

FORD OTOMOTİV SANAYİ A.Ş.
BOARD OF DIRECTORS' INVITATION TO THE ORDINARY GENERAL ASSEMBLY
MEETING OF SHAREHOLDERS DATED MARCH 23, 2017

Ford Otomotiv Sanayi A.Ş.'s Ordinary General Assembly Meeting shall be convened on 23 March 2017 Thursday at 15:00 at the address of "Divan İstanbul Hotel - Asker Ocağı Caddesi No:1 34367 Şişli / İstanbul (Tel: +90 212 315 55 00, Faks: +90 212 315 55 15)". At the meeting, the activities of the Company for the fiscal year 2016 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with the legal requirements, 2016 Financial Statements, the Independent Auditor's Report (prepared by our Independent Auditors, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, a member firm of Ernst & Young Global Limited), the Corporate Governance Compliance Report, and the Board of Directors' Annual Report, including the dividend distribution proposal of the Board of Directors, along with the following agenda and the Memorandum containing the information required by Capital Markets Board regulations shall be made available to the shareholders at Company Headquarters in Sancaktepe İstanbul, Kocaeli Gölcük Plant, on the Company's corporate website at www.fordotosan.com.tr, and in the Electronic General Meeting System of the Central Registry Agency (CRA) 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 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 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 Ordinary 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

**AGENDA OF FORD OTOMOTİV SANAYİ A.Ş.
ORDINARY GENERAL ASSEMBLY MEETING DATED MARCH 23, 2017**

1. Opening and election of Chairmanship Panel,
2. Reading, discussion and approval of the Annual Report of year 2016 prepared by the Board of Directors,
3. Reading of the summary report of the Independent Audit Firm of 2016 Fiscal Period,
4. Reading, discussion and approval of the Financial Statements of 2016 Fiscal Period,
5. Release of the members of the Board of Directors separately for year 2016 activities,
6. Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2016 and the distribution date which prepared in accordance with the Company's Profit Distribution Policy,
7. Approval, or approval with amendments or refusal of the Board of Directors' proposal for amendment of Article No. 6 of the Company's Articles of Incorporation with the heading "Share Capital" provided that the necessary approvals have been received from Capital Markets Board and the Ministry of Customs and Trade of Turkey,
8. Determination of the number and the term of duty of the members of the Board of Directors and election of the members base on the determined number, election of the Independent Board Members,
9. As per the Corporate Governance Principles, informing the shareholders regarding the "Remuneration Policy" for members of the Board of Directors and the senior executives and payments made under this policy and approval of the "Remuneration Policy" and related payments,
10. Determination of the annual gross fees to be paid to the members of the Board of Directors,
11. As per the regulations of the Turkish Commercial Code and Capital Markets Board, approval of the Board of Directors' election for the Independent Audit Firm,
12. Giving information to the shareholders regarding the donations made by the Company in 2016 and determination of a upper limit for donations to be made in 2017,
13. Under Articles 395 and 396 of the Turkish Commercial Code, authorizing: shareholders with management control, members of the Board of Directors, senior executives and their spouses and relatives related by blood or affinity up to the second degree; and also informing the shareholders regarding the transactions

made in this extent in 2016 pursuant to the Capital Markets Board's Communiqué on Corporate Governance,

14. Wishes and opinions.

FORD OTOMOTİV SANAYİ A.Ş. AMENDMENTS TO THE ARTICLES OF INCORPORATION

OLD TEXT

ARTICLE 6 – SHARE CAPITAL:

6.1. The Company has accepted the registered share capital system according to the provisions of the Capital Markets Law and adopted the registered share capital system under the permission nr. 16 issued by the Capital Markets Board on the date of 09.03.1982.

6.2. The registered share capital ceiling of the Company is TL 500,000,000 (Five hundred million Lira) and it is divided into 50,000,000,000 (fifty billion) shares each with a nominal value of 1 (One) Kuruş.

6.3. The permission granted by the Capital Markets Board for the upper limit of the registered share capital is valid for the years 2013-2017 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2017, in order for the Board of Directors to take a capital increase decision after 2017, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, capital increase can not be done with Board of Directors decision.

6.4. The issued share capital of the Company is TL 350,910,000 (Three hundred and fifty million nine hundred and ten thousand Lira) and it is divided into 35.091.000.000 (thirty five billion ninety one million) registered shares in total, consisting of three groups of Group A, Group B and Group C shares, each with a nominal value of 1 (one) Kuruş.

6.5. The issued share capital of the Company has been fully paid-in free of any collusion.

6.6. Distribution of the shares representing the issued share capital, among the groups of shares is as listed below.

<u>Pay Sahipleri</u>	<u>Pay Grubu</u>	<u>Pay Adedi</u>	<u>Nominal Tutar TL</u>	<u>Pay Oranı (%)</u>
A Grubu				
Diğer Pay Sahipleri	A	6.960.372.110	69.603.721,10	19,8352
Koç Holding A.Ş.	B	13.495.335.714	134.953.357,14	38,4581
Temel Ticaret ve Yatırım A.Ş.	B	235.588.500	2.355.885,00	0,6714
B Grubu Toplam		13.730.924.214	137.309.242,14	39,1295
C Grubu				
Ford Motor Company	C	14.399.703.676	143.997.036,76	41,0353
Toplam		35.091.000.000	350.910.000,00	100,0000

6.7. Ford Motor Company, holding Group C shares of the Company, is entitled to the provisions of the Code on Direct Foreign Investments and the relevant positive law by virtue of the Decree of the Council of Ministers, ref. 6/9910, dated 02.05.1968.

