

**FORD OTOMOTİV SANAYİ A.Ş.**  
**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING**  
**MARCH 12, 2026**

Ford Otomotiv Sanayi Anonim Şirketi convened its Ordinary General Assembly for 2025 at 10.00 on March 12, 2026 at Divan İstanbul Hotel, Asker Ocağı Caddesi No:1 34367 Şişli/İstanbul under the supervision of the Ministry Representative Hakan Özkan, appointed by the Ministry of Trade İstanbul Provincial Directorate of Trade with letter no. 00119887083 dated March 10, 2026.

The call to meeting, issued in accordance with applicable legislation and as set out in the Articles of Incorporation and including the agenda, was published on February 18, 2026 in the Turkish Trade Registry Gazette no. 11525, and announced on the corporate website [www.fordotosan.com.tr](http://www.fordotosan.com.tr), Public Disclosure Platform, and the Electronic General Meeting System and E-Company Portal of the Central Registry Agency at least three weeks – excluding the announcement and meeting days - before the general assembly meeting date.

Upon review of the List of Attendees, it has been ascertained that of the total 350,910,000,000 shares corresponding to the Company's total capital of TL 3,509,100,000, a total of 302,639,458,560 shares corresponding to a capital of TL 3,026,394,585.60, including 21,143,250 shares corresponding to a capital of TL 211,432.50 present in person, and 302,618,315,310 shares corresponding to a capital of TL 3,026,183,153.10 represented by appointed proxies, were represented in the meeting, thus reaching the quorum stipulated in applicable legislation and the Articles of Incorporation. Board member Haydar Yenigün advised that shares in the nominal amount of TL 135,664,854, included in the said total shares, were represented by Depositor Representatives.

It has also been determined that pursuant to paragraphs 5 and 6 of 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 Haydar Yenigün 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 Haydar Yenigün explained the method of voting and advised that, as stated in applicable regulations, General Assembly Internal Directive, 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 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 Ordinary General Assembly. Merve Çetinkaya, representing Temel Ticaret ve Yatırım A.Ş., a shareholder of the Company, submitted a motion for the Meeting Chairman. The motion was put to vote. Haydar Yenigün was elected as the Meeting Chairman by the majority of the votes, with ayes corresponding to TL 3,026,394,165.60 against nays corresponding to TL 420.

The Meeting Chairman announced that Güven Özyurt and Josephine Mary Payne were appointed as the Vote Collectors, and Saibe Gül Ertuğ Gerişkovan 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 the Board members, including himself, Güven Özyurt, and Josephine Mary Payne, and Ferzan Ülgen, 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 informed the General Assembly that the Company's 2025 Annual Report was made available for the shareholders to view at least 3 weeks – excluding the announcement and meeting days - before the general assembly meeting date on the Company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr), at the Company Headquarters, on the Public Disclosure Platform, the Electronic General Meeting System and E-Company Portal of the Central Registry Agency, and in the printed Annual Report in accordance with applicable regulations. The Board of

Directors Report section of the Annual Report prepared by the Company's Board of Directors on the activities of 2025 was read out by the Minutes Clerk. Then, deliberations were opened on the 2025 Annual Report. With no questions raised, the annual report for 2025 was put to vote. The Annual Report 2025 was accepted by the majority of the votes, with ayes corresponding to TL 3,026,344,601.60 against nays corresponding to TL 49,984.

