

**FORD OTOMOTIV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 03 APRIL 2024
ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2023**

1. INVITATION TO THE 03 APRIL 2024 ORDINARY GENERAL ASSEMBLY MEETING

Ford Otomotiv Sanayi A.Ş.'s Ordinary General Assembly Meeting shall be convened on 03 April 2024 Wednesday at 14:00 at the address of "Divan İstanbul Hotel - Asker Ocağı Caddesi No:1 34367 Şişli / İstanbul (Tel: +90 212 315 55 00, Faks: +90 212 315 55 15)". At the meeting, the activities of the Company for the fiscal year 2023 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with the legal requirements, 2023 Financial Statements, the Independent Auditor's Report, the Corporate Governance Compliance Report, and the Board of Directors' Annual Report, including the dividend distribution proposal of the Board of Directors, along with the following agenda and the Memorandum containing the information required by Capital Markets Board regulations shall be made available to the shareholders at Company Headquarters in Sancaktepe İstanbul, Kocaeli Gölcük Plant, Eskişehir Plant, on the Company's corporate website at www.fordotosan.com.tr, 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 legislation, 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 and shall submit to the Company the notarized proxy documents issued 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 within the invitation to the general assembly meeting document 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 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 Ordinary 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 to the Law No.6698 on Protection of Personal Data, you can access detailed information on processing of your personal data by our Company in Ford Otomotiv Sanayi A.Ş. Policy on the Protection and Processing of Personal Data published at www.fordotosan.com.tr.

All right holders and stakeholders as well as the press are invited to the 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.

All rights and stakeholders and media organs are invited to our General Assembly meeting.

It is submitted to the shareholders with due respect.

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, enacted 3 January 2014, 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.

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	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
Total		350.910.000	100	35.091.000.000	100

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. Material disclosures made by our company within the scope of the relevant legislation can be accessed at www.kap.org.tr.

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

No such request is made for the Ordinary General Assembly Meeting for 2023 activities.

3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 3 APRIL 2024

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 Customs and Commerce regarding Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and 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. Reading, discussion and approval of the Annual Report of year 2023 prepared by the Board of Directors,

Within the framework of the TCC, the Regulation and the Capital Markets Law and related regulations, information shall be given on the 2023 Annual Report that includes the Corporate Governance Compliance Report, which has been announced at the Headquarters of our Company, on the Electronic General Assembly portal of the Central Registry Agency and on the corporate website of the Company at www.fordotosan.com.tr for review of our shareholders three weeks before the General Assembly meeting and it shall be presented for perusal and approval of our shareholders.

3. Reading of the summary report of the Independent Audit Firm of 2023 Fiscal Period,

Independent Audit Report created as per TCC, Regulation and Capital Markets Board legislation and made available at Company Headquarters, Electronic General Assembly Portal of the CRA and Company website www.fordotosan.com.tr, three weeks prior to the General Assembly meeting, will be submitted to the information of our shareholders in General Assembly meeting.

4. Reading, discussion and approval of the Financial Statements of 2023 Fiscal Period,

Information about our financial statements and legal statutory accounts, which, pursuant to the TCC, bylaws and Capital Markets Law are posted three weeks prior to the General Assembly meeting at our Company Headquarters, on the Electronic General Assembly Portal of the CRA, and on the Company website www.fordotosan.com.tr for review of our shareholders, shall be provided to our shareholders for their evaluation and approval.

5. Release of the members of the Board of Directors separately for year 2023 activities,

Pursuant to the TCC and Bylaws, the release of our Board of Directors members for the activities, transactions and accounts for the year 2023 shall be submitted to the General Assembly for its approval.

6. Approval of the changes to be made in the Company's "Dividend Distribution Policy" for 2024 and the following years, in accordance with the Capital Markets Board regulations.

The dividend distribution policy of our Company in **Appendix 1** will be submitted to the approval of the General Assembly and has also been announced at our Company's Headquarters, on the Electronic General Assembly portal of the MKK and on the corporate website at www.fordotosan.com.tr for three weeks before the General Assembly meeting.

