

**FORD OTOMOTİV SANAYİ A.Ş.**  
**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING**  
**NOVEMBER 28, 2022**

Ford Otomotiv Sanayi Anonim Şirketi convened an Extraordinary General Assembly at 15.30 p.m. on November 28, 2022 at Akpınar Mahallesi, Hasan Basri Caddesi No:2, Sancaktepe / İstanbul (Tel: +90 216 564 71 00, Fax: +90 216 564 73 85) under the supervision of the Ministry Representative Feyyaz Bal, appointed by the Ministry of Trade İstanbul Provincial Directorate of Trade with letter no. 80368188 dated November 25, 2022.

The call to meeting, issued in accordance with applicable legislation and as set out in the Articles of Incorporation and including the agenda, was published on November 3, 2022 in the Turkish Trade Registry Gazette no. 10696, and announced on the corporate website [www.fordotosan.com.tr](http://www.fordotosan.com.tr), and the Electronic General Meeting System and E-Company Portal of the Central Registry Agency 21 days before the general assembly meeting date.

Upon review of the List of Attendees, it has been ascertained that of the total 35,091,000,000 shares corresponding to the company's total capital of TL 350,910,000, a total of 30,338,991,391 shares corresponding to a capital of TL 303,389,913.91, including 65,600 shares corresponding to a capital of TL 656 present in person, and 30,338,925,791 shares corresponding to a capital of TL 303,389,257.91 represented by appointed proxies, were represented in the meeting, thus reaching the quorum stipulated in applicable legislation and the Articles of Incorporation. Board member Güven Özyurt advised that shares in the nominal amount of TL 15,265,328, included in the said total shares, were represented by Depositor Representatives.

It has also been determined that pursuant to paragraphs 5 and 6 of Article 1527 of the Turkish Commercial Code, preparations for the Company's electronic general assembly meeting were carried out in accordance with applicable regulations. After Board member Güven Özyurt appointed Caner Mete Kösele to use the electronic general meeting system, the meeting commenced concurrently in the physical and electronic mediums to discuss the agenda.

Board member Güven Özyurt explained the method of voting and advised that, as stated in both the Law and the Company's Articles of Incorporation, without prejudice to the electronic vote counting regulations, the shareholders who were physically present in the meeting room were required to vote openly by a show of hands, and the shareholders who would vote nay to verbally declare their rejection.

Following the deliberations on the agenda topics, the following resolutions have been reached.

- 1) In the first agenda topic, it was moved to elect the Meeting Chairman to preside over the Extraordinary General Assembly. İrem Yılmaz Carenza, representing Vehbi Koç Foundation, a shareholder of the company, submitted a motion for the Meeting Chairman. The motion was put to vote. Güven Özyurt was elected as the Meeting Chairman by the majority of the votes, with ayes corresponding to TL 303,389,413.91 against nays corresponding to TL 500.

The Meeting Chairman announced that Kerem Kaşıtoğlu and Bülent Erol Taş were appointed as the Vote Collectors, and Saibe Gül Ertuğ as the Minutes Clerk.

The Meeting Chairman advised that the necessary documents were available for the agenda items to be discussed at the General Assembly meeting, and that himself, as a Board member, and Damla Yurtseven, representing the independent auditing firm PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, were present in the meeting and that the other members were unable to attend the meeting due to their excuses.

- 2) Pursuant to article 363 of TCC, the motion -further to the Board of Directors resolution dated June 1, 2022- to appoint Katja Windt to the independent Board membership, which was vacated by Leonard Martin Meany, a Board member who voluntarily resigned from this role within the year, to serve for the remaining term of the Board of Directors, was accepted by the majority of the votes, with ayes corresponding to TL 303,327,020.91 against nays corresponding to TL 62,893. The shareholders were also advised that the Capital Markets Board, whose opinion is sought regarding the appointment of independent directors pursuant to the Corporate Governance Communiqué, did not express a negative opinion regarding Dr. Katja Windt.

- 3) In the third agenda topic, the Meeting Chairman opened the Board of Directors' proposal to distribute dividends, which was decided pursuant to Dividend Distribution Communiqué no. II-19.1 by considering the company's long-term strategy, investment and financing policies, profitability and cash position, within the year 2022 to be covered from the extraordinary reserves, and the dividend distribution date, for deliberations. He advised that the proposal was published on the Public Disclosure Platform and also publicly disclosed on the company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr) and in the Electronic General Meeting System 21 days before the extraordinary general assembly meeting date. The proposal, which included the following, was approved unanimously with ayes corresponding to TL 303,389,913.91.
- a. TL 2,000,187,000.00 to be paid to shareholders as dividend in cash, according to the records prepared in accordance with Tax Procedure Law and financial statements prepared within the framework of Capital Markets Board regulations out of TL 2,000,187,000.00 which is subject to distribution, and out of TL 200,018,700.00 second rank legal reserve, which will be allocated, to be covered both from extraordinary reserves.
  - b. Based on the calculations made in accordance with the tax regulations, TL 2,000,187,000.00 dividend to be distributed by paying gross Kr 570,00 (%570,00) and net Kr 513,00 (%513.00) for each share with a nominal value of TL 1.
  - c. To make the dividend distribution in accordance with the dematerialization regulations of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency Corporation) starting from November 30, 2022.
- 4) In the agenda topic on wishes and opinions, the shareholders' opinions were heard.

With no other agenda topics to discuss, The Meeting Chairman concluded the general assembly meeting.

These minutes were drawn up after the meeting at the meeting venue and signed.

28 November 2022

**Meeting Chairman**  
GÜVEN ÖZYURT

**Ministry Representative**  
FEYYAZ BAL

**Vote Collector**  
KEREM KAŞITOĞLU

**Vote Collector**  
BÜLENT EROL TAŞ

**Minutes Clerk**  
SAİBE GÜL ERTUĞ