "Divan İstanbul Elmadağ Hotel, Asker Ocağı Caddesi No:1 34367 Şişli/İstanbul" under surveillance of the Representative of Ministry Mr.Mehmet Ali Köse, appointed by the letter of the Republic of Turkey Ministry of Customs and Commerce İstanbul Provincial Commerce Directorate dated 20.03.2012 and no.7939.

Invitation to the meeting, as set forth in the Law and the Articles of Association and in a manner to cover the agenda also, has been announced on the issues of Turkish Trade Registry Gazette dated 27.02.2013 and no.8267 and Hürriyet Daily Newspaper dated 27.02.2013 and no.23403 and on the website at www.fordotosan.com.tr and the date and agenda of the meeting have been announced thereby and the meeting has been made in legally required period.

Upon examination of the list of participants, it is determined that among 35,091,000,000 shares corresponding to the total share capital of the Company in the amount of TL 350,910,000; 1,553,950 shares corresponding to a capital amount of TL 15,539.50 are represented personally by related shareholders and 31,435,341,191 shares corresponding to a capital amount of TL 314,353,411.91 are represented by proxy and totally, 31,436,895,141 shares are represented in the meeting and thereby the meeting quorum required in the law and the Articles of Association is present. It is explained by Mr.Osman Turgay Durak, member of the Board of Directors of our Company, that 2,328,680,960 shares which are included in said total number of shares, are represented by Depositing Representatives according to article 431 of the Turkish Commercial Code and article 24 of the Regulation Relating to Joint Stock Companies, published on the Official Gazette dated 28th November 2012 and issue no.28481.

According to subparagraphs five and six of article 1527 of the Turkish Commercial Code, it is determined that the Company completed electronic general assembly preparations in accordance with legal regulations. By Mr.Osman Turgay Durak, member of the Board of Directors, Mr.Hasan Cem Yalçinkaya who holds "Central Registry Agency Electronic General Assembly System Specialist Certificate" has been appointed to use the electronic general assembly system and the meeting is opened physically and in electronic environment at the same time and it is started to discuss the agenda.

Mr.Osman Turgay Durak, member of the Board of Directors, made explanations regarding the way of voting. As set forth in the Law and in Articles of Association, it is indicated that, provided that the regulations relating to electronic counting of votes are reserved, shareholders physically present in the meeting hall must vote openly and by hand raising and the shareholders who shall cast a rejection vote must verbally declare their rejection votes.

As a result of discussions made according to the agenda, below decisions are taken.

1) According to article 1 of the agenda, election of the chairing committee in charge of chairing the Ordinary General Assembly, is started. Mr.Ahmet Serdar Kayhan, representative of Vehbi Koç Foundation which is a shareholder of the Company, declared his proposal for Chairmanship of the Meeting. Mr.Osman Turgay Durak is elected as the Chairman of the General Assembly Meeting, Mr.Haydar Yenigün and Mr.Grant Edward Belanger are elected as the vote collectors and Mr.İsmail Oğuz Toprakoğlu is elected as the clerk in charge of writing minutes of the meeting, by majority of votes with

acceptance votes corresponding to TL 313,663,639.60 and rejection votes corresponding to TL 305,265.

2) According to article 2 of the agenda, chairman gave information about consideration of the 2012 Activities Report of the Company has been announced to public (in the Public Information Platform, on the website of the Company at www.fordotosan.com.tr, Electronic General Assembly System of the Central Registry Agency and in printed Activities Report Manual) 21 days before the General Assembly meeting. Board of Directors Report, prepared by the Board of Directors of the Company relating to activities in 2012 is read by the clerk in charge of writing minutes of the meeting. Discussion is opened relating to activities in 2012. As a result of discussions carried out, 2012 Activities Report is accepted by majority of votes with acceptance votes corresponding to TL 313,685,887.60 and rejection votes corresponding to TL 283,017.

3) Chairman demanded that, according to article 3 of the agenda, 2012 Auditor Report and summary of the report of Independent Audit Firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited), be read. Auditor Mr.Mehmet Apak read the Auditor Report and Mr.İsmail Oğuz Toprakoğlu, clerk in charge of writing minutes of the meeting read the Independent Audit Report.

