ANADOLU ISUZU OTOMOTIV SANAYII VE TICARET A.S.
INFORMATIVE DOCUMENT FOR GROUP A AND GROUP B SHAREHOLDERS SPECIAL MEETINGS TO BE HELD ON 11 AUGUST 2023

Our Company's Extraordinary General Assembly Meeting of Shareholders shall be held at the address of Fatih Sultan Mehmet Mahallesi, Balkan Caddesi, No:58 Umraniye, 34771, Istanbul at 11.00 on 11 August 2023 Friday in order to discuss and resolve agenda items below. In addition, following this Extraordinary General Assembly Meeting on the same day and at the same address, a Special Meeting of Group A Shareholders will be held at 13:00 and a Special Meeting of Group B Shareholders will be held at 13:30 to discuss and resolve on the Agenda of the Special Meeting of Group A and Group B Shareholders.

Shareholders may attend our Company's Extraordinary General Assembly Meeting of Shareholders personally or by proxy either physically or electronically. Electronic (online) attendance to the General Assembly meeting shall be possible with the secure electronic signatures of the shareholders or their proxies. For this reason, a shareholder willing to attend the meeting via Electronic General Assembly System should first register himself with Central Registration Agency A.Ş. (CRA) e-Investor Data Portal to enter his contact details and he should also have a secure electronic signature. A shareholder or representatives may in no event attend the General Assembly meeting electronically unless he is registered with the e-Investor Data Portal and has a secure electronic signature.

Moreover, a shareholder or representatives willing to attend the meeting electronically or his proxy is required to fulfil his obligations in line with the "Regulation on General Assemblies to be held electronically in joint-stock companies" ("EGAS") as published in the Official Gazette issued on 28 August 2012 under no 28395 and the "Communiqué on the Electronic General Assembly System applicable in General Assembly Meetings of Joint-stock Companies" as published in the Official Gazette issued on 29 August 2012 under no 28396.

Any shareholder who shall not be able to attend the meeting personally in physical environment is required to issue his letter of proxy in line with the attached specimen (Annex 2) or obtain the physical specimen of the proxy from the Company premises at the address of Şekerpınar Mahallesi, Otomotiv Cad. No.2 Çayırova / Kocaeli or download it from our Company's web site www.anadoluisuzu.com.tr and accordingly shall fulfil those requirements set out in the "Communiqué no II-30.1 on Voting by Proxy and Collection of Proxies via Call" which came in force upon its publication in the Official Gazette issued on 24.12.2013 under no 28861, and should submit his notarized letter of proxy to the Company.

Any letter of proxy which is strictly required under the said Communiqué and which deviates from the attached specimen shall be in no event accepted by us due to our legal liability in this respect.

In case, under the same Communiqué and in line with the CRA regulations, the proxy is appointed from the EGAS, the condition to use the attached specimen will not be sought and the proxy may attend the meeting without the further need to submit a letter of proxy.

This Information Memorandum which contains detailed information as to agenda items and other explanations and statements that are essential to ensure compliance with the Capital Markets Board regulations shall be posted at the Company's Adress, at the Company's web site (www.anadoluisuzu.com.tr), and the Public Disclosure Platform and the Electronic General Assembly system for the inspection of the esteemed Shareholders within the legally permitted time period and three weeks before General Assembly meeting.

All our shareholders are invited and welcomed to our General Assembly meeting.

ANADOLU ISUZU OTOMOTİV SANAYİİ VE TİCARET A.Ş.

Head Office **:** Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58
Buyaka E Blok Tepeüstü 34771 Ümraniye / İSTANBUL

Trade Registry and Number: Istanbul – 0068006909500014

OUR ADDITIONAL EXPLANATIONS IN LIGHT OF THE CMB REGULATIONS

In this section, we will present our explanations that we were asked to make in addition to the meeting agenda pursuant to the "Corporate Governance Communiqué" no II-17.1 which was adopted by the Capital Markets Board ("CMB") and which became effective on 3 January 2014.

1. Shareholding Structure and Voting Rights

There is not any preference granted to the shareholders according to our Articles of Association in connection with the voting rights.

