

**FORD OTOMOTİV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 19 MARCH 2018  
ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2017**

**1. INVITATION TO THE 19 MARCH 2018 ORDINARY GENERAL ASSEMBLY MEETING**

Ford Otomotiv Sanayi A.Ş.'s Ordinary General Assembly Meeting shall be convened on 19 March 2018 Monday at 14:00 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 2017 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with the legal requirements, 2017 Financial Statements, the Independent Auditor's Report, 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, İnönü Plant, on the Company's corporate website at [www.fordotosan.com.tr](http://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 legislation, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-Istanbul), 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 within the invitation to the general assembly meeting document 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 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: Akpinar Mah. Hasan Basri Cad. No:2 34885 Sancaktepe /İstanbul  
Trade Registry and Number: İstanbul Ticaret Sicil Müdürlüğü / 73232

## **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</b>	<b>35.091.000.000</b>	<b>100</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 Ordinary General Assembly Meeting for 2017 activities.

## **3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 19 MARCH 2018**

### **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. Reading, discussion and approval of the Annual Report of year 2017 prepared by the Board of Directors,**

Within the framework of the TCC, the Regulation and the Capital Markets Law and related regulations, information shall be given on the 2017 Annual Report that includes the Corporate Governance Compliance Report, which has been announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency and on the corporate website of the Company at [www.fordotosan.com.tr](http://www.fordotosan.com.tr) for review of our shareholders three weeks before the General Assembly meeting and it shall be presented for perusal and approval of our shareholders.

**3. Reading of the summary report of the Independent Audit Firm of 2017 Fiscal Period,**

Independent Audit Report created as per TCC, Regulation and Capital Markets Board legislation and made available at Company Headquarters, Electronic General Assembly Portal of the CRA and Company website [www.fordotosan.com.tr](http://www.fordotosan.com.tr), three weeks prior to the General Assembly meeting, will be submitted to the information of our shareholders in General Assembly meeting.

**4. Reading, discussion and approval of the Financial Statements of 2017 Fiscal Period,**

Information about our financial statements and legal statutory accounts, which, pursuant to the TCC, bylaws and Capital Markets Law are posted three weeks prior to the General Assembly meeting at our Company Headquarters, on the Electronic General Assembly Portal of the CRA, and on the Company website [www.fordotosan.com.tr](http://www.fordotosan.com.tr) for review of our shareholders, shall be provided to our shareholders for their evaluation and approval.

**5. Release of the members of the Board of Directors separately for year 2017 activities,**

Pursuant to the TCC and Bylaws, the release of our Board of Directors members for the activities, transactions and accounts for the year 2017 shall be submitted to the General Assembly for its approval.

**6. Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2017 and the distribution date which prepared in accordance with the Company's Profit Distribution Policy,**

According to our financial statements, prepared by our Company within the framework of the Turkish Commercial Code and Capital Markets Law and related regulations in compliance with Turkish Financial Reporting Standards and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi covering the accounting period between 01.01.2017 – 31.12.2017; net profit amount of TL 1.489.982.998 has been obtained. The dividend payment proposal drawn up in accordance with the Dividend Distribution Table format provided in the Dividend Communiqué numbered II-19.1 and the Dividend Manual announced in accordance with the said Communiqué, and taking into account the Company's Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability and liquidity, is provided in **Appendix 1**.

**7. Determination of the number and the term of duty of the members of the Board of Directors and election of the members based on the determined number, election of the Independent Board Members,**

The number of members on the Board of Directors and their terms of office shall be designated in accordance with CMB regulations, TCC and Bylaws and the principles governing the selection of members of the Board of Directors in the Articles of Incorporation. New members will be elected to replace Board members whose terms of office have expired. In addition, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

According to Article 10 of the Company's Articles of Incorporation, Company is managed by a Board of Directors with an even number of members and consisting of at least 8 members, elected by the General Assembly for a 3 year period in line with the TCC regulations. General Assembly may decide on the renewal of the Board of Directors even if their terms of office have not expired. 2 of the elected Board members are required to meet the independence criteria as defined in the CMB's mandatory Corporate Governance Principles.

