

**FORD OTOMOTİV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 27 OCTOBER 2017  
EXTRAORDINARY GENERAL ASSEMBLY MEETING**

**1. INVITATION TO THE 27 OCTOBER 2017 EXTRAORDINARY GENERAL ASSEMBLY MEETING**

Ford Otomotiv Sanayi A.Ş.'s Extraordinary General Assembly Meeting will be held on October 27, 2017 Friday at 11:00 to review and resolve the agenda specified below at Company Headquarters located at "Akpınar Mahallesi, Hasan Basri Caddesi No:2, Sancaktepe / İstanbul (Tel: +90 216 564 71 00, Faks: +90 216 564 73 85)".

Profit Distribution Proposal and the Informative Document containing the necessary explanations for the agenda articles with compliance to the Capital Markets Board regulations will be made available for review of shareholders at Company Headquarters in Sancaktepe İstanbul, Kocaeli Gölcük Plant and İnönü Plant on the Company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr), Public Disclosure Platform (KAP) and in the Electronic General Meeting System of the Central Registry Agency (MKK) three weeks prior to the meeting.

Shareholders unable to attend the meeting in person, save for the rights and obligations of the ones participating electronically via the Electronic General Assembly System, shall prepare their proxy documents as per the attached sample forms, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul), our Company, or from the corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr) and shall submit to the Company the notarized proxy documents issued in accordance with the requirements of the Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation, enacted on 24 December 2013 and published in Official Gazette No. 28861. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. The proxy documents which do not comply with the requirements of the aforementioned Communiqué, and the sample form attached hereto shall not be accepted, given our legal liability.

Shareholders intending to vote via the Electronic General Meeting System are requested to obtain information from the Central Registry Agency, our Company's website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr) or from the Company Headquarters (Tel: 0 216 564 71 00) to ensure that they comply with the provisions of the by-laws for the Electronic Shareholders Meeting.

Pursuant to Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102 and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not need to block their shares.

At the Extraordinary General Assembly Meeting, the voters shall use open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

It is submitted to the shareholders with due respect.

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 Ticaret Sicil Müdürlüğü / 73232  
Mersis ID Number : 0649002036300014

## 2. ADDITIONAL EXPLANATIONS IN VIEW OF CMB REGULATIONS

The additional explanations required pursuant to Capital Markets Board (CMB) Corporate Governance Communiqué No. II-17.1, enacted 3 January 2014, are made in the related articles of the agenda below. Other mandatory general explanations are provided in this section.

### 2.1. Capital Structure and Voting Rights:

There is no privilege in Company's Articles of Incorporation regarding voting rights. Share group B and C have privilege for Board of Directors membership election.

The voting rights of our shareholders, are provided in the following table:

Shareholding Structure	Share Group	Amount of Share (TL)	Percentage of Share (%)	Vote	Percentage of Vote (%)
Koç Holding A.Ş.	B	134.953.357	38,46%	13.495.335.714	38,46%
Temel Ticaret ve Yatırım A.Ş.	B	2.355.885	0,67%	235.588.500	0,67%
Vehbi Koç Foundation	A	3.558.449	1,01%	355.844.870	1,01%
Koç Holding Pension and Assistance Foundation	A	3.259.202	0,93%	325.920.232	0,93%
Ford Motor Company	C	143.997.037	41,04%	14.399.703.676	41,04%
Publicly Held	A	62.786.070	17,89%	6.278.607.009	17,89%
<b>Total</b>		<b>350.910.000</b>	<b>100,00%</b>	<b>35.091.000.000</b>	<b>100,00%</b>

### 2.2. Managerial and Operational Changes in Our Company or our Subsidiaries' which may Significantly Affect the Activities of our Company:

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

### 2.3. Information regarding demands of shareholders for placing an article on the agenda:

No such request is made for the Extraordinary General Assembly Meeting.

### **3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 27 OCTOBER 2017**

#### **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 Secretary. The Chairman may also appoint adequate number of vote-collectors.

#### **2. Approval of the member changes in the Board of Directors during the year as per Article 363 of Turkish Commercial Code.,**

In accordance with article 363 of TCC, Mr. James Duncan Farley Jr, member of Board of Directors, resigned from membership of the Board of Directors due to change of position in Ford Motor Company organization effective from September 08, 2017. Mr. Joseph Bakaj has been appointed by Board of Directors’ resolution dated September 08, 2017 as the member of Board of Directors to serve until the next General Assembly of Shareholders. This assignment will be submitted to the approval of the General Assembly.

The CVs of Mr. Joseph Bakaj prepared according to CMB’s Corporate Governance Principle No. 1.3.1 are submitted in **Appendix 1**.

#### **3. Approval or approval with amendments or refusal of the Board of Directors’ proposal on distributing dividend in 2017 from the other reserves, legal reserves, extraordinary reserves and retained earnings of the Company and determining the distribution date,**

Approval or approval with amendments or refusal of the Board of Directors’ proposal will be discussed by taking into consideration, the Company’s Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability and cash position. According to the Dividend Communiqué numbered II-19.1, TL 389.510.100 to be paid to shareholders as dividend in cash, out of TL 389.510.100, which is subject to distribution according to the records prepared in accordance with Tax Procedure Law, TL 7.014.685 to be covered from other reserves, TL 97.275.756 to be covered from legal reserves, TL 281.659.657 to be covered from extraordinary reserves and TL 3.560.002 to be covered from retained earnings, and out of TL 38.951.010 second rank legal reserve, which will be allocated: TL 701.468 to be covered from other reserves, TL 9.727.576 to be covered from legal reserves, TL 28.165.966 to be covered from extraordinary reserves and TL 356.000 to be covered from retained earnings. In accordance with the financial statements prepared within the framework of Capital Markets Board regulations, out of TL 389.510.100 proposed to be paid as dividend in cash, TL 97.275.756 to be covered from legal reserves and TL 292.234.344 to be covered from extraordinary reserves; out of TL 38.951.010 second rank legal reserve, which will be allocated: TL 9.727.576 to be covered from legal reserves and TL 29.223.434 to be covered from extraordinary reserves. Based on the calculations made in accordance with the tax regulations, TL 389.510.100 dividend to be distributed by paying gross Kr 111,00 (%111,00) and net Kr 94,35 (%94,35) for each share with a nominal value of 1-TL. To make the dividend distribution in accordance with the dematerialization regulations of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency Corporation) starting from October 31, 2017.

#### **4. Wishes and opinions.**

## **Appendix 1** CVs of Board of Directors Candidates

### **Joseph Bakaj**

Member - Board of Directors

Ford of Europe – Vice President Product Development Ford of Europe Europe

Joe Bakaj holds a Mechanical Engineering degree from the City University London. His past experience includes powertrain engineering and extensive noise, vibration and harshness (NVH) and chassis work. Before rejoining Ford of Europe in 2005, Bakaj was senior managing executive officer in charge of design, product planning, research and development for Mazda Motor Corporation and responsible for the worldwide development of all Mazda products. Bakaj was appointed as Vice President Product Development Ford of Europe in July 2005 and elected Corporate Officer in August 2005. In January 2007, his responsibilities were expanded to include Global Programs. Between January 2011 and November 2013, Bakaj served as Vice President, Powertrain Engineering, responsible for overseeing all engine and transmission engineering worldwide. He was appointed as Vice President Product Development for Ford of Europe in November 2013 and a Member of the Board of Directors of Ford Otosan in September 2017.