

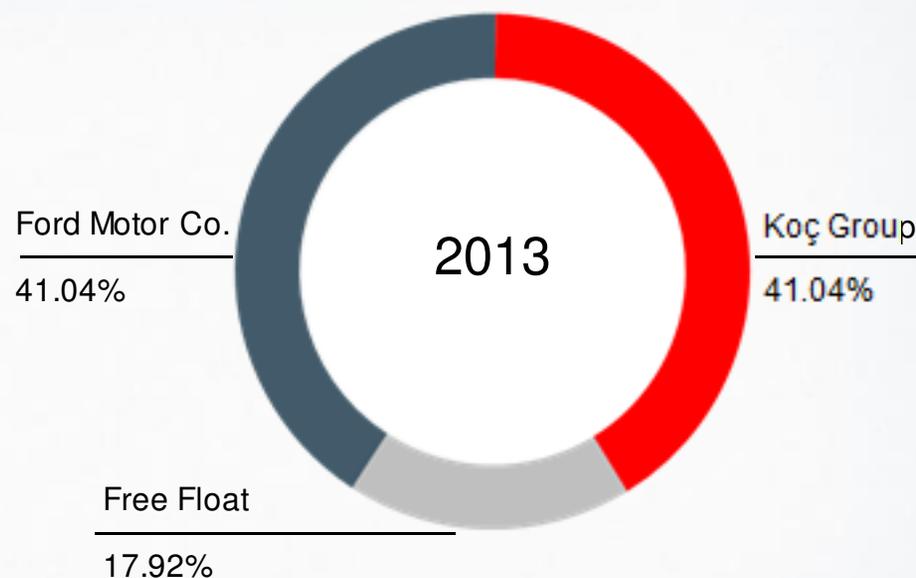
FORD OTOSAN

Investor Presentation

February 2013

Company Profile

Key Performance Indicators, 2012		
Net Sales		\$ 5.5 billion
Export Revenues		\$ 3.2 billion
EBITDA		\$ 444 million
Profit Before Tax		\$ 358 million
Net Profit		\$ 377 million
ROE		33.8%
EBITDA margin		8.1%
Annual Production Capacity		330,000
	Kocaeli	320,000
	İnönü	10,000
Total Employees		9,527
	Blue Collar	7,069
	White Collar	2,458



Ford Otosan at a Glance

Pioneer of the Turkish automotive industry

- First Turkish passenger car Anadol (1966)
- Turkey's first private R&D center in automotive (1975)
- Turkey's first domestic diesel engine Erk (1986)
- First export of Turkish automotive to the US (2009)

Strong value contribution

- Istanbul Chamber of Industry's Turkey's Top 500 Industrial Enterprises 2011 list – 2nd place
- Export leader in Turkish automotive; 2nd largest exporter overall
- Listed among the world's top 1000 companies by R&D investment according to the 'EU Research & Development Investment Scoreboard'

Leadership and scale

- 11 consecutive years of market leadership
- Widest product range in Turkish automotive
- 55% of Turkey's total commercial vehicle production
- 60% of Turkey's total commercial vehicle exports

2012 Highlights

Market Leader for **11 consecutive years**

Turkish Industry Volume	812K
Retail Sales Volume	112K
Export Volume	205K
Exports	US\$ 3.2 billion
Production Volume	272K
Total Employment	9,527
PD Engineers	1,240
Investments	US\$ 523 million
Dividends Paid	TL 579 million



Brief History

First automotive production starts in Turkey under license agreements in a heavily protected domestic economy.



Turkey takes first steps to liberalize its economy and integrate with the rest of the world.



Customs Union is signed with the EU in 1996. Exports start to increase. Incentives are introduced for production in Turkey.



Turkey becomes a major hub in automotive production and moves up the value chain, from an assembly center to full product development and manufacturing with focus on R&D.



Turkey is the 15th largest auto manufacturing hub in the world and 5th largest among EU 27 countries.



First Years

1980s

1990s

2000s

2010s

1928 – Vehbi Koç is assigned as Ankara Ford dealer
 1959 – Otosan is founded as Ford assembler in Turkey
 1960 – Otosan's first production: Ford Consul
 1966 – Otosan produces the first Turkish car Anadol
 1967 – Otosan produces its first Transit

1982 – İnönü Plant opens
 1983 – Cargo production starts
 1983- Ford Motor Co. increases its share in Otosan to 30%
 1985 – Production of Ford Taunus
 1986 – Otosan produces Turkey's first diesel engine ERK

1992 – Production of the new generation Transit
 1993 - Production of Ford Escort
 1997 – Ford assumes 41% equity in 'Ford Otosan'
 1998 – Ford Otosan spare parts distribution center opens

2001 – Kocaeli Plant opens
 2002 – Transit Connect launches
 2003 – New Cargo launches
 2003 – Transit Connect 'International Van of the Year Award'
 2007 – Gebze Engineering Center opens
 2007 – Transit 'International Van of the Year Award'
 2009 – Transit Connect exports to N. America

2010 – Ford Otosan celebrates its 50th Anniversary
 2010 – Transit Connect 'North American Truck of the Year' Award
 2011 – Transit Connect NYC Taxi launches
 2011 – Ford Otosan celebrates 10 years of market leadership
 2012 – Ford Otosan celebrates 11 years of market leadership

Selected Awards

2013 Van of the Year Award – Transit Custom

Şehabettin Bilgisu Environment Award, Kocaeli Chamber of Industry

- Kocaeli Plant awarded in 2004, 2007 & 2010
 - İnönü Plant awarded in 2008 & 2011
-

Chairman’s Leadership Award for Diversity

- “Let’s Remove Barriers” project, 2010
 - First woman dent repair technician, 2011
-

Rio +20 United Nations Conference on Sustainable Development

- Turkey’s one of the best sustainability practise
-

President Health & Safety Award, 2012

- Six categories including Global Winner – Excellence in Safety Culture and Standards Award

Locations of Plants & Facilities

Kartal Parts Distribution Center - 1998



- Marketing, Sales, Parts Operations, Warranty, Field Operations, Dealer Training and Customer Relations Center are located at this site.

Gebze Engineering Center - 2007



- Engineering services for Ford Otosan & Ford Europe's Product Development Centers

Kocaeli Plant - 2001



- Transit family & Transit Connect production
- 1,600,000m² total area
- 340,000m² covered area
- 320,000 units annual production capacity



ISO
9001



ISO
14001



ISO
9001

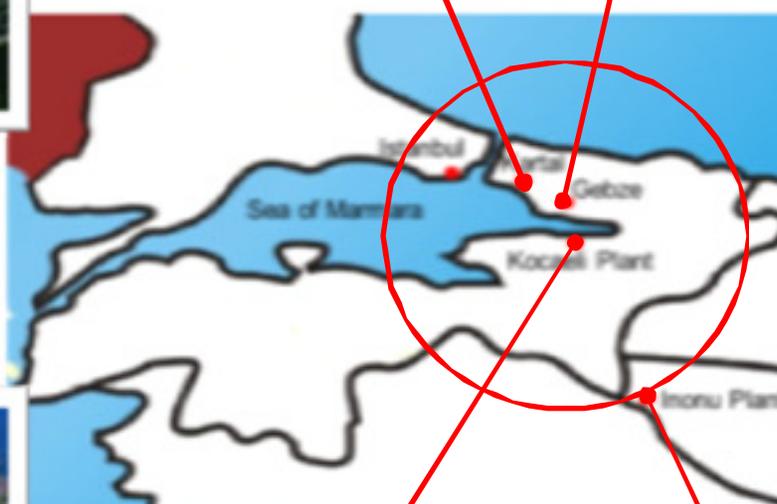


ISO
14001



İNönü Plant - 1983

- Cargo production
- 1,100,000m² total; 76,000m² covered area
- Annual capacity: 10,000 units truck, 66,000 units engine, 140,000 units powertrain



Products – Transit

- Manufactured at Ford Otosan's Kocaeli Plant since 1967
- Over 6 million units produced since its launch in 1965
- Longest-running model in Ford of Europe's product range
- Pickup, van and minibus body styles offering endless combinations
- Undisputable market leader in 2012 with 33.3% share; higher than the 2 next brands
- 30K units sold in the domestic market in 2012
- 115K units exported in 2012
- "International Van of the Year" 2001 & 2007



Transit Connect

- Manufactured at Ford Otosan's Kocaeli Plant since 2002 ~1 million units
- Best selling light commercial vehicle in Turkey in 2010 & 2011
- First Turkish vehicle exported to the US: over 100K exports since '09
- 22.1% domestic market share in 2012: 29K units sold
- 75K units exported in 2012
- "International Van of the Year" 2003
- 2010 North American Truck of the Year



Transit Connect North America Taxi

- Transit Connect is among the approved models for use as NYC taxis by The New York City Taxi and Limousine Commission
 - ✓ 2.0-liter four-cylinder gas engine
 - ✓ Automatic transmission
 - ✓ Up to 30% more fuel efficient than traditional taxis
 - ✓ Engine conversions to CNG and LPG available

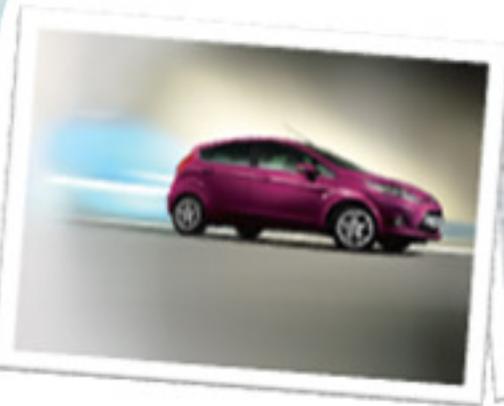


Cargo

- Manufactured at Ford Otosan's Inönü Plant since 1983
- Trailer, construction and truck series
- 20.0% domestic market share in 2012
- Exported to 30 countries in Europe, Asia and Africa
- 2013 Heavy Truck of the Year – 3rd place



A Full Line of Cars



Ford Fiesta



Ford B-Max



Ford Focus



Ford Mondeo



Ford S-Max



Ford Galaxy



Ford C-Max



Ford Kuga

15 New Product Launches in 2 Years



Focus 1LT EcoBoost



B-Max



Ranger



Transit Custom



Tourneo Custom

2012



Fiesta



Ford Cargo 1846T



Kuga



Transit Connect



Tourneo Connect



Transit

2013



Mondeo



Ecosport



Transit / Tourneo Courier

2014

Investment Case

Why Ford Otosan?

