

**FORD OTOMOTIV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 21 MARCH 2022  
ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2021**

**1. INVITATION TO THE 21 MARCH 2022 ORDINARY GENERAL ASSEMBLY MEETING**

Ford Otomotiv Sanayi A.Ş.'s Ordinary General Assembly Meeting shall be convened on 21 March 2022 Monday at 15:00 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 2021 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with the legal requirements, 2021 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 Gölcük 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).

We would like to state that due to the Covid-19 pandemic affecting the world, the meeting will be held in accordance with the pandemic rules announced by official institutions, and that the new rules to be announced by the official institutions should be closely followed by our shareholders.

Due to the current pandemic conditions and the restrictions on group gatherings in the relevant regulations of public authorities,

- Our shareholders will be admitted to the general assembly meeting hall first, in order to protect public health.
- The temperature of the guests will be checked at the entrance of the building / hall where the meeting will be held.
- It is mandatory to use a mask during the entrance to the meeting place and throughout the meeting.
- No food or beverage will be served at 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.

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 Ticaret Sicil Müdürlüğü / 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:

There is no privilege in Company's Articles of Incorporation regarding voting rights. Share group B and C have privilege for Board of Directors membership election.

The voting rights of our shareholders, are provided in the following table:

| 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 Foundation | A           | 3.259.202            | 0,93                    | 325.920.232           | 0,93                   |
| Ford Deutschland Holding GmbH                 | C           | 143.997.037          | 41,04                   | 14.399.703.676        | 41,04                  |
| Publicly Held                                 | A           | 62.786.070           | 17,89                   | 6.278.607.009         | 17,89                  |
| <b>Total</b>                                  |             | <b>350.910.000</b>   | <b>100</b>              | <b>35.091.000.000</b> | <b>100</b>             |

### 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.

### 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 2021 activities.

### **3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 21 MARCH 2022**

#### **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 2021 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 2021 Annual Report that includes the Corporate Governance Compliance Report, which has been announced at the Headquarters of our Company, on the Electronic General Assembly portal 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 2021 Fiscal Period,**

Independent Audit Report created as per TCC, Regulation and Capital Markets Board legislation and made available at Company Headquarters, Electronic General Assembly Portal 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 2021 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 Portal 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 2021 activities,**

Pursuant to the TCC and Bylaws, the release of our Board of Directors members for the activities, transactions and accounts for the year 2021 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 2021 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 PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi covering the accounting period between 01.01.2021 – 31.12.2021; net profit amount of TL 8.801.005.190 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 2**.

**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,**

The number of members on the Board of Directors and their terms of office shall be designated in accordance with CMB regulations, TCC and Bylaws and the principles governing the selection of members of the Board of Directors in the Articles of Incorporation. New members will be elected to replace Board members whose terms of office have expired. In addition, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

According to Article 10 of the Company's Articles of Incorporation, Company is managed by a Board of Directors with an even number of members and consisting of at least 8 members, elected by the General Assembly for a 3 year period in line with the TCC regulations. General Assembly may decide on the renewal of the Board of Directors even if their terms of office have not expired. 2 of the elected Board members are required to meet the independence criteria as defined in the CMB's mandatory Corporate Governance Principles.

The Board of Directors, upon receipt of the proposal of Corporate Governance Committee, has designated Mr. Leonard Martin Meany and Mrs. Fatma Füsün Akkal Bozok as the Independent Members of the Board of Directors by Board of Directors' 26.01.2022 resolution and has submitted to the opinion of CMB, In its letter dated 18.02.2022, CMB stated that it has decided not to express a negative opinion about the Independent Members of the Board of Directors candidates due to the exception specified in the 5th paragraph of the 6th article of the communiqué. The CVs and Independence Declarations of Board of Directors candidates are provided in **Appendix 1**.

**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. 26 of 2021 Financial Statements, benefits were provided for senior management of Ford Otomotiv Sanayi A.Ş. in 2021.

**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 2022 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 23.02.2022 meeting to have PWC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi serve as the independent auditors of the Company's financial reports for the financial year 2022 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.

**11. Giving information to the shareholders regarding the donations made by the Company in 2021 and determination of a upper limit for donations to be made in 2022,**

Pursuant to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Incorporation, and information concerning the donations and payments made must be provided to shareholders at the General Assembly. Donations totaling TL 123.445.862 were made to foundations and associations in 2021. The upper limit of donations to be made in 2022 shall be decided by the General Assembly. In addition, the Donation and Sponsorship Policy, which is currently being worked on by our Company's Board of Directors, will be submitted to the approval of 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 2021 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 2021.

**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 2021 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 and the shareholders shall be informed that no such transaction took place in 2021 in this respect.

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 companies including those with similar operations to our Company. In 2021, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communiqué.