The Board of Directors, upon receipt of the proposal of Corporate Governance Committee, has designated Mr. Leonard Martin Meany and Mrs. Fatma Füsün Akkal Bozok as the Independent Members of the Board of Directors by Board of Directors' resolution and has submitted to the approval of CMB. The CVs and Independence Declarations of Board of Directors candidates are provided in **Appendix 2**.

**8. 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,**

According to CMB's mandatory Corporate Governance Principle No. 4.6.2, the principles for the remuneration of Board of Directors' members and senior management shall be made available in writing and included as a separate article on the General Assembly Meeting agenda to enable the shareholders to share their opinions on the same. Remuneration Policy created for this purpose is attached as **Appendix 3**. As specified by footnote No. 26 of 2017 Financial Statements, TL 33.611.078 - of benefits were provided for senior management of Ford Otomotiv Sanayi A.Ş. in 2017.

**9. Determination of the annual gross fees to be paid to the members of the Board of Directors,**

The annual gross remuneration to be paid to the members of the Board of Directors in 2018 shall be determined by the shareholders as per our Remuneration Policy submitted for the approval the shareholders as per item 8 of the agenda.

**10. 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,**

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, and taking into consideration the opinion of the Audit Committee, the Board of Directors resolved at their 13.02.2018 meeting to have PWC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi serve as the independent auditors of the Company's financial reports for the financial year 2018 and to let it conduct the other activities that fall within its purview within the context of the regulations. This decision shall be submitted to the General Assembly for ratification.

**11. Giving information to the shareholders regarding the donations made by the Company in 2017 and determination of a upper limit for donations to be made in 2018,**

Pursuant to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Incorporation, and information concerning the donations and payments made must be provided to shareholders at the General Assembly. Donations totaling TL 27.373.844 were made to foundations and associations in 2017. The upper limit of donations to be made in 2018 shall be decided by the General Assembly.

**12. 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 2017 pursuant to the Capital Markets Board's Communiqué on Corporate Governance,**

The members of the Board of Directors can do business only with the approval of the General Assembly, as stipulated in the first subsection of Articles 395 and 396 of the TCC entitled Competition Ban and Ban on doing Business with the Company and Borrowing for the Company.

Pursuant to the Capital Markets Board Mandatory Corporate Governance Principles No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate article on the agenda and recorded into the minutes of the General Assembly. To fulfill the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly and the shareholders shall be informed that no such transaction took place in 2017 in this respect.

**13. Wishes and opinions.**

**APPENDICES:**

**Appendix 1** 2017 Dividend Distribution Proposal

**Appendix 2** CVs of Board of Directors Candidates and Independence Declarations of Independent Board Member Candidates

**Appendix 3** Remuneration Policy for Board of Directors and Executive Management

**Appendix 1**

**2017 Dividend Distribution Proposal**

As per the attached Profit Distribution Proposal which prepared in accordance with the CMB's regulations, Article No.19 of the Articles of Incorporation of the Company and the investment and financing policies as stated in the Dividend Distribution Policy approved by the General Assembly held on March 25, 2014 and considering the cash flow position, it's resolved to present; (i) not to allocate 5% first rank legal reserve required by Article 519 of the Turkish Commercial Code for 2017 since the amount of first rank legal reserve has already reached 20% of share capital in tax books as of 31.12.2017; (ii) to cover TL 78.252.930 second rank legal reserve from net income of TL 1.489.982.998 which is in the financial statements prepared within the framework of CMB's regulations and pay % 228,0000 gross (% 193,8000 net) in proportion and TL 800.074.800 total gross dividend in cash assuming each share with a nominal value of 1-TL pays Kr 228,0000 gross (Kr. 193,8000 net in accordance with the Dividend Distribution Proposal) and allocate the remaining TL 611.655.268 as extraordinary reserves; (iii) to cover TL 78.252.930 second rank legal reserve from 2017 net income of TL 1.312.155.198 which is formed in accordance with Tax Procedure Law records, pay TL 800.074.800 total gross cash dividend and allocate the remaining TL 433.827.468 as extraordinary reserves; (iv) and to determine dividend distribution date as April 02, 2018; to the General Assembly's approval.

