

## MATERIAL DISCLOSURE

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Date	: 16 March 2020
Subject	: Ordinary General Assembly Meeting Minutes

### To Borsa İstanbul Chairmanship

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:

- 1) Mr. İsmail Cenk Çimen is elected as the Chairman of the General Assembly Meeting by majority of votes with acceptance votes corresponding to TL 322,230,177.91 and rejection votes corresponding to TL 1.
- 2) Annual Report for the year 2019 was approved by majority of votes with acceptance votes corresponding to TL 322,034,429.91 and rejection votes corresponding to TL 195,749.
- 3) Chairman demanded that, according to article 3 of the agenda, 2019 Independent Audit Firm PWC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member of PricewaterhouseCoopers), be read. Mr. İsmail Oğuz Toprakoğlu, clerk in charge of writing minutes of the meeting read the Independent Audit Company's summary report. As this article of the agenda is not subject to voting, only the information is given.
- 4) 2019 Financial Tables was approved by majority of votes with acceptance votes corresponding to TL 322,035,145.91 and rejection votes corresponding to TL 195,033.
- 5) Member changes in the Board of Directors during the year 2019 was approved by majority of votes with acceptance votes corresponding to TL 295,561,716.91 and rejection votes corresponding to TL 26,668,462.
- 6) Release of members of the Board of Directors separately for 2019 activities was accepted by majority of votes with acceptance votes corresponding to TL 316,494,877.91 and rejection votes corresponding to TL 5,735,301.
- 7) Board of Directors' proposal for profit distribution for the year 2019 and the distribution date was accepted by majority of votes with acceptance votes corresponding to TL 322,230,177.91 and rejection votes corresponding to TL 1.
- 8) 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 by

majority of votes with acceptance votes corresponding to TL 322,229,461.91 and rejection votes corresponding to TL 717.

- 9) 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, by majority of votes with acceptance votes corresponding to TL 294,107,994.91 and rejection votes corresponding to TL 28,122,184.
- 10) 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 by majority of votes with acceptance votes corresponding to TL 321,051,624.91 and rejection votes corresponding to TL 1,178,554.
- 11) Annual gross fees to be paid to the members of the Board of Directors were determined by majority of votes with acceptance votes corresponding to TL 290,722,169.91 and rejection votes corresponding to TL 31,508,009.
- 12) 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, by majority of votes with acceptance votes corresponding to TL 319,141,578.91 and rejection votes corresponding to TL 3,088,600.
- 13) Upper limit for donations to be made in 2020 was accepted by majority of votes with acceptance votes corresponding to TL 289,358,536.91 and rejection votes corresponding to TL 32,871,642.
- 14) It is decided that the shareholders controlling the management, members of the Board of Directors who are shareholders, senior managers and their spouses and blood and affinity relatives up to second degree are permitted according to articles 395 and 396 of the Turkish Commercial Code, by majority of votes with acceptance votes corresponding to TL 316,168,177.91 and rejection votes corresponding to TL 6,062,001. According to the Capital Markets Board Corporate Governance Principle, information is given to the General Assembly that there has been no transaction made in this context in 2019.
- 15) Shareholders who attended the meeting thanked for the results achieved by the Company and wished that the Company shall be successful in the forthcoming operating year.

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.

#### **FORD OTOMOTİV SANAYİ A.Ş.**

**Volkan Çepcioğlu**  
Finance and Accounting Director

**Oğuz Toprakoğlu**  
Assistant General Manager –  
Finance and Accounting (CFO)