4) According to article 4 of the agenda, chairman gave information about consideration of the 2012 Financial Tables of the Company has been announced to public (in the Public Information Platform, on the website of the Company at www.fordotosan.com.tr, Electronic General Assembly System of the Central Registry Agency and in printed Activities Report Manual) 21 days before the General Assembly meeting. Mr.İsmail Oğuz Toprakoğlu, clerk in charge of writing minutes of the meeting read summary of the balance sheet and earnings table. As a result discussions carried out, 2012 Financial Tables are accepted by majority of votes with acceptance votes corresponding to TL 313,685,887.60 and rejection votes corresponding to TL 283,017.

5) Release of members of the Board of Directors and Auditors one by one due to activities in 2012 is presented for approval of the General Assembly. Each member of the Board of Directors refrained to exercise the voting rights arising from the shares held by them, for release of themselves and as a result of the votes of other shareholders who attended the meeting, they are released one by one by majority of votes with acceptance votes corresponding to TL 313,632,419.60 and rejection votes corresponding to TL 336,485. Auditors are also released one by majority of votes with acceptance votes corresponding to TL 313,632,419.60 and rejection votes corresponding to TL 336,485.

6) It is indicated that the Profit Distribution Policy of the Company is explained in the Activities Reports and Corporate Governance Compliance Reports and information is given that this policy summarised as "foreseeable and stable distribution of profit including in reasonable economic stagnation periods, expect for large investments and serious economic crises periods" shall be continued in 2013 and in subsequent years as well.

7) Relating to distribution of profits in 2012 and the date of distribution, proposal specified in the Board of Directors report is started to be discussed.

Information is given regarding the facts that;

*According to Capital Markets Laws and Regulations, after addition of tax income provision amounting to TL 33,440,201, to the profit in the amount of TL 641,582,558 obtained as a result of financial tables prepared according to UFRS principles and have been subject to independent audit; net income for the period TL 675,022,759.- has been reached,

- * According to legal records, a net term profit of TL 412,235,971 has been calculated,
- * Within the framework of article 519 of the Turkish Commercial Code, as the existing first order legal reserves correspond to 20% of the share capital, it is not necessary to set aside any first order legal reserve,
- * According to legal records, distributable profit is TL 412,235,971,
- * Taxable amount of first dividend has been calculated as TL 688,237,005, after adding the donations in the amount of TL 13,214,246 made during the year, to the net income for the period TL 675,022,759.-,
- * By applying a rate of 20% to this amount within the framework of our profit distribution policy, amount of first dividend to be distributed to shareholders is determined as TL 137,647,401.

As a result of negotiations carried out, it is decided by majority of votes with acceptance votes corresponding to TL 313,663,639.60 and rejection votes corresponding to TL 305,265, that;

* the net balance sheet profit in the amount of TL 675,022,759 specified in the financial tables prepared according to regulations of the Capital Markets Board be distributed as follows in accordance with the provisions of Turkish Commercial Code, Capital Markets Laws and Regulations and the Articles of Association of the Company,

- First order legal reserves	TL 0
- First dividend to shareholders	TL 137,647,401
- Second dividend to shareholders	TL 162,380,649
- Second order legal reserves	TL 28,248,255
- Extraordinary reserves	TL 346,746,454
- Total net term profit	TL 675,022,759

Extraordinary reserves in the amount of TL 83,959,666 be set aside according to legal records,

* All of the cash dividend to be distributed in the amount of TL 300,028,050, be met from the earning not subject to exemption based on our legal records,

* Total dividend planned to be distributed in the amount of TL 300,028,050, be distributed at the rate of 85.5000% (for each share with a nominal value of TL 1, gross=net 85.5000 Kuruş) to our corporate shareholders which are full taxpayers and limited taxpayers obtaining profit share in Turkey through an enterprise or a representative, and at the rate of 72.6750% (for each share with a nominal value of TL 1, gross 85 Kuruş, net 72.6750 Kuruş) to our other shareholders and distribution of dividends be commenced beginning from the date of 3rd April 2013.

