

# **FORD OTOMOTIV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 26 MARCH 2025 ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2024**

## **1. INVITATION TO THE 26 MARCH 2025 ORDINARY GENERAL ASSEMBLY MEETING**

Ford Otomotiv Sanayi A.Ş.'s Ordinary General Assembly Meeting shall be convened on 26 March 2025 Wednesday at 10:00 at the address of "Divan Istanbul 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 2024 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with the legal requirements, 2024 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 Gölçük Plant, Eskişehir Plant, on the Company's corporate website at [www.fordotosan.com.tr](http://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-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 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](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 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](http://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.

## 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 / 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:

As of the date of publication of this information document, the total number of shares and voting rights reflecting the partnership structure of the company, the number of shares and voting rights representing each privileged share group, if any, in the company's capital, and the nature of the privileges are presented below:

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 Engineering 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>%100,00</b>	<b>35.091.000.000</b>	<b>%100,00</b>

According to Article 10 of our Articles of Association titled 'Board of Directors, Election of Members and Board Decisions,' half of the members of the Board of Directors are elected from among the candidates nominated by the holders of Group B shares, and the other half are elected from among the candidates nominated by the holders of Group C shares. However, it is mandatory that one of the candidates nominated by the holders of Group B and Group C shares must meet the independence qualifications defined in the CMB regulations. There is no privilege regarding the use of voting rights in our Articles of Association.

#### 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 and associated companies within the scope of the relevant legislation can be accessed at [www.kap.org.tr](http://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 2024 activities.

### **3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 26 MARCH 2025**

#### **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 2024 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 2024 Annual Report that includes the Corporate Governance Compliance Report, which has been announced at the Headquarters of our Company, on the Electronic General Assembly system of the Central Registry Agency and on the corporate website of the Company at [www.fordotosan.com.tr](http://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 2024 Fiscal Period,**

Independent Audit Report created as per TCC, Regulation and Capital Markets Board legislation and made available at Company Headquarters, Electronic General Assembly System of the CRA and Company website [www.fordotosan.com.tr](http://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 2024 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 System of the CRA, and on the Company website [www.fordotosan.com.tr](http://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 2024 activities,**

Pursuant to the TCC and Bylaws, the release of our Board of Directors members for the activities, transactions and accounts for the year 2024 shall be submitted to the General Assembly for its approval.

#### **6. Approval, or approval with amendments or refusal of the Board of Directors’ proposal for profit distribution for the year 2024 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 Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi covering the accounting period between 01.01.2024 – 31.12.2024; net profit amount of TL 38.863.566.166 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 1**.

**7. 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,**

In accordance with the CMB regulations, TCC, and the Regulation, new members will be elected to replace the Board of Directors members whose terms have expired, taking into account the principles of Board member selection stated in our Articles of Association. Additionally, an independent member will be elected to comply with the CMB's Corporate Governance Communiqué No. II-17.1.

According to Article 10 of our Articles of Association, our Company is managed by a Board of Directors consisting of at least 8 members, with an even total number of members, elected by the General Assembly for a maximum of 3 years under the provisions of the Turkish Commercial Code. The General Assembly may decide to renew the Board of Directors even if its term has not expired.

According to Article 10 of our Articles of Association titled 'Board of Directors, Election of Members and Board Decisions,' half of the members of the Board of Directors are elected from among the candidates nominated by the holders of Group B shares, and the other half are elected from among the candidates nominated by the holders of Group C shares. However, it is mandatory that one of the candidates nominated by the holders of Group B and Group C shares must meet the independence qualifications defined in the CMB regulations.

Based on the recommendation of our Corporate Governance Committee, which evaluated the candidates submitted to it, our Board of Directors decided on 28.01.2025 to nominate Ms. Katja Windt and Mr. Umran Savaş İnan as Independent Board Member candidates and submitted them to the Capital Markets Board for its opinion. The Independent Board Member candidates, for whom no contrary opinion was received from the CMB, will be submitted to the approval of the General Assembly.

The resumes of our Board of Directors members and the independence declarations and resumes of the independent member candidates are presented in Annex/2."

**8. 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 3**. As specified by footnote No. 27 of 2024 Financial Statements, benefits were provided for senior management of Ford Otomotiv Sanayi A.Ş. in 2024.

**9. 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 2025 shall be determined by the shareholders as per our Remuneration Policy submitted for the approval the shareholders as per item 8 of the agenda.

**10. 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 17.02.2025 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 2025 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.

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. has been authorized to conduct independent audit activities in the field of sustainability by the decision of the Public Oversight, Accounting and Auditing Standards Authority dated 18.02.2025.

