

## FORD OTOMOTIV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 20 NOVEMBER 2024 EXTRAORDINARY GENERAL ASSEMBLY MEETING

### 1. INVITATION TO THE 20 NOVEMBER 2024 EXTRAORDINARY GENERAL ASSEMBLY MEETING

Ford Otomotiv Sanayi A.Ş.'s Extraordinary General Assembly Meeting will be held on November 20, 2024 Wednesday 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-Istanbul), our Company, or from the corporate website at [www.fordotosan.com.tr](http://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 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 Personal Data" which has been published at [www.fordotosan.com.tr](http://www.fordotosan.com.tr).

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, 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. 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.

### 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 20 NOVEMBER 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 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. William Richard Periam, 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 October 01, 2024. Mr. David Joseph Cuthbert Johnston has been appointed by Board of Directors’ resolution dated October 01, 2024 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 Mr. David Joseph Cuthbert Johnston 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 2024 from the extraordinary reserves, other share capital reserves and legal 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 5.000.467.500 to be paid to shareholders as dividend in cash, out of TL 5.000.467.500, which is subject to distribution according to the records prepared in accordance with Tax Procedure Law, TL 3.592.941.865,57 to be covered from extraordinary reserves, TL 1.404.233.752,74 to be covered from legal reserves, TL 3.291.881,69 to be covered from other reserves. And out of TL 500.046.750,00 second rank legal reserve, which will be allocated: TL 329.188,17 to be covered from other reserves, TL 140.423.375,27 to be covered from legal reserves, TL 359.294.186,56 to be covered from extraordinary reserves. In accordance with the financial statements prepared within the framework of Capital Markets Board regulations, out of TL 5.000.467.500,000 proposed to be paid as dividend in cash, TL 3.596.233.747,26 to be covered from extraordinary reserves and TL 1.404.233.752,74 to be covered from legal reserves; out of TL 500.046.750,000 second rank legal reserve, which will be allocated: TL 359.623.374,73 to be covered from extraordinary reserves and TL 140.423.375,27 to be covered from legal reserves. Based on the calculations made in accordance with the tax regulations, TL 5.000.467.500 dividend to be distributed by paying gross TL 14.250 (%1.425,00) and net TL 12.825 (%1.282,50) 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 November 22, 2024.

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**.

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

## **APPENDIX.1**

### **Dave Johnston**

#### **Member**

#### **Vice President - Transformation and Partnerships**

Johnston began his career at Ford UK in 1995, holding various finance and leadership roles across regions such as Asia Pacific and Europe. He joined Ford Otosan as Deputy General Manager in 2019, and as of July 1st, 2024, he serves as Vice President of Transformation and Partnerships at Ford in Europe.

Johnston started working at Ford UK in 1995 and held various finance positions in areas such as Production, Product Development, Profit Analysis, and Marketing and Sales until 2003. From 2003 to 2010, he took on various leadership roles within Ford's Premier Automotive Group. He then returned to Ford as the Finance Manager for Asia Pacific Passenger Vehicle Product Development. Between 2011 and 2013, Johnston served as CFO in Bangkok, followed by finance leadership roles at Ford Europe and Germany from 2013 to 2016. From 2017 to 2018, he was the CFO of Ford Asia Pacific based in Shanghai. In 2019, Johnston joined Ford Otosan as Deputy General Manager. He holds a degree in Economics from the University of Cambridge and a Master's in Manufacturing Leadership. As of July 1st, 2024, he currently serves as Vice President of Transformation and Partnerships at Ford in Europe.

## APPENDIX.2

### DIVIDEND DISTRIBUTION PROPOSAL

Ford Otomotiv Sanayi A.Ş. Dividend Distribution Proposal Table (TL)			
1. Paid-in/ Issued Capital (*)		350.910.000	
2. Total Legal Reserves (According to Tax Book) (**)		3.237.797.878	
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		
4.	Taxes Payable (-)		
5.	Net Current Period Profit (***)		
6.	Losses in Previous Years (-)		
7.	Primary Legal Reserve (-)		
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT		
9.	Donations Made during the Year (+)		
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated		
11.	First Dividend to Shareholders		
	-Cash		
	-Stock		
	-Total		
12.	Dividend Distributed to Owners of Privileged Shares		
13.	Other Dividend Distributed		
	-To the Employees		
	-To the Members of the Board of Directors,		
	-To None Shareholders		
14.	Dividend to Owners of Redeemed Shares		
15.	Second Dividend to Shareholders		
16.	Secondary Legal Reserves		
17.	Statutory Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES		
20.	Other Distributable Resources	5.000.467.500,00	5.000.467.500,00
	-Retained Earnings	0,00	0,00
	-Extraordinary Reserves	3.596.233.747,26	3.592.941.865,57
	-Other distributable reserves in accordance with the Law and the Articles of Association	1.404.233.752,74	1.407.525.634,43
21.	General Legal Reserves Allocated for Other Resources to be Distributed	500.046.750,00	500.046.750,00
	-Retained Earnings	0,00	0,00
	-Extraordinary Reserves	359.623.374,73	359.294.186,56
	-Other distributable reserves in accordance with the Law and the Articles of Association	140.423.375,27	140.752.563,44

\* The amount is the registered nominal capital amount, and the capital inflation adjustment difference of 10.148.481.732,88 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 2.928.318.168,70 regarding the legal reserves.

### Ford Otomotiv Sanayi A.Ş. Dividend Rates Table

	SHARE GROUP	DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PER VALUE OF 1 TL - NET	
		CASH (TL)	STOCK (TL)		AMOUNT (TL)	RATE (%)
NET	A	892.667.723,11			12,8250	1.282,50
	B	1.956.656.700,50			14,2500	1.425,00
	C	1.949.359.885,14			13,5375	1.353,75
	TOTAL	4.798.684.308,75				

- 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.Ş and Temel Ticaret A.Ş.
- 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 Engineering GmbH.