Scale and visibility

- Domestic market leader for 11 consecutive years
- Largest manufacturer and exporter of commercial vehicles in Turkey
- New projects to strengthen the product range, increase capacity & profitability

Resilience and efficiency

- Relatively favorable tax regime on commercial vehicles
- Diversified export markets
- Large scale export program: more than 65% of total unit sales
- High CUR
- Efficient, flexible and low-cost manufacturing

Strong balance sheet and prudent risk management

- Strong cash generation capacity
- Solid financials
- Natural hedge due to fx-denominated export revenues: 61% of total revenues

Shareholder value creation

- Attractive & sustainable dividend yield
- Strong relative share performance
- Commitment to good corporate governance

Market Leader for the 11th Consecutive Year - 2012

Segment	Industry (000)	Ford Otosan (000)	Market Share, %	Ranking
LCV	221	59	27	#1
Truck	30	6	20	#2
PC	556	47	8.5	#4
TOTAL	812	112	13.8	#1

Relatively Favorable Taxes on Commercial Vehicles

Commercial Vehicles are Taxed Lower than Cars

Passenger Cars					Commercial Vehicles				
Engine Size	Model	VAT	SCT	Total	Engine Size	Model	VAT	SCT	Total
<1600 cc	Fiesta	18%	40%***	65%	<3000cc	Transit Van Connect Van Ranger	18%	4%	23%
	Focus								
	C-Max								
	Mondeo (1.6) S-Max (1.6)								
1601-2000	Mondeo (2.0)	18%	80%*	112%		Minibus	18%	9%	29%
	S-Max (2.0)								
	Kuga								
	Galaxy								
>2000		18%	130%**	171%		Transit Combi Connect Combi	18%	15%***	36%
						Cargo	18%	4%	23%

Increases took place as of October 12, 2011:

* From 60% to 80%

** From 84% to 130%

*** From 10% to 15%

Increase took place as of September 22, 2012:

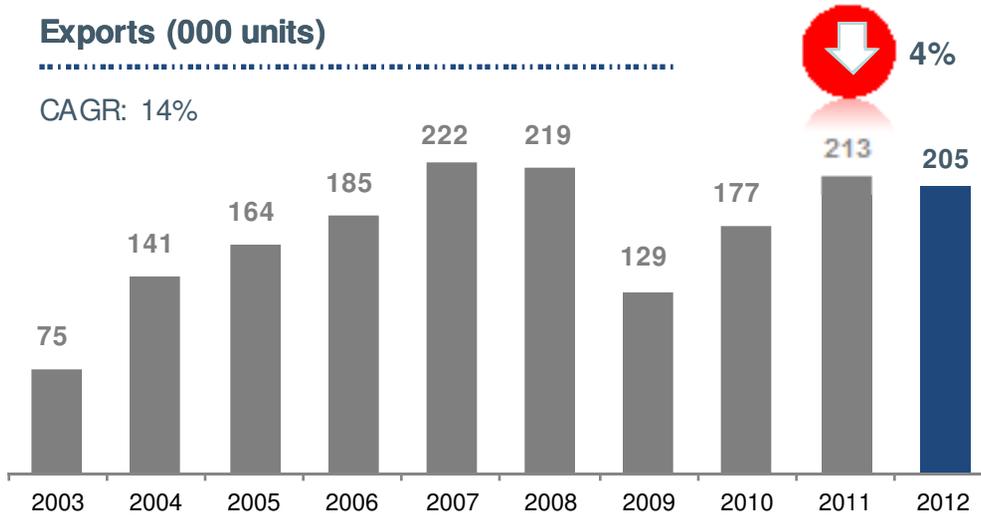
**** From 37% to 40%

VAT: Value added tax
SCT: Special consumption tax

Large-Scale Export Program

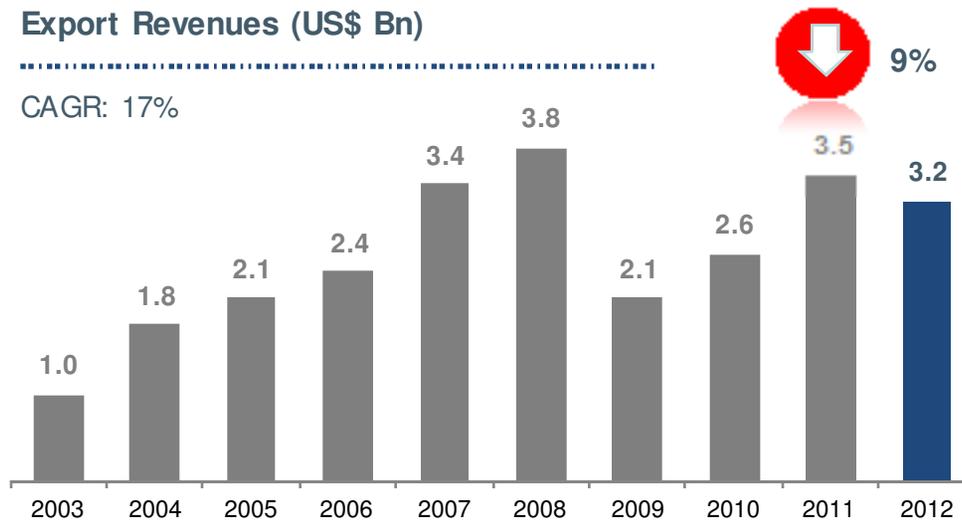
Exports (000 units)

CAGR: 14%



Export Revenues (US\$ Bn)

CAGR: 17%



US\$ 3.2 billion export revenues in 2012

Net exporter in the last five years with US\$ 2.1 billion (2008-2012)

Vehicles and spare parts exported to

76 countries in 5 continents

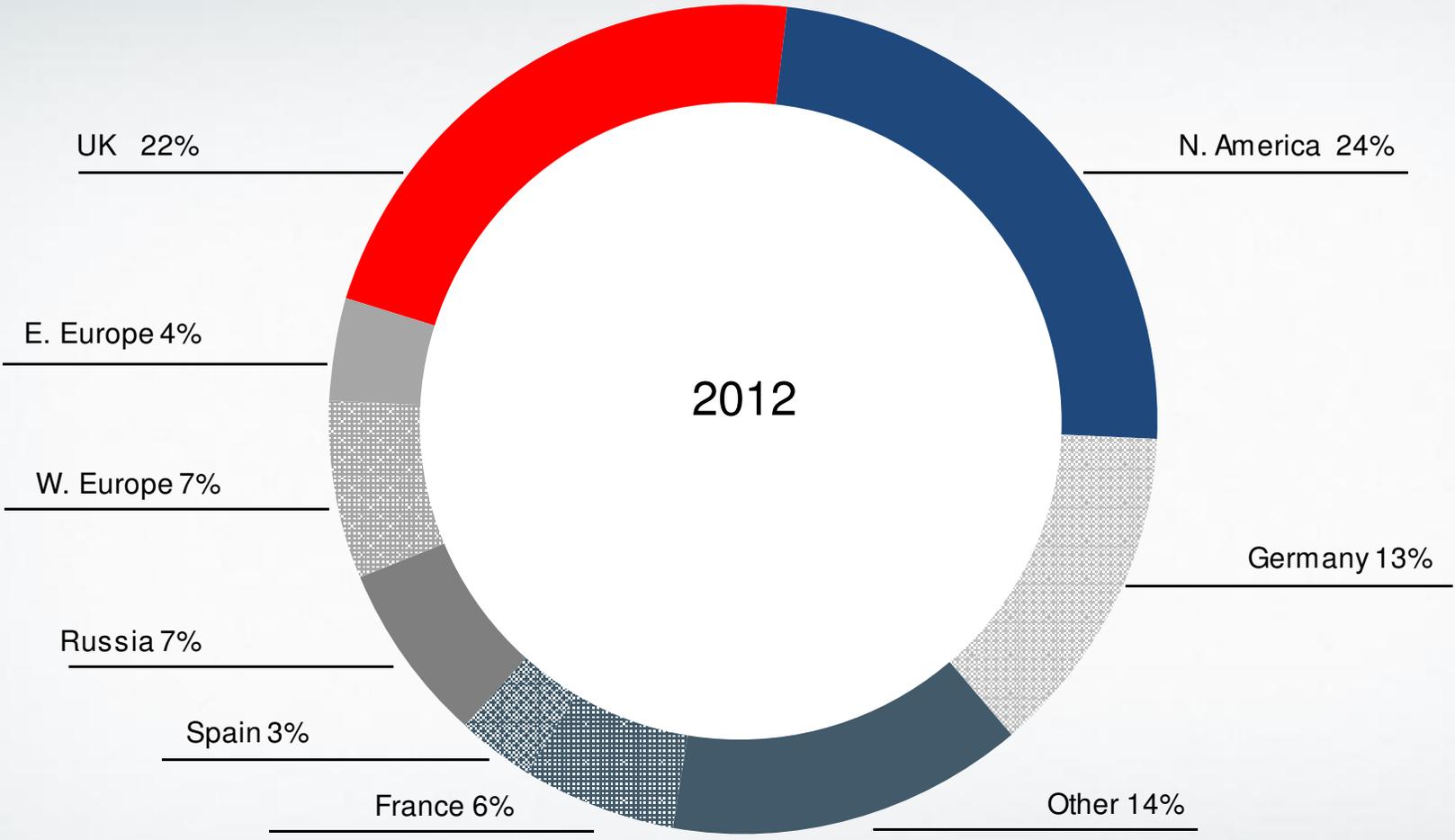
New markets added in 2012:

- South Africa
- Georgia
- Turkmenistan
- Kazakhstan

60% of Turkey's total commercial vehicle exports is done by Ford Otosan

10% of Turkey's exports to the US is done by Ford Otosan

Diversified Export Markets



New Projects: Total Investment >US\$1 Billion (2011-2014)

1. New generation Transit family

- Largest investment in a specific product in Turkish automotive: US\$ 630 million
- TL 976 million investment incentive received

i. Tourneo Custom & Transit Custom

Mass production started on 23 July 2012.