7. Approval, or approval with amendments or refusal of the Board of Directors’ proposal for profit distribution for the year 2023 and the distribution date which prepared in accordance with the Company’s Profit Distribution Policy,

According to our financial statements, prepared by our Company within the framework of the Turkish Commercial Code and Capital Markets Law and related regulations in compliance with Turkish Financial Reporting Standards and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi covering the accounting period between 01.01.2023 – 31.12.2023; net profit amount of TL 49.055.669.150 has been obtained. The dividend payment proposal drawn up in accordance with the Dividend Distribution Table format provided in the Dividend Communiqué numbered II-19.1 and the Dividend Manual announced in accordance with the said Communiqué, and taking into account the Company’s Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability and liquidity, is provided in **Appendix 2**.

8. Determination of the number and the term of duty of the members of the Board of Directors and election of the members based on the determined number, election of the Independent Board Members,

The number of members on the Board of Directors and their terms of office shall be designated in accordance with CMB regulations, TCC and Bylaws and the principles governing the selection of members of the Board of Directors in the Articles of Incorporation. New members will be elected to replace Board members whose terms of office have expired. In addition, Independent Members of the Board of Directors shall be elected in compliance with the CMB’s Corporate Governance Communiqué No. II-17.1.

According to Article 10 of the Company’s Articles of Incorporation, Company is managed by a Board of Directors with an even number of members and consisting of at least 8 members, elected by the General Assembly for a 3 year period in line with the TCC regulations. General Assembly may decide on the renewal of the Board of Directors even if their terms of office have not expired. 2 of the elected Board members are required to meet the independence criteria as defined in the CMB’s mandatory Corporate Governance Principles.

The Board of Directors, upon receipt of the proposal of Corporate Governance Committee, has designated Mrs. Katja Windt and Mrs. Fatma Füsun Akkal Bozok as the Independent Members of the Board of Directors by Board of Directors’ 01.02.2024 resolution and has submitted to the opinion of CMB, In its letter dated 28.02.2024, CMB stated that it has decided not to express a negative opinion about the Independent Members of the Board of Directors candidates due to the exception specified in the 5th paragraph of the 6th article of the communiqué.

The CVs of the members of the Board of Directors and the declarations of independence and resumes of the independent member candidates are presented in **Appendix 3**.

9. 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,

According to CMB’s mandatory Corporate Governance Principle No. 4.6.2, the principles for the remuneration of Board of Directors’ members and senior management shall be made available in writing and included as a separate article on the General Assembly Meeting agenda to enable the shareholders to share their opinions on the same. Remuneration Policy created for this purpose is attached as **Appendix 4**. As specified by footnote No. 27 of 2023 Financial Statements, benefits were provided for senior management of Ford Otomotiv Sanayi A.Ş. in 2023.

10. Determination of the annual gross fees to be paid to the members of the Board of Directors,

The annual gross remuneration to be paid to the members of the Board of Directors in 2024 shall be determined by the shareholders as per our Remuneration Policy submitted for the approval the shareholders as per item **9** of the agenda.

11. 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,

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, and taking into consideration the opinion of the Audit Committee, the Board of Directors resolved at their 25 May 2023 meeting to have Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi serve as the independent auditors of the Company's financial reports for the financial year 2024 and to let it conduct the other activities that fall within its purview within the context of the regulations. This decision shall be submitted to the General Assembly for ratification.

12. Giving information to the shareholders regarding the donations made by the Company in 2023 and determination of a upper limit for donations to be made in 2024,

Pursuant to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Incorporation, and information concerning the donations and payments made must be provided to shareholders at the General Assembly. The total amount of donations made to foundations and associations in 2023 is 576,928,004 TL based on nominal amounts. (The total amount calculated according to the purchasing power on December 31, 2023 is 825.984.458 TL). Of this nominal amount, TL 354.055.837 was made to the Vehbi Koç Foundation, TL 195.340.498 was made for earthquake aid, and the balance TL 27.531.669 was made to various other institutions and organizations of TL or less, 10 Mils TL each of which was not important information for investors. The upper limit of donations to be made in 2024 shall be decided by the General Assembly. In addition, the Donation and Sponsorship Policy, which is currently being worked on by our Company's Board of Directors, will be submitted to the approval of the General Assembly.

13. In accordance with the Capital Markets Board Regulations, presentation to the shareholders of the collaterals, pledges, mortgages and sureties granted in favor of the third parties in the year 2023 and of any benefits or income

Pursuant to Article 12 of the Capital Markets Board Corporate Governance Communiqué No. II-17.1, income or benefits derived by our Company and/or its subsidiaries from collaterals, pledges, mortgages and sureties against third parties must be stipulated in a separate article of the agenda of the General Assembly. This is indicated in footnote No. 14 of our financial statements dated 31 December 2023.

