

FORD OTOMOTİV SANAYİ A.Ş.
MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
NOVEMBER 28, 2025

Ford Otomotiv Sanayi Anonim Şirketi convened an Extraordinary General Assembly at 11.00 a.m. on November 28, 2025 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 Turgut Köse Akbaş, appointed by the Ministry of Trade Istanbul Provincial Directorate of Trade with letter no. 116115712 dated November 27, 2025.

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 November 6, 2025 in the Turkish Trade Registry Gazette no. 11452, 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 at least three weeks 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 304,095,861,710 shares corresponding to a capital of TL 3,040,958,617.10, including 7,173,500 shares corresponding to a capital of TL 71,735 present in person, and 304,088,688,210 shares corresponding to a capital of TL 3,040,886,882.10 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 159,509,583, 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.

After 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. Merve Çetinkaya, 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 unanimously, with ayes corresponding to TL 3,040,958,617.10.

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 Işıl 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 Levent Çakıroğlu, who was nominated by B Group shareholders and elected as a Board member at the Ordinary General Assembly meeting on March 26, 2025, had left this role. He also advised that pursuant to article 363 of TCC and further to the Board of Directors resolution dated June 13, 2025, Mehmet Apak, nominated by B 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 Mehmet Apak’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, at least three weeks 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 2,911,691,677.10 against nays corresponding to TL 129,266,940.

- 3) In the third agenda topic, the General Assembly was advised that the draft amendment to Article 6 “Capital Share” of the Articles of Incorporation was disclosed to the public (in the Electronic General Meeting System of the Central Registry Agency, on the Public Disclosure Platform, and on the company’s corporate website at www.fordotosan.com.tr) at least three weeks – excluding the announcement and meeting dates - before the general assembly meeting. The Minutes Clerk informed the shareholders about the reason for amending the Articles of Incorporation. The motion regarding the amendment to Article 6 “Capital Share” of the Articles of Incorporation, pursuant to the permissions granted by the Capital Markets Board and the Turkish Ministry of Trade’s Directorate General of Domestic Trade, was deliberated. Following deliberations, the motion to amend Article 6 “Capital Share” of the Articles of Incorporation, in accordance with these permissions, was accepted by the majority of the votes, with ayes corresponding to TL 2,882,542,487.10 against nays corresponding to TL 158,416,130.
- 4) In the fourth 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 and in the Electronic General Meeting System of the Central Registry Agency at least three weeks – excluding the announcement and meeting dates - before the general assembly meeting date.

The Board of Directors’ dividend distribution proposal, which included the following, was accepted unanimously, with ayes corresponding to TL 3,040,958,617.10.

- a. TL 21,230,055,000.00 to be paid to shareholders as dividend in cash; out of TL 21,230,055,000.00, which is subject to distribution according to the records prepared in accordance with Tax Procedure Law, TL 13,532,885.69 to be covered from other reserves, TL 942,671,863.64 to be covered from available legal reserves, TL 20,273,850,250.67 to be covered from extraordinary reserves; and out of TL 2,123,005,500.00 second rank legal reserves, which will be allocated as: TL 1,353,288.57 to be covered from other reserves, TL 94,267,186.36 to be covered from available legal reserves, and TL 2,027,385,025.07 to be covered from extraordinary reserves. In accordance with the financial statements prepared within the framework of Capital Markets Board regulations, out of TL 21,230,055,000.00 proposed to be paid as dividend in cash, TL 942,671,863.64 to be covered from available legal reserves and TL 20,287,383,136.36 to be covered from extraordinary reserves; out of TL 2,123,005,500.00 second rank legal reserves, which will be allocated as: TL 94,267,186.36 to be covered from available legal reserves, and TL 2,028,738,313.64 to be covered from extraordinary reserves.
 - b. Based on the calculations made in accordance with the tax regulations, TL 21,230,055,000.00 in dividends to be distributed by paying gross TL 6.0500 (605.00%) and net TL 5.1425 (514.25%) for each share with a nominal value of TL 1.
 - c. To start the dividend payout in accordance with the dematerialization regulations of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency) on December 3, 2025.
- 5) In the agenda topic on wishes and opinions, wishes of success for the remainder of the year were expressed.