Introduced to the market in October 2012.

ii. Next generation Transit



New Projects: Total Investment >US\$1 Billion (2011-2014)

2. New LCV – Transit Courier

- €205 million fixed asset procurement
- TL 368 million investment incentive received
- Ground breaking for the new factory took place on 20 March 2012



3. New Ford Cargo

- \$75 million investment to develop a more globally competitive product
- Ford Otosan is responsible for product development, design, engineering and R&D
- Will be manufactured in Ford Otosan's İnönü plant and Ford's Brazilian division

-
- €150 million loan agreement signed with EBRD in 2010

(5-year loan with 2-years grace period at EURIBOR + 275 bps)

- €190 million loan agreement signed with EIB in 2012

(8-year loan with 2-years grace period. €100 million in Q3 at 2.06%; €90 million in Q4 at 1.47%)

Capacity



210,000



110,000



10,000

Current capacity

330,000 units



290,000



110,000



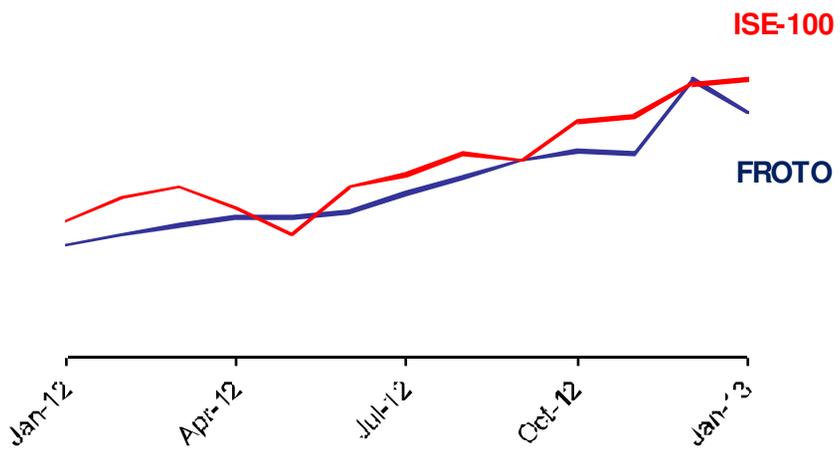
15,000

2014 capacity

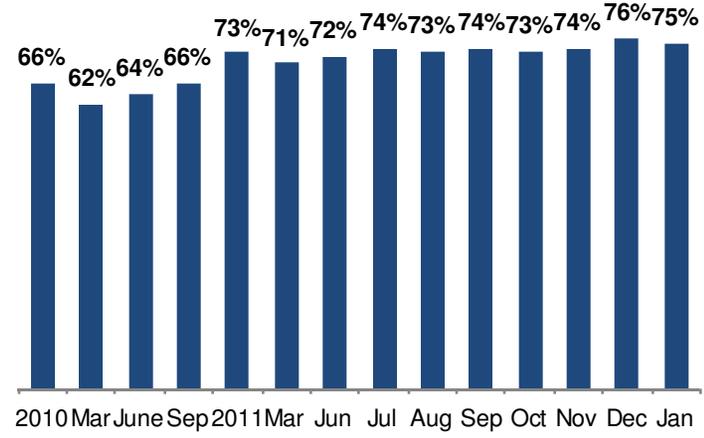
415,000 units

Focus on Shareholder Value

Strong share performance



Increase in foreign ownership



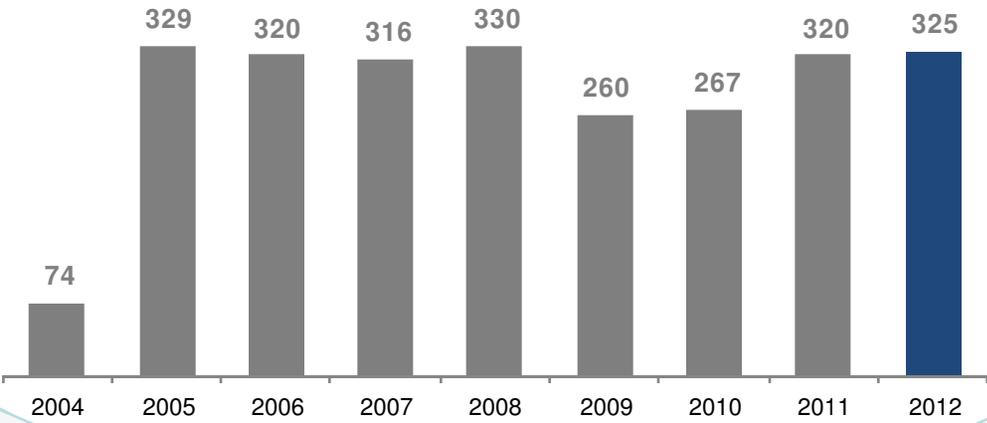
Commitment to corporate governance

- Separate CEO and Chairman roles
- Independent BoD members
- Executive Committee
- Audit Committee
- Corporate Governance Committee
- Risk Committee
- Compensation Committee

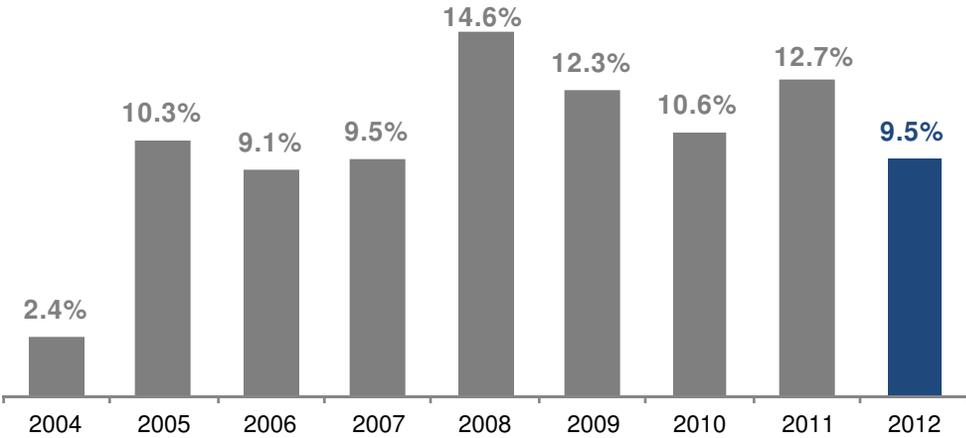
Attractive & Sustainable Dividend Yield

Dividend Payments (US\$ Mn)

CAGR: 20%



Yield (%)



1st among ISE companies with average 12% yield between 2008-2012

\$2.5 billion dividends paid between 2004-2012

2nd highest dividend payer among Turkish industrials since its public offering

There are **no privileges** in dividend distribution based on shareholder type

Ford Otosan usually pays dividends **twice a year**

Current dividend policy is **expected to continue throughout the investment period**

Strong & Committed JV Partner Support



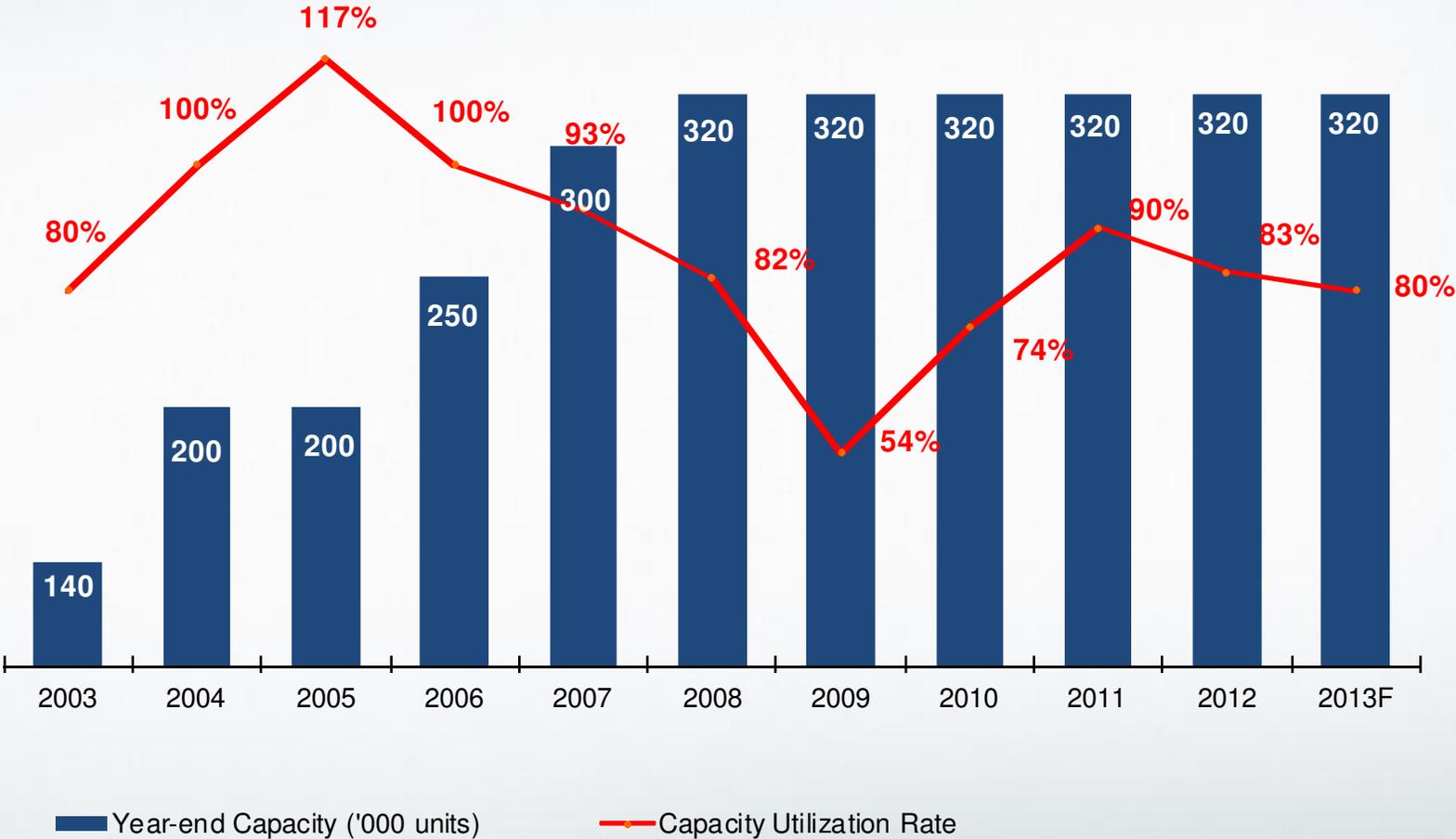
- Turkey's largest industrial and services group in terms of revenues, exports, market capitalization and number of employees.
- Holds leading positions with strong competitive advantages in energy, automotive, consumer durables and finance sectors, which offer strong long term growth potential.
- The only Turkish company in Fortune Global 500