8) Article 8 of the agenda regarding election of the members of Board of Directors, is started to be discussed. Mr.Ahmet Serdar Kayhan, representative of Vehbi Koç Foundation which is a shareholder of the Company declared his proposal regarding election of the members of Board of Directors. Board of Directors membership nomination declarations of Mr. Mustafa Rahmi Koç issued by Kadıköy 4th Notary Public on 22nd January 2013 with transaction no.4159, Mr.Yıldırım Ali Koç issued by Kadıköy 4th Notary Public on 22nd January 2013 with transaction no.4164, Mr.John Fleming issued by Kadıköy 4th Notary Public on 19th March 2013 with transaction no.13336, Mr.Stephen Terrence Odell issued by Kadıköy 4th Notary Public on 19th March 2013 with transaction no.13335, Mr.Lyle Alexander Watters issued by Kadıköy 4th Notary Public on 19th March 2013 with transaction no.13338, Mr.Jeffery Carter Wood issued by Kadıköy 4th Notary Public on 19th March 2013 with transaction no.13337, Mr.Guenter Verheugen issued by Kadıköy 4th Notary Public on 19th March 2013 with transaction no.13339, who could not attend the meeting personally, are seen by the representative of the Republic of Turkey Ministry of Customs and Commerce. As a result of the election made, number of the

members of Board of Directors, together with 2 independent members, is determined as 12 totally. As the members of the Board of Directors, Mr. Mustafa Rahmi Koç with identification no.12001049568, who could not attend the meeting personally and declared his nomination in writing, is elected as the Honorary Chairman, and the persons who could not attend the meeting personally and declared their nominations in writing, named Mr.Yıldırım Ali Koç with identification no.11989049966, Mr.Stephen Terrence Odell with tax no.6340417281, Mr.John Fleming with tax no.3880577220, Mr.Lyle Alexander Watters with tax no.8000510282, Mr.Jeffery Carter Wood with tax no.8140475383, are elected as the members of the Board of Directors and Mr.Mehmet Barmanbek with identification no.30943873300 who personally attended the meeting and Mr.Guenter Verheugen with tax no.4380392051 who could not attend the meeting personally and declared his nomination in writing, are elected as independent members of the Board of Directors and the persons named Mr.Osman Durak with identification no.13348799734, Mr.Bülent Bulgurlu with identification no.11899054074, Mr.Haydar Yenigün with identification no.56131027522, Mr.Grant Edward Belanger with tax no.1620515419 who attended the meeting personally, are elected as members of the Board of Directors in order to serve until the Shareholders Ordinary General Assembly which shall convene for the purpose of examining 2013 accounts, by majority of votes with acceptance votes corresponding to TL 310,527,716.60 and rejection votes corresponding to TL 3,441,188.

Information is given that curriculum vitae of members of the Board of Directors have been announced to public (in the Public Information Platform, on the website of the Company at www.fordotosan.com.tr, Electronic General Assembly System of the Central Registry Agency and in printed Activities Report Manual) 21 days before the General Assembly meeting and that the current members shall continue to serve.

9) Information has been given about consideration of the Remuneration Policy for members of the Board of Directors and Senior Managers, determined by the Board of Directors according to Corporate Governance Principles, has been announced to public (in the Public Information Platform, on the website of the Company at www.fordotosan.com.tr, Electronic General Assembly System of the Central Registry Agency and in printed Activities Report Manual) 21 days before the General Assembly meeting and that in this context, benefits in the total amount of TL 15,126,090 have been provided by our Company to members of the Board of Directors and senior managers in 2012 and it is accepted by majority of votes with acceptance votes corresponding to TL 313,634,556.60 and rejection votes corresponding to TL 334,348.

10) Mr.Ahmet Serdar Kayhan, representative of Vehbi Koç Foundation which is a shareholder of the Company declared his proposal regarding determination of the fees of members of the Board of Directors. It is presented for approval of the General Assembly to pay a gross fee of TL 11,000 to each member of the Board of Directors beginning from the following month. It is accepted by majority of votes with acceptance votes corresponding to TL 308,751,208.60 and rejection votes corresponding to TL 4,217,695.

11) In accordance with the principles set forth in the Turkish Commercial Code and the Communiqué on Independent Audit in Capital Markets, for the purpose of auditing financial reports of the Company in 2013 and to conduct other activities within the scope of relevant regulations in these laws, it is decided to designate Güney Bağımsız Denetim Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited), selected by the Board of Directors upon proposal of the Audit Committee, to serve as independent audit firm, by majority of votes with acceptance votes corresponding to TL 312,136,335.60 and rejection votes corresponding to TL 1,832,569.