**11. Giving information to the shareholders regarding the donations made by the Company in 2024 and determination of a upper limit for donations to be made in 2025,**

The Donation and Sponsorship Policy of Ford Otomotiv Sanayi A.Ş., which was accepted by our company's board of directors on 16/03/2021 and publicly announced, was approved by our shareholders at the general assembly held on 17/03/2021 within the framework of the provision "A policy regarding donations and aids is created and submitted to the approval of the general assembly" in the Corporate Governance Principle numbered 1.3.10.

In accordance with Article 6 of the Dividend Communiqué No. II-19.1 of the Capital Markets Board, the limit of the donation to be made should be determined by the general assembly in cases not specified in the articles of association, and the donations and payments made should be presented to the information of the shareholders at the ordinary general assembly. The total amount of donations made to foundations and associations in 2024 is 456,933,828 TL based on nominal values (the total amount calculated according to the purchasing power as of 31 December 2024 is 473,673,942 TL). Of this nominal amount of 456,933,828 TL, 300,760,095 TL was donated to Vehbi Koç Foundation, 72,657,467 TL to Koç University, 44,675,311 TL to Kocaeli Metropolitan Municipality, 11,433,754 TL to the Association for Innovative Solutions for Sustainable Development, and the remaining 27,407,201 TL consists of various other donations made to other institutions and organizations, each of which is 3,665,082 TL or less and not considered significant information for investors. Additionally, the upper limit for donations to be made in 2025 will be determined by the general assembly.

**12. 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 2024 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. 13 of our financial statements dated 31 December 2024.

**13. 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 2024 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. 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 2024, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communique.

**14. Informing the shareholders about the Company's target and progress towards transitioning to a low-carbon economy and the activities carried out in 2024 within this scope,**

As part of our company's transition plan to a low-carbon economy, we have committed to reducing our emissions through the Science Based Targets Initiative (SBTi) and are sourcing 100% of the electricity used in all our facilities from renewable sources. The company is also continuing its investments in renewable energy to ensure that its ecosystem aligns with its emission reduction commitments.

Informing shareholders about the company's transition plan to a low-carbon economy and its actions at the General Assembly is important for all our stakeholders. Therefore, shareholders will be informed about the latest developments at the General Assembly meeting.

**15. Wishes and opinions.**

**APPENDICES:**

- |                   |   |
|-------------------|---|
| <b>Appendix 1</b> | The Proposal of the Board of Directors on the Distribution of Profits for 2024 and the Proposed Dividend Distribution Table |
| <b>Appendix 2</b> | CVs of Board of Directors and Independence Declarations of Independent Board Member Candidates                              |
| <b>Appendix 3</b> | Remuneration Policy for Board of Directors and Executive Management   |



## **APPENDIX 1- THE PROPOSAL OF THE BOARD OF DIRECTORS ON THE DISTRIBUTION OF PROFITS FOR 2024 AND THE PROPOSED DIVIDEND DISTRIBUTION TABLE**

As per the attached Profit Distribution Proposal, which has been prepared in accordance with the Capital Markets Board (CMB) regulations, Article 19 of the Articles of Association of the Company, and the investment and financing policies stated in the Dividend Distribution Policy approved by the shareholders at the General Assembly held on April 3, 2024, while also considering the cash flow position, it is resolved to propose the following to the General Assembly:

- a. Not allocating the statutory legal reserve of 5% required by Article 519 of the Turkish Commercial Code for the year 2024, as the statutory legal reserves recorded in accordance with the Tax Procedure Law as of December 31, 2024, have reached the 20% threshold of the capital.
- b. Distributing a gross cash dividend of TL 6,000,561,000 to shareholders from the net profit of TL 38,863,566,166 recorded in the financial statements prepared in accordance with TFRS, and allocating TL 598,301,550 to the statutory legal reserves. Accordingly, for each share with a nominal value of TL 1.00, a gross dividend of TL 17.10 (net TL 14.5350, as stated in the Profit Distribution Proposal table) shall be paid, corresponding to a gross dividend yield of 1,710% (net 1,453.50%). The remaining TL 32,264,703,616 shall be allocated as extraordinary reserves.
- c. From the net profit of TL 18,592,413,512 recorded in the financial statements prepared in accordance with the Tax Procedure Law, allocating TL 598,301,550 to the statutory legal reserves, distributing TL 6,000,561,000 as gross cash dividends, and allocating the remaining TL 11,993,550,962 as extraordinary reserves.
- d. Determining the dividend distribution date as April 3, 2025.

