

**FORD OTOMOTİV SANAYİ A.Ş.**  
**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING**  
**NOVEMBER 20, 2024**

Ford Otomotiv Sanayi Anonim Şirketi convened an Extraordinary General Assembly at 11.00 a.m. on November 20, 2024 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 Yılmaz Akbaş, appointed by the Ministry of Trade İstanbul Provincial Directorate of Trade with letter no. 102997681 dated November 18, 2024.

The call to meeting, issued in accordance with the Turkish Commercial Code ("Law" or "TCC") and as set out in the Articles of Incorporation and including the agenda, was published on October 28, 2024 in the Turkish Trade Registry Gazette no. 11195, and announced on the corporate website [www.fordotosan.com.tr](http://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 30,704,670,691 shares corresponding to a capital of TL 307,046,706.91, including 1,857,500 shares corresponding to a capital of TL 18,575 present in person, and 30,702,813,191 shares corresponding to a capital of TL 307,028,131.91 represented by appointed proxies, were represented in the meeting, thus reaching the quorum stipulated in the Law and the Articles of Incorporation. Board member Güven Özyurt advised that shares in the nominal amount of TL 18,877,202, included in the said total shares, were represented by Depositor Representatives.

It has also been determined that pursuant to the fifth and sixth paragraphs under 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 Hatice Yasemin Demirel 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 305,753,679.91 against nays corresponding to TL 1,293,027.

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 Işılcan Gürer, representing the independent audit firm Güney 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) In the second agenda topic, the Meeting Chairman advised that William Richard Periam, who was nominated by C Group shareholders and elected as a Board member, had resigned from this role. He also advised that pursuant to article 363 of TCC and further to the Board of Directors resolution dated October 1, 2024, David Joseph Cuthbert Johnston, nominated by C Group shareholders, was appointed to the vacated Board membership, to serve for the remaining term of the outgoing member, subject to the approval of the first upcoming general assembly. The shareholders were also advised that David Joseph Cuthbert Johnston's résumé was announced on the Electronic General Meeting System of the Central Registry Agency, the Public Disclosure Platform, and the

corporate website, [www.fordotosan.com.tr](http://www.fordotosan.com.tr), 21 days before the general assembly meeting date. According to Article 363 of the Turkish Commercial Code, the motion regarding a change in Board membership was accepted by the majority of the votes, with ayes corresponding to TL 290,412,863.91 against nays corresponding to TL 16,633,843.

- 3) In the third agenda topic, the Meeting Chairman opened the Board of Directors' proposal to distribute dividends, which was decided pursuant to the Communiqué on Dividends no. II-19.1 by considering the company's Dividend Policy, long-term strategy, investment and financing policies, profitability and cash position, to be covered from the extraordinary reserves, distributable reserves, and other 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](http://www.fordotosan.com.tr) and in the Electronic General Meeting System 21 days before the extraordinary general assembly meeting date.

The Board of Directors' dividend distribution proposal, which included the following, was accepted by the majority of the votes, with ayes corresponding to TL 305,666,637.91 against nays corresponding to TL 1,380,069:

- a. 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 3,291,881.69 to be covered from other reserves, TL 1,404,233,752.74 to be covered from legal reserves, TL 3,592,941,865.57 to be covered from extraordinary reserves; and out of TL 500,046,750.00 second rank legal reserves, which will be allocated as: TL 329,188.17 to be covered from other reserves, TL 140,423,375.27 to be covered from legal reserves, and 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 proposed to be paid as dividend in cash, TL 1,404,233,752.74 to be covered from legal reserves and TL 3,596,233,747.26 to be covered from extraordinary reserves; out of TL 500,046,750.00 second rank legal reserves, which will be allocated as: TL 140,423,375.27 to be covered from legal reserves, and TL 359,623,374.73 to be covered from extraordinary reserves.
  - b. Based on the calculations made in accordance with the tax regulations, TL 5,000,467,500 in dividends to be distributed by paying gross TL 14.2500 (%1,425.00) and net TL 12.8250 (%1,282.50) for each share with a nominal value of 1-TL.
  - c. To start the dividend payout in accordance with the dematerialization regulations of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency) on November 22, 2024.
- 4) In the agenda topic on wishes and opinions, the shareholders' opinions were heard. Güven Özyurt and Saibe Gül Ertuğ answered the questions submitted via physical and electronic mediums.

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.

November 20, 2024

**Meeting Chairman**

GÜVEN ÖZYURT

Signature

**Ministry Representative**

YILMAZ AKBAŞ

Signature

**Vote Collector**

JOSEPHINE MARY PAYNE

Signature

**Minutes Clerk**

SAİBE GÜL ERTUĞ

Signature