



KAMUYU AYDINLATMA PLATFORMU

FORD OTOMOTİV SANAYİ A.Ş. Corporate Governance Information Form 2022 - Annual Notification

Summary

Corporate Governance Information Form



MERKEZİ KAYIT
İSTANBUL

1. SHAREHOLDERS

Related Companies ☐

Related Funds ☐

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	13 Conference / 400 Meeting
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/1004547
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Presented.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no such transaction.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	PDP announcements associated with the acquisition of Ford Romania SRL https://www.kap.org.tr/en/Bildirim/1040552 https://www.kap.org.tr/en/Bildirim/1010221
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/en/Bildirim/1113043
The name of the section on the corporate website that demonstrates the donation policy of the company	It is available on our corporate website with the title of Corporate - About Ford Otosan - Compliance Policies : https://www.fordotosan.com.tr/documents/Kurumsal_Politikalar/fo_donation_and_sponsorship_policy.pdf The PDP link: https://www.kap.org.tr/en/Bildirim/918522
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	The PDP link related to the General Shareholder's Meeting where the upper limit for donations and grants is determined: https://www.kap.org.tr/en/Bildirim/1011801
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 15

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Considering the pandemic conditions and the restrictions on group gathering in the relevant regulations of public authorities in 2022, specifically for this year guests were not be admitted to ordinary and extraordinary general assembly meeting hall other than the shareholders in order to protect public health.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 41,04
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	It is available on our corporate website with the title of Corporate - About Ford Otosan - Compliance Policies. https://www.fordotosan.com.tr/documents/Documents/yatirimci_iliskileri/Dividend_Policy_en.pdf
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	Dividend is distributed.Dividend is distributed.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
21/03/2022		% 90	% 0,01	% 90	It is available on our corporate website with the title of Investors - Announcements - General Assembly. https://www.fordotosan.com.tr/en/investors/announcements/general-assembly	It is available on our corporate website with the title of Investors - Announcements - General Assembly. https://www.fordotosan.com.tr/en/investors/announcements/general-assembly	-	0	https://www.kap.org.tr/en/Bildirim/1011801
28/11/2022		% 86	% 0,01	% 86	It is available on our corporate website with the title of Investors - Announcements - General Assembly. https://www.fordotosan.com.tr/en/investors/announcements/general-assembly It is available on our corporate website with the title of Investors -	It is available on our corporate website with the title of Investors -	-	0	https://www.kap.org.tr/en/Bildirim/1082619

					Announcements - General Assembly. https://www.fordotosan.com.tr/en/investors/announcements/general-assembly	Announcements - General Assembly. https://www.fordotosan.com.tr/en/investors/announcements/general-assembly		
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2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Corporate Governance - Board of Directors, Executive Team, Policies, Shareholder Structure, Code of Conduct, Articles of Incorporation, Corporate Governance Reports, Trade Registry; Announcements - Material Disclosures, General Assembly, Financial Announcements
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	It is available on our corporate website with the title of Investors - Corporate Governance - Shareholder Structure https://www.fordotosan.com.tr/en/investors/corporate-governance/shareholder-structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	"Board of Directors" and "Declaration for Independency"
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	"Number, Structure and Independence of Committees established by the Board of Directors"
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the	

number of board meetings in a year and the attendance of the members to these meetings	"The Structure and Formation of the Board of Directors"
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	"Material Developments Regarding Company Operations"
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	"Material Developments Regarding Company Operations"
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	"Material Developments Regarding Company Operations"
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	"Material Developments Regarding Company Operations"
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	"Human Resources" and "Corporate Social Responsibility"

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	-
The number of definitive convictions the company was subject to in relation to breach of employee rights	47
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Internal Audit Leader, HR and Transformation Leader, Legal Leader, Company Ethics Coordinator
The contact detail of the company alert mechanism	https://www.fordotosan.com.tr/en/corporate/about-ford-otosan/ethics
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	There is no public link to internal regulations.
Corporate bodies where employees are actually represented	Both unionized and non-unionized colleagues participate in the management with different methods and share their views. With the Employee Engagement Survey conducted every year, the opinion of each of our colleagues is taken anonymously in the form of questionnaires and open-ended responses. Information about the company is shared with employees, dealers and other stakeholders through various communication meetings and questions and comments of these stakeholders are also taken.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors checks this function is performed effectively.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	It is available on our corporate website with the title of Corporate - About Ford Otosan - Compliance Policies - Declaration on Equality at Work. https://www.fordotosan.com.tr/documents/Documents/Surd_Raporlari/FO_DECLARATION_ON_EQUALITY_AT_WORK.pdf
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)