- 3) In the third agenda topic, the Meeting Chairman asked for the Summary Report for 2025, prepared by the independent audit firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, to be read out. Minutes Clerk Saibe Gül Ertuğ Gerişkovan read out the summary report of the independent audit firm. Since this agenda topic would not be put to vote, the shareholders only received information.
- 4) In the fourth agenda topic, the Meeting Chairman informed the General Assembly that the Company's consolidated Financial Statements for 2025 were disclosed to the public (on the Public Disclosure Platform, on the Company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr), in the Electronic General Meeting System and E-Company Portal of the Central Registry Agency, and in the printed Annual Report) at least 3 weeks – excluding the announcement and meeting days - before the general assembly meeting date. Minutes Clerk Saibe Gül Ertuğ Gerişkovan read out the summary balance sheet and summary statement of income (main items). The statements, which were read out, were then opened for deliberations, and no one asked to speak. The Financial Statements for 2025 and the financial statements prepared in accordance with the Tax Procedure Law were accepted by the majority of the votes, with ayes corresponding to TL 3,026,344,601.60 against nays corresponding to TL 49,984.
- 5) In the fifth agenda topic, the shareholders were advised that the Company's TSRS-compliant Sustainability Report 2024, prepared in accordance with the Turkish Sustainability Reporting Standards, was made available for review (on the Public Disclosure Platform, on the Company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr), at the Company Headquarters, in the Electronic General Meeting System and E-Company Portal of the Central Registry Agency, and in the printed Annual Report) at least 3 weeks – excluding the announcement and meeting days - before the general assembly meeting date and that Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. had completed mandatory sustainability assurance audit. TSRS-compliant Sustainability Report 2024 was opened for deliberations. With no questions raised, the TSRS-compliant Sustainability Report 2024 was put to vote and accepted by the majority of the votes, with ayes corresponding to TL 3,026,377,832.60 against nays corresponding to TL 16,753.
- 6) The individual release of each member of the Board of Directors for their activities in 2025 was put to vote by the Meeting Chairman. Each Board member was released individually by the majority of the votes, with ayes corresponding to TL 3,025,880,649.60 against nays corresponding to TL 513,936.
- 7) In the seventh agenda topic, the motion of the Board of Directors regarding the dividend distribution for 2025 and the dividend pay-out date (provided in Annex: 1) as disclosed to the public (on the Public Disclosure Platform, on the Company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr), in the Electronic General Meeting System and E-Company Portal of the Central Registry Agency, and in the printed Annual Report) at least 3 weeks (excluding the announcement and meeting days) before the general assembly meeting date was opened for deliberations. The motion, which included the following, was read out:
  - Not to allocate 5% first rank legal reserve for 2025 required by Article 519 of the Turkish Commercial Code since the amount of first rank legal reserve has already reached 20% of share capital in tax books as of December 31, 2025.
  - To cover TL 1,259,766,900 first rank legal reserve from net income of TL 33,986,135,000 in the financial statements prepared according to the Capital Markets Law (CML), to distribute TL 12,773,124,000 in gross dividends – TL 3.64 gross (TL 3.0940 net as stated in the Dividend Distribution Proposal) for each share with a nominal value of 1-TL and 364% gross (309.40% net) - and allocate the remaining TL 19,953,244,100 as extraordinary reserves.
  - To pay TL 12,773,124,000 total gross dividend in cash after allocating TL 1,259,766,900 first rank legal reserve from TL 21,893,335,017 of current year profit for the year 2025 according to the

statutory records (Tax Procedure Law), and to allocate TL 7,860,444,117 as extraordinary legal reserves.

- To start dividend distribution on March 16, 2026.

The Board of Directors' proposal, detailed above, was approved by the majority of the votes, with ayes corresponding to TL 3,026,394,164.60 against nays corresponding to TL 421.