**2017 DIVIDEND DISTRIBUTION PROPOSAL**

<b>Ford Otomotiv Sanayi A.Ş. 2017 Dividend Distribution Proposal Table (TL)</b>			
<b>1. Paid-in / Issued Capital</b>			<b>350.910.000</b>
<b>2. Total Legal Reserves (According to Tax Book)</b>			<b>254.403.733</b>
If there is dividend privilege in the Articles of Association, information regarding this privilege: No			-
		According to CMB	According to Tax Book
<b>3.</b>	<b>Current Period Profit</b>	<b>1.481.161.488</b>	<b>1.331.666.319</b>
<b>4.</b>	Taxes Payable (-)	8.821.510	(19.511.121)
<b>5.</b>	<b>Net Current Period Profit</b>	<b>1.489.982.998</b>	<b>1.312.155.198</b>
<b>6.</b>	Losses in Previous Years (-)	0	0
<b>7.</b>	Primary Legal Reserve (-)	0	0
<b>8.</b>	<b>NET DISTRIBUTABLE CURRENT PERIOD PROFIT</b>	<b>1.489.982.998</b>	<b>1.312.155.198</b>
<b>9.</b>	Donations Made during the Year (+)	27.373.844	
<b>10.</b>	<b>Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated</b>	<b>1.517.356.842</b>	
	First Dividend to Shareholders	758.678.421	
<b>11.</b>	-Cash	758.678.421	
	-Stock	0	
	-Total	758.678.421	
<b>12.</b>	Dividend Distributed to Owners of Privileged Shares	0	
	<b>Other Dividend Distributed</b>	<b>0</b>	
<b>13.</b>	-To the Employees	0	
	-To the Members of the Board of Directors,	0	
	-To None Shareholders	0	
<b>14.</b>	Dividend to Owners of Redeemed Shares	0	
<b>15.</b>	Second Dividend to Shareholders	41.396.379	
<b>16.</b>	Secondary Legal Reserves	78.252.930	
<b>17.</b>	Statutory Reserves	0	0
<b>18.</b>	Special Reserves	0	0
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	<b>611.655.268</b>	<b>433.827.468</b>
	<b>Other Distributable Resources</b>	<b>0</b>	<b>0</b>
<b>20.</b>	-Retained Earnings	0	0
	-Extraordinary Reserves	0	0
	-Other distributable reserves in accordance with the Law and the Articles of Association	0	0

**Ford Otomotiv Sanayi A.Ş. 2017 Dividend Rates Table**

	SHARE GROUP	DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
		CASH (TL)	STOCK (TL)		RATE (%)	AMOUNT (TL)
NET	A	136.006.659	0	9,13	1.9540	195,40
	B	313.065.072	0	21,01	2.2800	228,00
	C	279.066.257	0	18,73	1.9380	193,80
	<b>TOTAL</b>	<b>728.137.988</b>	<b>0</b>	<b>48,87</b>		

## **Appendix 2**

### **CVs of Board of Directors Candidates and Independence Declarations of Independent Board Member Candidates**

#### **Rahmi M. Koç**

Honorary Chairman

Honorary Chairman of Koç Holding A.Ş.