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 2023 pursuant to the Capital Markets Board's Communiqué on Corporate Governance,

The members of the Board of Directors can do business only with the approval of the General Assembly, as stipulated in the first subsection of Articles 395 and 396 of the TCC entitled Competition Ban and Ban on doing Business with the Company and Borrowing for the Company.

Pursuant to the Capital Markets Board Mandatory Corporate Governance Principles No. 1.3.6, the General Assembly shall be informed in the event that shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate article on the agenda and recorded into the minutes of the General Assembly. To fulfill the requirements of these regulations, permission shall be

sought from the shareholders at the General Assembly and the shareholders shall be informed that no such transaction took place in 2023 in this respect.

To fulfill the requirements of these regulations, permission shall be sought from the shareholders at the General Assembly. Some of the shareholders having managerial control, shareholder board members, senior management and relatives up to the second degree of blood or affinity are also board members at several Koç Group and Ford Group companies including those with similar operations to our Company. In 2023, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communiqué.

15. Wishes and opinions.

APPENDICES:

- Appendix 1** Dividend Distribution Proposal
- Appendix 2** The Proposal of the Board of Directors on the Distribution of Profits for 2023 and the Proposed Dividend Distribution Table
- Appendix 3** CVs of Board of Directors and Independence Declarations of Independent Board Member Candidates
- Appendix 4** Remuneration Policy for Board of Directors and Executive Management

APPENDIX 1 - DIVIDEND DISTRIBUTION PROPOSAL

Our Company conducts a dividend policy within the framework of the provisions of the Turkish Commercial Code, Capital Markets Legislation, Tax Regulations and other relevant legislation as well as the provisions of the Articles of Association governing the distribution of profits.

In distribution of profit, a consistent and balanced policy is followed between shareholders and Company requirements in line with Corporate Governance Principles.

In principle, subject to be covered by the resources existing in legal records, and subject to the decision of the Ordinary or Extraordinary General Assembly Meeting, excluding periods of large investment or severe economic downturn, by taking into consideration other legislation, financial and market conditions, long-term strategy, investment and financing policies, profitability and cash position, minimum 50% of the distributable profit for the period calculated within the framework of the Capital Markets Legislation is distributed in the form of cash or stock.

There is no concession in the distribution of dividends. The dividend shall be distributed equally to all existing shares as of the date of distribution, regardless of their issuance and acquisition dates.

The dividend distribution date is determined by General Assembly and targeted to be within one month after General or Extraordinary Assembly Meeting date. General Assembly, or if authorized Board of Directors, could decide to pay dividend in installments within the framework of Capital Markets Legislation.

According to Company's Articles of Association, Board of Directors can distribute advance dividend with the condition of being authorized and compliant with Capital Markets Legislation.

* The update is underlined.

APPENDIX 2- THE PROPOSAL OF THE BOARD OF DIRECTORS ON THE DISTRIBUTION OF PROFITS FOR 2023 AND THE PROPOSED DIVIDEND DISTRIBUTION TABLE

Board of Directors has decided; as per the attached Profit Distribution Proposal which prepared in accordance with the CMB's regulations, Article No.19 of the Articles of Incorporation of the Company and the investment and financing policies as stated in the updated Dividend Distribution Policy and considering the cash flow position it's resolved to present:

- a.** Not allocating the statutory legal reserves of 5% required by Article 519 of the Turkish Commercial Code for the year 2023, since the amount of statutory legal reserves available in the Tax Procedure Law records as of 31.12.2023 has reached the limit of 20% of the capital.
- b.** The distribution of dividends with a cash payment of TL 15,194,403,000 to the shareholders and allocation of TL 1,517,685,750 to the statutory legal reserves for the year 2023.
- c.** If the above profit distribution proposal is accepted by the General Assembly, the total amount of dividend to be paid to the shareholders, which is TL 15,194,403,000 and the amount of statutory Legal Reserves, which is TL 1,517,685,750, will be covered from the current year's profits prepared according to both TFRS and Tax Procedure Law.
- d.** Following the profit distribution, transferring TL 32,343,580,400 to retained earnings in the financial statements prepared according to TFRS, and leaving the remaining amount to be subjected to inflation adjustment according to the Tax Procedure Law as of 31.12.2023 in the sub-breakdown of Past Year Profits/Losses account.
- e.** Paying a cash dividend of TL 43.30 gross/net for each share with a nominal value of TL 1.00 to full taxpayers and non-resident corporate shareholders obtaining dividends through a permanent establishment or representative office in Turkey, and paying a cash dividend of TL 43.30 gross (4,330% gross) and TL 38.97 net (3,897% net) for each share with a nominal value of TL 1.00 to other shareholders.
- f.** Determining the dividend distribution date as April 8, 2024.

