



Investor Presentation

April 2015

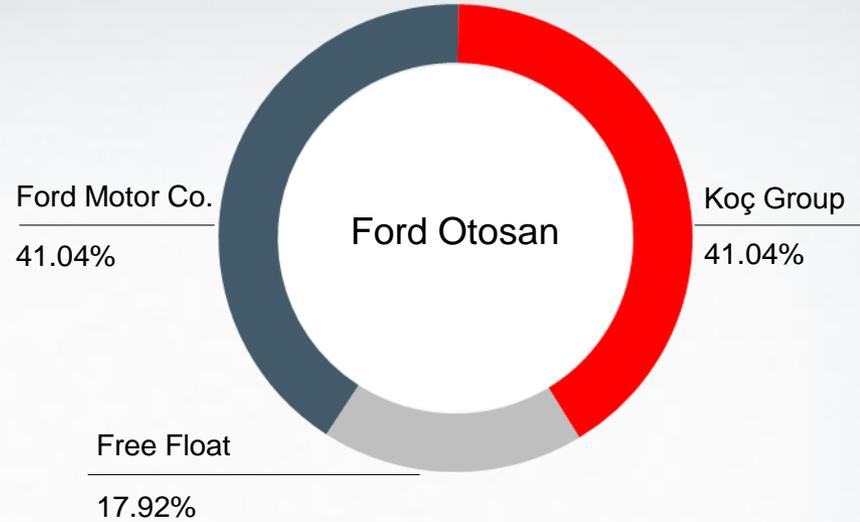
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About Ford Otosan

Company Profile

Key Performance Indicators, 2014	
Revenues	\$5.5 billion
Export Revenues	\$3.5 billion
EBITDA	\$387 million
Profit Before Tax	\$179 million
Net Profit*	\$272 million
ROE	21.6%
EBITDA margin	7.1%
Annual Production Capacity	415,000
	Gölcük 290,000
	Yeniköy 110,000
	İnönü 15,000
Total Employees	9,762
	Blue Collar 7,192
	White Collar 2,570



Paid-in Capital: TL 350,910,000

Traded on Borsa Istanbul since 13 January 1986

Ticker: FROTO.IS

* Net profit is higher than profit before tax due to the establishment of a deferred tax asset in line with the investment incentives granted by the government.

Ford Otosan at a Glance

**Pioneer of Turkish
automotive**

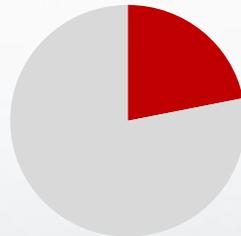
First Turkish passenger car Anadol (1966)
Turkey's **first** domestic diesel engine Erk (1986)
Turkey's **first** private R&D center in automotive (1961)
First export of Turkish automotive to the US (2009)

**Strong value
contribution**

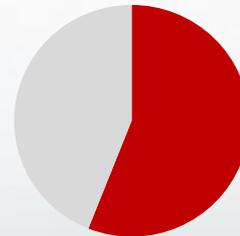
Export leader in Turkish automotive; 2nd largest exporter overall
Turkey's **2nd largest** industrial enterprise
Highest installed production capacity and employment in Turkish automotive

**Leadership and
scale**

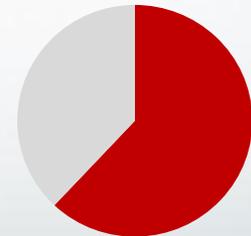
12 consecutive years of **industry leadership** (2002-2013)
Widest product range in Turkish automotive



21% of Turkey's total
automotive production



56% of Turkey's total
commercial vehicle production



62% of Turkey's total
commercial vehicle exports

Key Player in Ford Motor Company Universe

Robust sales performance

Highest commercial vehicle market share of Ford in Europe
Ford's 5th biggest market in Europe (UK, Germany, Italy, France, Turkey)

Leading manufacturing hub

Lead manufacturing plant of Ford Transit globally
Single source of Ford Transit Custom & Tourneo Custom
Single source of Ford Transit Courier & Tourneo Courier
One of the two production centers globally for Ford Cargo heavy trucks

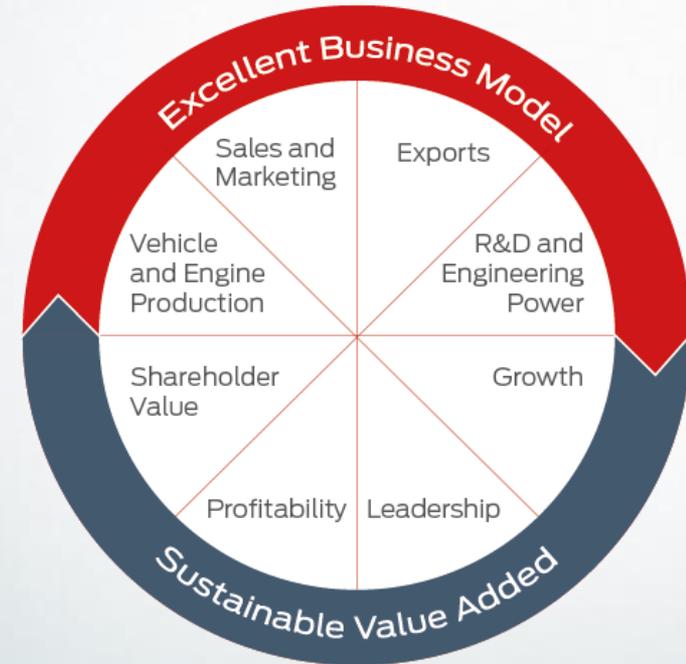
Engineering and R&D power

Global engineering lead for Cargo heavy trucks and related powertrains
Global support for diesel powertrain engineering
Global support for light commercial vehicle development

Vision, Mission and Strategy

Vision

To become Turkey's customer-focused, leader company in automotive products and services.



Mission

To be Turkey's leading automotive company with optimal automotive products and services to fit customer needs and expectations and to be the commercial vehicle center of Ford of Europe.

Strategy

- Achieving sustainable growth
- Creating brand and customer value
- Achieving quality, cost and process improvements
- Creating a leading team
- Demonstrating strong corporate citizenship
- Generating superior shareholder returns

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 17th largest auto manufacturing hub in the world and 6th largest among EU countries.



First Years

1980s

1990s

2000-2010

2010+

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 – Gölcük Plant opens

2002 – Transit Connect launches

2003 – New Cargo launches

2003 – Transit Connect 'International Van of the Year'

2007 – Gebze Engineering Center opens

2007 – Transit

'International Van of the Year'

2009 – First vehicle export to North America

2010 – Ford Otosan's 50th Anniversary

2010 – Transit Connect 'N.A. Truck of the Year'

2011 – Transit Connect NYC Taxi launches

2012- Launch of Ford Custom

2013 – Ford Otosan's 12th year of market leadership

2013/2014- JMC engine & truck technology licensing agreements

2014 – Yeniköy Plant opens

2014 – Launch of new Ford Transit and Ford Courier

2015 – Sancaktepe Engineering Center opens

Plants and Facilities

Locations

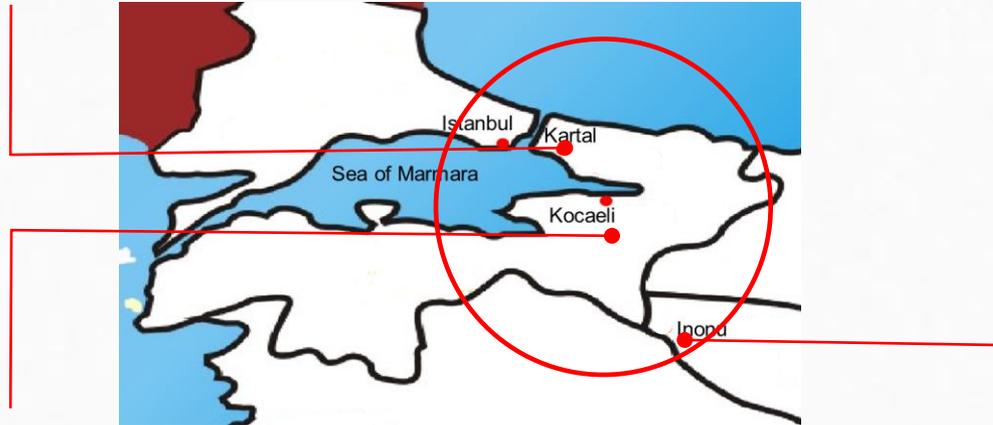
Sancaktepe Parts Distribution Center (1998)



Sancaktepe Engineering Center (2015)



İnönü Plant (1982)



Kocaeli Plants: Gölcük Plant: Transit (2001), Custom (2012)



Yeniköy Plant: Courier (2014)



Gölcük Plant - Lead manufacturing plant of the new generation Transit



Transit 160k



Custom 130k

Opened in 2001

1,600,000 m² total area; 340,000 m² covered area

Yeniköy Plant - The single production center of Ford Courier in the world



Courier 110k

New production facility at Gölcük plant site opened on 22 May 2014
70,000 m² covered area
Environment and disabled-friendly plant

İnönü Plant - One of the two global production centers for Ford Cargo



Cargo 15k

Opened in 1982

79,000 m² covered area

66k units engine, 140k units powertrain production capacity

- 7.3L / 9.0L I6 Diesel engines for Cargo heavy truck
- 2.2L 4-cyl. Duratorq TDCI engines for Transit

Sancaktepe Parts Distribution Center - 96% Fill rate



Opened in 1998

25,000 m² warehouse: Largest of its kind in Turkey

4th largest warehouse capacity among Ford's parts distribution centers in Europe

Sancaktepe Engineering Center – Turkey's largest R&D Center



Center of Excellence for heavy trucks and heavy duty diesel powertrain for large trucks

Global engineering lead for Ford Cargo heavy trucks and related powertrains

Global support for diesel powertrain engineering

Global support for light commercial vehicle development (B- & C-car derived Integrated Style Vans)

Products

Ford Transit

- Longest-running model in Ford of Europe's product range
- Over 7 million units produced globally since its launch in 1965
- Manufactured by Ford Otosan since 1967
- Ford Otosan is the lead manufacturing plant of Transit globally
- 160k units annual production capacity
- All-New Transit launched from March 2014 to October 2014 in 3 phases



Chassis Cab

Van

Minibus



Loading Capacity:
3.3 tons – 4.7 tons

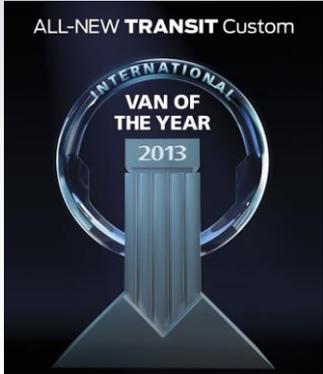
Loading Capacity:
9.5m³ - 15.1 m³

Seating Capacity:
11+1 / 17+1

Market share details available on page 44

Ford Custom

- Ford Otosan is the single global source of Ford Custom
- 130k units annual production capacity
- Launched in October 2012
- First vehicle in its segment to achieve a maximum five-star Euro NCAP rating