- 8) In the eighth agenda topic regarding the election of the Board of Directors, Merve Çetinkaya submitted a motion nominating the members of the Board of Directors from among B and C group shareholders. The General Assembly was also advised that the résumés of the Board members were disclosed to the public (on the Public Disclosure Platform, on the Company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr), in the Electronic General Meeting System and E-Company Portal of the Central Registry Agency, and in the printed Annual Report) at least 3 weeks – excluding the announcement and meeting days - before the general assembly meeting date. The motion was put to vote. As a result of the vote, it was determined that the Board of Directors would consist of 12 members, including two independent members. The following individuals were elected to the Board of Directors to serve for one year until the General Assembly Meeting to review the activities of 2026: Nominated by B group shareholders: Mustafa Rahmi Koç (Turkish ID No. xxx), Yıldırım Ali Koç (Turkish ID No. xxx), Mehmet Apak (Turkish ID No. xxx), Haydar Yenigün (Turkish ID No. xxx), and Güven Özyurt (Turkish ID No. xxx), and nominated by C group shareholders: James Michael Baumbick (Tax ID No. xxx), James Kieran Vincent Cahill (Tax ID No. xxx), David Joseph Cuthbert Johnston (Tax ID No. xxx), Johan Egbert Schep (Tax ID No. xxx), Josephine Mary Payne (Tax ID No. xxx) and Umran Savaş İnan (Turkish ID No. xxx) and Katja Windt (Tax ID No. xxx), the two independent members for whom the CMB did not express a negative opinion. The motion was approved by the majority of the votes, with ayes corresponding to TL 2,899,437,454.60 against nays corresponding to TL 126,957,131.
- 9) The General Assembly was advised that the finalized Remuneration Policy for the Board of Directors and Senior Executives, which was accepted by the shareholders at the Ordinary General Assembly Meeting on March 26, 2025, after the approval of the Board of Directors upon the recommendation of the Corporate Governance Committee pursuant to the Corporate Governance Principles, was disclosed to the public (on the Public Disclosure Platform, on the Company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr), in the Electronic General Meeting System and E-Company Portal of the Central Registry Agency, and in the printed Annual Report) at least 3 weeks – excluding the announcement and meeting days - before the general assembly meeting date. The General Assembly was also advised that the remuneration extended to the Board member and senior executives in 2025 amounted to TL 508,082,000 (according to purchasing power as of December 31, 2025) in total as stated in the publicly disclosed financial statements' note 27. The Remuneration Policy for the Board of Directors and Senior Executives and the benefits provided in 2025 in accordance with this policy were approved by the majority of the votes, with ayes corresponding to TL 3,024,686,350.60 against nays corresponding to TL 1,708,235.
- 10) The motion submitted by Merve Çetinkaya, representing Temel Ticaret ve Yatırım A.Ş., a shareholder of the Company, to determine the remuneration for the Board members in accordance with the "Remuneration Policy for the Board of Directors and Senior Executives," was put to vote. The motion to pay a gross annual fee of TL 3,912,000 (Three million nine hundred twelve thousand Turkish Lira) to each of the Turkish citizen Board members, and a gross annual fee of Euro 70,000 (Seventy thousand Euro) to each of the foreign national Board members in equal monthly installments starting from the month following this general assembly meeting, was approved by the majority of the votes, with ayes corresponding to TL 2,891,985,393.60 against nays corresponding to TL 134,409,192.
- 11) The motion to confirm the Board of Directors' appointment of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., registered at Maslak Mahallesi Eski Büyükdere Cad. Orjin Maslak İş Merkezi No:27 Daire:57 34485 Sarıyer İstanbul with the İstanbul Trade Registry Directorate with Registration No. 479920, as the independent audit firm pursuant to the applicable provisions of the Turkish Commercial Code, Capital Markets Board, the Public Oversight, Accounting and Auditing Standards Authority (POA), to audit the financial statements of the Company for the 2026 accounting period and to carry out other activities stipulated in the regulations under these laws, including but not limited to mandatory sustainability assurance audits, on the reports to be prepared for the 2026

accounting period in accordance with the Turkish Sustainability Reporting Standards published by POA, and to sign the necessary agreement was approved by the majority of the votes, with ayes corresponding to TL 3,026,377,831.60 against nays corresponding to TL 16,754.