Mr. Rahmi M. Koç is a graduate of the Industrial Management and Business Administration Faculty of Johns Hopkins University (USA). He stepped into his career at Otokoç A.S. of the Koç Group in 1958. He held a number of senior positions within Koç Holding. After becoming Chairman of the Management Committee in 1980, he was Chairman of the Board of Koç Holding from 1984 to 2003, and is currently Honorary Chairman of Koç Holding. Koç, who has been a Member of the Ford Otosan Board of Directors since 1961 and Chairman of the Board since 1972, is currently Honorary Chairman of the Ford Otosan Board of Directors since 10 December 2012. He was President of the International Chamber of Commerce between 1995 and 1996, and presently acts as Vice Chairman of the Board of Trustees of the Vehbi Koç Foundation, Chairman of the Board of Trustees at Koç University, Founder and Chairman of Rahmi M. Koç Museum and Cultural Foundation, Chairman of Vehbi Koç Foundation American Hospital, Founding Member and Honorary Chairman of TURMEPA (Turkish Marine and Environment Protection Association), Honorary President of the High Advisory Council of TÜSİAD (Turkish Industry and Business Association), Member of the Advisory Board of TİSK (Turkish Confederation of Employers Associations), Honorary Member of the Foreign Policy Association, Honorary Member of the New York Metropolitan Art Museum's Board of Trustees and Founding President of the Global Relations Forum. Mr. Rahmi M. Koç received Honorary PhDs from; Johns Hopkins University, Eskisehir Anadolu University, İzmir Ege University, Ankara Bilkent University, Constanta Ovidius University and Aydin Adnan Menderes University. Rahmi M. Koç was honored with the "State Medal of Distinguished Service" by the President of Turkey, "Grosses Verdienst Kreuz" (Great Cross of Merit of Germany) by the German government, "Order of Merit of the Italian Republic" by Italy. The Presidency of the Republic of Austria honored him with the Order of Merit and Mr. Rahmi M. Koç was appointed to the rank of (Honorary) Commander of the Most Excellent Order of the British Empire (CBE) and Mr. Rahmi M. Koç was honoured with the most prestigious order of French government "Officier dans L'Ordre National de la Legion D'Honneur".

#### **Ali Y. Koç**

Chairman

Vice Chairman - Board of Directors of Koç Holding A.Ş.

Mr. Ali Y. Koç capped his undergraduate studies at the Management Faculty of Rice University (USA) with an MBA from Harvard Business School. He started his career at American Express Bank as a Management Trainee and continued as an Investment Analyst at Morgan Stanley Investment Bank. Mr. Ali Y. Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information technologies. He was the President of Corporate Communications and IT Group. He has been serving as a Board Member at Koç Holding since 2008 and was elected as Vice Chairman in February 2016. Ali Y. Koç has been serving on the Board of Directors at Ford Otosan since 1997 and was elected as Chairman on 10 December 2012. Currently, Ali Y. Koç is the Chairman of Ark İnşaat, Bilkom, Digital Panorama, Koç Information and Defence Technologies, Koç Financial Services, Koç Sistem, Koçtaş, Otokar, Otokoç, Setur and Yapı Kredi Bank. Ali Y. Koç also contributes to the country's social and economic development at URAK – National Competition Research Association as President, Endeavor Association and DEİK, Foreign Economic Relations Board as Board Member. He is also the Vice Chairman of TÜSİAD – Turkish Industry and Business Association and member of the Global Advisory Council of Bank of America, Harvard University and CFR.

**Steven Robert Armstrong**

Vice Chairman

Ford of Europe Group Vice President and President, Europe, Middle East & Africa

Member - Board of Directors, Ford Sollers

Born in 1964, Mr. Armstrong has a bachelor's degree in business administration from the University of East London. During his more than 25 years in the auto industry, he has held a variety of senior management and purchasing positions for Ford, Jaguar Land Rover, Volvo Cars, and served as chief operating officer of Getrag-Ford Transmissions. He has been recognized with many awards, including being named a Eurostar by Automotive News in 2005 for improving supplier relations for Volvo. Steven Armstrong was appointed group vice president and president of Europe, Middle East and Africa, Ford Motor Company, June 1, 2017. Prior to this position, he served as vice president and chief operating officer, Ford of Europe, from September 1, 2016. Mr. Armstrong appointed a Ford Otosan Board member and vice chairman of the Board of Directors, and a Member of the Remuneration Committee, effective September 8, 2017.