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 28, 2025

Meeting Chairman

GÜVEN ÖZYURT

Signature

Ministry Representative

TURGUT KÖSE

Signature

Vote Collector

JOSEPHINE MARY PAYNE

Signature

Minutes Clerk

SAİBE GÜL ERTUĞ

Signature

Annex 1 – Amendment to the Articles of Incorporation

Annex 2 – Dividend Distribution Proposal

FORD OTOMOTİV SANAYİ ANONİM ŞİRKETİ
AMENDMENT TO THE ARTICLES OF INCORPORATION

ORIGINAL TEXT	AMENDED TEXT
<p>ARTICLE 6 – SHARE CAPITAL:</p> <p>6.1. The Company has accepted the registered share capital system according to the provisions of the Capital Markets Law and adopted the registered share capital system under the permission nr. 16 issued by the Capital Markets Board on the date of 09.03.1982.</p> <p>6.2. The registered share capital ceiling of the Company is TL 500,000,000 (Five hundred million Lira) and it is divided into 50,000,000,000 (fifty billion) shares each with a nominal value of 1 (One) Kuruş.</p> <p>6.3. The permission granted by the Capital Markets Board for the upper limit of the registered share capital is valid for the years 2021-2025 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2025, in order for the Board of Directors to take a capital increase decision after 2025, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, capital increase cannot be done with Board of Directors decision.</p> <p>6.4. The issued share capital of the Company is TL 3,509,100,000 (Three billion, five hundred nine million, one hundred thousand Lira) and it is divided into 350.910.000.000 (Three hundred fifty billion, nine hundred ten million) registered shares in total, consisting of three groups of Group A, Group B and Group C shares, each with a nominal value of 1 (one) Kuruş.</p> <p>6.5. The mentioned above issued capital of the Company has been fully paid and covered without any collusion. Most recently, the Company’s capital was increased from TRY 350,910,000 to TRY 3,509,100,000 by an amount of TRY 3,158,190,000 entirely funded from internal resources.</p>	<p>ARTICLE 6 – SHARE CAPITAL:</p> <p>6.1. The Company has accepted the registered share capital system according to the provisions of the Capital Markets Law and adopted the registered share capital system under the permission nr. 16 issued by the Capital Markets Board on the date of 09.03.1982.</p> <p>6.2. The registered share capital ceiling of the Company is TL 10,000,000,000 (Ten billion Lira) and it is divided into 1,000,000,000,000 (one trillion) shares each with a nominal value of 1 (One) Kuruş.</p> <p>6.3. The permission granted by the Capital Markets Board for the upper limit of the registered share capital is valid for the years 2025-2029 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2029, in order for the Board of Directors to take a capital increase decision after 2029, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, capital increase cannot be done with Board of Directors decision.</p> <p>6.4. The issued share capital of the Company is TL 3,509,100,000 (Three billion, five hundred nine million, one hundred thousand Lira) and it is divided into 350,910,000,000 (Three hundred fifty billion, nine hundred ten million) registered shares in total, consisting of three groups of Group A, Group B and Group C shares, each with a nominal value of 1 (one) Kuruş.</p> <p>6.5. The mentioned above issued capital of the Company has been fully paid and covered without any collusion. Most recently, the Company’s capital was increased from TRY 350,910,000 to TRY 3,509,100,000 by an amount of TRY 3,158,190,000 entirely funded from internal resources.</p>

FORD OTOMOTİV SANAYİ ANONİM ŞİRKETİ
AMENDMENT TO THE ARTICLES OF INCORPORATION

6.6. Distribution of the shares representing the issued share capital, among the groups of shares is as listed below.

<u>Shareholders</u>	<u>Share Group</u>	<u>Number of Shares</u>	<u>Nominal Value TL</u>	<u>Share Percentage (%)</u>
Group A				
Other Shareholders	A	68.925.773.770	689257737,70	19,6420
Koç Holding A.Ş.	B	135.631.304.470	1.356.313.044,70	38,6513
Temel Ticaret ve Yatırım A.Ş.	B	2.355.885.000	23.558.850,00	0,6714
Group B Total		137.987.189.470	1.379.871.894,70	39,3227
Group C				
Ford Deutschland Holding GmbH	C	143.997.036.760	1.439.970.367,60	41,0353
Total		350.910.000.000	3.509.100.000,00	100,0000

6.7. Ford Deutschland Holding GmbH, a subsidiary of Ford Motor Company, which holds Group C shares of the Company, is entitled to the provisions of the Law on Encouragement of Foreign Capital No. 6224, Law on Direct Foreign Investments and the relevant positive law by virtue of the Decree of the Council of Ministers, ref. 83/6465, dated 21.04.1983.

6.8. The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Markets regulations, as deemed necessary. The Board of Directors, starting from 2021 to the end of 2025, is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to restrict the rights of the holders of preference shares, to restrict the pre-emptive rights of the existing shareholders, and to issue preference shares or shares at a premium or shares below its nominal value. Provided, however, the power to restrict the pre-emptive rights on newly issued shares cannot be used in such manner to cause inequality among the shareholders.