The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	It is available on our corporate website with the title of Corporate - About Ford Otosan - Compliance Policies - Code of Conduct and Ethical Rules. https://www.fordotosan.com.tr/documents/Kurumsal_Politikalar/calisma-lkeleri-ve-etik-kurallari.pdf
The number of definitive convictions the company is subject to in relation to health and safety measures	0
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	It is available on our corporate website with the title of Corporate - About Ford Otosan - Compliance Policies - Code of Ethics. https://www.fordotosan.com.tr/documents/Kurumsal_Politikalar/Code_of_Ethics_EN.pdf
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	It is available on our corporate website with the titles of "Compliance Policies" and "Sustainability". https://www.fordotosan.com.tr/documents/Documents/Surd_Raporlari/ford-otosan-cevre-ve-enerji-politikasi-EN.pdf https://www.fordotosan.com.tr/en/sustainability/sustainability-reports
Any measures combating any kind of corruption including embezzlement and bribery	It is available on our corporate website with the titles of Corporate - About Ford Otosan - Compliance Policies - "Anti-Bribery and Corruption Policy" and "Gifts and Entertainment Policy". https://www.fordotosan.com.tr/documents/Kurumsal_Politikalar/anti-bribery-and-corruption-policy.pdf https://www.fordotosan.com.tr/documents/Kurumsal_Politikalar/gifts-and-entertainment-policy.pdf

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	30.12.2022
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	No delegation has been made among the members of the Board of Directors.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	18
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Risk Management
Name of the Chairman	Ali Y. Koç
Name of the CEO	Güven Özyurt
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Diversity Policy, Article 10 : "Members of the Board are nominated based on their experience and knowledge. Establishing a Board from diverse backgrounds, with different experiences and skillsets is important at Ford Otosan. We aim to keep at least 25% female Board Member ratio in Ford Otosan Board of Directors." . https://www.fordotosan.com.tr/documents/Kurumsal_Politikalar/2022_diversity_policy.pdf

The number and ratio of female directors within the Board of Directors

3 (%25)

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
Ali Y. KOÇ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	24/07/1997		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Rahmi M. KOÇ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	11/02/1961		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
William R. PERIAM	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	11/09/2013		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Johan Egbert SCHEP	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/11/2019		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Dave JOHNSTON	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	11/09/2019		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Haydar YENİGÜN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/02/2012		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
James Kieran Vincent CAHILL	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	21/03/2022		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
	İcrada Görevli Değil (Bağımsız üye değil (İlgisiz (Not applicable)

Levent ÇAKIROĞLU	Non-executive) independent director)	Not independent director)	21/03/ 2022		İlgisiz (Not applicable)	İlgisiz (Not applicable)	
Güven ÖZYURT	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	21/03/ 2022		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Lisa Katherine KING	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	01/09/ 2016		İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Katja WINDT	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	01/06/ 2022	https:// www.kap.org.tr /tr/Bildirim/ 1113041	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Fatma Fusun AKKAL BOZOK	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	19/03/ 2018	https:// www.kap.org.tr /tr/Bildirim/ 1113041	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	11
Director average attendance rate at board meetings	% 69
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	There is no determination in this direction.
The name of the section on the corporate website that demonstrates information about the board charter	There is no determination in this direction.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no determination in this direction.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Number, Structure and Independence of Committees Established by the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/1083271

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)		Fatma Füsün Akkal Bozok	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Katja Windt	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Fatma Füsün Akkal Bozok	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Levent Çakıroğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		William R. Periam	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Saibe Gül Ertuğ	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Fatma Füsun Akkal Bozok	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Haydar Yenigün	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		William R. Periam	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Fatma Füsun Akkal Bozok	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Haydar Yenigün	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		James Kieran Vincent Cahill	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is available on our corporate website with the title of Investors - Corporate Governance - Board Committees. https://www.fordotosan.com.tr/documents/komite/audit_committee_working_principles_2020.pdf
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is available on our corporate website with the title of Investors - Corporate Governance - Board Committees. https://www.fordotosan.com.tr/documents/komite/corporate_governance_committee_working_principles_2020(1).pdf
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Its duties are fulfilled by the Corporate Governance Committee.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is available on our corporate website with the title of Investors - Corporate Governance - Board Committees. https://www.fordotosan.com.tr/documents/komite/risk_committee_working_principles_2020.pdf
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is available on our corporate website with the title of Investors - Corporate Governance - Board Committees. https://www.fordotosan.com.tr/documents/komite/remuneration_committee_working_principles_2020.pdf
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Board of Directors' Report, Chairman's Message, General Manager's Message
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	It is available on our corporate website with the title of Corporate - About Ford Otosan - Compliance Policies. https://www.fordotosan.com.tr/documents/Documents/yatirimci_iliskileri/RemunertionPolicy.pdf
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Remuneration Policy for the Board of directors and Senior Executives Notes to the Financial Statements - Note 27 (n)

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		% 100	% 100	5	5
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 25	5	5
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 33	6	6
Ücret Komitesi (Remuneration Committee)		% 100	% 33	1	1