Voting rights held by the Company's current shareholders are given in the following table for your information:

Shareholder	Share Amount	Shareholding Ratio (%)	Voting Rights	Voting Rights Ratio (%)
AG ANADOLU GRUBU HOLDİNG A.Ş.	46.535.401	55,40	4.653.540.100	55,40
ISUZU MOTORS LTD.	14.275.509	16,99	1.427.550.900	16,99
ITOCHU CORPORATION TOKYO	7.948.322	9,46	794.832.200	9,46
ITOCHU CORPORATION İSTANBUL	2.758.212	3,28	275.821.200	3,28
OTHER	12.482.556	14,87	1.248.255.600	14,87
TOPLAM	**84.000.000**	**100,00**	**8.400.000.000**	**100,00**

2. Information on the nature of the privilege

Four Board members shall be elected from among those nominees to be designated by Class B Shareholders for their representation whereas eight members shall be elected by the General Assembly from among those nominees to be designated by Class A Shares for their representation and other members shall be elected from among such nominees to be designated by any shareholder.

3. Information about the changes to the Management and Business Operations which may have a material impact on the Corporate Business Operations of our Company or its Material Subsidiaries or Affiliates

To our best knowledge and belief, there is no change, which was introduced in the past or is planned for future times, to the governance, management and business operations of our Company or its affiliates or subsidiaries which may have a material impact on our Company's business operations.

4. Requests by the Shareholders, the Capital Markets Board or other Public Agencies and Institutions concerning the Company to add items to the agenda:

There is no such a request for adding any further agenda item for the Extraordinary General Assembly Meeting which shall be held on 11 August 2023.

OUR EXPLANATIONS ABOUT THE AGENDA ITEMS FOR GROUP A AND GROUP B SHAREHOLDERS SPECIAL MEETING DATED 11 AUGUST 2023

1. **Inauguration of the meeting and election of the Chairmanship Council,**

   A Meeting Presidency shall be selected to administer and supervise the General Assembly meeting in line with the provisions of Turkish Code of Commerce (TCC) (the Law no 6102), and the Regulation on the Procedures and Rules applicable to General Assembly Meetings of Joint-stock Companies and the presence of Representatives from the Ministry of Customs and Trade thereat" ("Regulation" or the "General Assembly Regulation") and a Proposal whereby the General Assembly Meeting Minutes shall be signed by the Meeting Presidency on behalf of the present shareholders shall be submitted for the approval by the General Assembly.

2. **Discussing and resolving on the proposal to amend Article 13 of the Company's Articles of Association titled "Board of Directors" as stipulated in the draft amendment, provided that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade,**

   Approval of the amendment of Article 13 titled "Board of Directors" of the Articles of Association in Annex 2.

3. **Closing**

ANADOLU ISUZU OTOMOTİV SANAYİ VE TİCARET A.Ş.

AGENDA FOR GROUP A SHAREHOLDERS SPECIAL MEETING DATED 11 AUGUST 2023

1. Inauguration of the meeting and election of the Chairmanship Council,
2. Discussing and resolving on the proposal to amend Article 13 of the Company's Articles of Association titled "Board of Directors" as stipulated in the draft amendment, provided that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade,
3. Closing.

ANADOLU ISUZU OTOMOTİV SANAYİ VE TİCARET A.Ş.

AGENDA FOR GROUP B SHAREHOLDERS SPECIAL MEETING DATED 11 AUGUST 2023

1. Inauguration of the meeting and election of the Chairmanship Council,
2. Discussing and resolving on the proposal to amend Article 13 of the Company's Articles of Association titled "Board of Directors" as stipulated in the draft amendment, provided that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade,
3. Closing.

ANNEXES

Annex - 1: Letter of Proxy

Annex – 2: Amendment to the articles of Association

ANNEX – 1

PROXY

ANADOLU ISUZU OTOMOTİV SANAYİİ VE TİCARET A.Ş.