6.9. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.

6.6. Distribution of the shares representing the issued share capital, among the groups of shares is as listed below.

<u>SHARE GROUP</u>	<u>NUMBER OF SHARES</u>	<u>NOMINAL VALUE TL</u>	<u>SHARE PERCENTAGE (%)</u>
A	68,925,773,770	689,257,737.70	19.6420
B	137,987,189,470	1,379,871,894.70	39.3227
C	143,997,036,760	1,439,970,367.60	41.0353
Total	350,910,000,000	3,509,100,000.00	100.0000

6.7. Ford Deutschland Holding GmbH, a subsidiary of Ford Motor Company, which holds Group C shares of the Company, is entitled to the provisions of the Law on Encouragement of Foreign Capital No. 6224, Law on Direct Foreign Investments and the relevant positive law by virtue of the Decree of the Council of Ministers, ref. 83/6465, dated 21.04.1983.

6.8. The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Markets regulations, as deemed necessary. The Board of Directors, starting from 2025 to the end of 2029, is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to restrict the rights of the holders of preference shares, to restrict the pre-emptive rights of the existing shareholders, and to issue preference shares or shares at a premium or shares below its nominal value. Provided, however, the power to restrict the pre-emptive rights on newly issued shares cannot be used in such manner to cause inequality among the shareholders.

6.9. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.

ANNEX 2

FORD OTOMOTİV SANAYİ A.Ş. DIVIDEND DISTRIBUTION PROPOSAL

Ford Otomotiv Sanayi A.Ş. Dividend Payment Table (TL)		
1. Paid-In / Issued Capital (*)		3,509,100,000
2. Total Legal Reserves (According to Statutory Records) (**)		2,791,497,302
Information on privileged dividend distribution, if any, pursuant to Articles of Incorporation: No privileges.		
	Based on CMB Regulations	Based on Statutory Records
3. Current Period Profit	0	0
4. Taxes Payable (-)	0	0
5. Net Current Period Profit	0	0
6. Losses in Previous Years (-)	0	0
7. Primary Legal Reserve (-)	0	0
8. NET DISTRIBUTABLE CURRENT PERIOD PROFIT	0	0
9. Donations Made During The Year (+)	0	0
10. Donation-Added Net Distributable Current Period Profit	0	0
11. First Dividend to Shareholders	0	0
- Cash	0	0
- Stock	0	0
- Total	0	0
12. Dividend Distributed to Owners of Privileged Shares	0	0
13. Other Dividend Distributed	0	0
- To the Employees	0	0
- To the Members of the Board of Directors	0	0
- To Non-Shareholders	0	0
14. Dividend to Owners of Redeemed Shares	0	0
15. Second Dividend to Shareholders	0	0
16. General Legal Reserves	0	0
17. Statutory Reserves	0	0
18. Special Reserves	0	0
19. EXTRAORDINARY RESERVES	0	0
20. Other Distributable Resources	21,230,055,000.00	21,230,055,000.00
- Retained Profits	0	0
- Extraordinary Reserves	20,287,383,136.36	20,273,850,250.67
- Legal and Other Reserves	942,671,863.64	956,204,749.33
21. Other Distributable Resources	2,123,005,500.00	2,123,005,500.00
- Retained Profits	0	0
- Extraordinary Reserves	2,028,738,313.64	2,027,385,025.07
- Legal and Other Reserves	94,267,186.36	95,620,474.93

* This is the registered nominal capital amount and the records in accordance with the Tax Procedure Law include a capital inflation adjustment difference of TL 7,783,841,807.70.

** This is the nominal general legal reserve amount and the records in accordance with the Tax Procedure Law after the application of inflation accounting include an inflation adjustment difference of TL 3,369,878,977 regarding the general legal reserve funds consisting of legal reserves and emission premium.

ANNEX 2 – cont.**Ford Otomotiv Sanayi A.Ş. Dividend Payment Rates Table**

	SHARE GROUP	TOTAL DIVIDENDS DISTRIBUTED		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
		CASH (TL)	BONUS SHARES (TL)	%	AMOUNT (TL)	RATIO (%)
NET						
	Group A	3,574,085,177.09			5.1425	514.25
	Group B	8,348,224,962.93			6.0500	605.00
	Group C	8,276,229,687.78			5.7475	574.75
	TOTAL	20,198,539,827.80				

1) There is no privileged share group in the profit.

2) For the A Group shareholders that are not subject to withholding tax as legal entities, withholding tax has not been included in the calculations; for all other A Group shareholders, the calculations have been based on the assumption that they 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 Holding GmbH.