Tourneo Custom (People Mover)



Long and Short Chassis
8+1 Seating Capacity
4.97m – 5.34 m

Transit Custom (Commercial)



Loading Capacity:
5.9 m³ - 7.2 m³



Loading Capacity:
6.8 m³ - 8.3 m³



Market share details available on page 44

Ford Courier

- Ford's first vehicle in the compact van segment
- Ford Otosan is the single global source of Ford Courier
- 110k units annual production capacity
- Launched in May 2014



Winner
Van of
the Year



Tourneo Courier
(People mover)

Transit Courier Combi Van
(Commercial)

Transit Courier Van
(Commercial)

Market share details available on page 44

Ford Trucks

- Manufactured at Ford Otosan's Inönü Plant since 1983
- Road truck, construction and trailer series available
- Cargo 1846T – 2013 International Truck of the Year 3rd place

CARGO



Market share details available on page 44

A Full Line of Cars



Major Product Acceleration

2014



Focus



Courier



Connect



Transit

2015



Mondeo



Galaxy



C-Max



Mustang

2016



EcoSport



Edge

Investment Case

Ford Otosan's Value Proposition

Scale & growth

Domestic industry leader for 12 consecutive years (2002-2013)
Largest manufacturer and exporter of commercial vehicles in Turkey
Increased capacity and fully revamped products to grow volumes and profitability
Technology licensing agreements delivering royalty fees with strong growth potential

Resilience & efficiency

Large-scale export program; best proxy to European recovery
High capacity utilization: Above European and Turkish industry average
Efficient, flexible and low-cost manufacturing and engineering competency

Strong balance sheet & prudent risk management

Strong cash generation capacity
Solid financial performance
Natural hedge of fx-payables due to fx-denominated export revenues

Shareholder value creation

Sustainable dividend policy
Strong relative share performance
Commitment to good corporate governance

Relatively Favorable Taxes on Commercial Vehicles

Passenger Cars					Commercial Vehicles				
Engine Size	Model	VAT	SCT	Total	Engine Size	Model	VAT	SCT	Total
<1600 cc	Courier (PC)	18%	45%*	71%	<3000cc	Transit Van	18%	4%	23%
	Fiesta					Transit Minibus (16+1) (17+1)			
	B-Max					Transit Chassis Cab			
Focus	Transit Custom Van								
C-Max	Transit Courier Van								
Kuga (1.6)	Connect Van								
Mondeo (1.6)	Ranger								
S-Max (1.6)									
1601-2000	Mondeo (2.0)	18%	90%**	124%					
	S-Max (2.0)								
	Kuga (2.0)								
	Galaxy								
>2000		18%	145%***	189%		Transit Combi	18%	15%****	36%
					Transit Custom Combi				
					Transit Custom Combi Van				
					Tourneo Custom				
	Transit Courier Combi Van				Tourneo Courier				
	Connect Combi								
						Cargo	18%	4%	23%

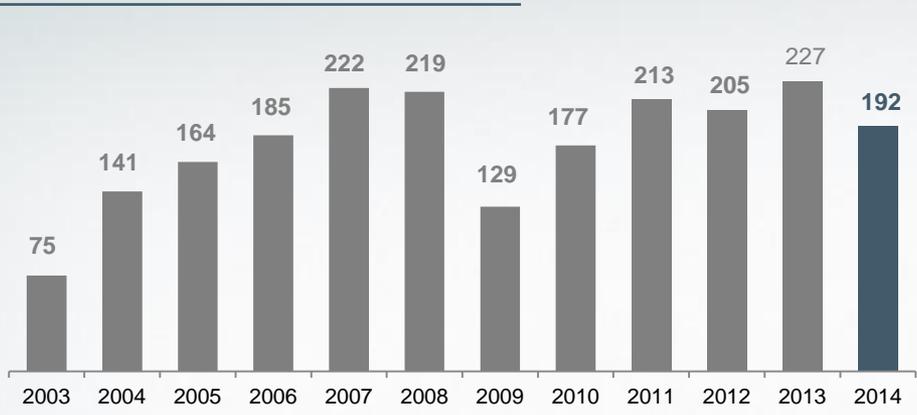
Tax rate increases:

- * 37% to 40% (Sept 22, 2012), 40% to 45% (Jan 1, 2014)
- ** 60% to 80% (Oct 12, 2011), 80% to 90% (Jan 1, 2014)
- *** 84% to 130% (Oct 12, 2011), 130% to 145% (Jan 1, 2014)
- **** 10% to 15% (Oct 12, 2011)

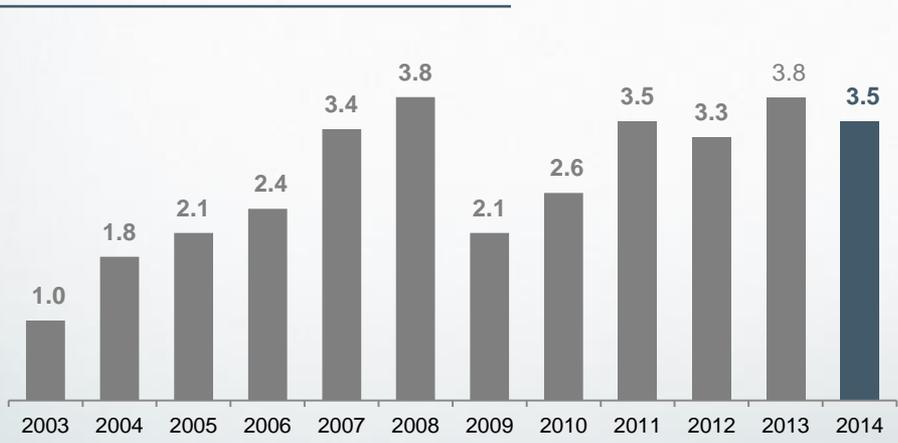
VAT: Value added tax
 SCT: Special consumption tax

Turkey's Export Leader in Automotive

Exports (000 units)



Export Revenue (US\$ bn)



US\$ 3.5 billion export revenues in 2014

Turkey's **export leader** in automotive for 4 consecutive years

US\$ 2.0 billion **net exporter** in the last five years (2010-2014)

Vehicles and spare parts exported to **73 countries in 5 continents**

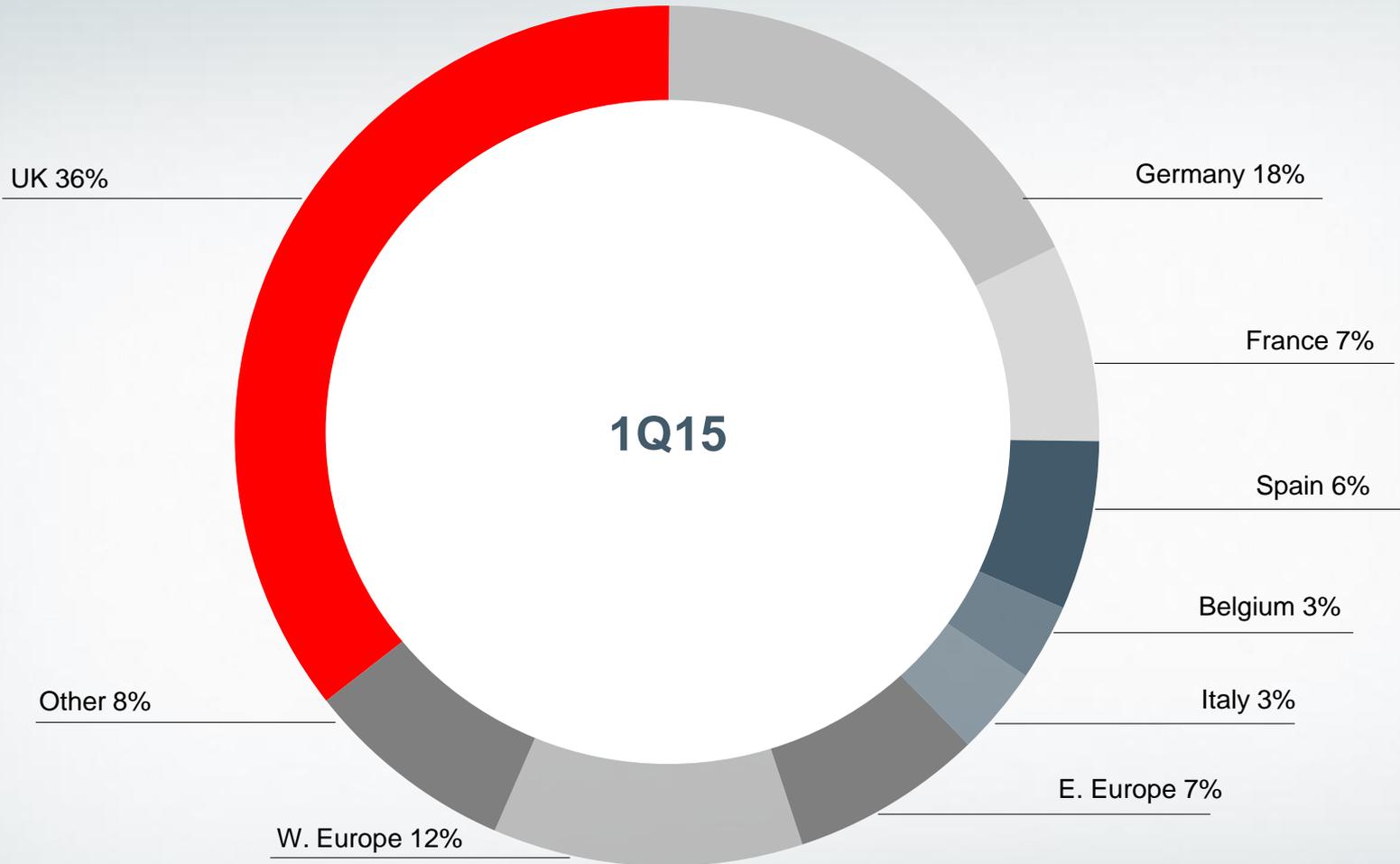
62% of Turkey's total commercial vehicle exports is done by Ford Otosan

Export receivables are easy to manage as Ford of Europe is the **single counterparty**