- Global automotive industry leader based in Dearborn, Michigan, that manufactures and distributes automobiles across six continents
- Automotive brands include Ford and Lincoln
- 166,000 employees and 70 plants worldwide
- Provides financial services through Ford Motor Credit Company

Efficient Production Hub

Kocaeli Plant Capacity Utilization Rate



R&D Focused on Excellence

- The largest R&D center of the Turkish automotive industry
- R&D activities for Ford Otosan products and engineering services for Ford Motor Co.
- Ford's global engineering center in heavy commercial vehicles
- Ford Otosan has the capability and infrastructure to design, develop and test a complete vehicle end-to-end, including its engine

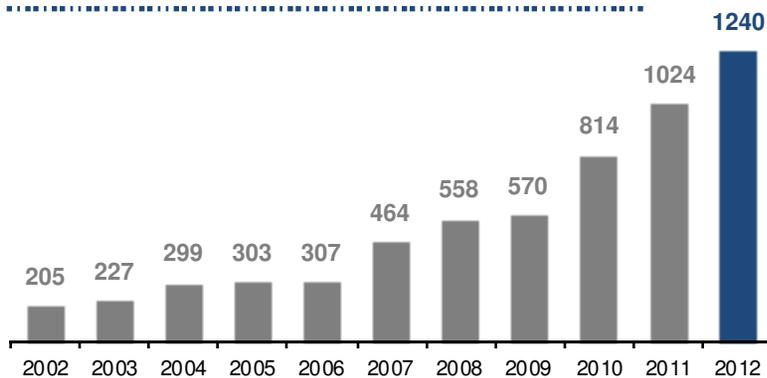
Kocaeli

- ✓ Located in Gölcük plant
- ✓ 300+ R&D engineers
- ✓ Engine testing, design studio and development workshops are located at this site

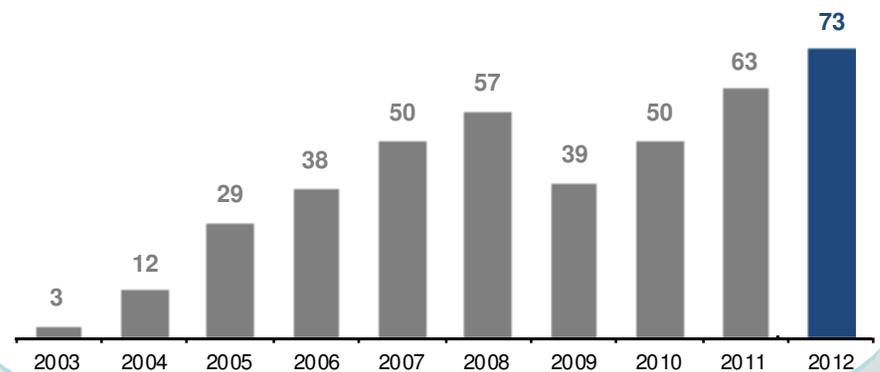
Gebze

- ✓ Located in TÜBİTAK MAM Technology Free Zone
- ✓ 700+ R&D engineers
- ✓ Global Center of Excellence for small diesel engines
- ✓ R&D center for Global Cargo

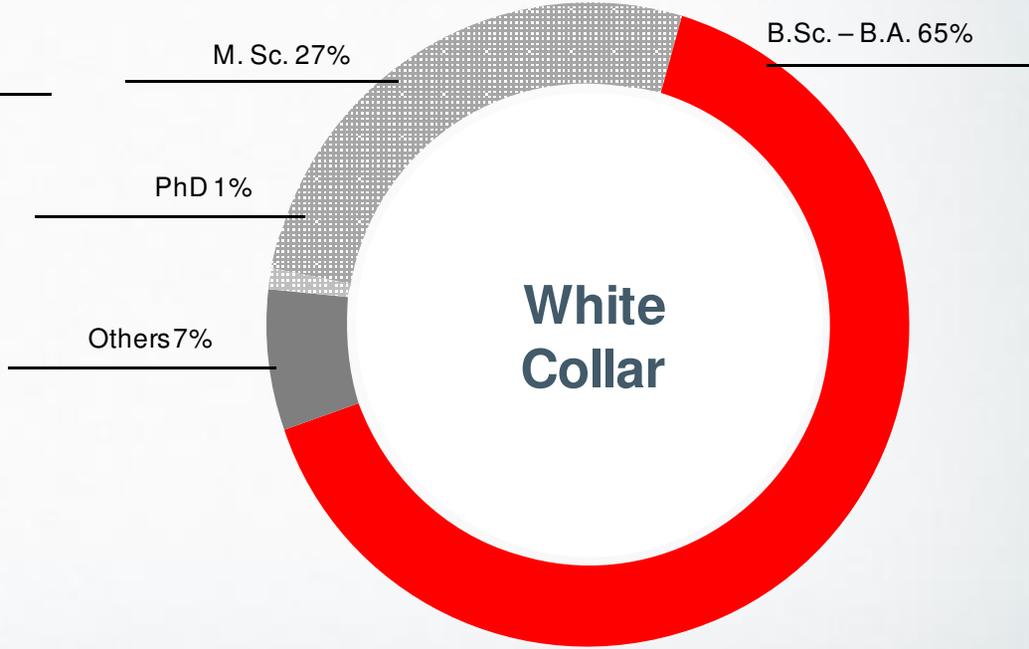
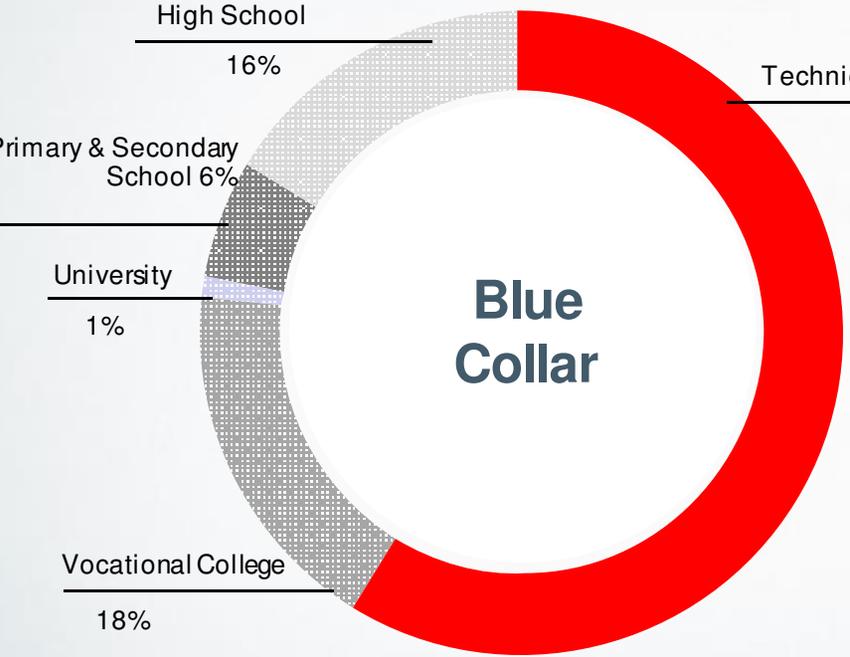
R&D Engineers