Additionally, shareholders shall be informed that if the Company's application for a bonus share capital increase is approved by the CMB and the capital increase processes are completed before the actual distribution of dividends, the total amount of dividends to be distributed (TL 6,000,561,000) shall remain unchanged, but the profit distribution table and proposal shall be updated based on the newly increased capital amount.

to the General Assembly's approval,

**2024 DIVIDEND DISTRIBUTION PROPOSAL**

<b>Ford Otomotiv Sanayi A.Ş. 2024 Dividend Distribution Proposal Table (TL)</b>			
<b>1. Paid-in / Issued Capital (*)</b>		<b>350.910.000</b>	
<b>2. Total Legal Reserves (According to Tax Book) (**)</b>		<b>2.193.195.752</b>	
<b>If there is dividend privilege in the Articles of Association, information regarding this privilege: No</b>		<b>-</b>	
		According to CMB	According to TaxBook
<b>3.</b>	<b>Current Period Profit</b>	<b>37.007.235.448</b>	<b>18.782.143.621</b>
<b>4.</b>	<b>Taxes Payable (-)</b>	1.856.330.718	(189.730.109)
<b>5.</b>	<b>Net Current Period Profit (***)</b>	<b>38.863.566.166</b>	<b>18.592.413.512</b>
<b>6.</b>	<b>Losses in Previous Years (-)</b>	0	0
<b>7.</b>	<b>Primary Legal Reserve (-)</b>	0	0
<b>8.</b>	<b>NET DISTRIBUTABLE CURRENT PERIOD PROFIT</b>	<b>38.863.566.166</b>	<b>18.592.413.512</b>
<b>9.</b>	<b>Donations Made during the Year ( + )</b>	473.673.942	
<b>10.</b>	<b>Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated</b>	<b>39.337.240.108</b>	
<b>11.</b>	<b>First Dividend to Shareholders</b>		
	-Cash	6.000.561.000	17.545.500
	-Stock	0	0
	<b>-Total</b>	<b>6.000.561.000</b>	<b>17.545.500</b>
<b>12.</b>	<b>Dividend Distributed to Owners of Privileged Shares</b>	0	
<b>13.</b>	<b>Other Dividend Distributed</b>	<b>0</b>	
	-To the Employees	0	
	-To the Members of the Board of Directors,	0	
	-To None Shareholders	0	
<b>14.</b>	<b>Dividend to Owners of Redeemed Shares</b>	0	
<b>15.</b>	<b>Second Dividend to Shareholders</b>	<b>0</b>	<b>5.983.015.500</b>
<b>16.</b>	<b>Statutory Legal Reserves</b>	<b>598.301.550</b>	<b>598.301.550</b>
<b>17.</b>	<b>Statutory Reserves</b>	0	0
<b>18.</b>	<b>Special Reserves</b>	0	0
<b>19.</b>	<b>EXTRAORDINARY RESERVES</b>	<b>32.264.703.616</b>	<b>11.993.550.962</b>
<b>20.</b>	<b>Other Distributable Resources</b>	<b>0</b>	<b>0</b>
	-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, and there is a capital inflation adjustment difference of 10,942,031,808 TL in the records prepared according to the Tax Procedure Law.

\*\* The amount is the nominal general legal reserve, and there is an inflation adjustment difference of 3,369,878,977 TL related to the general legal reserves, which consist of statutory reserves and share premiums, in the records prepared according to the Tax Procedure Law after the application of inflation accounting.

NOTE: Additionally, shareholders shall be informed that if the Company's application for a bonus share capital increase is approved by the CMB and the capital increase processes are completed before the actual distribution of dividends, the total amount of dividends to be distributed (TL 6,000,561,000) shall remain unchanged, but the profit distribution table and proposal shall be updated based on the newly increased capital amount.

**Ford Otomotiv Sanayi A.Ş. 2024 Dividend Rates Table**

	SHARE GROUP	DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT ( % )	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
		CASH (TL)	STOCK (TL)		AMOUNT (TL)	RATE ( % )
NET	A	1.010.195.976	0	2,5993	14,5350	1.453,50
	B	2.359.580.940	0	6,0714	17,1000	1.710,00
	C	2.339.231.862	0	6,0191	16,2450	1.624,50
	<b>TOTAL</b>	<b>5.709.008.778</b>	<b>0</b>	<b>14,6899</b>		

- 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.



## **APPENDIX 2- 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).

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 - Koç Holding A.Ş. Board of Directors

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 as Chairman, URAK – National Competition Research Association as President, Executive Board Member of European Club Association, Endeavor Association and TUSİAD, 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.

**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.

**John Davis**

Member

Director, Electric Vehicle Van and Bus Programs

John Davis is the Director of Electric Vehicle Van and Bus programs, based at Ford's Dunton Technical Centre, UK. John is responsible for leading Ford's EV commercial vehicle product lines serving Ford Pro globally.

Prior to this role, John served as the Director of Vehicle and Product Engineering for Ford Next LLC, a unique business unit within Ford Motor Company. John was responsible for leading Ford's commercial autonomous vehicle development, including the integration with Argo AI, as well as the development of self-driving systems integration and related technologies.

Davis joined Ford in 1989 and has held a series of positions within Ford and Lincoln, including Global Chief Program Engineer for Lincoln's Aviator, Chief Program Engineer for Ford's North American commercial vehicles and Chief Program Engineer of North American small cars.