**Ali İhsan İlkbahar**

Member - Board of Directors

Mr. İlkbahar graduated from Istanbul Technical University Mechanical Engineering (MSc.) and started working as a Manufacturing Engineer at Otosan in 1964. He spent his entire professional life at Ford Otosan where he served as the General Manager during the last 14 years and retired at the beginning of 2000. He was also the Koç Holding Ford Group President between 1996-2000. He was involved in the construction project of the Otosan Engine Plant in Eskişehir İnönü in 1980. He led the Gölcük Plant project and Connect vehicle project between 1997 and 2000. He was the Chairman of Board of Directors at Automotive Manufacturers Association for 15 years, from 1989 until February 2004. He served as a member of Ford Otosan Board of Directors from 1991 to 2012 and he was elected again on 25 March 2014. He has also been serving as the member of the Corporate Governance Committee since April 21, 2014.

**O. Turgay Durak**

Member - Board of Directors

Mr. Durak is a graduate of the Mechanical Engineering Department of Northwestern University (USA) where he also completed his Master's degree in mechanical engineering. His career commenced at Ford Otosan in 1976 as Applications Engineer. In the same year, he assumed the position of Product Development and Design Engineer, and by 1979 he became the İnönü Engine Plant Project Leader. In 1982 and 1984, he was assigned as Project Coordination Manager and Project Coordination Department Head, respectively. In 1986 and 1987, he was designated as Assistant General Manager of Marketing and Assistant General Manager of Purchasing, respectively. He became the Deputy General Manager of Ford Otosan in 2000. He started to serve as the General Manager in 2002 when he also joined the Board of Directors. From 2007 to 2009, he was the Automotive Group President at Koç Holding. He served as Deputy CEO of Koç Holding from May 2009 until April 2010 and as CEO and Member of the Board of Directors of Koç Holding from April 2010 to March 31, 2015. He was Chairman of the Board of the Automotive Manufacturers Association for 6 years between 2004 and 2010. He served as a member of the Istanbul Chamber of Industry (ISO) from January 2008 to May 2010 and was a board member between February 2009 and May 2010. Mr. Durak also was a National Board Member of International Chamber Of Commerce from February 2014 to March 2015.

**I. Cenk Çimen**

Member - Board of Directors

Automotive Group President - Koç Holding A.Ş.

Mr. Çimen has an Industrial Engineering degree from Istanbul Technical University. He completed Executive Development Programs at Stanford University (USA) and University of California Los Angeles (USA). He joined Koç Group in 1991 as a Management Trainee at Nasoto. He assumed Sales Coordinator, Regional Manager and Import Manager responsibilities at Otosan Pazarlama from 1993 to 1996. He served as Fleet Sales Manager at Ford Otosan from 1996 to 1998 and became the General Manager of Otokoç Ankara in 1998. In 2001, he was appointed as the General Manager of the companies merged under Otokoç. In 2005 his responsibility was extended to include the General Manager role for Birmot A.Ş., also assuming responsibility for Avis car rental business. He has been serving as the Automotive Group President at Koç Holding since June 2009. He was elected as a member of Ford Otosan Board of Directors on March 25, 2014. He has been serving as the member of the Early Determination and Management of Risk Committee since April 21, 2014 and a member of Remuneration Committee since March 27, 2015.

**Birgit Annelies Behrendt**

Member Candidate - Board of Directors

Ford of Europe Vice president, Joint Ventures, Alliances and Commercial Affairs

Birgit Behrendt holds a business degree from the Administration and Business Academy (Verwaltungs- und Wirtschaftsakademie) in Cologne, Germany. She joined Ford in Cologne in 1978 as a commercial apprentice. From April 1, 2008 through July 2010, Behrendt was vice president, Purchasing, Ford of Europe, and executive director, Global Programs. Previously, she was executive director, Global Programs and the Americas Purchasing. In this role, Behrendt oversaw all Purchasing activities for Ford's North and South America operations while working closely with Product Development on all global vehicle and powertrain programs. She was elected a corporate officer and named vice president, Global Programs and Purchasing Operations in Aug. 2013. Behrendt is vice president, Joint Ventures, Alliances and Commercial Affairs, effective Jan. 1, 2018.