Patent Applications



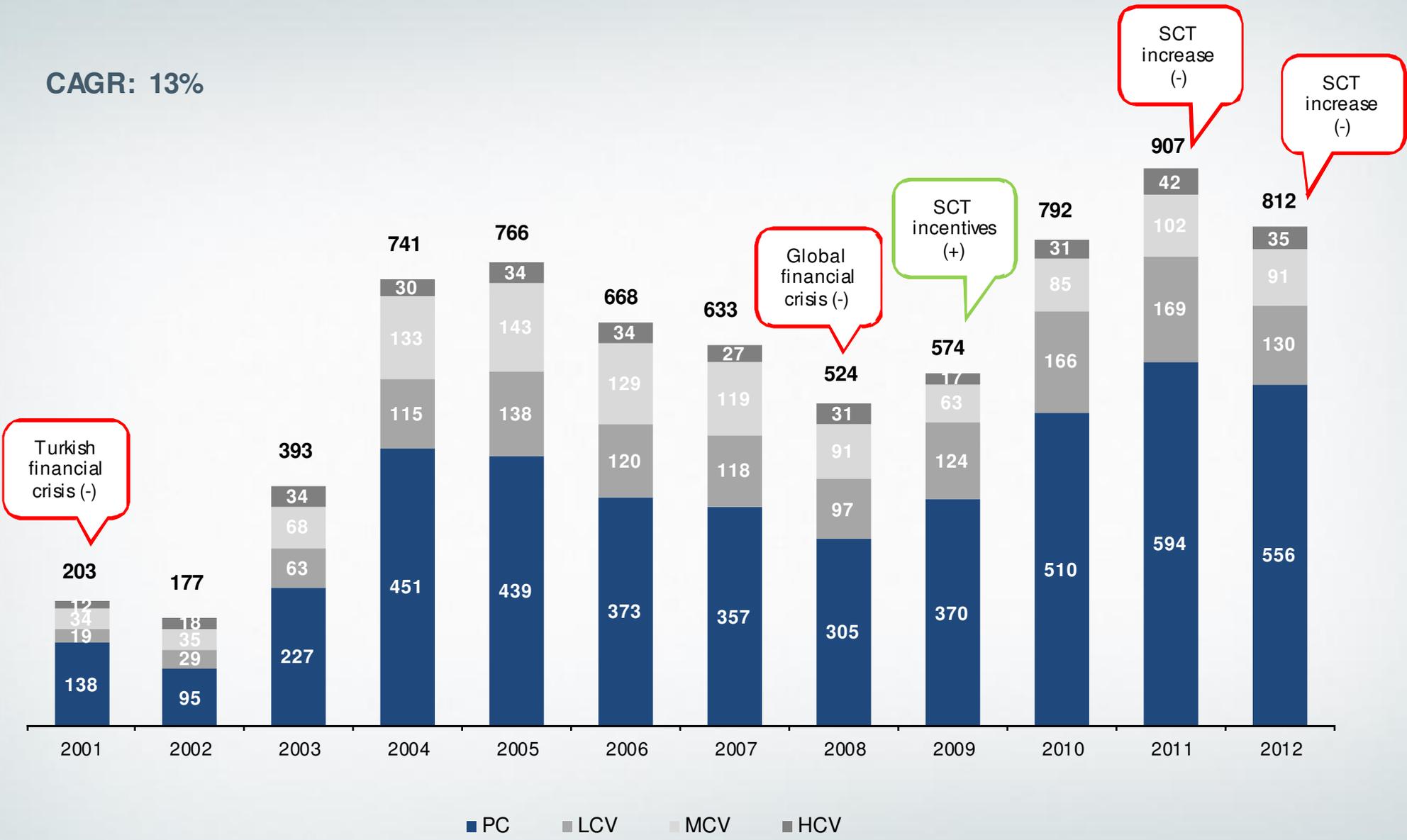
Experienced and Skilled Workforce



Operating & Financial Performance

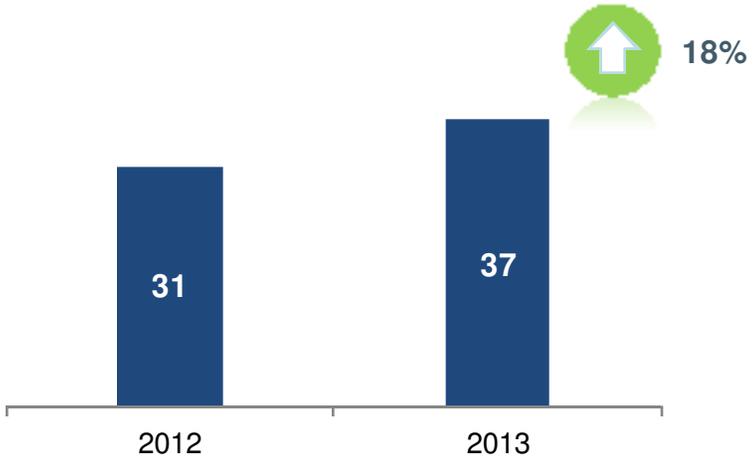
Turkish Automotive Industry (000 units)

CAGR: 13%

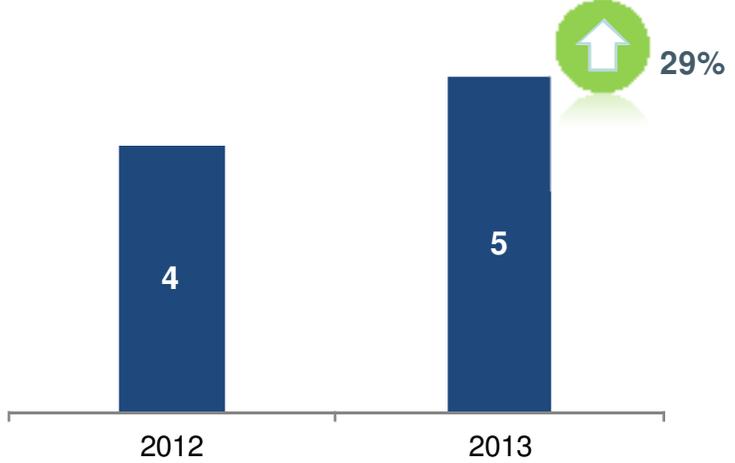


Domestic Volumes (000 units)