To the Chair of the General Assembly of Shareholders,

Anadolu Isuzu Otomotiv Sanayii ve Ticaret A.Ş. 's Extraordinary General Assembly meeting to be held on Friday, August 11, 2023, at 11:00 a.m. at Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye / İstanbul, followed by the Special Meeting of Group A/B Shareholders to be held at 13:00 p.m./ 13:30 p.m. at the Special Meeting of Group A/B Shareholders to discuss and resolve on the Agenda of the Special Meeting of Group A/B Shareholders written below, I hereby appoint . ..... as my proxy.

The Attorney's(*):
Name Surname/ Trade Name:
TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:
(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

a) The attorney is authorized to vote according to his/her opinion.
b) The attorney is authorized to vote on proposals of the attorney partnership management.
c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:
In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Inauguration of the meeting and election of the Chairmanship Council.			
2. Discussing and resolving on the proposal to amend Article 13 of the Company's Articles of Association titled "Board of Directors" as stipulated in the draft amendment, provided that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade,			
3. Closing			

(*)No voting on the informative items. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

a) The attorney is authorized to vote according to his/her opinion.
b) The attorney is not authorized to vote in these matters.
c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

a) Order and Serial (*)
b) Number / Group (**)
c) Amount-Nominal Value
d) Share with voting power or not
e) Bearer-Registered (*)
f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.
**For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.

Signature

ANNEX - 2

ANADOLU ISUZU OTOMOTİV SANAYİİ VE TİCARET ANONİM ŞİRKETİ
AMENDMENT TO THE ARTICLES OF ASSOCIATION

OLD TEXT	NEW TEXT
Article 13 – Formation of the Board of Directors:	**Article 13 – Formation of the Board of Directors:**
A) Company's Business and Management :	**A) Company's Business and Management :**
The Company shall be administered by a Board of Directors consisting of ~~**14**~~ **members** to be elected by the General Assembly from among the shareholders in accordance with the provisions of Turkish Code of Commerce and Capital Markets Law.	The Company shall be administered by a Board of Directors consisting of **15 members** to be elected by the General Assembly from among the shareholders in accordance with the provisions of Turkish Code of Commerce and Capital Markets Law.
~~**Four Board members**~~ shall be elected from among those nominees to be designated by Class B Shareholders for their representation whereas eight members shall be elected by the General Assembly from among those nominees to be designated by Class A Shares for their representation and other members shall be elected from among such nominees to be designated by any shareholder.	**Two Board members** shall be elected from among those nominees to be designated by Class B Shareholders for their representation whereas eight members shall be elected by the General Assembly from among those nominees to be designated by Class A Shares for their representation and other members shall be elected from among such nominees to be designated by any shareholder.
The number, qualifications, criteria, election, service term, working principles, areas of duty and similar matters related to the independent members of the Board of Directors shall be governed in accordance with the provisions of the Turkish Commercial Code, Capital Market Law, the Capital Market Board regulations on corporate governance, and the related regulations.	The number, qualifications, criteria, election, service term, working principles, areas of duty and similar matters related to the independent members of the Board of Directors shall be governed in accordance with the provisions of the Turkish Commercial Code, Capital Market Law, the Capital Market Board regulations on corporate governance, and the related regulations.
Members of the Board of Directors may be paid attendance fees and/or remuneration in accordance with the principles set by the Capital Market Board, and upon General Assembly resolution.	Members of the Board of Directors may be paid attendance fees and/or remuneration in accordance with the principles set by the Capital Market Board, and upon General Assembly resolution.
If a legal entity is elected to the Board of Directors, a single real person, specified by such legal entity, shall also be registered and announced with and on behalf of such legal entity. The legal entity shall always be entitled to replace such real person.	If a legal entity is elected to the Board of Directors, a single real person, specified by such legal entity, shall also be registered and announced with and on behalf of such legal entity. The legal entity shall always be entitled to replace such real person.
In case of a vacancy in the Board membership for any reason, the Board of Directors shall temporarily appoint a new member pursuant to the Turkish Commercial Code, and submit such member to the approval of the first upcoming General Assembly.	In case of a vacancy in the Board membership for any reason, the Board of Directors shall temporarily appoint a new member pursuant to the Turkish Commercial Code, and submit such member to the approval of the first upcoming General Assembly.
B) Service Term of the Board of Directors:	**B) Service Term of the Board of Directors**:
Members of the Board of Directors shall be appointed for at most 3 years. Members of the Board of Directors, whose term of office has expired, may be re-elected. Even if the term of a member of the Board of Directors expires, he shall continue in his capacity as per the provisions of the Turkish Commercial Law until the next session of the General Assembly of Shareholders.	Members of the Board of Directors shall be appointed for at most 3 years. Members of the Board of Directors, whose term of office has expired, may be re-elected. Even if the term of a member of the Board of Directors expires, he shall continue in his capacity as per the provisions of the Turkish Commercial Law until the next session of the General Assembly of Shareholders.