**William R. Periam**

Member - Board of Directors

Ford of Europe – CFO

Mr. Periam earned a bachelor's degree in Management Sciences from Manchester University (UK). He joined Ford as an Investment Analyst in the United Kingdom in 1989. He has held multiple senior management positions at Ford in the Finance, Credit, Business Development and Business Strategy departments in the USA, Germany, Brazil and China. He was appointed Deputy General Manager and a Member of the Board of Directors of Ford Otosan from September 2013 until August 2016. Mr. Periam was appointed as the Chief Financial Officer of Ford of Europe as of August 1, 2016 and remains a member of the Board Directors at Ford Otosan. He also serves as Member of the Corporate Governance and Early Determination and Management of Risk Committees since August 1, 2016.

**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.

**Roelant Christiaan de Waard**

Member - Board of Directors

Vice President, Marketing, Sales and Service, Ford of Europe

Mr. de Waard holds a Master's degree in Economics & Business from Erasmus University Rotterdam. He joined Ford Netherlands in 1990. He was appointed as the Sales Manager in 1993 and Marketing Manager in 1995. Roelant de Waard moved to Dearborn in 1996 where he became Marketing Strategy Manager and, in 1998, Marketing Plans Manager at the Large Vehicle Centre. He returned to Europe in 1999 as the Director of Operations for Ford Netherlands and served as Managing Director Ford Netherlands starting from April 2000. In January 2001, he was appointed as Director, Ford of Europe Retail Management, a position he held until March 2002. He was the Vice President FCSD – Europe (Ford Customer Service Division), from April 2002. From February 2006 until the end of 2008, de Waard was Chairman and Managing Director of Ford of Britain. From January 2009, he was Vice President of Sales, Ford of Europe, responsible for 49 markets, including the UK, France, Italy, Spain and Russia. Roelant de Waard is Vice President of Marketing, Sales and Service, Ford of Europe, effective January 1, 2011. Mr. de Waard was appointed as Ford Otosan Board Member on December 9, 2015.

**Haydar Yenigün**

Member - Board of Directors

General Manager

Haydar Yenigün graduated from Yıldız Technical University in Mechanical Engineering and joined Ford Otosan in 1987, He found opportunity to serve in many different departments in production and worked as Project engineer between 1992 and 1996. He continued serving in different positions during the establishment of the Kocaeli Plant after the shares of Ford Motor Company and Otosan A.S. were equalized in 1997. He became Project Leader in 1998. He participated in the production process of commercial vehicles design and production processes to be built in the new plant. He worked as Body Construction Area Manager in the Kocaeli Plant between 1999 and 2007, and served as Kocaeli Plant Manager and Assistant General Manager from 2007 to 2012. He was appointed as Ford Otosan General Manager and became a Member of the Board of Directors on 15 February 2012. He is currently a member of the Automotive Manufacturers Association (OSD) Board of Directors, member of Kocaeli Chamber of Industry Board of Directors, member of Turkish Industry and Business Association, Vice Chairman of the Turkish-American Business Council Executive Committee and a member of the International Investors Association (YASED).

**Lisa K. King**

Member - Board of Directors

Deputy General Manager

Mrs. King earned a bachelor's degree in Management Sciences and Statistics from Loughborough University (UK). Prior to Ford, she worked at Hewlett Packard as an internal consultant in process improvement, and then at Ernst & Young Consulting as a business consultant. She joined Ford in 1996 into the Process Leadership team and held a number of positions including starting up a joint venture call center business supporting all Ford call centers globally, and a variety of buying and purchasing strategy roles. She was appointed Global Purchasing Director, Stamping and Raw Materials in 2008. In 2011, she assumed the role of Purchasing Director, Manufacturing and Transportation. She became the Vice President, Purchasing FordSollers in Russia and held this role from 2013 until her move to Chassis in 2015. Following her tenure as Global Purchasing Director, Chassis, she was appointed Ford Otosan Deputy General Manager and member of Board of Directors on September 1, 2016.