He has also served in a number of key management roles in Ford's Product Development, including product planning, vehicle engineering and program management for Explorer and Super Duty vehicles.

Davis holds a Master of Engineering Management from Wayne State University and a Mechanical Engineering degree from the University of Illinois. He has also served on the Industrial Advisory Board for Lawrence Technological University's Department of Engineering Technology since 2008 and regularly speaks at the University of Michigan Dearborn School of Business. Davis also serves on the Oversight Committee of the Michigan Translational Research and Commercialization (MTRAC) Innovation Hub for Advanced Transportation.

**Levent akırođlu**

Member

Koc Holding Board Member, CEO

Levent akırođlu 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. akırođlu, joined Ko Group in 1998 as Ko Holding Financial Group Coordinator. He was the General Manager of Kotař between 2002 and 2007 and the CEO of Migros between 2007 and 2008. He was assigned as the CEO of Arelik in 2008 and also became President of the Durable Goods Group of Ko Holding in April 2010. akırođlu has been appointed as the CEO of Ko Holding in April 2015 and currently serves as the CEO of Ko Holding. Levent akırođlu who has been a Ko 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 Arelik- LG and TrkTraktr, the Vice Chairman of Yapı Kredi Bank and Otokar and Member of the Board of Directors at various Ko Holding companies.

**Haydar Yenign**

Member

Automotive Group President - Ko Holding A.ř.

Haydar Yenign 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 Ko 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 Ko Holding as of April 1, 2022. Currently, Mr. Yenign 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.

**Umran Savař İnan**

Independent Member

Prof. Dr. Umran İnan completed his undergraduate and graduate studies in the Department of Electrical and Electronics Engineering at the Middle East Technical University. He then obtained his Ph.D. in Geophysics and Very Low Frequency (VLF) Radio Science from Stanford University in 1977. After many years of teaching at Stanford University, he was appointed as the Director of the Space, Telecommunications, and Radiophysics Laboratory (STAR) in 1997, a position he held until 2009. From 2009, he served as the Rector of Ko University until completing his term on August 31, 2021. Currently, he continues to conduct research with his group at Stanford University, carrying out observations at over 50 locations worldwide and on various satellites. Throughout his academic career, he has made significant contributions to fields such as geophysics, space, ionospheric and atmospheric physics, and has supervised over 50 Ph.D. graduates.

**Prof. Dr. Katja Windt**

Independent Member

Katja Windt is member of the Managing Board of SMS group in Germany. Katja Windt is responsible for the global service, electrics and automation and digital business, as well as the digital transformation and for the regional business of China and Americas.

Following her degree, in 1995, in mechanical engineering at Leibniz University Hannover – including a stay at the Massachusetts Institute of Technology (MIT) as a visiting scholar – she completed her doctorate at the Institute for Production Systems and Logistics in 2000 and subsequently took up the position of head of department at the Institute for Production and Logistics (BIBA) at the University of Bremen. In 2008, Windt was appointed as Associate Professor of "Global Production Logistics" at Jacobs University (renamed Constructor University) and in 2009 as Full Professor of "Global Production Logistics". Before joining SMS group in 2018, she was appointed as President of Jacobs University Bremen and served as Provost and Acting President between 2013-2014. Katja Windt is currently an honorary professor at Constructor University and gives guest lectures at Carnegie Mellon University in Pittsburgh, US as well as at RWTH Aachen, Germany. Katja Windt is a member of the German National Academy of Science and Engineering (acatech) and the National Academy of Sciences Leopoldina in Germany. She is active in various supervisory boards in the business and commerce sector (since 2012 Supervisory Board Fraport AG, since 2022 Ford Otosan Board of Directors, from 2011-2023 Supervisory Board Deutsche Post DHL group).

**Güven Özyurt**

Member

Ford Otosan Leader

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**

Member

Ford Otosan Leader

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.

**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 ("CMB") Communiqué on Corporate Governance, except for the criteria of "qualifying as a Turkish resident under the Income Tax Law. 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*



## DECLARATION FOR INDEPENDENCY

I hereby declare that I am a candidate to serve as an 'independent member' on the Board of Directors of **Ford Otomotiv Sanayi A.Ş. ('Company')** within the scope of the criteria set forth in the legislation, articles of association and the Capital Markets Board's ('CMB') Corporate Governance Communiqué; 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 regarded as a resident in Turkey according to the Income Tax Law (G.V.K.) dated 31/12/1960 and numbered 193,
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. In the last 10 years, I have not served as the Independent Board Member of Ford Otomotiv Sanayi A.Ş. more than 6 years.
9. 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.
10. I am not registered in the name of any legal entity elected as a board member.

*Umran Savaş İnan*

### APPENDIX 3- 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.