to the General Assembly's approval,

2023 DIVIDEND DISTRIBUTION PROPOSAL

Ford Otomotiv Sanayi A.Ş. 2023 Dividend Distribution Proposal Table (TL)			
1. Paid-in/ Issued Capital (*)		350.910.000	
2. Total Legal Reserves (According to Tax Book) (**)		1.720.120.380	
If there is dividend privilege in the Articles of Association, information regarding this privilege: No		-	
		According to CMB	According to Tax Book
3.	Current Period Profit	47.428.332.895	32.017.901.771
4.	Taxes Payable (-)	1.627.336.255	(133.641.671)
5.	Net Current Period Profit (***)	49.055.669.150	31.884.260.100
6.	Losses in Previous Years (-)	0	0
7.	Primary Legal Reserve (-)	0	0
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT	49.055.669.150	31.884.260.100
9.	Donations Made during the Year (+)	825.984.458	
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	49.881.653.608	
11.	First Dividend to Shareholders		
	-Cash	15.194.403.000	17.545.500
	-Stock	0	0
	-Total	15.194.403.000	17.545.500
12.	Dividend Distributed to Owners of Privileged Shares	0	
13.	Other Dividend Distributed	0	
	-To the Employees	0	
	-To the Members of the Board of Directors,	0	
	-To None Shareholders	0	
14.	Dividend to Owners of Redeemed Shares	0	
15.	Second Dividend to Shareholders	0	15.176.857.500
16.	Secondary Legal Reserves	1.517.685.750	1.517.685.750
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	32.343.580.400	15.172.171.350
20.	Other Distributable Resources	0	0
	-Retained Earnings	0	0
	-Extraordinary Reserves	0	0
	-Other distributable reserves in accordance with the Law and the Articles of Association	0	0

* The amount is the registered nominal capital amount, and the capital inflation adjustment difference of 8,435,706,566 TL is included in the records prepared in accordance with the VUK.

** The amount is the nominal general statutory reserve amount, and in the records prepared according to the VUK after the inflation accounting application, there is an inflation adjustment difference of TL 1.922.633.501 regarding the legal reserves.

Ford Otomotiv Sanayi A.Ş. 2023 Dividend Rates Table

	SHARE GROUP	DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)
		CASH (TL)	STOCK (TL)	RATE (%)
NET	A	2.700.149.750	0	5,5043
	B	5.974.845.304	0	12,1797
	C	5.923.318.107	0	12,0747
	TOTAL	14.598.313.161	0	29,7587

- 1) There is no privileged share group in the profit.
- 2) The calculations have been based on the assumption that other A Group shareholders are subject to withholding tax.
- 3) The %0 withholding tax rate is used when calculating net dividend for all of group B shares which belong to our taxpayer legal entity partners Koç Holding A.S and Temel Ticaret A.S.
- 4) The 5% withholding tax rate is used when calculating net dividend for all of group C shares which belong to our limited taxpayer partner Ford Deutschland Holding GmbH.

APPENDIX 3- CVS OF BOARD OF DIRECTORS AND INDEPENDENCE DECLARATIONS OF INDEPENDENT BOARD MEMBER CANDIDATES

Rahmi M. Koç

Honorary Chairman

Honorary Chairman of Koç Holding A.Ş.