**Fatma Füsün Akkal Bozok**

Independent Member Candidate - Board of Directors

Mrs. Bozok earned a Bachelor's Degree in Business Administration from Istanbul University. She also holds an MBA from Boğaziçi University and a PhD in Business Administration from İstanbul University. She started her career as an Auditor at Arthur Andersen in 1980. In 1983, she joined Koç Holding as an auditor at the Internal Audit Department. After serving as an Audit Coordinator between 1992 and 2003, she was appointed Finance Director in 2003. Bozok also worked as a Project Manager between 1995 and 1996 under Koç Group's MIS Project. Bozok continued her career at Koç University between 2006 and 2008 as a member at the Faculty of Computer Systems Supervision and International Finance. Since 2008, she has been a member of the Sabancı University International Finance and Auditing Faculty. Füsün Bozok was appointed a Board Member at Yapı Kredi Bankası in 2004. She also has been serving as a Board Member at Akiş GYO and Bizim Toptan since 2017. Bozok also holds a CMB Credit Rating, Corporate Governance, and Advanced Derivative Licenses.

**Leonard Martin Meany**

Independent Member - Board of Directors

Mr. Meany started his career as a Graduate Trainee in Finance, Ford of Europe, in November 1973 and worked in a number of Plant and Central Staffs Financial Analysis positions. He was promoted to Management level in April 1978, as a Product and Pricing Specialist followed by assignments in Export Operations, Business Development and Ford of Europe Capacity Planning and Special Studies. He was appointed Controller, Ford of Europe Commercial Vehicle Product Development in April 1988 working on an all-new Transit Platform, a Fiesta-based Light Commercial vehicle and an SUV JV with Nissan. Mr. Meany worked as Manager, Eastern European Business Strategy from May 1991 to June 1995, working on market-entry strategies and the establishment of operations in the former Soviet Bloc. This included leading negotiations with the Polish Government for a KD Manufacturing Facility. In July 1995, he was appointed Manager, Business Strategy for New Markets, a global Ford activity led by the Dearborn-based Company Vice-Chairman. He led a cross-functional team developing manufacturing and product plans for Eastern Europe including Government negotiations for establishment of a manufacturing facility in Russia. He was appointed CFO/Board Member Ford Russia in August 1999. In April 2003, he was appointed Operations Controller, Genk, Belgium Manufacturing Operations during major restructuring actions completed in 2004 including transfer of Transit manufacturing operations to Turkey. He was appointed Director, Business Development, Ford of Europe in July 2006 joining the Ford team negotiating the purchase of former Daewoo manufacturing facilities from the Romanian Government and minority shareholders. Mr. Meany was appointed CFO Ford Romania in April 2008. In addition to working with the Ford team on major plant restructuring actions, responsibilities included working with the Romanian Government to spin-off significant Group Assets excluded from the Share Purchase Agreement. He also served as a Board Member and Deputy Chairman of Ford Romania from 2008 to 2010. Mr. Meany retired in December 2010. He was elected as an independent Board Member of the Ford Otosan Board of Directors on March 29 2016. He has been serving as Chairman of the Corporate Governance Committee since March 31, 2016 and as a member of the Audit Committee since April 6, 2016. He was appointed as the Chairman of the Corporate Governance Committee on 31 March 2017.

**January 14, 2018**

## **DECLARATION FOR INDEPENDENCY**

I hereby declare that I am a candidate for independent board membership at the Board of Directors of **Ford Otomotiv Sanayi A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in Capital Markets Board’s Communiqué on Corporate Governance. In that regard I also confirm that;

