

FORD OTOMOTİV SANAYİ A.Ş.

Notification Regarding General Assembly



Notification Regarding General Assembly

Summary Info	Ordinary General Assembly Meeting Result
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2019
Ending Date Of The Fiscal Period	31.12.2019
Decision Date	18.02.2020
General Assembly Date	16.03.2020
General Assembly Time	15:00
Record Date (Deadline For Participation In The General Assembly)	15.03.2020
Country	Turkey
City	İSTANBUL
District	ŞİŞLİ
Address	Divan İstanbul Otelİ; Asker Ocağı Caddesi No:1 34367 Şişli / İstanbul (Tel: +90 212 315 55 00, Faks: +90 212 315 55 15)

Agenda Items

- 1 - Opening and election of Chairmanship Panel,
- 2 - Reading, discussion and approval of the Annual Report of year 2019 prepared by the Board of Directors,
- 3 - Reading of the summary report of the Independent Audit Firm of 2019 Fiscal Period,
- 4 - Reading, discussion and approval of the Financial Statements of 2019 Fiscal Period,
- 5 - Approval of the member changes in the Board of Directors during the year as per Article 363 of Turkish Commercial Code.
- 6 - Release of the members of the Board of Directors separately for year 2019 activities,
- 7 - Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2019 and the distribution date which prepared in accordance with the Company's Profit Distribution Policy,
- 8 - Approval, or approval with amendments or refusal of the Board of Directors' proposal for amendment of Article No. 6 of the Company's Articles of Incorporation with the heading "Share Capital" and Article No. 8 of the Company's Articles of Incorporation with the heading "Transfer Of Shares And Establishment Of Rights Of Usufruct On Shares" provided that the necessary approvals have been received from Capital Markets Board and the Ministry Trade of Turkey,
- 9 - Determination of the number and the term of duty of the members of the Board of Directors and election of the members base on the determined number, election of the Independent Board Members,
- 10 - 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,
- 11 - Determination of the annual gross fees to be paid to the members of the Board of Directors,
- 12 - 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,
- 13 - Giving information to the shareholders regarding the donations made by the Company in 2019 and determination of a upper limit for donations to be made in 2020,
- 14 - 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 2019 pursuant to the Capital Markets Board's Communiqué on Corporate Governance,
- 15 - Wishes and opinions.

Corporate Actions Involved In Agenda

Dividend Payment

General Assembly Invitation Documents

Appendix: 1

Genel Kurul Bilgilendirme Notu 16032020.pdf - General Assembly Informing Document

Appendix: 2

General Assembly Meeting Information Document 16032020.pdf - General Assembly Informing Document

General Assembly Results

Was The General Assembly Meeting Executed?

Yes

Ford Otomotiv Sanayi A.Ş. Ordinary General Assembly Meeting for the year 2019 was held on March 16, 2020 at 15:00. Summary of the meeting minutes as follows:

- Annual Report for the year 2019 was approved.
- 2019 Financial Tables was approved.
- Release of members of the Board of Directors separately for 2019 activities was accepted.
- Member changes in the Board of Directors during the year 2019 was approved.
- Board of Directors' proposal for profit distribution for the year 2019 and the distribution date was accepted.
- Board of Directors' proposal for amendment of Article No. 6 of the Company's Articles of Incorporation with the heading "Share Capital" and Article No. 8 of the Company's Articles of Incorporation with the heading "Transfer Of Shares And Establishment Of Rights Of Usufruct On Shares" was accepted.
- Number of the members of Board of Directors, together with 2 independent members, is determined as 14 totally. As B group shareholders' nominees Mr. Mustafa Rahmi Koç is elected as the Honorary Chairman, Mr. Yıldırım Ali Koç, Mr. Osman Turgay Durak, Mr. İsmail Cenk Çimen, Mr. Ali İhsan İlkbahar, Mr. Haydar Yenigün, as C group shareholders' nominees Mr. Stuart John Rowley, Mr. William Richard Periam, Mr. David Joseph Cuthbert Johnston, Mr. Jörg-Michael Alfred Beyer, Mrs. Lisa Katharine King, Mr. Thomas Peter Ludwig Rückert elected as members of Board of Directors and Mrs. Fatma Füsün Akkal Bozok, Mr. Leonard Martin Meany are elected as independent members of the Board of Directors in order to serve until the Shareholders Ordinary General Assembly which shall convene for the purpose of examining 2020 accounts.
- As per the Corporate Governance Principles, regarding the "Remuneration Policy" for members of the Board of Directors and the senior executives and payments made under this policy were approved.
- Annual gross fees to be paid to the members of the Board of Directors were determined.
- As per the regulations of the Turkish Commercial Code and Capital Markets Board, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.'nin (A member of PricewaterhouseCoopers) was approved as the Independent Audit Firm for 2020 accounts and financial reports.
- Upper limit for donations to be made in 2020 was accepted.

General Assembly Results

Decisions Regarding Corporate Actions

Dividend Payment

Discussed

General Assembly Result Documents

Appendix: 1

Genel Kurul Toplantı Tutanağı.pdf - Minute

Appendix: 2

Hazır Bulunanlar Listesi.pdf - List of Attendants

Additional Explanations

Ford Otomotiv Sanayi A.Ş. Board of Directors, in the meeting dated February 18, 2020, has resolved to invite the General Assembly for its Ordinary Meeting for the year 2019, on March 16, 2020 Monday at 15:00 to review and resolve the agenda specified as attached at Divan İstanbul Hotel located at ("Asker Ocağı Caddesi No:1 34367 Şişli / İstanbul (Tel: +90 212 315 55 00, Faks: +90 212 315 55 15)"); to duly perform the invitation procedures; to announce the invitations at Turkish Trade Registry Gazette, at the internet address of the Company of www.fordotosan.com.tr, at the Central Registry Agency A.Ş.'s E-Company Portal and Electronic General Assembly Systems and at the Public Disclosure Platform.

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.