Mr. Rahmi M. Koç earned a Bachelor's Degree in Business Administration from Johns Hopkins University (USA). Rahmi M. Koç started his active career at Otokoç Ankara in 1958. He then became Chairman of the Executive Committee of Koç Holding in 1970, Vice President of the Board in 1975, and Chairman of the Managing Committee in 1980. He was elected as Chairman of Koç Holding in 1984. He handed over his position to Mustafa V. Koç on 4 April 2003. Rahmi M. Koç has remained a Board Member and assumed the title

of Honorary Chairman. Koç, who has been a Member of the Ford Otosan Board of Directors since 1961 and Chairman of the Board since 1972, is currently Honorary Chairman of the Ford Otosan Board of Directors since 10 December 2012. Rahmi M. Koç is or has been affiliated with many institutions and organisations including:

- The Metropolitan Museum of Art, New York City, Honorary Trustee
- Former President of the International Chamber of Commerce
- Co-Chairman of the Business Advisory Council for South East Europe
- Vice Chairman of the Board of Trustees of the Vehbi Koç Foundation
- Honorary Chairman of the Board of Trustees of the Koç University
- Founder and Chairman of the Board of the Rahmi M. Koç Museum and Cultural Foundation
- Chairman of the Board of the Vehbi Koç Foundation American Hospital
- Honorary Chairman and Founding Member of TURMEPA, The Turkish Marine and Environment Protection Association
- Honorary Chairman of the Advisory Board of the Turkish Industrial and Business Association
- Member of the Advisory Board of the Turkish Employers Association
- Founding Chairman of the Global Relations Forum
- Former President of the Turkish Greek Business Council
- Former Member of the Allianz Aktiengesellschaft International Advisory Board
- Former Member of the JP Morgan International Council
- Former Member of the International Advisory Board of the US Council on Foreign Relations

Honorary Doctorate Degrees:

Johns Hopkins University, Eskisehir Anadolu University, İzmir Ege University, Ankara Bilkent University, Constanta Ovidius University and Aydın Adnan Menderes University.

Merits and Degree:

“Outstanding Service Award” by the President of Turkey, “Grosses Verdienst Kreuz” (Germany Great Service) by the German government, “Order of High Merit of the Italian Republic” by Italy, “the Order of Merit” by the Presidency of the Republic of Austria, Hadrian Award by the World Monuments Fund, Carnegie Medal of Philanthropy, BNP Paribas Philanthropy Award, "Outstanding Service Award in Decorative Arts" at "Iris Foundation Awards", “(Honorary) Commander of the Most Excellent Order of the British Empire (CBE)”, “Responsible Capitalism Lifetime Achievement Award” from FIRST, “Officier dans L’Ordre National de la Legion D’Honneur” which is the most prestigious order of French government and medal of the US-based Foreign Policy Association.

Ali Y. Koç

Chairman

Vice Chairman - Board of Directors of Koç Holding A.Ş.

Mr. Ali Y. Koç capped his undergraduate studies at the Management Faculty of Rice University (USA) with an MBA from Harvard Business School. He started his career at American Express Bank as a Management Trainee and continued as an Investment Analyst at Morgan Stanley Investment

Bank. Mr. Ali Y. Koç joined Koç Holding in 1997 and held senior-level positions until 2010 including new business development and information technologies. He was the President of Corporate Communications and IT Group. He has been serving as a Board Member at Koç Holding since 2008 and was elected as Vice Chairman in February 2016. Ali Y. Koç has been serving on the Board of Directors at Ford Otosan since 1997 and

was elected as Chairman on 10 December 2012. Currently, Ali Y. Koç is the Chairman of Ark İnşaat, Bilkom, Digital Panorama, Koç Financial Services, Koçtaş, Otokar, Otokoç, Setur and Yapı Kredi Bank. Ali Y. Koç also contributes to the country's social and economic development at Fenerbahçe Sports Club and The Turkish Club Association as President, URAK – National Competition Research Association as President, Executive Board Member of European Club Association, Endeavor Association, Foreign Economic Relations Board as Board Member. He is member of the Global Advisory Council of Bank of America, Harvard University and CFR. He is also consultant of Chatham House and representative of Turkey at Confederation of British Industry.

Kieran Cahill

Vice Chairman

Vice President – Industrial Operations Europe and IMG, Ford Blue

Mr. Cahill has a Bachelor of Engineering degree in Mechanical and Automotive Engineering from the University of Hertfordshire, and a Master of Science degree in Automotive Engineering, Design and Management from the same university. Cahill has held a number of other senior management roles in Ford of Europe, including director, Powertrain Operations, from 2016 to 2018. He has also led the Powertrain Manufacturing Engineering and European FPS organizations and held several plant operational senior leadership positions. In 2020, Mr. Cahill was Director, Manufacturing, Strategic Projects, Ford of Europe and was Director, Manufacturing, U.K. and Romania. Mr. Cahill was vice president, Manufacturing, Ford of Europe, and he was named Board Chair for Ford Motor Company Limited.