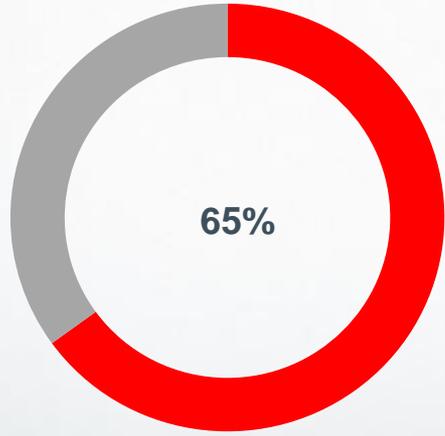
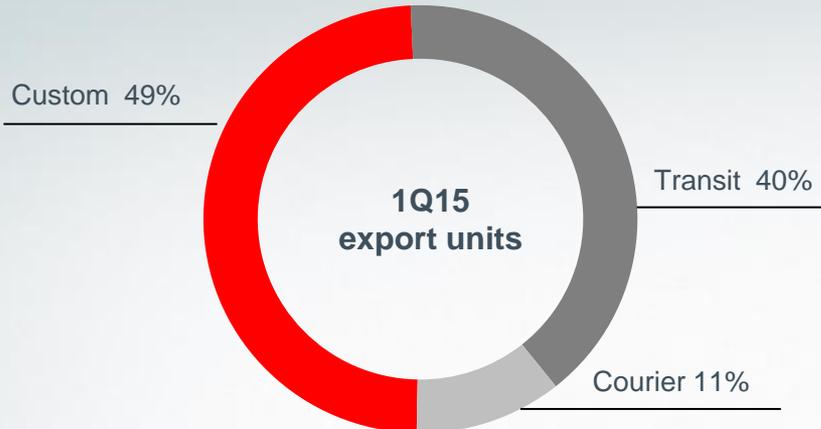
Export receivables from Ford Motor Company and its subsidiaries are collected within average **14 days**

Best Proxy to European Recovery

Export breakdown by units



Export Performance



Ford Otosan's share in Turkey's CV exports, 1Q15

European commercial vehicle market (Up to 3.5 tons)

In March, the European market grew for the **19th consecutive** month and marked the highest monthly growth since May 2011. Van segment grew by 13.6% yoy. (www.acea.be)

	FY14	Jan '15	Feb '15	Mar '15	YTD
UK	18.7%	21.7%	17.9%	23.6%	22.3%
Germany	7.3%	1.4%	9.2%	19%	10.5%
Italy	16.4%	2.4%	8.8%	6.1%	6.1%
Spain	33.2%	31.2%	27.7%	69.8%	44.5%
France	1.5%	-8.6%	-2.6%	10.6%	0.4%
Total	11.3%	7.4%	9.5%	20.5%	13.6%

Ford's commercial vehicle sales in Europe

- Ford's commercial vehicle sales increased **42.4% in the first quarter**.
- Ford was **Europe's No.1 top-selling CV brand** in the first quarter, up from No.7 in 2012.
- The **Transit Custom** was the **best-selling nameplate** with sales up 50% year-on-year.

Large Scale Investment Program >US\$1 Billion (2010-2014)

Transit



Courier



US\$ 75 million +

Ford Trucks



€ 370 million

Custom



Yeniköy



US\$ 850 million

Favorable Financing Terms

- €150 million loan agreement signed with EBRD in 2010
5-year loan with 2-years grace period
Euribor + 2.75%
- €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%
- €100 million loan agreement signed with a consortium of foreign banks in July 2014
(HSBC, Societe Generale and The Bank of Tokyo-Mitsubishi UFJ, Ltd.)
4-year loan with 2-years grace period
Euribor + 2.30%
- €140 million loan agreement signed with EBRD and a consortium of foreign banks in July 2014
€70 million loan funded by EBRD, €70 million funded as syndicated loan
(HSBC, Societe Generale, The Bank of Tokyo-Mitsubishi UFJ, Ltd. and Credit Agricole)
5-year loan with 2-years grace period
Euribor + 2.25%

Highest Production Capacity in Turkish Automotive

Old: 330,000 (pre-investments)

210,000



Transit

110,000



Connect

10,000



Cargo

New: 415,000 (2014)

160,000



New Transit

130,000



Custom

110,000



Courier

15,000



Cargo

Technology Licensing & Engineering Agreements

- The agreements with JMC have a 12-year term, starting with 2016 model year, to be extended every 3-years.
- Ford Otosan will be generating royalty fees with strong long-term growth potential.

Ecotorq engines

- Signed on April 24th, 2013.
- JMC branded vehicles manufactured in China using these engines and the licensed products will be sold in China and the export markets as agreed by the parties.
- A license fee of €150 - €190 will be charged per product. €1 million license fee was collected as advance payment in 2013.



Chassis, cab and components of Ford heavy trucks

- Signed on July 25th, 2014.
- The products and JMC branded vehicles containing these products will be sold in China.
- Ford Otosan will receive an advance license fee of €8 million. An average license fee of €390 per Chassis and €39 per cab will be charged.



Focus on Shareholder Value

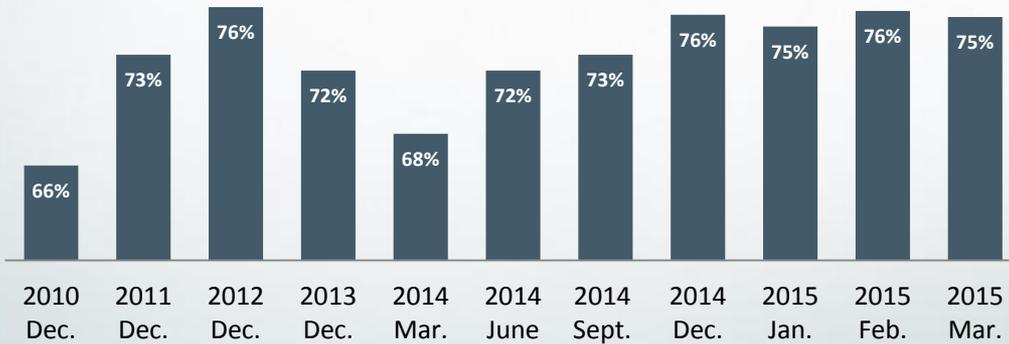
Strong relative share performance



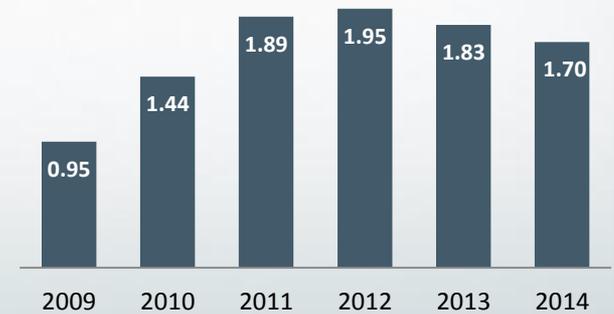
Commitment to corporate governance

- Separate CEO and Chairman roles
- Independent BoD members
- Audit Committee
- Corporate Governance Committee
- Early Determination and Management of Risk Committee
- Remuneration Committee

Foreign ownership in free float

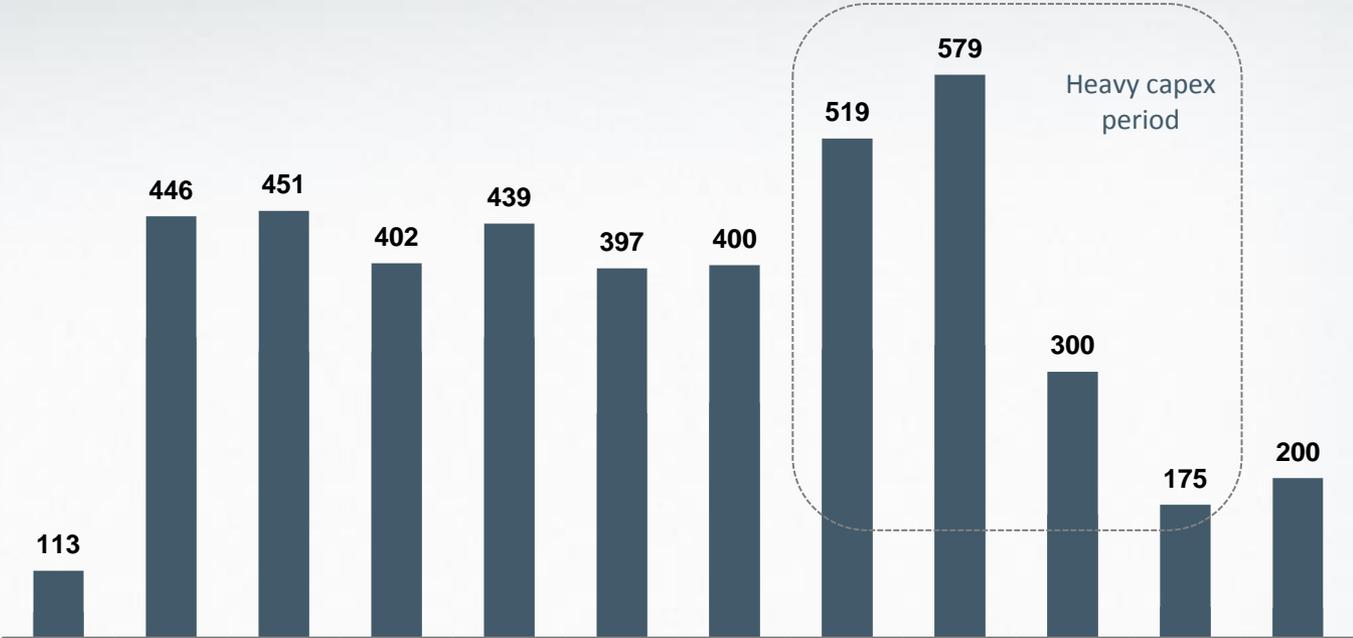


Earnings per share (TL)



Dividend History and Policy

TL 4.4 billion (US\$2.9 billion) dividend was distributed by Ford Otosan between 2004-2015.



	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015
Dividend (TL mn, gross)	113	446	451	402	439	397	400	519	579	300	175	200
Dividend (US\$ mn, gross)	74	332	319	319	332	261	271	321	325	166	79	78
Yield (%)	2,4	10,3	9,1	9,5	14,6	12,3	10,6	12,7	9,5	3,2	1,8	1,7

In principle, subject to be covered by the resources existing in legal records, and subject to the decision of the Ordinary or Extraordinary General Assembly Meeting, excluding periods of large investment or severe economic downturn, by taking into consideration other legislation, financial and market conditions, long-term strategy, investment and financing policies, profitability and cash position, minimum 50% of the distributable profit for the period calculated within the framework of the Capital Markets Legislation is distributed in the form of cash or stock.

