

FORD OTOMOTİV SANAYİ A.Ş.
MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
OCTOBER 26, 2023

Ford Otomotiv Sanayi Anonim Şirketi convened an Extraordinary General Assembly at 11.30 a.m. on October 26, 2023 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 Sabire Demir Elbüken, appointed by the Ministry of Trade İstanbul Provincial Directorate of Trade with letter no. 90284868 dated October 24, 2023.

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 October 4, 2023 in the Turkish Trade Registry Gazette no. 10928, and announced on the corporate website 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 30,738,852,691 shares corresponding to a capital of TL 307,388,526.91, including 53,381 shares corresponding to a capital of TL 5,338,100 present in person, and 30,733,514,591 shares corresponding to a capital of TL 307,335,145.91 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 19,211,216, 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 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 307,387,416.91 against nays corresponding to TL 1,110.

The Meeting Chairman announced that Josephine Mary Payne was appointed as the Vote Collector, 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 Muratcan Aksoy, 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 July 7, 2023- to appoint Josephine Mary Payne to the Board membership, which was vacated by David Joseph Cuthbert Johnston, a Board member who resigned from this role within the year due to another appointment within the Ford Motor Company organization, to serve for the remaining term of the Board of Directors, was accepted by the majority of the votes, with ayes corresponding to TL 249,149,778.91 against nays corresponding to TL 13,238,748.
- 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 2023 to be covered from the extraordinary reserves and distributable 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 and in the Electronic General Meeting System 21 days before the extraordinary general assembly meeting date.

Ömer Yiğit Doğan, a shareholder who attended the meeting in the electronic medium, asked to speak about the agenda item and submitted a motion to distribute a portion of the dividends in the form of bonus shares to make the stock price more accessible. The motion was put to vote and rejected by the majority of the votes, with nays corresponding to TL 281,318,506.90 against ayes corresponding to TL 26,070,020.01. The Board of Directors' dividend distribution proposal, which included the following, was accepted by the majority of the votes, with ayes corresponding to TL 307,383,323.91 against nays corresponding to TL 5,203:

- a. 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 as: 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 as: TL 931,285,320.48 to be covered from extraordinary reserves, and TL 113,022,839.52 to be covered from legal reserves.
- b. 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.
- c. To make the dividend distribution in accordance with the dematerialization regulations of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency) starting from October 30, 2023.

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.

26 October 2023

Meeting Chairman
GÜVEN ÖZYURT

Ministry Representative
SABİRE DEMİR ELBÜKEN

Vote Collector
JOSEPHINE MARY PAYNE

Minutes Clerk
SAİBE GÜL ERTUĞ