

**INFORMATION DOCUMENT FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
FORD OTOMOTİV SANAYİ A.Ş. TO BE HELD ON 31st OCTOBER 2014**

1. INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 31st OCTOBER 2014

Ford Otosan's Extraordinary General Assembly Meeting shall be held on 31st October 2014 Friday at 10:00 at the **Company Headquarter** located at "Akpınar Mahallesi, Hasan Basri Caddesi No:2, Sancaktepe/İstanbul (Tel: +90 216 564 71 00, Fax: +90 216 564 73 85)".

Dividend Proposal and the Information Document with the agenda items for the Extraordinary General Assembly meeting shall be made available to the shareholders at our Headquarters, Branches and our website www.fordotosan.com.tr and on the Electronic General Assembly system of the Central Registry Agency three weeks before the meeting.

Without prejudice to the rights and liabilities of our shareholders who will attend by electronic voting, our shareholders who will not be able to attend the meeting in person, must issue their power of attorneys according to the sample power of attorney available on our website www.fordotosan.com.tr, or must obtain a sample power of attorney form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent – İstanbul), and meet the requirements stipulated in the Capital Markets Board "Communiqué on Proxy Voting and Collection of Proxy Authorizations through Invitation" numbered II-30.1, which entered into force through publication in the Official Gazette dated 24.12.2013 No. 28861, and must present their power of attorneys, signatures of which must be certified by notary public, to the Company. A proxy appointed by electronic means through the Electronic General Assembly System is not required to present a power of attorney. **The proxy authorizations which are not in compliance with the relevant Communiqué, and the sample provided in the appendix of this announcement, shall not be accepted, given our legal liability.**

We request our shareholders who shall vote by Electronic General Assembly System to obtain information from the Central Registry Agency, from the website of our Company at www.fordotosan.com.tr or from our Company (Tel: 0216 564 71 00) in order to fulfil their liabilities within the scope of the related Regulation.

As per subparagraph 4 of article 415 of the New Turkish Commercial Code no. 6102 and subparagraph 1 of article 30 of the Capital Markets Law, the right to attend the general assembly and to vote shall not be made conditional on depositing the share certificates. In this context, if our shareholders wish to attend the General Assembly Meeting, they are not required to have their shares blocked.

In the Extraordinary General Assembly Meeting, casting of votes relating to the agenda items shall be made as open voting by raising hands, without prejudice to the provisions relating to voting in electronic environment.

All of our shareholders holding rights and benefits and members of the media are invited to our General Assembly meeting.

A registered letter will not be sent to the holders of registered shares which are traded at the stock exchange as per the provisions of the Capital Markets Law.

FORD OTOMOTİV SANAYİ A.Ş. BOARD OF DIRECTORS

Company Address: Akpınar Mah. Hasan Basri Cad. No: 2 34885 Sancaktepe / İstanbul

Trade Registry and Number: İstanbul Registry of Commerce / 73232

2. ADDITIONAL EXPLANATIONS UNDER CAPITAL MARKETS BOARD (CMB) REGULATIONS

In accordance with CMB's "Corporate Governance Communiqué" numbered II-17.1 which entered into force on 3 January, 2014, additional explanations concerning the agenda items are made below under the relevant agenda item. Other compulsory general explanations are presented for your information in this section:

2.1. Shareholder Structure and Voting Rights

Our Articles of Association do not stipulate any privileges for the exercise of voting rights. The voting rights of our shareholders are presented for your information in the below table:

Shareholder	Share Amount (TL)	Share in Capital (%)	Voting Right	Voting Right (%)
Koç Holding A.Ş.	134.953.357	38,46%	13.495.335.714	38,46%
Vehbi Koç Foundation	3.428.592	0,98%	342.859.230	0,98%
Koç Holding Retirement and Support Fund Foundation	3.259.202	0,93%	325.920.232	0,93%
Temel Ticaret A.Ş.	2.355.885	0,67%	235.588.500	0,67%
Total Koç Group	143.997.037	41,04%	14.399.703.676	41,04%
Ford Motor Company	143.997.037	41,04%	14.339.703.676	41,04%
Publicly Traded	62.915.926	17,92%	6.291.592.648	17,92%
Total	350.910.000	100,00%	35.091.000.000	100,00%

2.2. Management and Operational Changes in Our Company or Our Subsidiaries which may Significantly Affect the Activities of our Company

There are no executive or operational changes in the previous accounting period that has affected, or planned for the upcoming accounting periods that will substantially affect the Company's activities.

2.3. Information Regarding Demands of Shareholders, CMB and Other Public Authorities for the Addition of Other Agenda Items:

No such demand has been received for the Extraordinary General Assembly Meeting.

**THE AGENDA ITEMS OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
DATED 31ST OCTOBER 2014**

1. Opening and election of Chairmanship Panel,

Within the framework of the provisions of “Turkish Commercial Code (TCC) no. 6102” and “the Regulation of the Ministry of Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Commerce to be Present in these Meetings” (“Regulation” or “General Assembly Regulation”), and General Assembly Principles Article 7, a Chairman shall be elected to chair the General Assembly meeting. Within the framework of the General Assembly Principles, at least one person will be appointed as Meeting Minutes Secretary. The Chairman may also choose adequate vote collection officers.

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,

Within the framework of Dividend Communique numbered II-19.1, considering the market expectations, our Company’s long-term strategies, investment and financing policies, profitability and cash position, TL 175,455,000 will be paid to shareholders from extraordinary reserves as cash dividend, as per the relevant tax legislation, and TL 17,545,500 will be allocated as second rank legal reserve as fully covered from the extraordinary reserves in accordance with Article 519 of the Turkish Commercial Code. In accordance with the financial statements prepared within the framework of Capital Markets Board regulations, total amount of TL 175,455,000 proposed to be paid as cash dividend and TL 17,545,500 second rank legal reserve will be covered from extraordinary reserves, according to the calculations made in accordance with the tax regulations, TL 175,455,000 TL dividend will be paid by assuming each share with a nominal value of TL 1 is paid gross Kr. 50,00 and net Kr. 42,50. Approval or approval with amendments or refusal of the Board of Directors’ proposal will be discussed.

3. Wishes.