Strong & Committed JV Partner Support



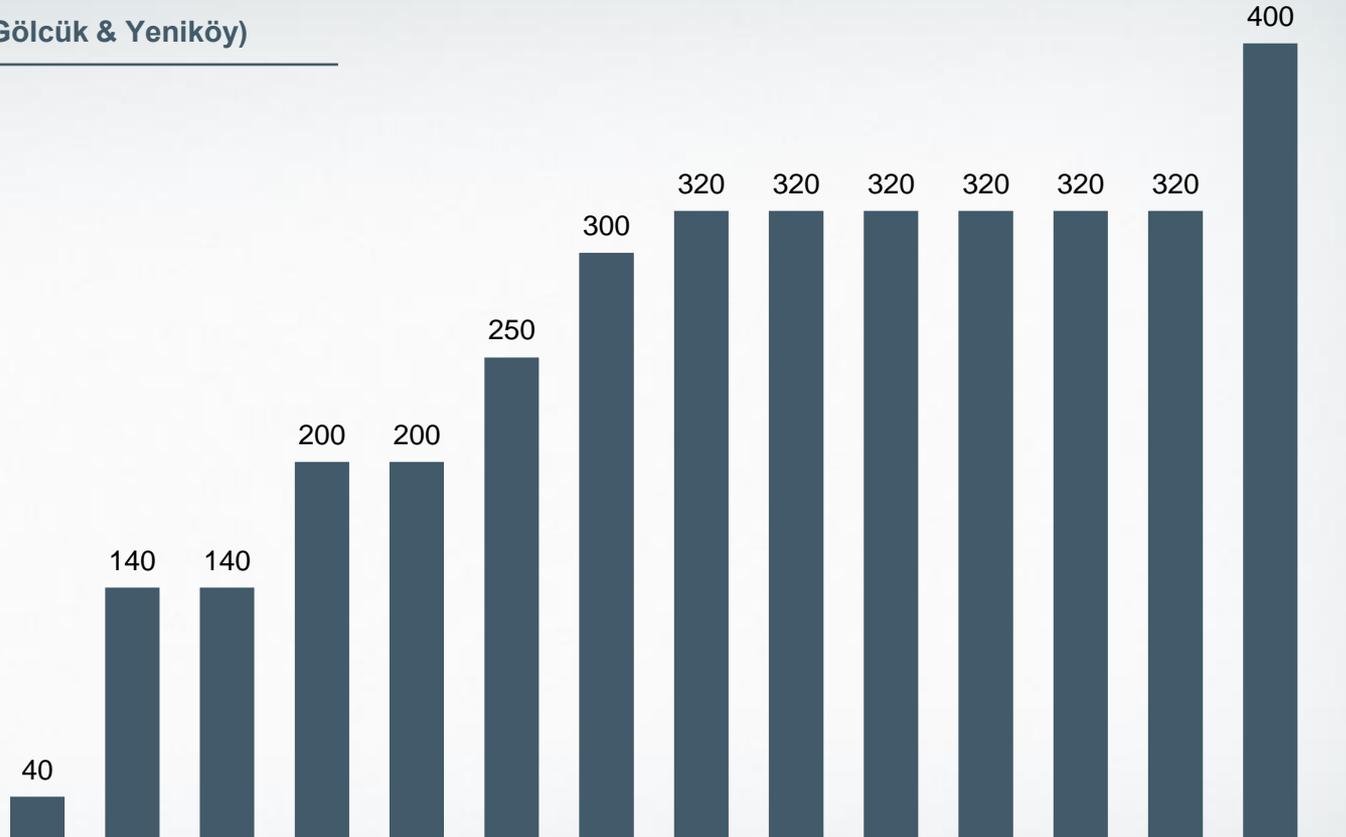
- Turkey's largest industrial and services group in terms of revenues, exports, employees and market capitalization on the Borsa İstanbul.
- Following an average annual growth rate of 18% in consolidated profit in US\$ terms between 2003-2013, Koç Holding ranks among the world's top 350 companies in Fortune 500 (2014 report).
- Has leading positions with strong competitive advantages in various sectors, such as energy, automotive, consumer durables and finance, which offer strong long-term growth potential.



- Global automotive industry leader based in Dearborn, Michigan, that manufactures and distributes automobiles across six continents.
- Automotive brands include Ford and Lincoln.
- 187,000 employees and 62 plants worldwide.
- Provides financial services through Ford Motor Credit Company.

Efficient Production Hub

Ford Otosan Kocaeli Plants (Gölcük & Yeniköy)



	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
■ Year-end Capacity ('000 units)	40	140	140	200	200	250	300	320	320	320	320	320	320	400
■ Kocaeli Plants (Gölcük&Yeniköy) CUR	45%	34%	80%	100%	117%	100%	93%	82%	54%	74%	90%	83%	86%	59%
■ Turkey Industry CUR*	29%	35%	52%	73%	76%	81%	86%	77%	57%	72%	76%	68%	73%	70%

*Source: Automotive Manufacturers' Association (www.osd.org.tr)

R&D Focused on Excellence

- The largest R&D center in Turkey
- Capability and infrastructure to design, develop and test a complete vehicle end-to-end, including its engine and engine systems

Gölcük R&D Center

- Located in Gölcük
- 140 R&D engineers
- Engine testing, vehicle testing and development workshops

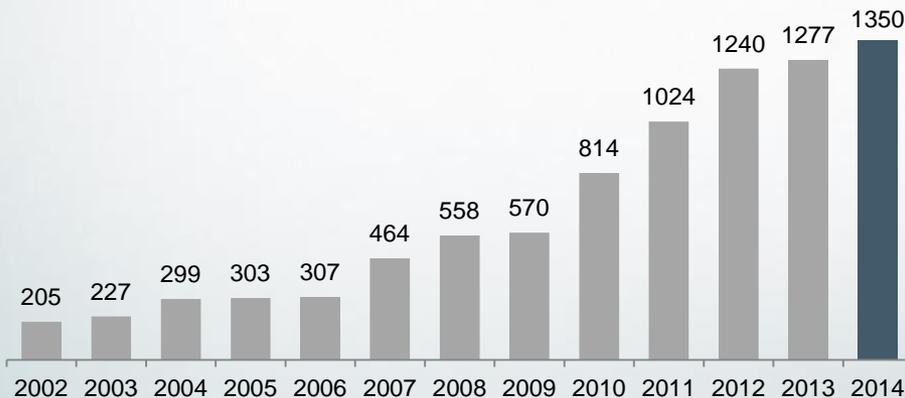
Sancaktepe R&D Center

- 1,153 R&D engineers
- Center of Excellence for heavy trucks and heavy duty diesel powertrains for large trucks
- Design studio, CAVE lab, vehicle and engine HIL labs

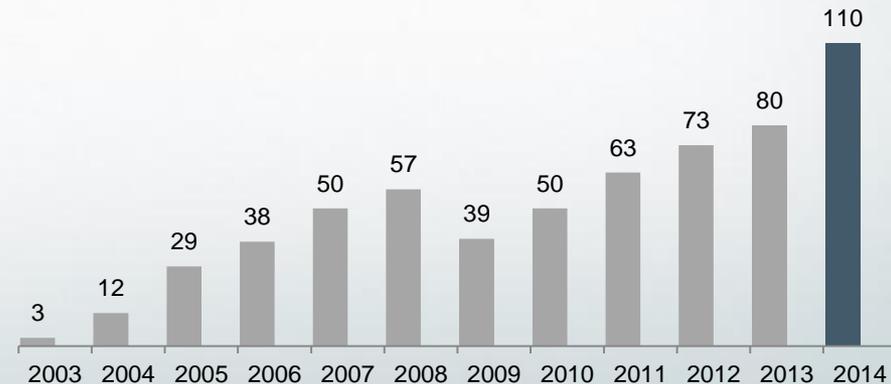
İnönü PD

- 57 R&D engineers
- Prototype engine manufacturing and testing
- The only facility to test extra heavy engines over 13L in Turkey