Mr. Cahill currently has been serving as vice president, Industrial Operations Europe & IMG, effective March 2022. Mr. Cahill is a Member of the Board of Directors of Ford Otosan since March 21, 2022. He has also been serving as the member of the Remuneration Committee since December 1, 2022.

Johan Egbert Schep

Member

General Manager – Ford Pro Europe

Mr. Schep earned a master's degree in Industrial Engineering and Management Science from Eindhoven University of Technology. Mr. Schep joined Ford in 1995 and his experience at Ford includes roles as Regional Director of European Sales Operations – responsible for Marketing, Sales and After-Sales in North, Central and Eastern Europe, North Africa and Central Asia – and as Managing Director, Ford Netherlands. He served as Director, Product Marketing, Ford of Europe, beginning in February 2015. Mr. Schep was General Manager, Commercial Vehicles, Ford of Europe between 2016 and 2021 and in this role, he was responsible for leading Ford's Commercial Vehicles business line in Europe. Currently, he is General Manager of Ford Pro Europe, the global business and brand within Ford dedicated to delivering the most comprehensive solutions to commercial customers. Mr. Schep was appointed as Ford Otosan Board Member on December 1, 2022.

William R. Periam

Member

CFO - Ford of Europe

Mr. Periam earned a bachelor's degree in Management Sciences from Manchester University (UK) and is a Fellow of the Chartered Institute of Management Accountants. He joined Ford as an Investment Analyst in the United Kingdom in 1989. He has held multiple senior management positions at Ford in the Finance, Credit, Business Development and Business Strategy departments in the USA, Germany, Brazil and China. He was appointed Deputy General Manager and a Member of the Board of Directors of Ford Otosan from September 2013 until August 2016. Mr. Periam was appointed as the Chief Financial Officer of Ford of Europe as of August 1, 2016 and remains a member of the Board Directors at Ford Otosan.

Levent Çakıroğlu

Member

CEO - Koç Holding A.Ş.

Levent Çakıroğlu graduated from Ankara University Faculty of Political Sciences, Business Administration Department and received his master's degree from University of Illinois. He started his career as an Assistant Auditor at the Ministry of Finance in 1988, where he worked as a Senior Auditor between 1991 and 1997. He was appointed as Assistant Manager of Financial Crimes Investigation Board between 1997 and 1998, meanwhile he taught as a Part Time Instructor at Bilkent University. Çakıroğlu, joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002 and 2007 and the CEO of Migros between 2007 and 2008. He was assigned as the CEO of Arçelik in 2008 and also became President of the Durable Goods Group of Koç Holding in April 2010. Çakıroğlu has been appointed as the CEO of Koç Holding in April 2015 and currently serves as the CEO of Koç Holding. Levent Çakıroğlu who has been a Koç Holding Board Member since April 2016, has been assigned as the Member of the Board of Directors at Ford Otosan on March 21, 2022. He is also Chairman of the Board of Directors of Arçelik- LG and TürkTraktör, the Vice Chairman of Yapı Kredi Bank and Otokar and Member of the Board of Directors at various Koç Holding companies.

Haydar Yenigün

Member

Automotive Group President - Koç Holding A.Ş.

Haydar Yenigün graduated from Yıldız Technical University in Mechanical Engineering and joined Ford Otosan in 1987. He served to the Company in many different departments in production and worked as a Project engineer between 1992 and 1997. Once Ford Motor Company and Koç Holding decided to equalize the shares in Ford Otosan, he continued serving in different positions during the initiation of the Kocaeli Plant. In 1998, he was appointed as Project Leader for the Kocaeli Plant. He worked as Body Construction Area Manager in the Kocaeli Plant between 1999 and 2007 and served as Kocaeli Plant Manager and Assistant General Manager from 2007 to 2012. He was appointed as Ford Otosan General Manager and Board Member in 2012. He was assigned as the President of Automotive Group of Koç Holding as of April 1, 2022. Currently, Mr. Yenigün is a member of the Istanbul Chamber of Industry (ISO), a member of the Turkish Industry and Business Association (TUSIAD), and Vice Chairperson of the Turkish-American Business Council Executive Committee (TAIK). Besides, he served as the Chairperson of the Automotive Manufacturers Association (OSD) Board of Directors between March 2018 and March 2022 and a member of the European Automobile Manufacturers' Association (ACEA) Board of Directors between 2020 and 2022.

