

**FORD OTOMOTIV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 26 OCTOBER 2023  
EXTRAORDINARY GENERAL ASSEMBLY MEETING**

**1. INVITATION TO THE 26 OCTOBER 2023 EXTRAORDINARY GENERAL ASSEMBLY MEETING**

Ford Otomotiv Sanayi A.Ş.'s Extraordinary General Assembly Meeting will be held on October 26, 2023 Thursday at 11:00 to review and resolve the agenda specified below at Company Headquarters located at "Akpınar Mahallesi, Hasan Basri Caddesi No:2, Sancaktepe / İstanbul (Tel: +90 216 564 71 00, Faks: +90 216 564 73 85)".

Profit Distribution Proposal and the Informative Document containing the necessary explanations for the agenda articles with compliance to the Capital Markets Board regulations will be made available for review of shareholders at Company Headquarters in Sancaktepe İstanbul, Kocaeli Gölcük Plant and Eskişehir Plant on the Company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr), Public Disclosure Platform (KAP) 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 attached sample forms, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul), our Company, or from the corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr) and shall submit to the Company 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 hereto 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 Extraordinary 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.

In accordance with the Personal Data Protection Law No. 6698, detailed information regarding the processing of your personal data by our Company could be available on "Ford Otomotiv Sanayi Anonim Şirketi Policy on the Protection and Processing of Personel Data" which has been published at [www.fordotosan.com.tr](http://www.fordotosan.com.tr).

All right holders and stakeholders as well as the press are invited to the Extraordinary 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: Akpınar Mah. Hasan Basri Cad. No:2 34885 Sancaktepe /İstanbul  
Trade Registry and Number: İstanbul Ticaret Sicil Müdürlüğü / 73232-0  
Mersis ID Number : 0649002036300014

## 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 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	135.631.304	38,65	13.563.130.447	38,65
Temel Ticaret ve Yatırım A.Ş.	B	2.355.885	0,67	235.588.500	0,67
Vehbi Koç Foundation	A	2.880.501	0,82	288.050.137	0,82
Koç Holding Pension and Assistance Foundation	A	3.259.202	0,93	325.920.232	0,93
Ford Deutschland Holding GmbH	C	143.997.037	41,04	14.399.703.676	41,04
Publicly Held	A	62.786.071	17,89	6.278.607.008	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. Special situation disclosures explained within the scope of the legislation by our company are able to be accessed at <http://www.kap.gov.tr/>

### 2.3 Information regarding demands of shareholders for placing an article on the agenda:

No such request is made for the Extraordinary General Assembly Meeting.

### **3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 26 OCTOBER 2023**

#### **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 Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of 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. Approval of the member changes in the Board of Directors during the year as per Article 363 of Turkish Commercial Code.,**

In accordance with article 363 of TCC, Mr. David Joseph Cuthbert Johnston , member of Board of Directors, resigned from membership of the Board of Directors due to change of position in Ford Motor Company organization effective from July 07, 2023. Mrs. Josephine Mary Payne has been appointed by Board of Directors’ resolution dated July 07, 2023 as the member of Board of Directors to serve until the next General Assembly of Shareholders. This assignment will be submitted to the approval of the General Assembly.

The CVs of Mrs. Josephine Mary Payne prepared according to CMB’s Corporate Governance Principle No. 1.3.1 are submitted in Appendix 1.

#### **3. Approval or approval with amendments or refusal of the Board of Directors’ proposal on distributing dividend in 2023 from previous years’ profits and the distributable reserves of the Company and determining the distribution date.**

Approval or approval with amendments or refusal of the Board of Directors’ proposal will be discussed by taking into consideration, the Company’s Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability and cash position. According to the Dividend Communiqué numbered II-19.1, TL 10.443.081.600 to be paid to shareholders as dividend in cash, out of TL 10.443.081.600, which is subject to distribution according to the records prepared in accordance with Tax Procedure Law, TL 15.633.687,40 to be covered from other reserves, TL 1.130.228.395,19 to be covered from legal reserves, TL 9.285.400.926,20 to be covered from extraordinary reserves and TL 11.818.591,21 to be covered from retained earnings, and out of TL 1.044.308.160 second rank legal reserve, which will be allocated: TL 1.563.368,74 to be covered from other reserves, TL 113.022.839,52 to be covered from legal reserves, TL 928.540.092,62 to be covered from extraordinary reserves and TL 1.181.859,12 to be covered from retained earnings. In accordance with the financial statements prepared within the framework of Capital Markets Board regulations, out of TL 10.443.081.600 proposed to be paid as dividend in cash, TL 9.312.853.204,81 to be covered from extraordinary reserves, TL 1.130.228.395,19 to be covered from legal reserves; out of TL 1.044.308.160 second rank legal reserve, which will be allocated: TL 931.285.320,48 to be covered from extraordinary reserves, TL 113.022.839,52 to be covered from legal reserves. Based on the calculations made in accordance with the tax regulations, TL 10.443.081.600 dividend to be distributed by paying gross TL 29,7600 (%2.976,00) and net TL 26,7840 (%2.678,40) for each share with a nominal value of 1-TL. To make the dividend distribution in accordance with the dematerialization regulations of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency Corporation) starting from October 30, 2023.

#### **4. Wishes.**

## **APPENDIX.1**

### **Josephine Mary Payne**

Member Board of Directors

Ford Otosan Leader

Payne joined Ford Otosan as Ford Otosan Craiova President after the transfer of ownership of the Craiova Plant from Ford of Europe to Ford Otosan in 2022.

She graduated from the University of Southampton's Electronic Engineering Department, and she received her master's degree in Electronic Engineering from the University of Karlsruhe. She joined Ford of Europe in 1996 and, through 2013, held many manufacturing responsibilities in Liverpool, Cologne and Dunton. She served as Global Powertrain Assembly Manager in Ford North of America between 2013 and 2017. She returned to Ford of Europe as Production Area Manager (Dagenham) in 2017. Payne, who was appointed as Craiova Engine Plant Manager in 2018, held the positions of Assistant Plant Manager - Craiova Vehicle Operations and Ford Romania President & Craiova Site Director in Ford Romania between 2018-2022. As of May 1, 2023; she is the Deputy General Manager of Ford Otosan