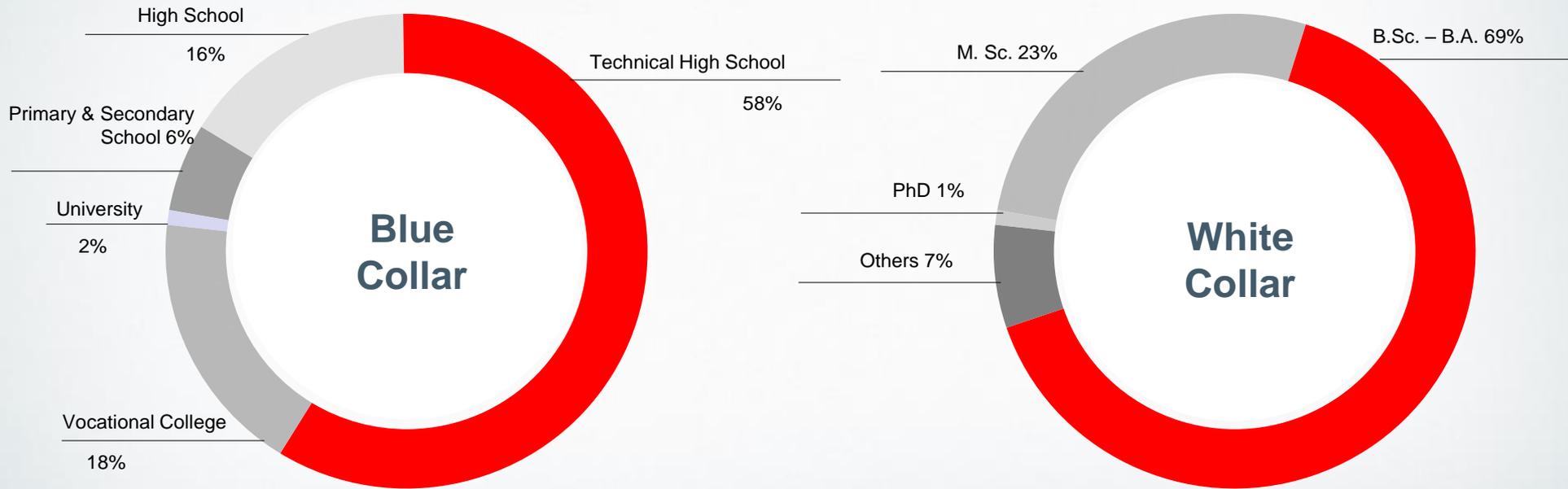
R&D Engineers



Patent Applications

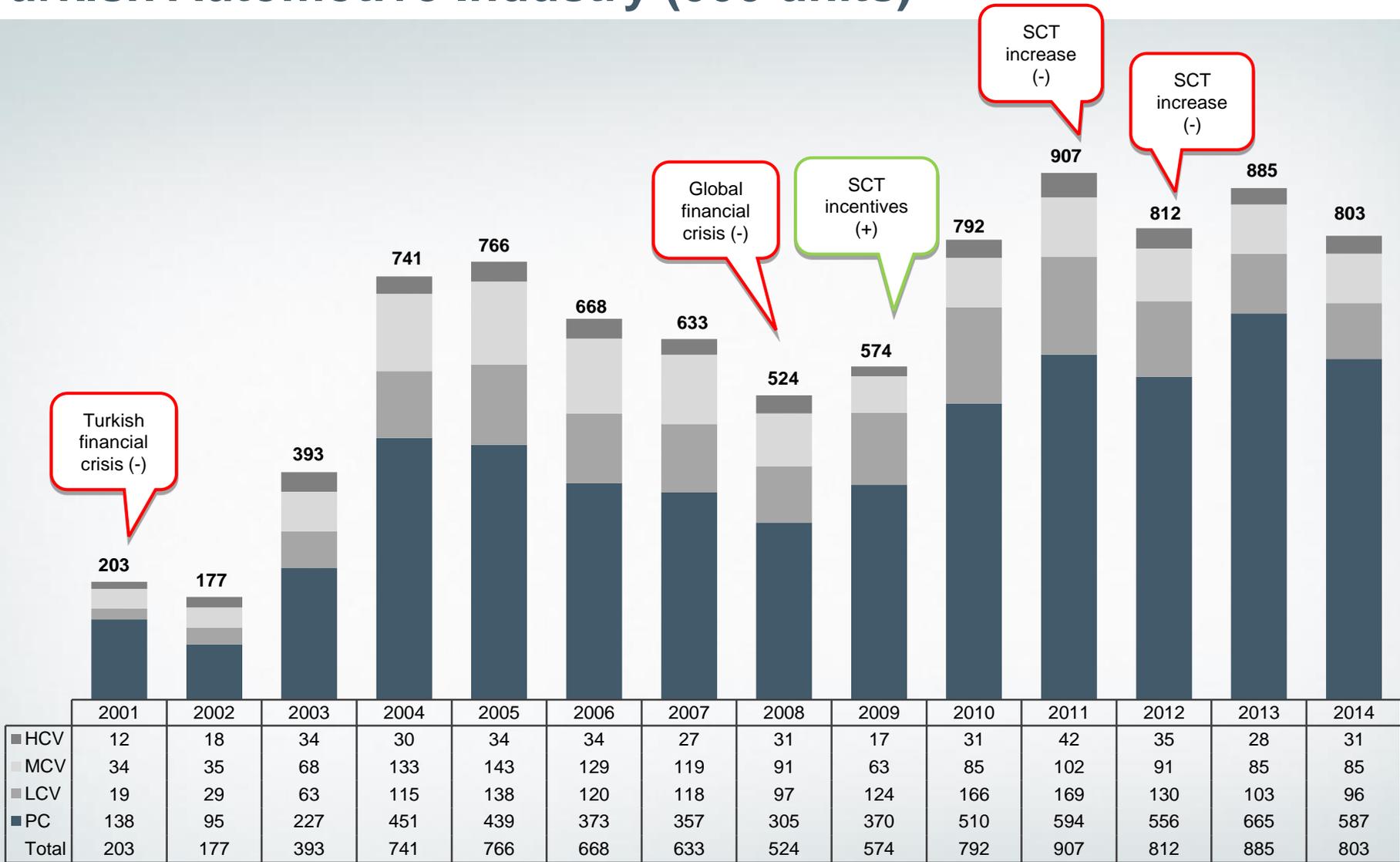


Experienced and Skilled Workforce



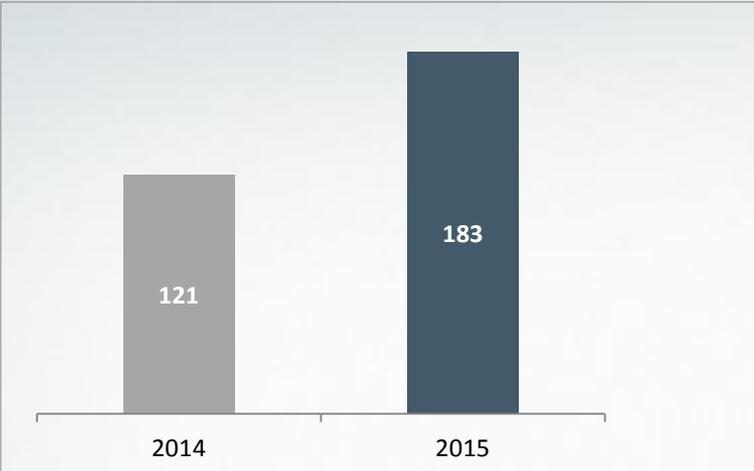
Operating & Financial Performance

Turkish Automotive Industry (000 units)

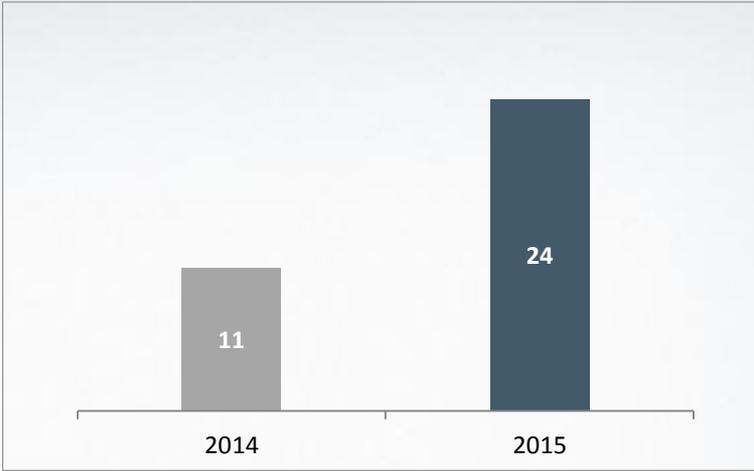


Domestic Market (000 units)