Fatma Füsün Akkal Bozok

Independent Member

Mrs. Bozok earned a Bachelor's Degree in Business Administration from Istanbul University. She also holds an MBA from Boğaziçi University and a PhD in Business Administration from İstanbul University. She started her career as an Auditor at

Arthur Andersen in 1980. In 1983, she joined Koç Holding as an auditor at the Internal Audit Department. After serving as an Audit Coordinator between 1992 and 2003, she was appointed Finance Director in 2003. Bozok also worked as a Project Manager between 1995 and 1996 under Koç Group's MIS Project. Bozok continued her career at Koç University between 2006 and 2008 as a member at the Faculty of Computer Systems Supervision and International Finance. She was a member of the Sabancı University International Finance and Auditing Faculty between 2008 and 2020. Füsün Bozok was a Board Member at Yapı Kredi Bankası between 2004 and 2018, at Akiş GYO between 2017 and 2021, at İzocam between 2018 and 2021 . She was appointed as an Independent Board Member at Bizim Tiptan in 2017 and at Tat Gıda Sanayi, and Ford Otosan in 2018 and at Gözde Girişim Sermayesi in 2020 . Bozok also holds CMB CreditRating, Corporate Governance, Advanced Level and Derivative Licenses.

Prof. Dr. Katja Windt

Independent Member

Mrs. Windt earned her diploma degree in Mechanical Engineering in 1995 from Leibniz University of Hannover and her Doctorate Degree from the same university at the Institute of Production Systems and Logistics (IFA) with distinction in 2000. She was appointed as Associate Professor of Global Production Logistics in 2009 and as Full Professor of Global Production Logistics in 2018 from Constructor University (previously named Jacobs University Bremen). Mrs Windt served as Provost and Acting President at Jacobs University between 2013-2014 and served as President at Jacobs University between 2014-2018. She has been working as a member of the Managing Board and Chief Digital Officer (CDO) of SMS Group GmbH, Düsseldorf since 2018. Also, she has been a member of Supervisory Board of Deutsche Post AG since 2011, Supervisory Board of Fraport AG since 2012 and an independent member of Board of Directors at Ford Otosan since June 2022.

Güven Özyurt

Ford Otosan Leader

Member Board of Directors

Mr. Özyurt graduated from the Mechanical Engineering Department of Istanbul Technical University in 1989 and completed an MBA at Istanbul University in 1990.

In the same year, he joined Ford Otosan as a Method Engineer. After taking on various positions in the fields of Product Development, Service and Quality Engineering, Export and Sales Planning, he became a Project Engineer in the Kocaeli Plant Project Team in 1997. He worked as Project Leader of the same team from 1998 to 1999. In 2000, he was appointed Material Planning Manager. He was appointed as Assistant General Manager- Material Planning and Logistics in 2010 and as Assistant General Manager – Purchasing on June 1, 2014. He served as Assistant General Manager- Operations between 2019 and 2022. He has been appointed as Ford Otosan Leader as of April 1, 2022. He has been serving as corporate coach at Koç Group since 2013 and he is a member of the Board of Directors at Ford Otosan since March 21, 2022.

Josephine Mary Payne

Ford Otosan Leader

Member Board of Directors

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.

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.

DECLARATION FOR INDEPENDENCY

I hereby declare that I am a candidate for independent board membership at the Board of Directors of **Ford Otomotiv Sanayi A.Ş.** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in Capital Markets Board's ("CMB") Communiqué on Corporate Governance. In that regard I also confirm that;

1. In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders.
2. In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
3. My CV indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
4. After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
5. I am a resident in Turkey under the Revenue Tax Law No.193 ("RTL") dated December 31, 1960.
6. I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
7. I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
8. I will not be a candidate for the year 2024 at Tat Gıda, where I currently serve as an independent board member. Instead, for 2024, I will be a candidate for Otokar, Gözde Girişim Sermayesi Y.O., and Kocaer Çelik. Furthermore, if the public offering application is approved, I will also be a candidate for Lila Kağıt San. ve Tic. A.Ş. Additionally, I will consider candidacy for Ford Otosan if my application for the seventh year is deemed appropriate by the CMB. I will not serve as an independent board member in more than three companies where either the company itself or the controlling shareholders holding management control of the company hold management control and serve as an independent board member in more than five companies traded on the stock exchange in total.
9. I am not registered in the name of any legal entity elected as a board member.