Members of the Board of Directors may be dismissed any time by General Assembly resolution if included in the agenda, or if there is a justifying reason if not included in the agenda.		Members of the Board of Directors may be dismissed any time by General Assembly resolution if included in the agenda, or if there is a justifying reason if not included in the agenda.
C) Meetings of the Board of Directors:		**C) Meetings of the Board of Directors**:
The board of directors shall be convened as the Company's business requires.		The board of directors shall be convened as the Company's business requires.
In case neither member asks for a meeting, the Board resolutions may be adopted by getting the written approval of full number of members in minimum for a proposal drafted by a Board member in the form of a resolution in connection with a specific matter.		In case neither member asks for a meeting, the Board resolutions may be adopted by getting the written approval of full number of members in minimum for a proposal drafted by a Board member in the form of a resolution in connection with a specific matter.
The validity condition of such decisions is the fact that the same matter is proposed to all members of the Board of Directors. The approvals need not be on the same paper; nevertheless, all papers containing the approval signatures should be attached to the minutes book of the Board of Directors, or be rearranged into a resolution including all signatures and written into the minutes book, which is a condition of validity for the resolutions.		The validity condition of such decisions is the fact that the same matter is proposed to all members of the Board of Directors. The approvals need not be on the same paper; nevertheless, all papers containing the approval signatures should be attached to the minutes book of the Board of Directors, or be rearranged into a resolution including all signatures and written into the minutes book, which is a condition of validity for the resolutions.
The validity of resolutions shall be dependent upon their being recorded and signed.		The validity of resolutions shall be dependent upon their being recorded and signed.
The Board of Directors shall be called for meeting by the Chairman or the Deputy Chairman. Any member may request in written the Chairman of the Board of Directors to convene a meeting of the Board of Directors.		The Board of Directors shall be called for meeting by the Chairman or the Deputy Chairman. Any member may request in written the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
The quorum for meeting of the Board of Directors shall be a majority of the total number of Directors. The decisions shall be reached with a simple majority of those present.		The quorum for meeting of the Board of Directors shall be a majority of the total number of Directors. The decisions shall be reached with a simple majority of those present.
However, the presence at the meeting of the Board of Directors of member or members elected upon the proposal of the Class B shareholders and the favorable vote of such Director(s) shall be required in order for the Board of Directors to reach the following decisions:		However, the presence at the meeting of the Board of Directors of member or members elected upon the proposal of the Class B shareholders and the favorable vote of such Director(s) shall be required in order for the Board of Directors to reach the following decisions:
1) Sale or transfer of any assets of the Company for a sales price exceeding the TL equivalent of 2,000,000 (two million) U.S. Dollars or its Turkish Liraequivalent,		1) Sale or transfer of any assets of the Company for a sales price exceeding the TL equivalent of 2,000,000 (two million) U.S. Dollars or its Turkish Liraequivalent,
2) Acquisition or transfer of any assets of the Company for a sales price exceeding the TL equivalent of 2,000,000 (two million) U.S. Dollars or its Turkish Liraequivalent,		2) Acquisition or transfer of any assets of the Company for a sales price exceeding the TL equivalent of 2,000,000 (two million) U.S. Dollars or its Turkish Liraequivalent,
3) New investment in other companies or establishment of subsidiaries. Genel / Public Genel / Public		3) New investment in other companies or establishment of subsidiaries. Genel / Public Genel / Public
4) Entering into technical assistance agreements.		4) Entering into technical assistance agreements.