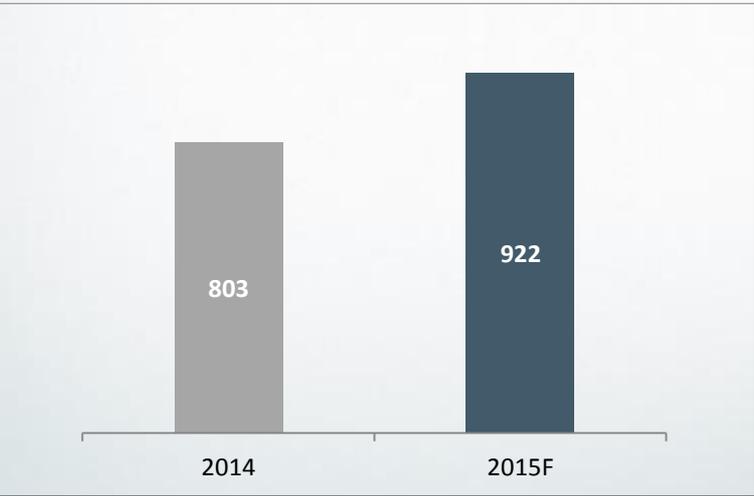
Total Industry, March 2015 YTD



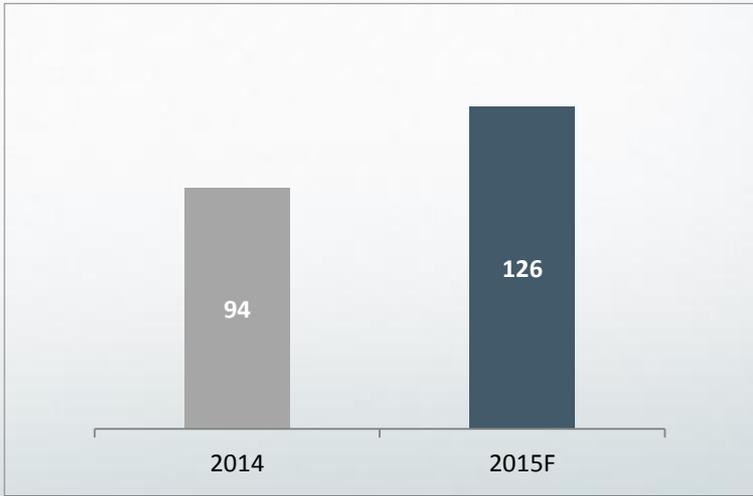
Ford Otosan, March 2015 YTD



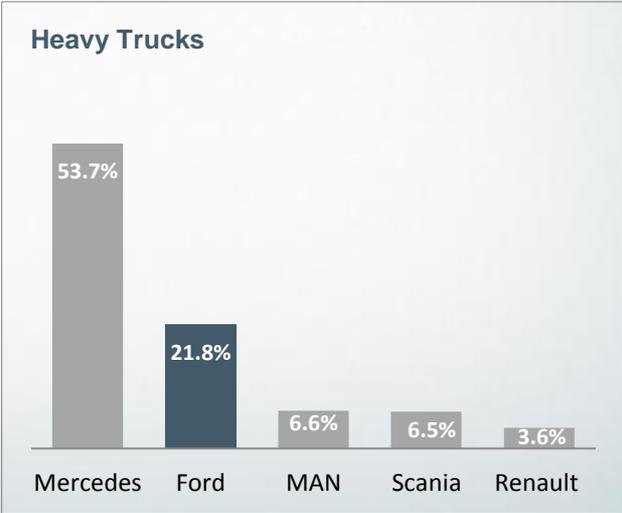
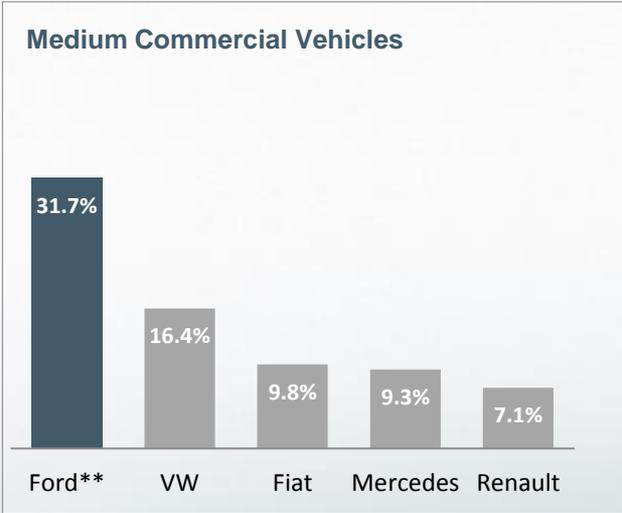
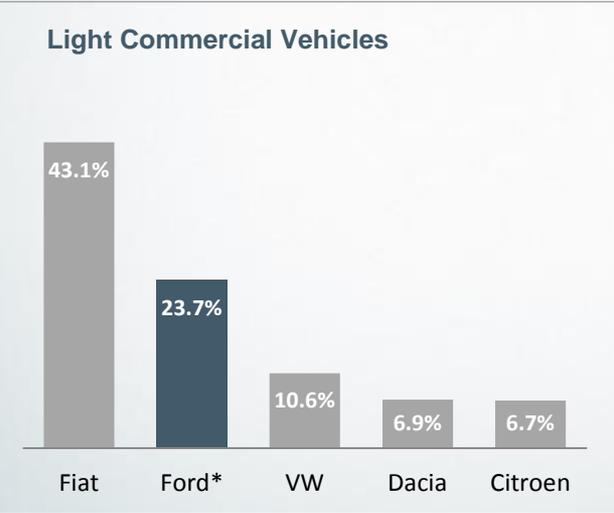
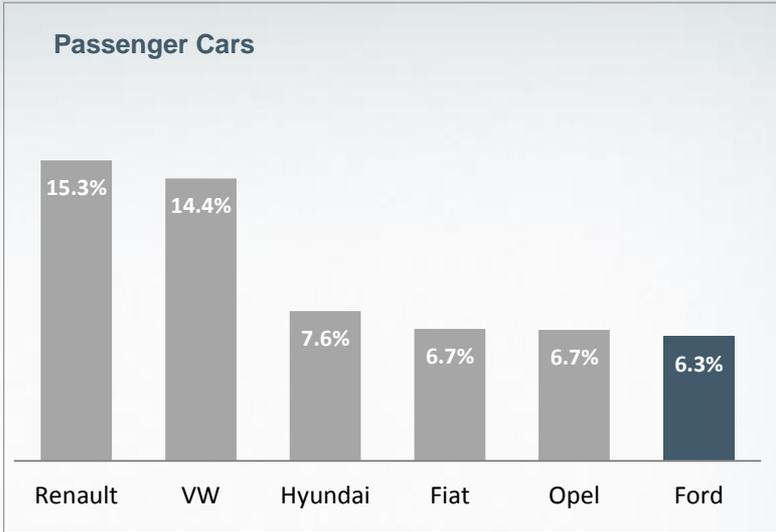
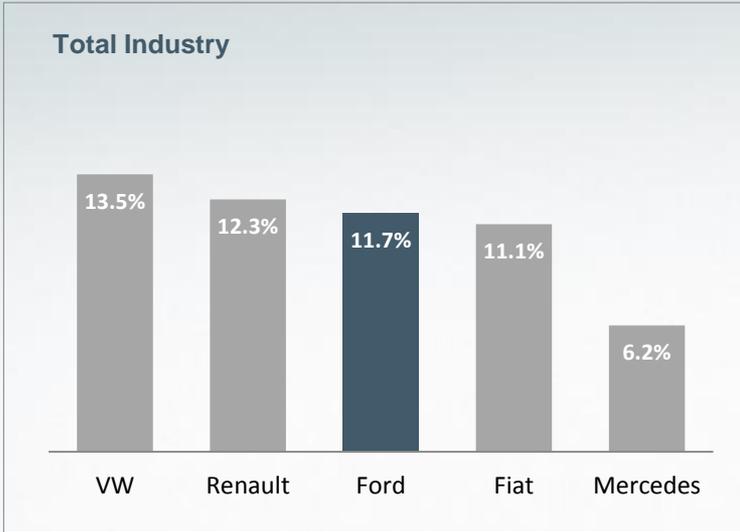
Total Industry Sales



Ford Otosan Retail Sales



Turkish Market Shares (2014)

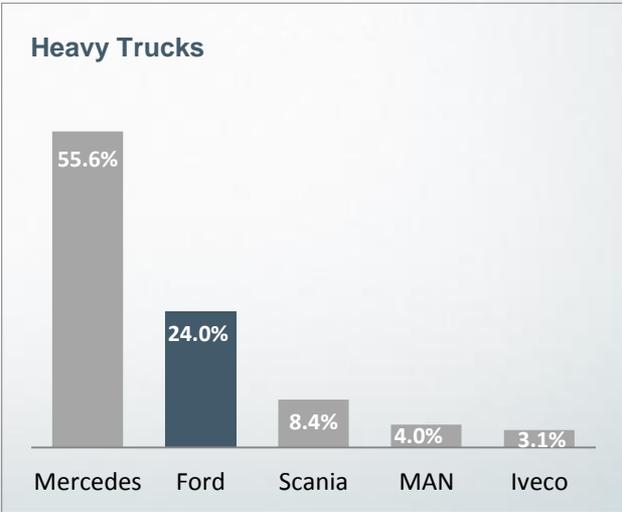
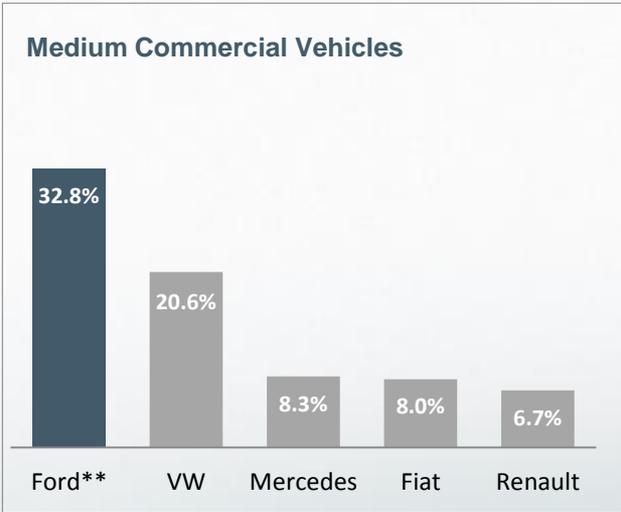
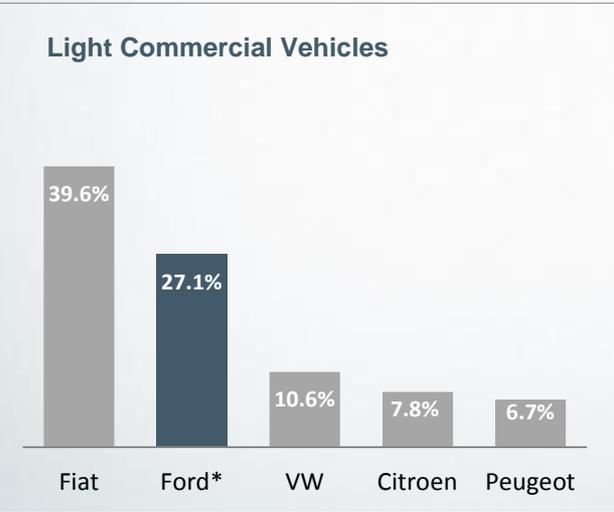
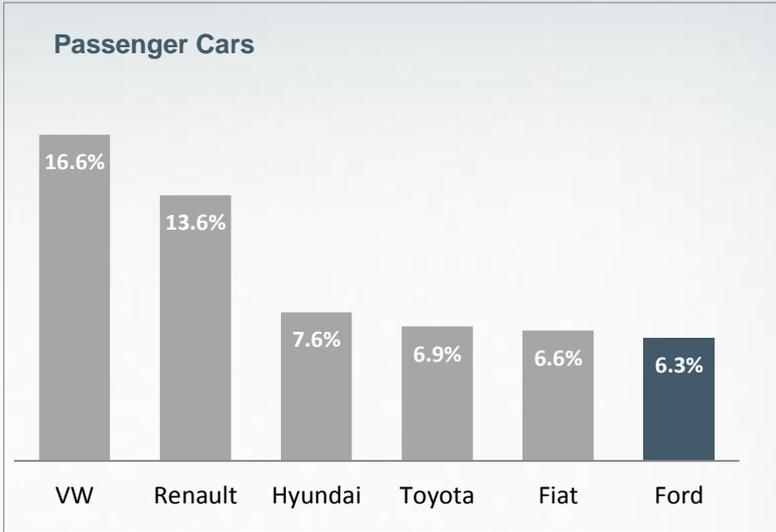
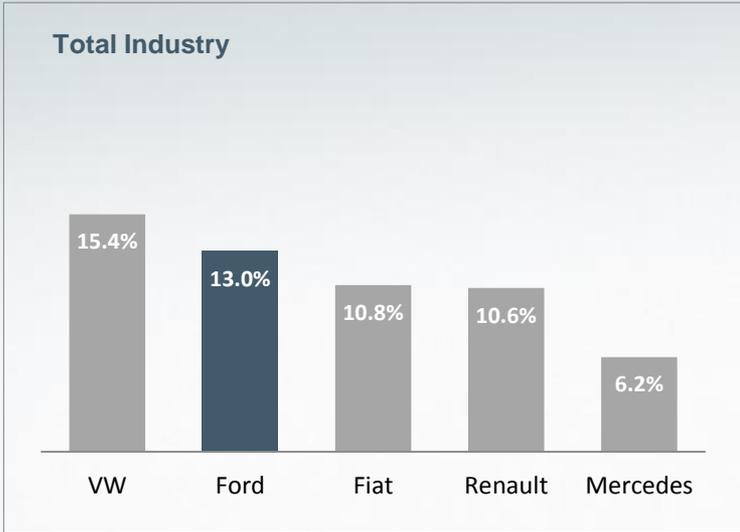


* Courier and Connect

** Transit and Custom

Source: ODD and TAID

Turkish Market Shares (March '15 YTD)

