

FORD OTOMOTİV SANAYİ ANONİM ŞİRKETİ
AMENDMENT TO ARTICLES OF ASSOCIATION

CURRENT TEXT					NEW TEXT				
ARTICLE 6 – SHARE CAPITAL:					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.					6.1. 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.					6.2. 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.					6.3. 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.					6.4. 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.					6.5. 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.					6.6. Distribution of the shares representing the issued share capital, among the groups of shares is as listed below.				
<u>Shareholders</u>	<u>Share Group</u>	<u>Number of Shares</u>	<u>Nominal Value</u> <u>TL</u>	<u>Share Percentage</u> <u>(%)</u>	<u>Shareholders</u>	<u>Share Group</u>	<u>Number of Shares</u>	<u>Nominal Value</u> <u>TL</u>	<u>Share Percentage</u> <u>(%)</u>
Group A					Group A				
Other Shareholders	A	6,960,372,110	69,603,721.10	19.8352	Other Shareholders	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	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	Temel Ticaret ve Yatırım A.Ş.	B	235,588,500	2,355,885.00	0.6714
Group B Total		13,730,924,214	137,309,242.14	39.1295	Group B Total		13,730,924,214	137,309,242.14	39.1295
Group C					Group C				
Ford Motor Company	C	14,399,703,676	143,997,036.76	41.0353	Ford Motor Company	C	14,399,703,676	143,997,036.76	41.0353
Total		35,091,000,000	350,910,000.00	100.0000	Total		35,091,000,000	350,910,000.00	100.0000

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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.

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 **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.