

FORD OTOSAN

FORD OTOMOTİV SANAYİ A.Ş.

FROM BOARD OF DIRECTOR'S

INVITATION FOR ORDINARY GENERAL SHAREHOLDERS' MEETING

Our company's Ordinary General Shareholders' Meeting is to be held on **March 25th, 2009 Wednesday at 14:30** to review **2008** operations and resolve the items of ordinary agenda below at **Divan City İstanbul** located at "**Büyükdere Caddesi, No: 84, 34398 Gayrettepe / İstanbul**" (Tel: +90 212 337 49 00, Faks: +90 212 337 49 49).

Shareholders who will not be able to attend the meeting personally must prepare the proxy form according to the form given below. This form example can be obtained also from Yapı Kredi Yatırım Menkul Değerler A.Ş., our company or from the official website of the company (www.fordotosan.com.tr). The signature in the proxy must be notarized and the proxy should be submitted as per the provisions of the Capital Market Board communiqué Serial: IV No: 8 issued in the Official Gazette on 09.03.1994 with number of 21872.

The shareholders, whose shares are kept in investment accounts of a Brokerage Company under Central Registry Agency, should act within the terms of "General Meeting Blockage" rules issued in the booklet of the "Central Registry System Business & Operation Rules" published in the link http://www.mkk.com.tr/MkkComTr/assets/files/tr/yay/formlar/is_bilisim.pdf in Central Registry Agency's (www.mkk.gov.tr) General Letter attachment no: 2005/28 and they should be registered to General Meeting Blockage List in order to attend General Meeting. It is presented to our shareholders' attention that attendance of the stockowners who are not registered in the Blockage List by Central Registry Agency to the meeting is not legally possible.

As mentioned in the Central Registry Agency's General Letter of no: 294, according to the temporary article no:6 of the Securities Exchange Act, it is not possible for a shareholder to use his participating rights in General Meetings unless he dematerialized his shares. The General Meeting attendance applications of the shareholders who have not dematerialized their shares yet will be taken into consideration after the dematerialization process. The necessary information about the subject can be received from the Finance Department of Kocaeli Plant at the address of İzmit-Gölcük yolu 14. km. İhsaniye-Gölcük (Tel:+90 262 315 50 00). It is kindly requested to consult Kocaeli Plant Finance – Investor Relations department or Yapı Kredi Yatırım Menkul Değerler A.Ş. that manages the dematerialization operations in the name of our company for dematerialization of certificated shares.

In the General Shareholder's Meeting, the voting will be by show of hands and by open ballot.

Board of Directors and Auditors Report, Independent External Audit Report, Balance Sheet and Income Statement, dividend proposal and information about agenda items regarding the year of 2008 will be present for our shareholders' information in Finance Department of Kocaeli Plant at the address of İzmit-Gölcük yolu 14. km. İhsaniye-Gölcük (Tel:+90 262 315 50 00) during 21 days before the meeting and in the official website of the company, www.fordotosan.com.tr.

All shareholders, stakeholders and the media (Press and Information) are kindly invited to our General Shareholders' Meeting.

It is kindly presented for our shareholders' information.

FORD OTOMOTİV SANAYİ A.Ş.
AGENDA FOR 25 MARCH 2009 ORDINARY GENERAL MEETING

1. Opening and election of Chairmanship Panel,
2. Reading and discussion of the Board of Directors' Report, Statutory Auditor's Report and summary report of the independent audit firm Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PriceWaterhouseCoopers) about 2008 activities and accounts, and approval or approval with amendments or refusal of the Board of Directors' proposal of 2008 Balance Sheet and Income Statement,
3. Approval of the change made in the membership of the Board of Directors in accordance with the Article 315 of the Turkish Commercial Code,
4. Release of the Members of the Board of Directors and the Statutory Auditors for year 2008 activities,
5. Approval or approval with amendments or refusal of the Board of Directors' proposal of the profit distribution for the year 2008 and distribution date,
6. Re-election or replacement of the members of the Board of Directors whose term of office has expired and determination of the number of the members and their term of office,
7. Re-election or replacement of Statutory Auditors whose term of office has expired,
8. Determinations of the monthly gross remunerations and fees to be paid to the Chairman and Members of the Board of Directors and Statutory Auditors,
9. Report out of the donations and contributions made by the Company for social charity purposes in 2008, to the foundations and societies having tax exemption,
10. In accordance with the Corporate Governace Principles giving information on the Company's profit distribution policy for 2009 and the following years,
11. Granting permission to the members of the Board of Directors to conduct the activities within the fields of business of the Company in their own name or in the name of other persons, and to participate in other companies engaged in the same fields of business, and for other deals, pursuant to Sections 334 and 335 of the Turkish Commercial Code,
12. Authorization of the Chairmanship Panel to sign the meeting minutes of the General Assembly of Shareholders,
13. Wishes.

FORM OF PROXY

TO THE GENERAL ASSEMBLY OF FORD OTOMOTİV SANAYİ A.Ş.

I assigned 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 Ordinary General Assembly to be held at **Divan City İstanbul, at the address of "Büyükdere Cad. No: 84 34398 Gayrettepe / İstanbul"** (Tel: +90 212 337 49 00, Faks: +90 212 337 49 49) at **14:30** on Wednesday **25th March 2009**.

A. THE SCOPE OF POWER OF REPRESENTATION

- a) The Proxy is authorized to vote on all agenda articles at his own discretion.
- b) The Proxy is authorized to vote on the agenda articles in accordance with the following instructions.

Instructions: (Special Instructions are inserted.)

- c) The Proxy is authorized to vote on all agenda articles in accordance with the proposals of the Company management.

d) On other issues that may be put in the agenda during the meeting, the Proxy is authorized to vote in accordance with the following instructions. (If no instruction is given, the Proxy votes freely.)

Instructions: (Special Instructions are inserted.)

B. SHARE CERTIFICATE OWNED BY SHAREHOLDER

- a) Group and Series :
- b) Number :
- c) Quantity & Nominal Value :
- d) Privileged in Voting or Not :
- e) Bearer or Registered :

NAME, SURNAME and TITLE OF THE SHAREHOLDER :

SIGNATURE :

ADDRESS :

NOTE : In Section (A), one of the alternatives of (a), (b) or (c) will be chosen, and explanations will be given for the alternatives (b) and (d).