6.8. The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Markets regulations, as deemed necessary. The Board of Directors, starting from 2013 to the end of 2017, is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to restrict the rights of the holders of preference shares, to restrict the pre-emptive rights of the existing shareholders, and to issue preference shares or shares at a premium or shares below its nominal value. Provided, however, the power to restrict the pre-emptive rights on newly issued shares cannot be used in such manner to cause inequality among the shareholders.

6.9. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization

NEW TEXT

ARTICLE 6- SHARE CAPITAL:

6.1. The Company has accepted the registered share capital system according to the provisions of the Capital Markets Law and adopted the registered share capital system under the permission nr. 16 issued by the Capital Markets Board on the date of 09.03.1982.

6.2. The registered share capital ceiling of the Company is TL 500,000,000 (Five hundred million Lira) and it is divided into 50,000,000,000 (fifty billion) shares each with a nominal value of 1 (One) Kuruş.

6.3. The permission granted by the Capital Markets Board for the upper limit of the registered share capital is valid for the years 2017-2021 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2021, in order for the

Board of Directors to take a capital increase decision after 2021, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, capital increase can not be done with Board of Directors decision.

6.4. The issued share capital of the Company is TL 350,910,000 (Three hundred and fifty million nine hundred and ten thousand Lira) and it is divided into 35.091.000.000 (thirty five billion ninety one million) registered shares in total, consisting of three groups of Group A, Group B and Group C shares, each with a nominal value of 1 (one) Kuruş.

6.5. The issued share capital of the Company has been fully paid-in free of any collusion.

6.6. Distribution of the shares representing the issued share capital, among the groups of shares is as listed below.

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6.8. The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Markets regulations, as deemed necessary. The Board of Directors, starting from 2017 to the end of 2021, is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to restrict the rights of the holders of preference shares, to restrict the pre-emptive rights of the existing shareholders, and to issue preference shares or shares at a premium or shares below its nominal value. Provided, however, the power to restrict the pre-emptive rights on newly issued shares cannot be used in such manner to cause inequality among the shareholders.

6.9. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.

PROXY FORM

FORD OTOMOTİV SANAYİ A.Ş.

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of FORD OTOMOTİV SANAYİ A.Ş. that will convene on March 23rd, 2017, Thursday at 15:00 in Divan İstanbul Hotel at the address of "Asker Ocağı Caddesi No:1 34367 Şişli / İstanbul (Tel: +90 212 315 55 00, Fax: +90 212 315 55 15)".

The Attorney's(*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly ;

- a) The attorney is authorized to vote according to his/her opinion. ☐
- b) The attorney is authorized to vote in accordance with the company management ☐
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table. ☐

Instructions:

In the event that the shareholder chooses option (c), the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of Chairmanship Panel,			
2. Reading, discussion and approval of the Annual Report of year 2016 prepared by the Board of Directors,			
3. Reading of the summary report of the Independent Audit Firm of 2016 Fiscal Period,			
4. Reading, discussion and approval of the Financial Statements of 2016 Fiscal Period,			
5. Release of the members of the Board of Directors separately for year 2016 activities,			
6. Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2016 and the distribution date which prepared in accordance with the Company's Profit Distribution Policy,			
7. Approval, or approval with amendments or refusal of the Board of Directors' proposal for amendment of Article No. 6 of the Company's Articles of Incorporation with the heading "Share Capital" provided that the necessary approvals have been received from Capital Markets Board and the Ministry of Customs and Trade of Turkey,			
8. Determination of the number and the term of duty of the members of the Board of Directors and election of the members base on the determined number, election of the Independent Board Members,			
9. As per the Corporate Governance Principles, informing the shareholders regarding the "Remuneration Policy" for members of the Board of Directors and the senior executives and payments made under this policy and approval of the "Remuneration Policy" and related payments,			
10. Determination of the annual gross fees to be paid to the members of the Board of Directors,			
11. As per the regulations of the Turkish Commercial Code and Capital Markets Board, approval of the Board of Directors' election for the Independent Audit Firm,			
12. Giving information to the shareholders regarding the donations made by the Company in 2016 and determination of a upper limit for donations to be made in 2017,			
13. Under Articles 395 and 396 of the Turkish Commercial Code, authorizing: shareholders with management control, members of the Board of Directors, senior executives and their spouses and relatives related by blood or affinity up to the second degree; and also informing the shareholders regarding the transactions made in this extent in 2016 pursuant to the Capital Markets Board's Communiqué on Corporate Governance,			
14. Wishes and opinions			

(*) No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them to vote by proxy.

2. Special instructions related to other issues that may come up during General Assembly meeting and especially to the use of minority rights:

- a) The attorney is authorized to vote according to his/her opinion. ☐
- b) The attorney is not authorized to vote in these matters. ☐
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions. ☐

SPECIAL INSTRUCTIONS; Special instructions (if any) to be given by the shareholder to the attorney are stated herein.

- B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows. ☐

- a) Order and Serial :*
 - b) Number / Group :**
 - c) Amount-Nominal Value :
 - ç) Share with privileged voting rights or not :
 - d) Bearer-Registered :*
 - e) Ratio of the total shares/voting rights of the shareholder :
- * Such information is not required for the shares which are dematerialized.
** For the dematerialized shares, information related to the group (if any) will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting. ☐

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign shareholders shall submit the equivalent information mentioned above.