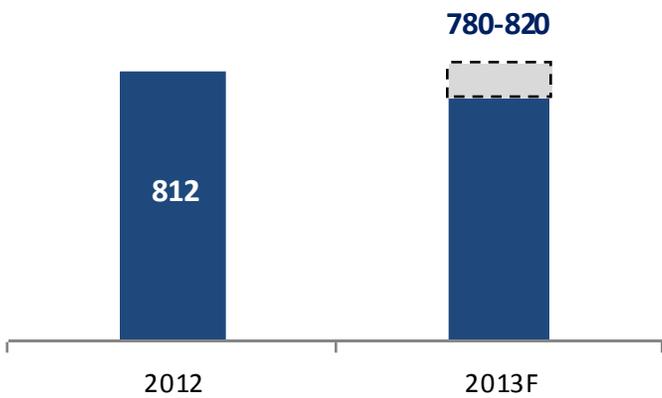
Total Automotive Industry, January 2013



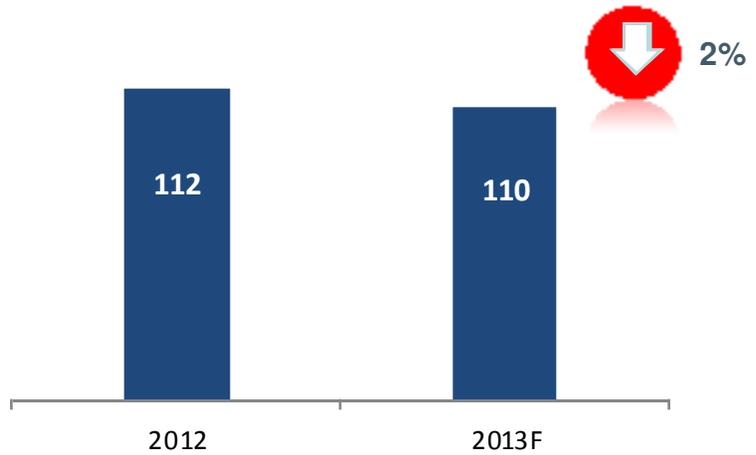
Ford Otosan, January 2013



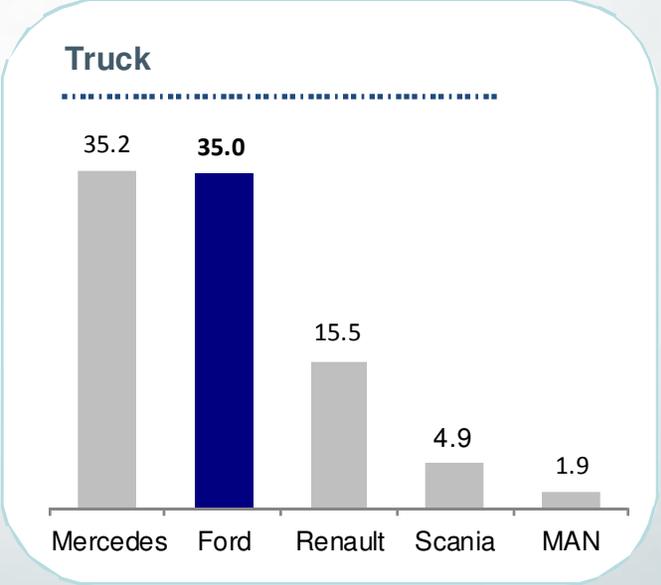
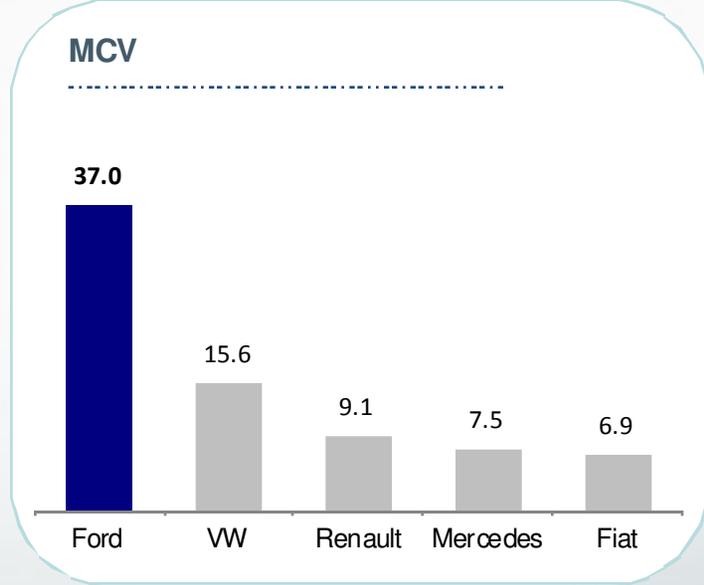
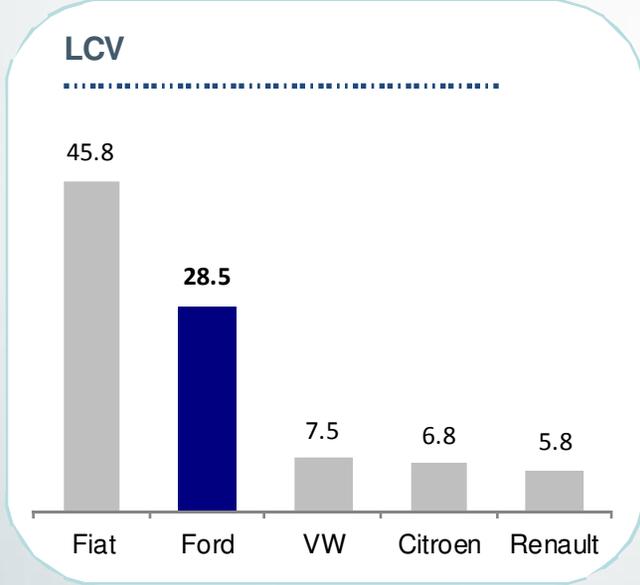
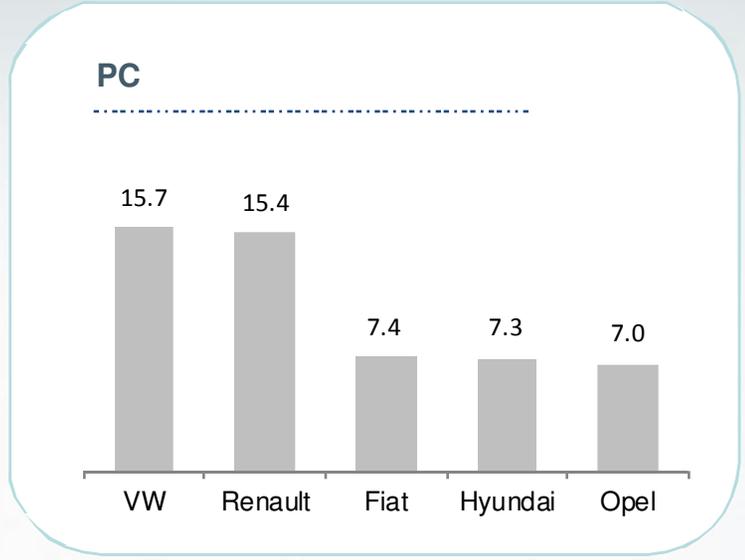
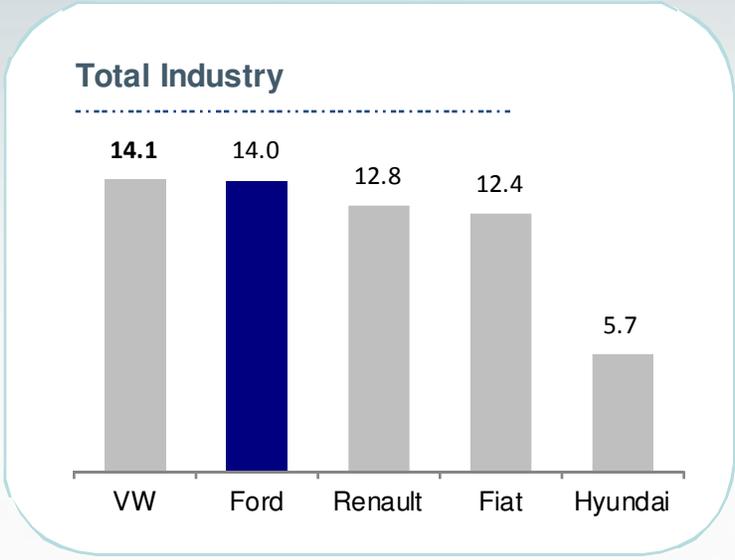
Total Automotive Industry, 2013F



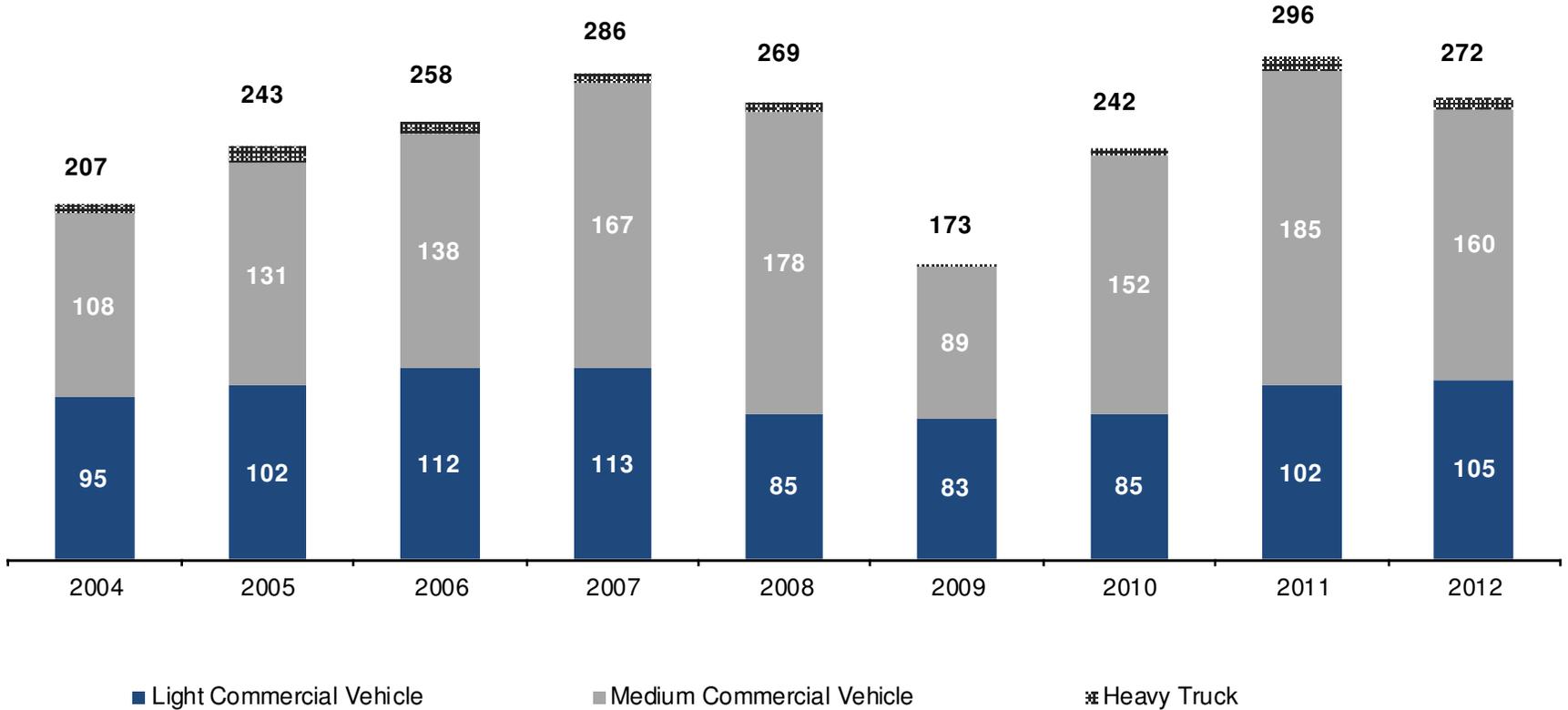
Ford Otosan Retail Sales, 2013F



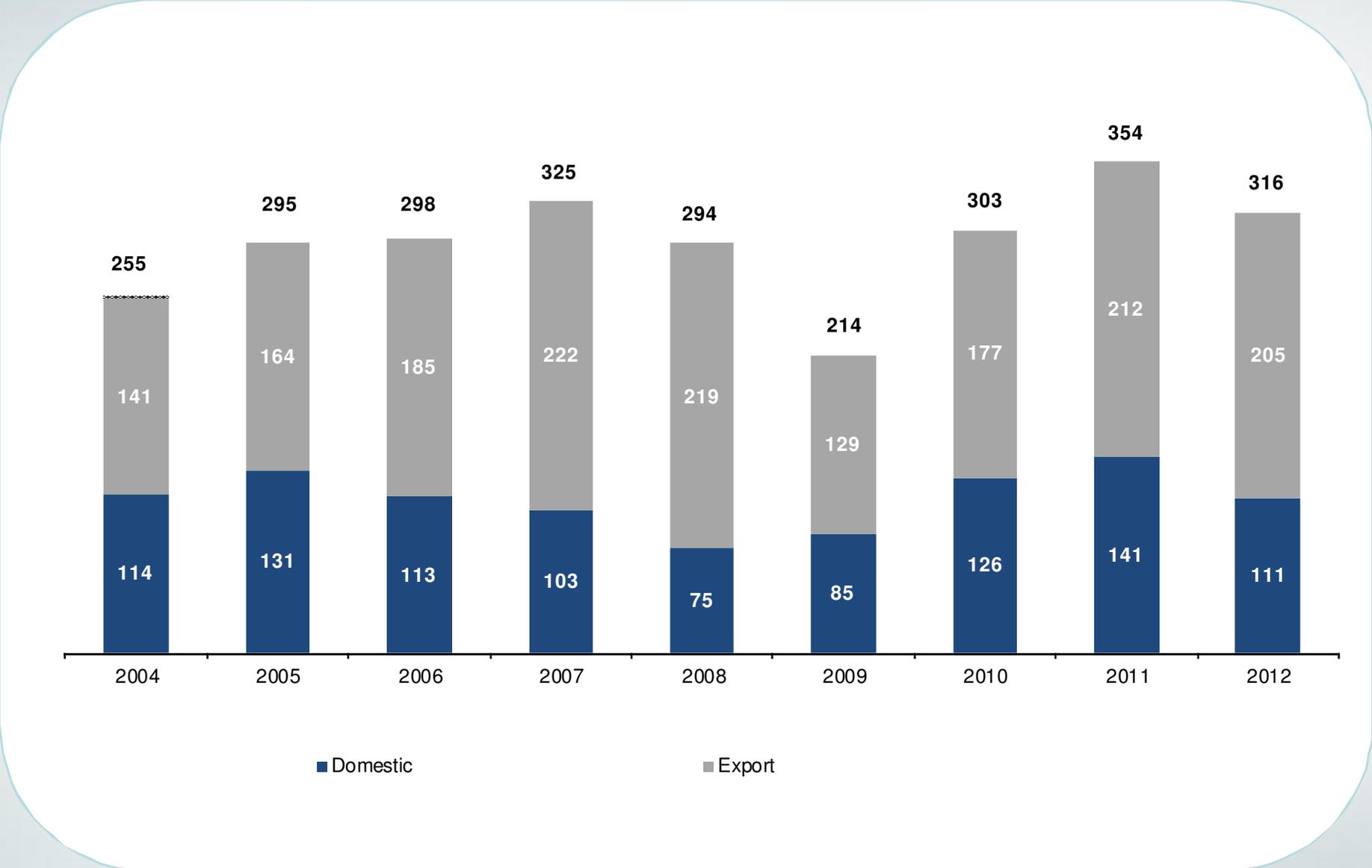
Market Shares (Jan '13)