- 12) The shareholders were advised that the donations made by Ford Otosan legal entity in 2026 for the purpose of social aid in line with the Donation and Sponsorship Policy amounted to TL 559,888,364 (TL 562,037,542 calculated according to the purchasing power on December 31, 2025), and about the key beneficiaries of these donations. The motion submitted by Merve Çetinkaya, representing Temel Ticaret ve Yatırım A.Ş., the shareholder of the Company, to set the upper limit for donations in 2026 at 0.4% (four per thousand) of the 2025 revenues' corresponding amount - to be calculated according to the purchasing power on December 31,2026- was approved by the majority of the votes, with ayes corresponding to TL 2,892,957,575.60 against nays corresponding to TL 133,437,010.
- 13) The General Assembly was advised that information on the collaterals, pledges, liens and mortgages granted in favor of the Company and its subsidiaries' own legal entities pursuant to the Capital Markets Board regulations, and in favor of its affiliates according to the CMB regulations, and the income and benefits obtained thereof, was provided in Note 13 to the Financial Statements dated December 31, 2025, and that no guarantees, pledges, mortgages and sureties were vested in favor of third parties other than affiliates. Since this agenda topic would not be put to vote, the shareholders only received information.
- 14) The motion to grant permission to shareholders with management control, the Board members, senior executives, and their spouses and relatives by blood and marriage up to the second degree, pursuant to Articles 395 and 396 of the Turkish Commercial Code, was approved by the majority of the votes, with ayes corresponding to TL 3,026,151,129.60 against nays corresponding to TL 243,456. Furthermore, the General Assembly was advised that in line with the Capital Markets Board's Corporate Governance Communiqué, some shareholders with management control, the Board members, senior executives, and their spouses and relatives by blood and marriage up to the second degree, also served on the Boards of some other Koç Group and Ford Group companies, including those engaged in similar activities to our Company, and that, pursuant to 1.3.6 of the Corporate Governance Principles, no material transactions of the kind mentioned in the principle took place within the year 2025.
- 15) The shareholders who attended the meeting thanked the Company for the results achieved and wished success for the new activity year.

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. March 12, 2026

HAYDAR YENİGÜN

**Meeting Chairman**

HAKAN ÖZKAN

**Ministry Representative**

GÜVEN ÖZYURT

**Vote Collector**

JOSEPHINE MARY PAYNE

**Vote Collector**

SAİBE GÜL ERTUĞ GERİŞKOVAN

**Minutes Clerk**

## 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) (**)		3,877,563,752	
Information regarding privileges in profit distribution, if any, per Articles of Incorporation: None,			
		According to CMB Regulations	According to Statutory Records
3.	Current Period Profit	39,466,789,000	22,054,661,943
4.	Taxes Payable (-)	(5,480,654,000)	(161,326,926)
5.	Net Current Period Profit (=)	33,986,135,000	21,893,335,017
6.	Losses in Previous Years (-)	-	-
7.	Primary Legal Reserve (-)	-	-
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT (=)	33,986,135,000	21,893,335,017
9.	Donations Made During The Year (+)	562,037,542	
10.	Donation-Added Net Distributable Current Period Profit	34,548,172,542	
<b>First Dividend to Shareholders</b>			
11.	-Cash	12,773,124,000	175,455,000
	-Stock	-	-
	<b>-Total</b>	<b>12,773,124,000</b>	<b>175,455,000</b>
12.	Dividend Distributed to Owners of Privileged Shares	-	-
<b>Other Dividend Distributed</b>			
13.	-To the Employees	-	-
	- To the Members of the Board of Directors	-	-
	- To Non-Shareholders	-	-
14.	Dividend to Owners of Redeemed Shares	-	-
15.	<b>Second Dividend to Shareholders</b>	-	12,597,669,000
16.	<b>General Legal Reserves</b>	1,259,766,900	1,259,766,900
17.	Statutory Reserves	-	-
18.	Special Reserves	-	-
19.	<b>EXTRAORDINARY RESERVES</b>	19,953,244,100	7,860,444,117
20.	<b>Other Distributable Resources</b>	-	-
	- Retained Profits	-	-
	- Extraordinary Reserves	-	-
	- Other Distributable Reserves by Law and Articles of Incorporation	-	-

\* This amount is the registered nominal capital and the records in accordance with the Tax Procedure Law include a capital inflation adjustment difference of TL 7,783,841,808.

\*\* 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.

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

	SHARE GROUP	TOTAL DIVIDENDS DISTRIBUTED		TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL	
		CASH (TL)	BONUS SHARES (TL)		AMOUNT (TL)	RATIO (%)
NET	Group A	2,132,563,440	0		3.0940	309.40
	Group B	5,022,733,697	0		3.6400	364.00
	Group C	4,979,417,531	0		3.4580	345.80
	<b>TOTAL</b>	<b>12,134,714,668</b>	<b>0</b>			

## Dividend Rate Table Explanations

- 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 Group B shares belonging 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 Group C shares belonging to our limited taxpayer partner Ford Deutschland Holding GmbH.