12) General Assembly Internal Directive, prepared by the Board of Directors and which contains rules relating to working principles and procedures of the General Assembly has been announced to public (in the Public Information Platform, on the website of the

Company at www.fordotosan.com.tr, Electronic General Assembly System of the Central Registry Agency and in printed Activities Report Manual) and therefore, it is started to be discussed. As a result of discussions carried out, upon proposal of Mr.Ahmet Serdar Kayhan, representative of Vehbi Koç Foundation, it is decided that subparagraphs 1 and 2 of article 7 be changed and the General Assembly Internal Directive be accepted in the form as given in the attachment, by majority of votes with acceptance votes corresponding to TL 313,663,639.60 and rejection votes corresponding to TL 305,265.

13) Within the scope of article 5 of the Communiqué Serial:IV, No:41 on principles Required to be Complied with by Joint Stock Companies Subject to Capital Markets Law, 2012 Related Parties Transactions Report prepared regarding terms and conditions of widespread and continuous transactions of transfer of assets, services and liabilities reaching 10% or more of the total assets or sum of gross sales of our Company in 2012, has been approved in the meeting of the Board of Directors dated 27.02.2013 meeting no.06. It has been announced to public (in the Public Information Platform, on the website of the Company at www.fordotosan.com.tr, Electronic General Assembly System of the Central Registry Agency and in printed Activities Report Manual) for 21 days before the Ordinary General Assembly meeting and made available for examination of shareholders. Information is given to shareholders that this article is specified on the agenda for information purposes and therefore, it shall not be voted.

14) According to article 23 of the Communiqué Serial:VIII, No:54 on Principles Regarding Announcement of Special Cases to Public, issued by the Capital Markets Board, information is given to the General Assembly regarding the Informing Policy of the Company, prepared by the management of the Company and announced on the website of the Company and on Electronic General Assembly portal. Information is given to shareholders that this article is specified on the agenda for information purposes and therefore, it shall not be voted.

15) Information is given to shareholders that, in 2012, donations in the amount of TL 13,214,246 have been made top foundations and associations for social aid purposes. Proposal of Mr.Ahmet Serdar Kayhan, representative of Vehbi Koç Foundation which is a shareholder of the Company, relating to determination of the upper limit for donations to be made in 2013, be determined as 3% of the Before Tax Profit amount set forth in the financial tables of the Company prepared according to Capital Markets Laws and Regulations and have been subject to independent audit, is presented for voting and it is accepted by majority of votes with acceptance votes corresponding to TL 302,786,022.60 and rejection votes corresponding to TL 11,182,882.

16) It is decided that the shareholders controlling the management, members of the Board of Directors who are shareholders, senior managers and their spouses and blood and affinity relatives up to third degree be authorised to make transactions with the Company and its affiliated companies in a nature which may cause conflict of interest, to compete with them and to conduct the activities within the scope of activities of the Company, personally or on behalf of third parties and to be shareholders with unlimited liability in companies conducting such type of works and to conduct other transactions according to articles 395 and 396 of the Turkish Commercial Code and regulations of the Capital Markets Board, by majority of votes with acceptance votes corresponding to TL 311,498,117.60 and rejection votes corresponding to TL 2,470,787. Information is given to the General Assembly that there has been no transaction made in this context in 2012.

17) Chairman of the General Assembly Meeting presented for voting that the Chairing Committee of the General Assembly Meeting be authorised to sign the minutes of the meeting on behalf of shareholders. It is decided to authorise the Chairing Committee to sign the minutes of the meeting jointly and to consider this as sufficient, by majority of

votes with acceptance votes corresponding to TL 313,663,639.60 and rejection votes corresponding to TL 305,265.

18) Shareholders who attended the meeting thanked for the results achieved by the Company and wished that the Company shall be successful in the forthcoming operating year.

As there is no other issue remained on the agenda to be discussed, it is declared by the Chairman that the meeting is ended and the meeting is closed thereby.

These minutes of the meeting is issued and signed at the place where the meeting is held, following the meeting.

21st March 2013

(signature)
Chairman of the Meeting
OSMAN TURGAY DURAK

Representative of the Republic of Turkey
Ministry of Customs and Commerce
MEHMET ALİ KÖSE
(signature)

(signature)
Vote Collecting Officer
HAYDAR YENİGÜN

(signature)
Vote Collecting Officer
GRANT EDWARD BELANGER

Clerk in charge of
writing minutes of the
Meeting
İSMAİL OĞUZ
TOPRAKOĞLU
(signature)