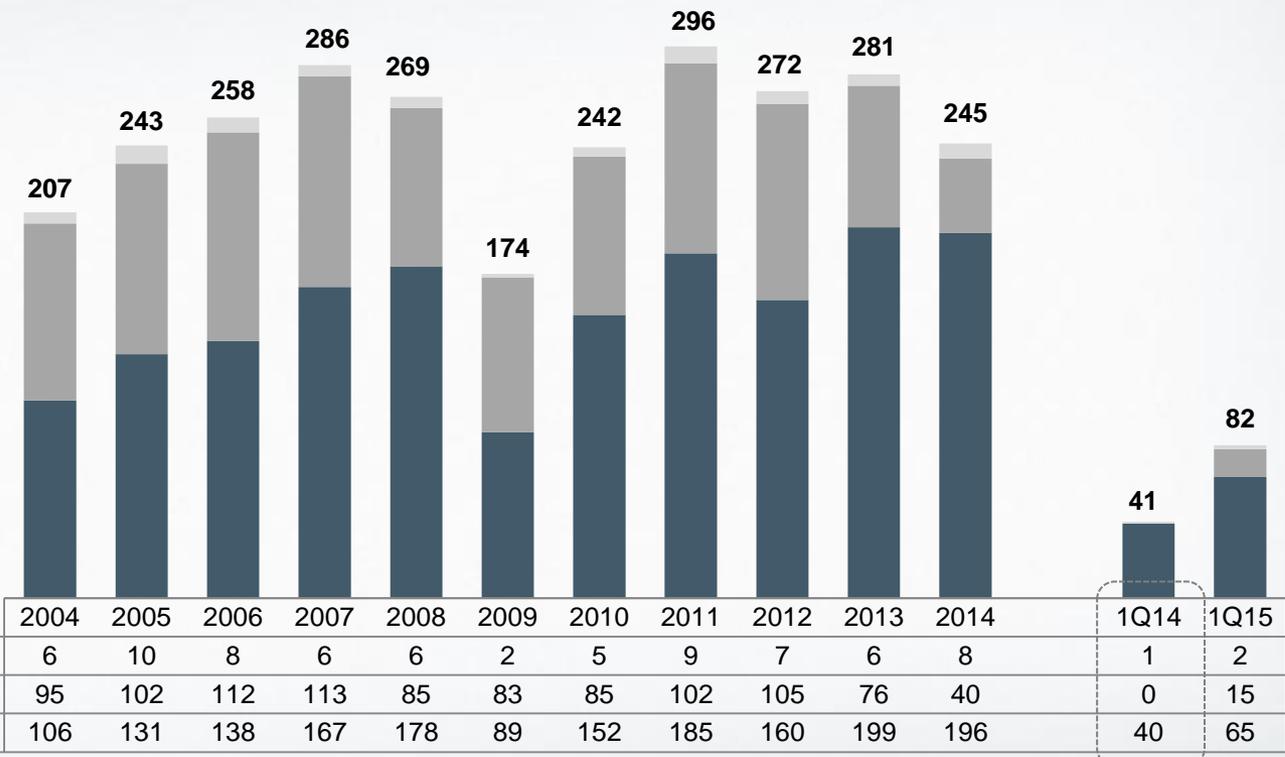


* Courier and Connect

** Transit and Custom

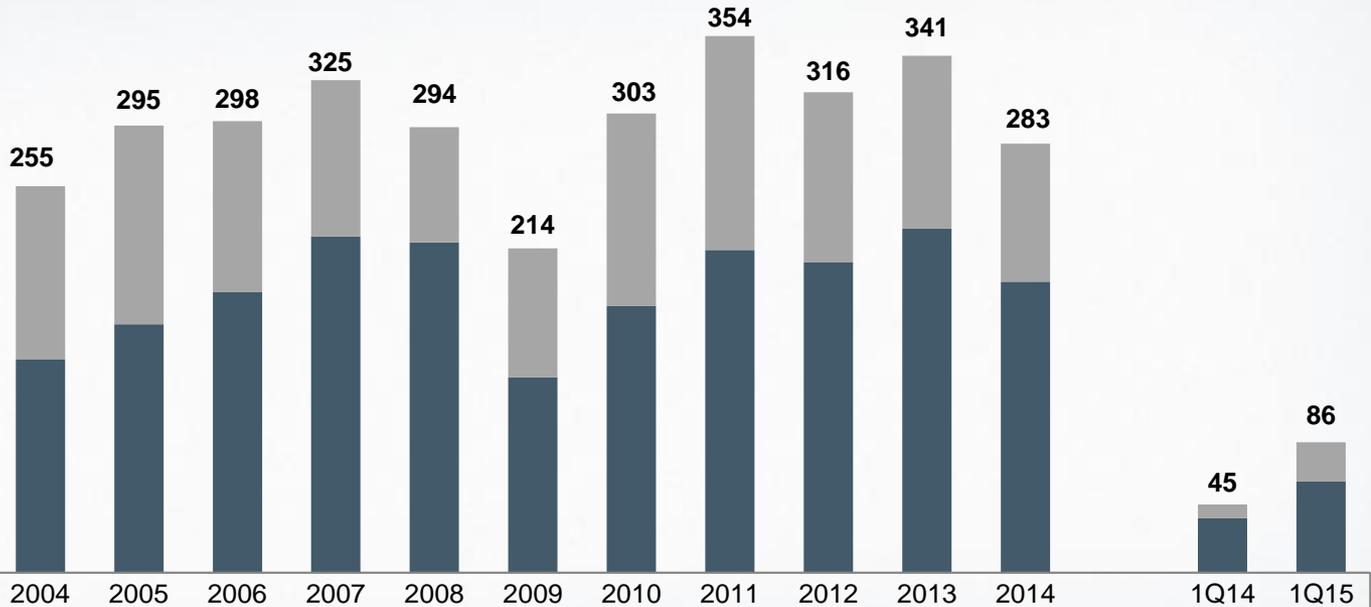
Source: ODD and TAID

Production Volume by Segment (000 units)



Transition phase to new products

Wholesale Volume – Domestic & Export (000 units)



	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	1Q14	1Q15
■ Domestic	114	131	113	103	76	85	127	141	112	114	91	9	26
■ Export	141	164	185	222	218	129	176	213	205	227	192	36	60
Share of Exports	55%	56%	62%	68%	74%	60%	58%	60%	65%	67%	68%	80%	70%

Sales Volume by Model

	1Q15	1Q14	YoY %
Domestic	26.236	9.337	181%
PC	8.806	3.025	191%
Transit Courier	7.261	-	
Transit Connect	389	1.954	-80%
Total LCV	7.650	1.954	292%
Transit	6.363	2.842	124%
Transit Custom	1.284	504	155%
Ranger	2	71	-97%
Total MCV	7.649	3.417	124%
Cargo	2.131	941	126%
Exports	59.635	36.431	64%
Transit Custom	28.908	24.202	19%
Transit	23.782	11.950	99%
Transit Courier	6.718	52	12819%
Cargo	136	192	-29%
Other	91	35	160%
Total Wholesale Volume	85.871	45.768	88%

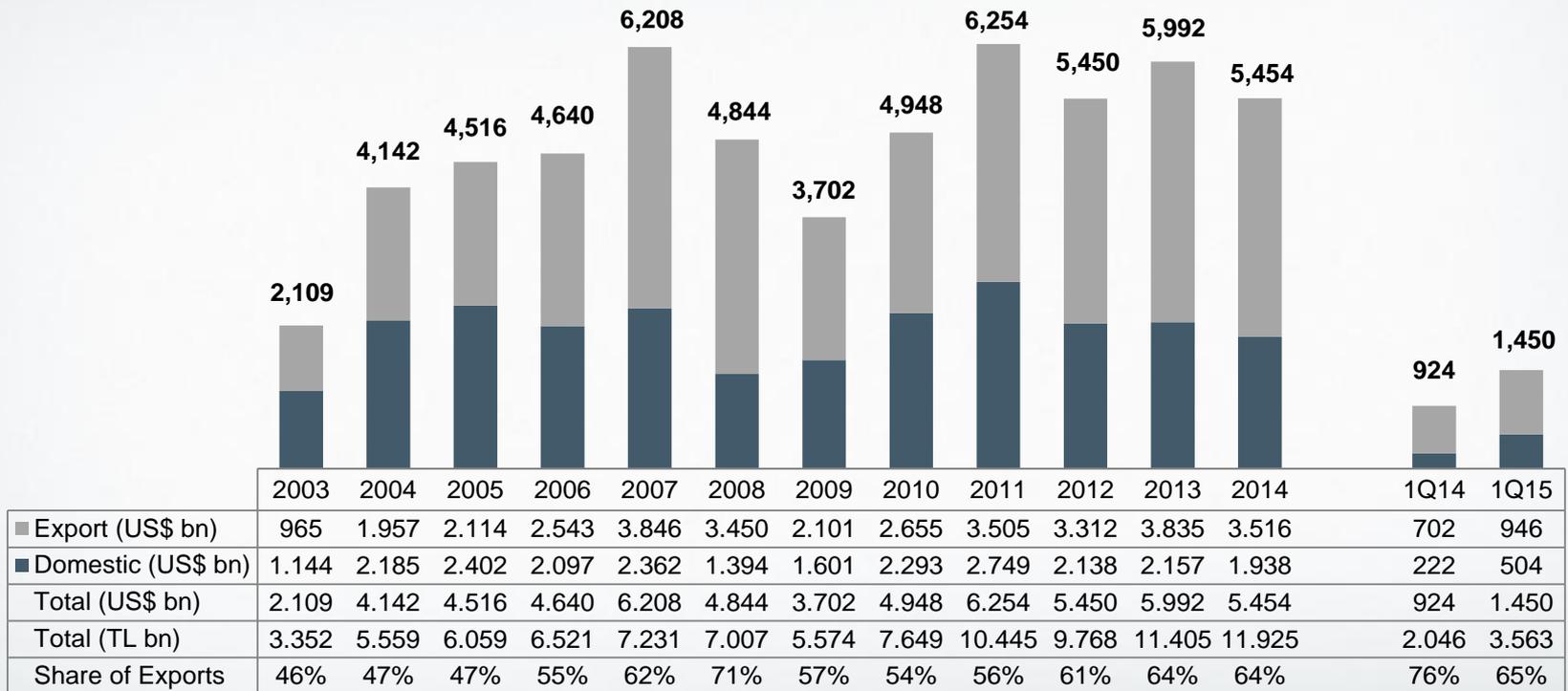
Domestic sales rose significantly YoY with:

- Strong market
- Success of the new products
- Low base year

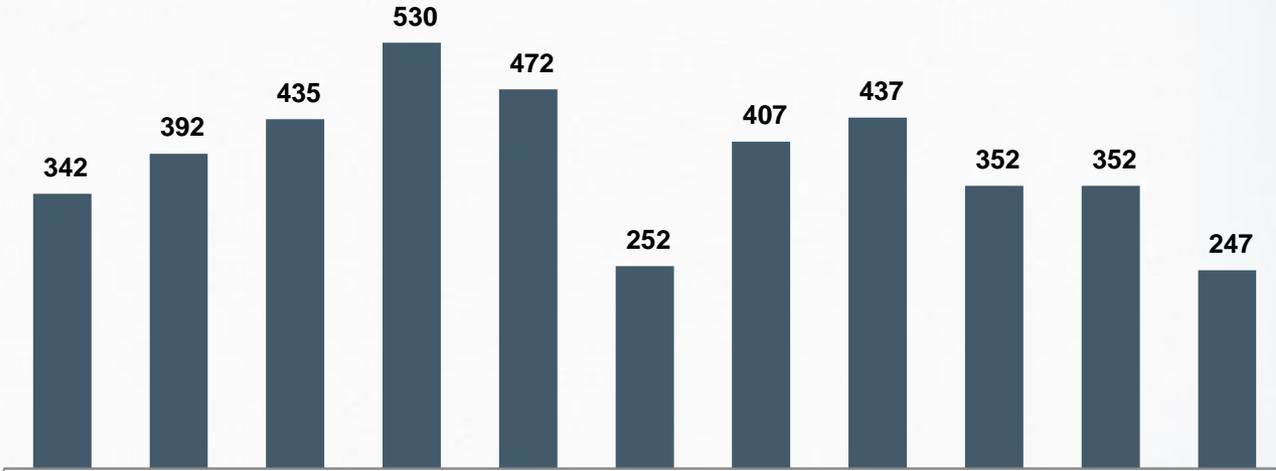
Strong growth in exports were driven by:

- Ongoing European CV market recovery
- Ford's market share focused strategy in CVs
- Success of the new products
- Low base year

Revenues - Domestic & Export



Operating Profit and Margin

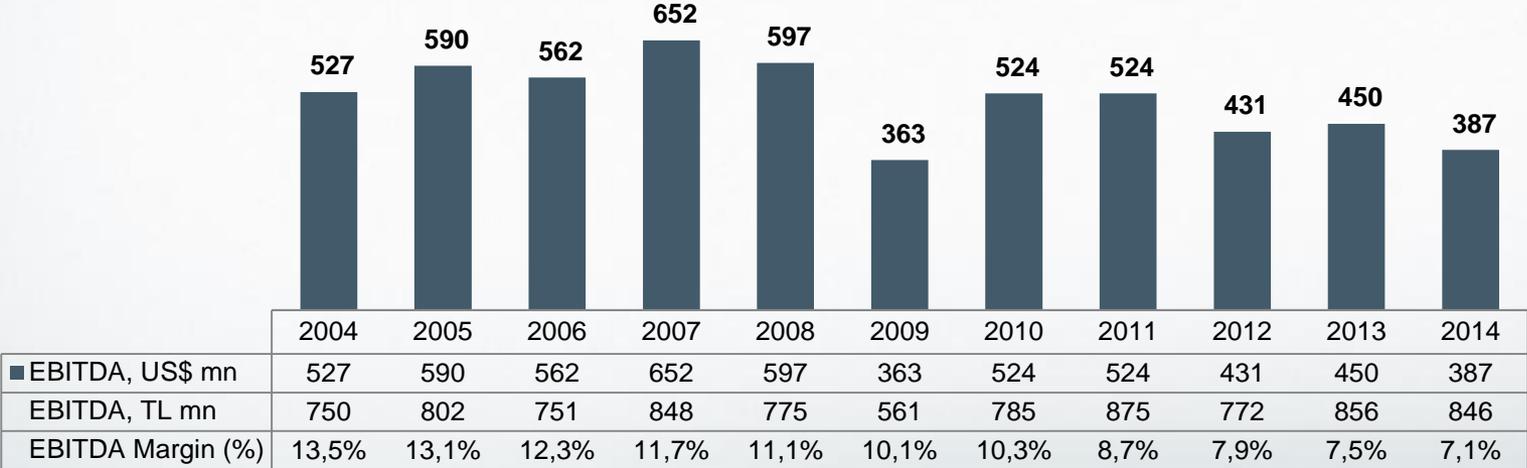


	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
■ Operating Profit, US\$ mn	342	392	435	530	472	252	407	437	352	352	247
Operating Profit, TL mn	487	538	569	690	613	389	610	729	631	670	541
Operating Margin (%)	8,8%	8,7%	9,5%	9,5%	8,8%	7,0%	8,0%	7,3%	6,5%	5,9%	4,5%

EBITDA and EBITDA Margin (2004-2014)

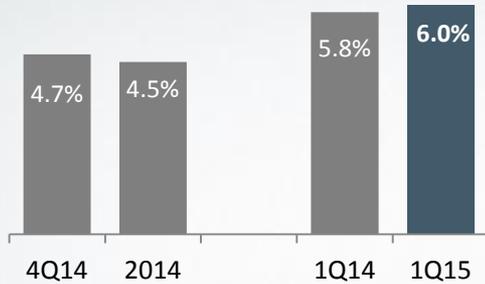
Changing business mix, industry trends and macro drivers leading to declining margins:

- Declining share of the domestic business
- Highly competitive pricing landscape in the domestic market
- Industry shift towards passenger cars leading to a less favorable sales mix for Ford Otosan
- Aged product portfolio
- Increase in import costs with the sharp decline in Turkish Lira
- Revaluation of financial loans with significant weakening of the Turkish Lira leading to higher net financial expenses



Margins in 1Q15

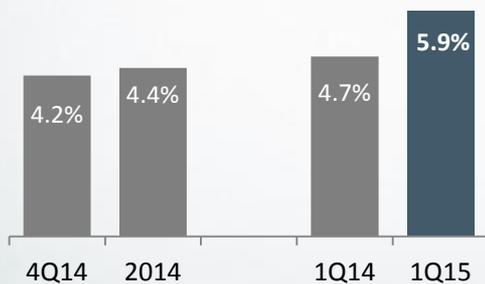
Operating Margin



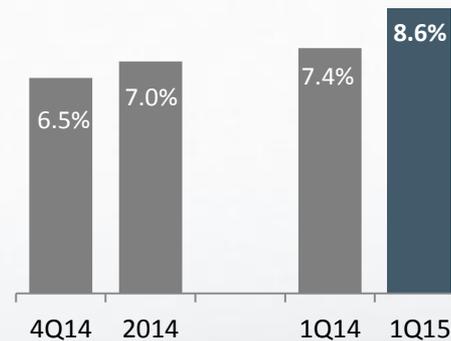
EBITDA Margin



Operating Margin (excl. Other income)



EBITDA Margin (excl. Other income)



The highest quarterly gross profit, operating profit and EBITDA were recorded in 1Q15 due to:

- Higher unit sales
- Favorable sales mix
- Lower import costs with lower EUR/TL
- Higher CUR

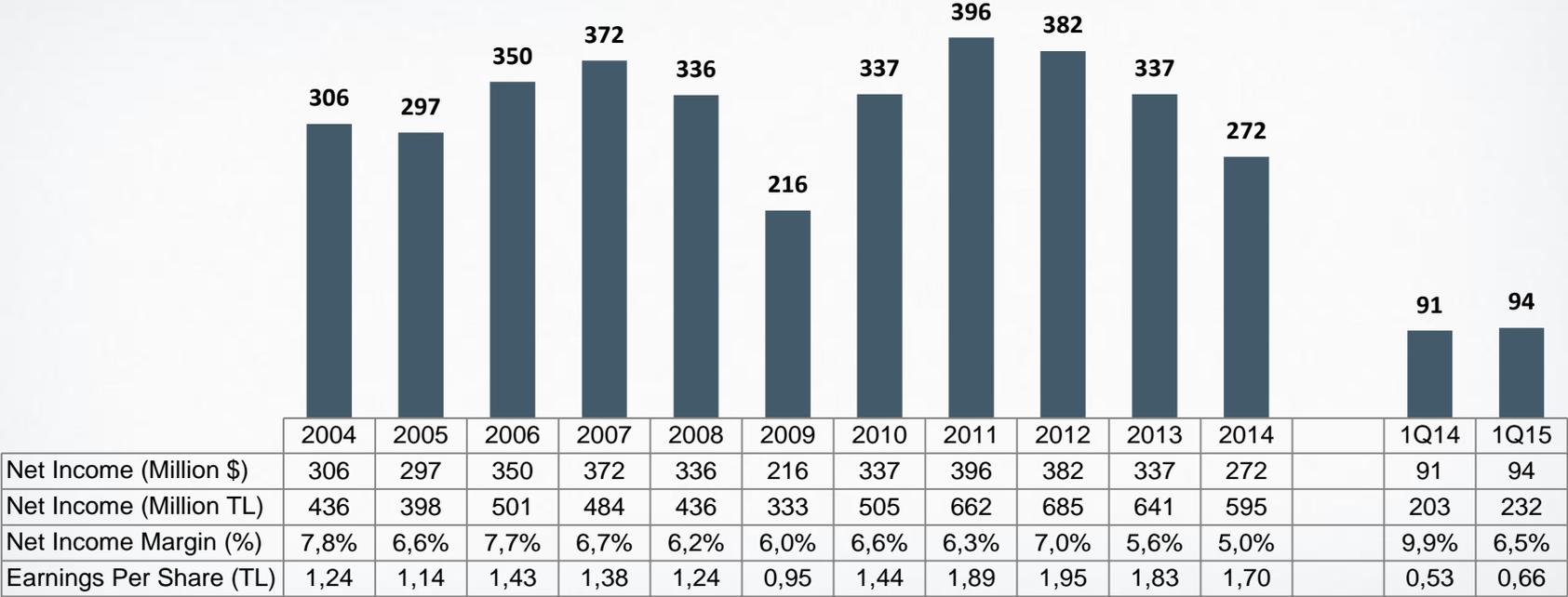
Gross Margin: 10.8%
(+0.7 pps YoY, best quarter since 3Q12)

Operating Margin: 6.0%
(+0.2 pps YoY; best quarter since 2Q13)

EBITDA Margin: 8.7%
(+0.3 pps YoY; best quarter since 2Q13)

EBITDA Margin excluding other income: 8.6%
(+1.2 pps YoY; best quarter since 3Q11).

Net Income



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 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 21 days' cash outflow
€80 million credit commitment & €70 million factoring agreements for potential needs.
Net debt as of 1Q15 is TL2.04 billion.

FX Risk

Excess cash is invested in hard currencies to minimize fx exposure
Natural hedge against volatility due to fx-denominated export revenues: 65% of revenues
Ford Otosan is a net exporter: US\$ 2.0 billion in the last 5 years (2010-2014)

Capital Risk

Net financial debt / tangible equity is monitored as a management criteria; capped at 1.25

Debt Profile & Financial Ratios

Cash Position (TL mn)	31.03.2015	31.12.2014
Cash & Cash Equivalents	521	577
Total Financial Debt	(2,559)	(2,350)
Net financial debt	(2,038)	(1,773)
Financial Ratios	31.03.2015	31.12.2014
Current ratio	1.07	1.00
Liquidity ratio	0.70	0.74
Net Financial Debt / Tangible Net Worth	0.90	0.79
Current Assets / Total Assets	0.43	0.41
Current Liabilities / Total Liabilities	0.64	0.66
Total Liabilities / Total Liabilities and Equity	0.64	0.62
Return on Equity	33.4%	21.6%
Margins	31.03.2015	31.03.2014
Gross Margin	10.8%	10.1%
EBITDA Margin	8.7%	8.4%
Operating Margin	6.0%	5.8%
Net Income Margin	6.5%	9.9%

2015 Guidance

Turkish Industry Volume	922 K
Ford Otosan Retail Sales Volume	126 K
Exports	245 K
Wholesale Volume	372 K
Production Volume	325 K
Capex (fixed assets)	US\$230 mn

Guidance updated in April 2015. According to the Capital Markets Board, companies are allowed to provide guidance 4 times a year. Our next update will be announced with 2Q15 financial results..

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