5) Issuing a guaranty letter or standing surety for any other companies or third parties. However, approval of the member(s) representing the Group B shareholders shall not be sought for the issuance of letters of guaranty or standing surety in favor of banks or financing institutions in Turkey for companies in which the Group A shareholders are directly or indirectly in partnership relationship. In such cases, the Group A shareholders shall be liable to indemnify the Company and the Group B shareholders for any losses or damages to be incurred by such issuance of the such letter of guaranty or standing of surety 6) Matters relating to the manufacture of Skoda vehicles. **D) Duties of the Board of the Directors:** The Board of Directors shall possess the authority to perform on the Company's behalf any and all business and legal proceedings within the Company's purpose, and to make use of the Company's legal name, except for the matters under the authority of the General Assembly as per the Laws and the Articles of Incorporation. Authority to represent and bind the Company shall be possessed by the Board of Directors, to be exercised by the joint signatures of two Members. Pursuant to Article 367 of the Turkish Commercial Code, the Board of Directors is entitled to delegate its authorities, partly or fully, to one or several of its members or a third Manager of the Company as per an internal regulation it shall arrange. Provisions of Article 371 of the Turkish Commercial Code are reserved. The Board of Directors shall determine the persons with signatory authority on behalf of the Company to sign under the Company seal, and register and announce the notarized copy of its resolution showing the signatory authorities and their respective powers in the Trade Registry. **E) Division of Authority in the Board of Directors:** Every year, the Board of Directors shall elect a Chairman and at least one Deputy Chairman to serve in his/her absence.		5) Issuing a guaranty letter or standing surety for any other companies or third parties. However, approval of the member(s) representing the Group B shareholders shall not be sought for the issuance of letters of guaranty or standing surety in favor of banks or financing institutions in Turkey for companies in which the Group A shareholders are directly or indirectly in partnership relationship. In such cases, the Group A shareholders shall be liable to indemnify the Company and the Group B shareholders for any losses or damages to be incurred by such issuance of the such letter of guaranty or standing of surety 6) Matters relating to the manufacture of Skoda vehicles. **D) Duties of the Board of the Directors:** The Board of Directors shall possess the authority to perform on the Company's behalf any and all business and legal proceedings within the Company's purpose, and to make use of the Company's legal name, except for the matters under the authority of the General Assembly as per the Laws and the Articles of Incorporation. Authority to represent and bind the Company shall be possessed by the Board of Directors, to be exercised by the joint signatures of two Members. Pursuant to Article 367 of the Turkish Commercial Code, the Board of Directors is entitled to delegate its authorities, partly or fully, to one or several of its members or a third Manager of the Company as per an internal regulation it shall arrange. Provisions of Article 371 of the Turkish Commercial Code are reserved. The Board of Directors shall determine the persons with signatory authority on behalf of the Company to sign under the Company seal, and register and announce the notarized copy of its resolution showing the signatory authorities and their respective powers in the Trade Registry. **E) Division of Authority in the Board of Directors:** Every year, the Board of Directors shall elect a Chairman and at least one Deputy Chairman to serve in his/her absence.

F) The Board of Directors is an Electronic Environment: Those who are entitled to attend the Company's Board of Directors meeting may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that will allow right holders to attend and vote in these meetings electronically in accordance with the provisions of the Communiqué on Boards to be Held in Electronic Environment except for Company General Assemblies in Companies, as well as procuring services from systems established for this purpose. In the meetings to be held, it is ensured that the right holders can exercise their rights through the system established in accordance with this communique or the system from which support services will be procured.		**F) The Board of Directors is an Electronic Environment:** Those who are entitled to attend the Company's Board of Directors meeting may also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. The Company may establish an Electronic Meeting System that will allow right holders to attend and vote in these meetings electronically in accordance with the provisions of the Communiqué on Boards to be Held in Electronic Environment except for Company General Assemblies in Companies, as well as procuring services from systems established for this purpose. In the meetings to be held, it is ensured that the right holders can exercise their rights through the system established in accordance with this communique or the system from which support services will be procured.