Fatma Füsün Akkal Bozok

DECLARATION FOR INDEPENDENCY

I hereby declare that I am a candidate for independent board membership at the Board of Directors of **Ford Otomotiv Sanayi A.Ş.** ("Company") under related regulations, Articles of Association of the Company and the criteria stated in the Capital Markets Board's Communique on Corporate Governance, except for the criteria of "qualifying as a Turkish resident under the Income Tax Law" and "not been on the board of the Company for more than six years within last ten years". In that regard I also confirm that;

1. In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders.
2. In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
3. My CV indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
4. After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
5. I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
6. I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
7. In the last 10 years, I have not served as the Independent Board Member of Ford Otomotiv Sanayi A.Ş. more than 6 years.
8. I am not an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders and in more than five corporations listed on Borsa İstanbul in total.
9. I am not registered in the name of any legal entity elected as a board member.

Katja Windt

APPENDIX 4- REMUNERATION POLICY FOR THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

This policy determines the remuneration system for the Board of Directors and key executives composed of Ford Otosan Leaders and Leaders reporting directly to Ford Otosan Leaders. In accordance with the Turkish commercial code and Article 12 of Ford Otomotiv San. A.Ş. Articles of Association, a fixed remuneration is determined for the board membership functions of all members of the Board at the Annual General Meeting of the Company.

Besides, Executive members of the Board are compensated in accordance with the policy established for senior executives, as outlined below.

In addition to the fixed remuneration that is determined by the Board of Directors for their board membership, additional payment can be granted to the Board members who have been assigned specific duties to support the activities of the Company, the amount of which is to be determined in consultation with the Nomination and Remuneration Committee.

In respect of remuneration of the Independent Members of the Board of Directors, a payment plan based on the performance of the Company may not be used.

Expenses incurred by the members of the Board of Directors on account of making contributions to the Company (e.g. transportation, telephone, insurance) can be paid by the Company.

The remuneration of senior executives consists of two components, which are fixed and performance based. Our remuneration management systems are established and applied in line with fair, objective, competitive, rewarding and motivating criteria and primary goals that recognize high performance.

Fixed salaries of executives are determined in accordance with international standards and legal obligations by taking into account the prevailing macroeconomic data in the market, the salary policies prevailing in the market, the size and long-term targets of the Company and the positions of the persons. With the remuneration policy, the main goals are to increase employee motivation and engagement by taking into consideration internal equity in the company and market compatibility, and to attract employees that have competencies capable of achieving our strategical business goals.

Bonuses for executives are calculated according to the bonus base, the performance of the Company and the individual performance in a way that will support companies to exceed business goals encourage high performance and reward sustainable success. A summary of the criteria is as follows:

- **Bonus Base:** Bonus Bases are updated at the beginning of each year. They vary depending on the work volume of the executives' positions. When updating the bonus bases, senior management bonus policies in the market are taken into account.
- **Company Performance:** The performance of the Company is determined at the end of the year by measuring the financial and operational targets (i.e. market share, exports, overseas operations, productivity) assigned to the Company at the beginning of each year. In determination of the Company's targets, the sustainability of success and the degree to which it incorporates improvements over previous years are the principles taken into account.
- **Individual Performance:** In the determination of individual performance, the individual and collective objectives and key results determined by senior executives together with their teams and executives are taken into account. In the measurement of individual performance, the principle of achieving long-term sustainable improvement in areas and compliance with Environmental, Social and Governance (ESG) policies apart from the financial dimension are also observed.

Severance payments may be granted to the key executives by taking into account total term of service, term of service as an executive, as well as contributions made to the Company, the recent bonus base, and the salaries and bonuses paid in the last year of service. Total amounts determined by the above principles and paid to the members of the Board of Directors during the year are submitted for shareholder approval at the next General Meeting.