- a) In the last five years, there has not been any recruitment relationship between the Company, the partnerships (which possess the Company’s managerial control or have substantial influence therein), the partners (who possess the Company’s managerial control or have substantial influence therein), the legal entities (managerial control of which is possessed by the aforesaid partners), and me, my spouse, and my relatives by blood/marriage descending down to second degree for managerial positions, having been established so to assume significant duties and responsibilities, that no more than 5% of the capital, or voting rights, or preferential rights has been possessed collectively, or individually, that no other commercial relationship with similar features has also been established,
- b) I have not become the partner of (by 5% and above), worked in a managerial position (to assume significant duties and responsibilities) within, or become the board member of the companies (from which the Company purchases/sells substantial goods or services under respective agreements), particularly for corporate auditing (tax, legal, internal audits included), rating, and consultation during the periods, when the aforementioned goods or services are purchased/sold,
- c) I have skills, knowledge and expertise to fulfill my duties as an independent board member of the Company,
- ç) I am not going to work full-time in public institutions and corporations (except academic membership), as being stipulated in the respective regulations, after I will be elected as member,
- d) I am a resident in Turkey under the Revenue Tax Law No.193 (“RTL”) dated December 31, 1960.
- e) I have strong ethic standards, professional reputation and expertise to make effective contributions to the business of the Company, make objective business decisions in case of conflict of interest between the shareholders of the Company and protect the rights of the stakeholders of the Company.
- f) I am going to devote my time to fulfill my duties in full extent and keep track of the activities of the Company.
- g) In the last 10 years, I have not served as the Independent Board Member of Ford Otomotiv Sanayi A.Ş. more than 6 years.
- ğ) I do not serve as an independent board member in more than three companies (managerial control of which is held by the Company, or by the partners who hold the managerial control of the Company), and as a whole in five companies being traded in the stock exchange,
- h) I have not been registered, and announced in the name of the legal entity, which is elected as the board member.

**Fatma Füsun Akkal Bozok**

**January 11, 2018**

**DECLARATION FOR INDEPENDENCY**

I hereby declare that I am a candidate for independent board membership at the Board of Directors of **Ford Otomotiv Sanayi A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in Capital Markets Board’s (“CMB”) Communiqué on Corporate Governance, except for the criteria of “qualifying as a Turkish resident under the Income Tax Law”. In that regard I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders.
- b) In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided.
- c) My CV indicates that I have skills, knowledge and expertise relevant to the Company’s business and extensive experience to fulfill my duties as an independent board member.
- d) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations.
- e) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders.
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities.
- g) I have not been on the board the Company for more than six years within last ten years.
- h) I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul in total.
- i) I am not registered in the name of any legal entity elected as a board member.

**Leonard Martin Meany**

## Appendix 3

### Remuneration Policy for the Board of Directors and Senior Executives

This policy document describes the remuneration system and applications of the Board of Directors and the Senior Executives who have administrative responsibilities, pursuant to the Capital Markets Board (CMB) regulations.

The fixed salaries to be valid for all the Members of the Board of Directors are determined every year at the Ordinary General Assembly Meeting of the Company.

Executive Board Members are compensated as per the Remuneration Policy for Senior Executives, detailed below. Performance - based compensation or stock option plans cannot be used to determine the remuneration of independent Board Members.

Members of the Board of Directors are paid according to the principle of per diem deduction taking into consideration their term of service. Costs borne by the members of the Board of Directors due to their contributions to the company (transportation, telephone, insurance etc. expenditures) can be met by the Company.

Remuneration of Senior Executives consist of two components: Base salary and performance based bonus.

Base salaries of Senior Executives are determined in accordance with international standards and legal responsibilities, taking into consideration macro-economic data within the market, the remuneration policies in the market, size and long-term goals of the company, and positions and efficiency levels of the individuals.

Performance - Based Bonus of Senior Executives are calculated according to company performance and individual performance. Relevant criteria is summarized below:

- **Bonus Base:** Bonus bases are updated at the beginning of each year and vary according to the workload of the executives' positions. When updating bonus bases, senior management bonus policies within the market are taken into consideration.
- **Company Performance:** Company performance is obtained through the calculation at period ends of the financial and operational goals (market share, exports, foreign activities, efficiency etc.) given to the company at the beginning of each year. When determining company goals, sustainability and improvements with respect to the previous years are taken into consideration as important principles.
- **Individual Performance:** For the determination of individual performance, employee, customer, process, technology and long-term strategy-related goals are taken into consideration, together with the company goals. For the calculation of individual performance, the long-term sustainability improvement principle is observed also, outside the financial spheres, as is the case for company performance.

The total remuneration amount determined according to these principles, and paid to the Senior Executives and the Members of the Board of Directors during the year, is submitted for the information of the partners in the subsequent General Assembly Meeting, in accordance with the regulations.