Production Volume (000 units)



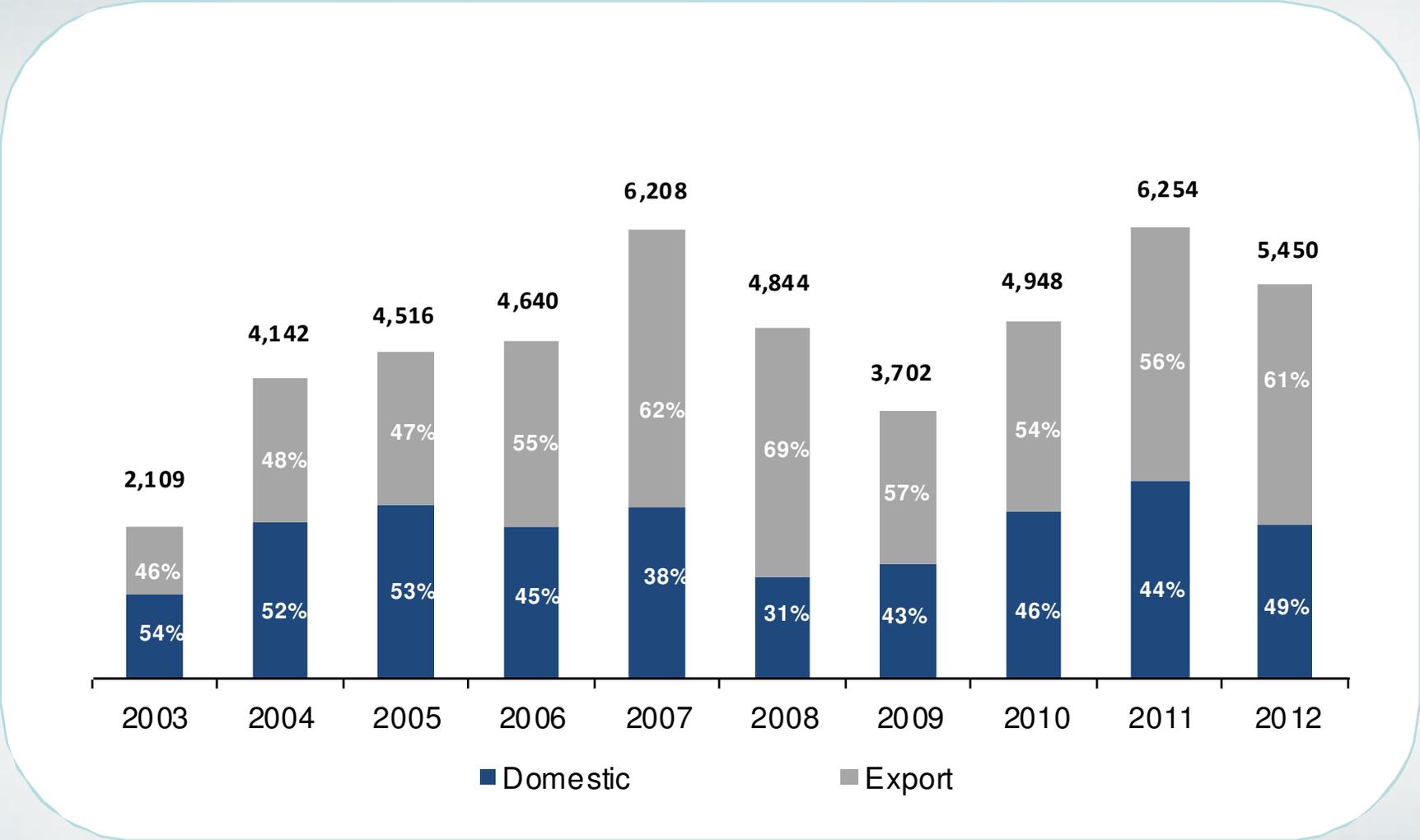
Wholesale Volume – Domestic & Export (000 units)



Sales Volume by Model

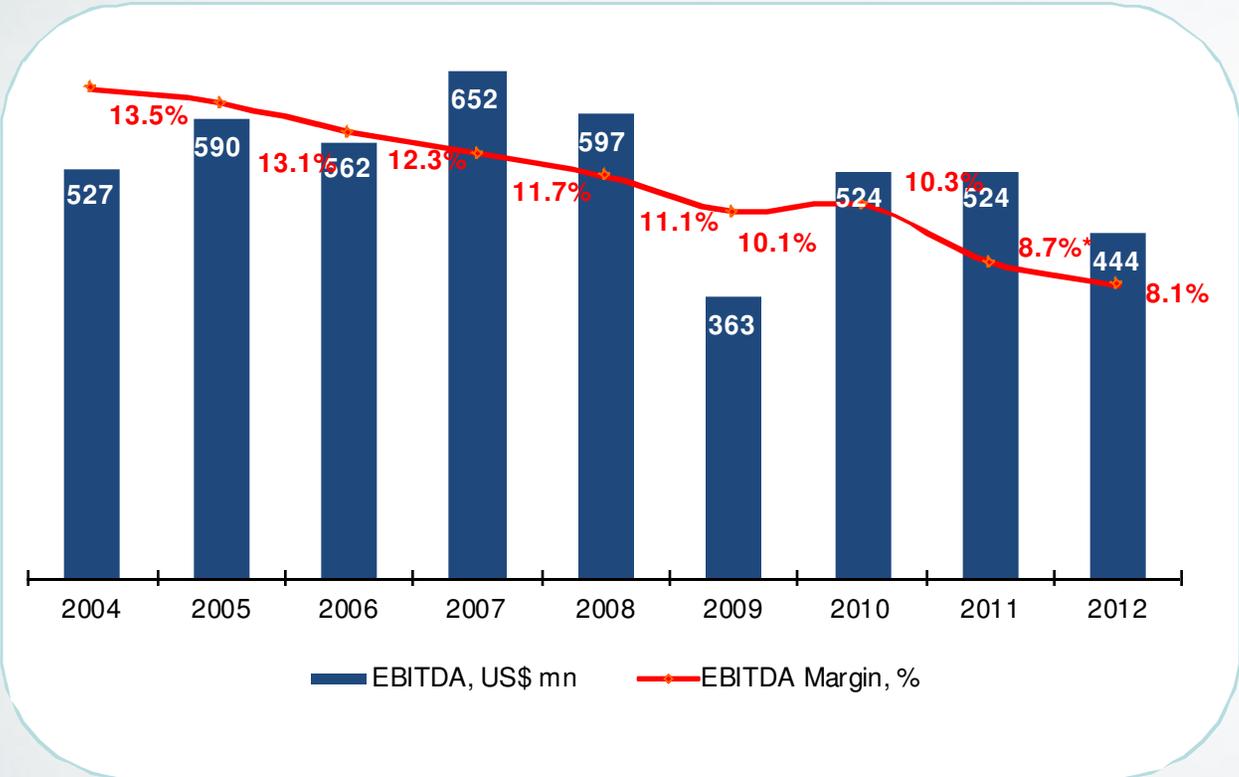
	2012FY	2011FY	YoY Change	Q3 2012	Q4 2012	QoQ Change
Domestic	111,011	140,680	(21%)	26,249	34,893	33%
PC	45,919	57,946	(21%)	11,332	12,718	12%
Transit Connect	29,162	37,445	(22%)	6,972	10,008	44%
Total LCV	29,162	37,445	(22%)	6,972	10,008	44%
Transit	28,179	35,246	(20%)	6,303	9,221	46%
Transit Custom	1,113	-	-	-	1,113	-
Ranger	827	1,714	(52%)	446	381	(15%)
Total MCV	30,119	36,960	(19%)	6,749	10,715	59%
Cargo	5,811	8,329	(30%)	1,196	1,452	21%
Exports	204,489	213,649	(4%)	37,863	55,932	48%
Transit Connect	75,081	64,616	16%	16,005	15,618	16%
Transit	113,502	147,766	(23%)	21,211	25,808	(2%)
Transit Custom	14,328	-	-	144	14,184	9750%
Cargo	955	824	16%	279	253	(9%)
Other	623	443	41%	224	69	(69%)
Total Wholesale Volume	315,500	354,329	(11%)	64,112	90,825	42%

Revenue - Domestic & Export (US\$ million)



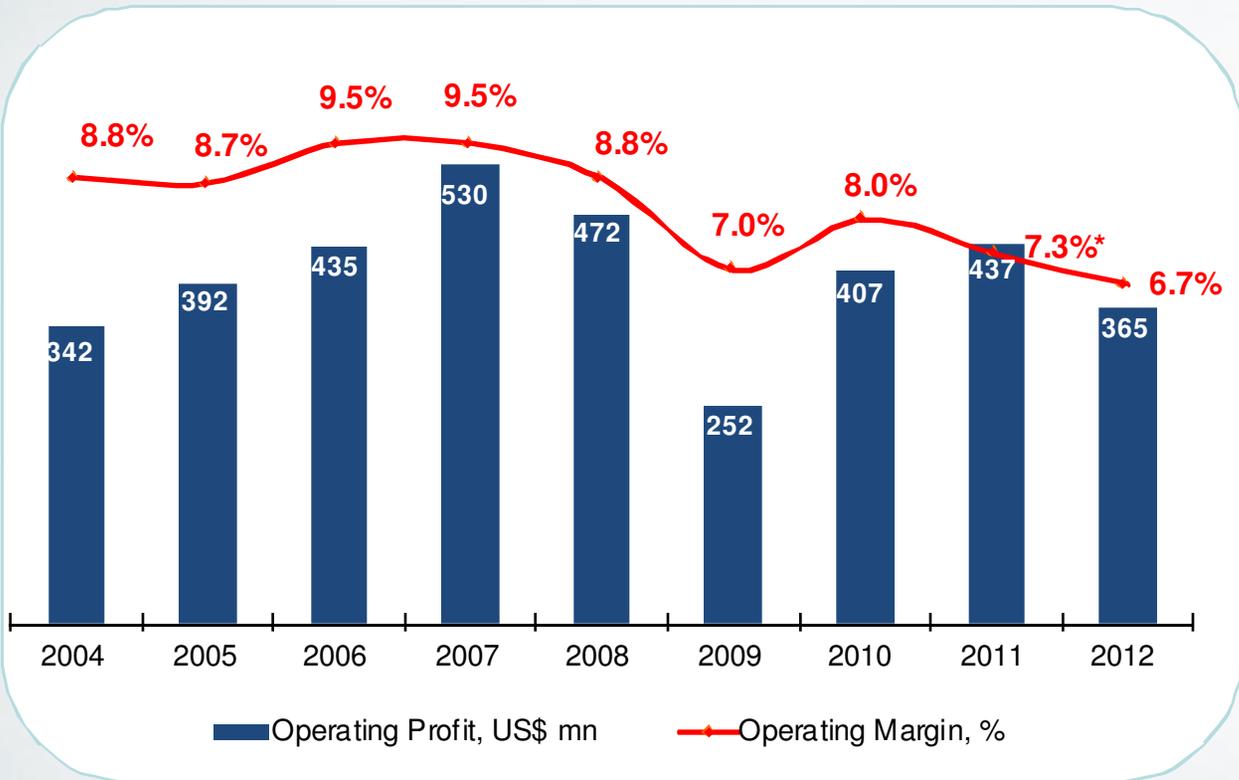
EBITDA and EBITDA Margin

- Declining domestic and export volumes, lower profitability due to the ongoing aggressive pricing trends, leadership target and aging product portfolio and lower number of higher margin products in the domestic sales mix were the main reasons behind the decline in annual figures.
- Low Q3 figures, higher unit sales and better sales mix were the main drivers of the quarterly improvement.



* Normalized, excluding the impact of the one-off Competition Board fine

Operating Profit and Operating Margin



* Normalized, excluding the impact of the one-off Competition Board fine

Financial Risk Management

Credit Risk

- Receivables from domestic vehicle sales to dealers are collected using a Direct Debit System
- Domestic spare part sales are guaranteed with collateral from dealers (bank guarantee letters)
- Receivables from Ford Motor Company and its subsidiaries for exports are collected within 14 days
- Other exports are guaranteed using L/C, letter of guarantee or cash collection

Liquidity Risk

- Cash, credit commitment and factoring capacity is maintained to meet 30 days of cash outflow
- €70 million credit commitment and TL140 million factoring agreements are in place for potential needs
- Net financial debt as of 31 December 2012 is TL 958 million

FX Risk

- Excess cash is invested in hard currencies to minimize fx exposure
- Natural hedge against volatility due to fx-denominated export revenues: 61% of total revenues
- Ford Otosan is a net exporter: US\$ 2.1 billion in the last 5 years (2008-2012)

Capital Risk

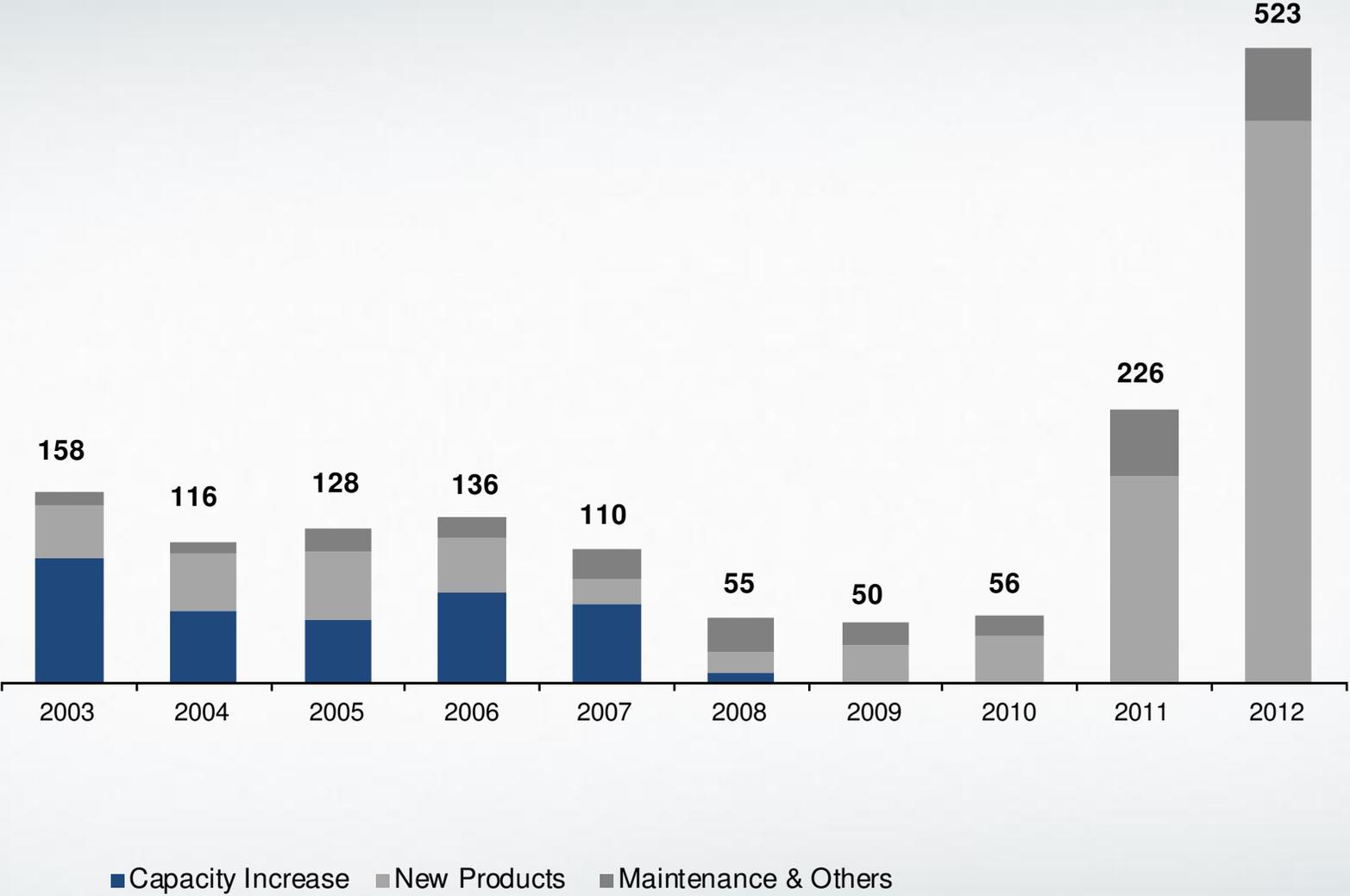
- Total financial debt / net tangible worth ratio is monitored as a management criteria and the aim is to keep it below 0.80

Debt Profile & Financial Ratios

TL mn	31.12.2012	31.12.2011
Cash	302	809
Total Financial Debt	1,260	877
Net cash/ (debt)	(958)	(68)

Ratios	31.12.2012	31.12.2011
Current ratio	1.47	1.78
Liquidity ratio	1.04	1.37
Current Assets / Total Assets	0.52	0.70
Current Liabilities / Total Liabilities	0.62	0.69
Total Liabilities / Total Liabilities and Equity	0.57	0.57
Financial debt / Net tangible worth	0.65	0.47

CAPEX (US\$ million)



2013 Guidance

Turkish Industry Volume	780K-820K
Retail Sales Volume	110K
Exports	210K
Wholesale Volume	320K
Production Volume	265K
Capex	440 mn \$

Ford Otosan Investor Relations

Aslı Selçuk
Investor Relations Manager
+90 216 564 7499
aselcuk@ford.com.tr

Gülçin Öztitiz
Investor Relations Officer
+90 216 564 7495
goztitiz@ford.com.tr

Please visit our website
www.fordotosan.com.tr



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