**14. Wishes and opinions.**

## APPENDICES:

- Appendix 1** CVs of Board of Directors and Independence Declarations of Independent Board Member Candidates  
**Appendix 2** 2021 Dividend Distribution Proposal  
**Appendix 3** Remuneration Policy for Board of Directors and Executive Management

### Appendix 1

#### 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). 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)”, “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 - Board of Directors of Koç Holding A.Ş.

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.

**Stuart Rowley**

Vice Chairman

President, Ford of Europe

Member - Remuneration Committee

Mr. Rowley has a Bachelor's of Engineering (Hons) degree from the University of Leeds and an MBA from the Manchester Business School. He joined Ford Motor Company in 1990 as Financial Analyst for Ford of Britain. He worked in several management positions in Product Development Finance and Manufacturing Finance in Britain and the U.S. before being appointed Finance Director, Ford Motor Company Philippines, in January 1998. Between 2000 and July 2004, he was Vice President, Finance, Ford Australia. In 2005 he became Chief Financial Officer and Senior Vice President of Volvo Car Corporation in Sweden before being appointed as Chief Financial Officer, Ford of Europe, in August 2010. He later served in a number of senior level roles at Ford in the U.S. from 2012 to 2019, including positions as Controller; Vice President of Strategy; and Vice President and Chief Operating Officer, Ford North America. Stuart Rowley was appointed to his current position of Vice President and President, Ford of Ford of Europe, effective April 1, 2019 and became Ford Otosan Board member on May 28, 2019 to serve until the next Ordinary General Assembly of Shareholders. This assignment will be submitted to the approval of the next General Assembly meeting. He has been serving as the member of the Remuneration Committee since September 11, 2019.

**Ali İhsan İlkbahar**

Member

Member - Corporate Governance Committee

Mr. İlkbahar graduated from Istanbul Technical University Mechanical Engineering (MSc.) and started working as a Manufacturing Engineer at Otosan in 1964. He spent his entire professional life at Ford Otosan where he served as the General Manager during the last 14 years and retired at the beginning of 2000. He was also the Koç Holding Ford Group President between 1996-2000. He was involved in the construction project of the Otosan Engine Plant in Eskişehir İnönü in 1980. He led the Gölcük Plant project and Connect vehicle project between 1997 and 2000. He was the Chairman of Board of Directors at Automotive Manufacturers Association for 15 years, from 1989 until February 2004. He has served as a board member of Ford Otosan since 1991 and he served as a board consultant in 2013. He has also been serving as the member of the Corporate Governance Committee since April 21, 2014.

**O. Turgay Durak**

Member - Board of Directors

Mr. Durak is a graduate of the Mechanical Engineering Department of Northwestern University (USA) where he also completed his Master's degree in mechanical engineering. His career commenced at Ford Otosan in 1976 as Applications Engineer. In the same year, he assumed the position of Product Development and Design Engineer, and by 1979 he became the İnönü Engine Plant Project Leader. In 1982 and 1984, he was assigned as Project Coordination Manager and Project Coordination Department Head, respectively. In 1986 and 1987, he was designated as Assistant General Manager of Marketing and Assistant General Manager of Purchasing, respectively. He became the Deputy General Manager of Ford Otosan in 2000. He started to serve as the General Manager in 2002 when he also joined the Board of Directors. From 2007 to 2009, he was the Automotive Group President at Koç Holding. He served as Deputy CEO of Koç Holding from May 2009 until April 2010 and as CEO and Member of the Board of Directors of Koç Holding from April 2010 to March 31, 2015. Mr. Durak retired at age 63. He was Chairman of the Board of the Automotive Manufacturers Association for 6 years between 2004 and 2010. He served as a member of the Istanbul Chamber of Industry (ISO) from January 2008 to May 2010 and was a board member between February 2009 and May 2010. Mr. Durak also was a National Board Member of International Chamber Of Commerce from February 2014 to March 2015.

**İ. Cenk Çimen**

Member

Automotive Group President - Koç Holding A.Ş.

Member - Remuneration Committee

Member - Early Determination and Management of Risk Committee

Mr. Çimen has an Industrial Engineering degree from Istanbul Technical University. He completed Executive Development Programs at Stanford University (USA) and University of California Los Angeles (USA). He joined Koç Group in 1991 as a Management Trainee at Nasoto. He assumed Sales Coordinator, Regional Manager and Import Manager responsibilities at Otosan Pazarlama from 1993 to 1996. He served as Fleet Sales Manager at Ford Otosan from 1996 to 1998 and became the General Manager of Otokoç Ankara in 1998. In 2001, he was appointed as the General Manager of the companies merged under Otokoç. In 2005 his responsibility was extended to include the General Manager role for Birmot A.Ş., also assuming responsibility for Avis car rental business. He has been serving as the Automotive Group President at Koç Holding since June 2009. He was elected as a member of Ford Otosan Board of Directors on March 25, 2014. He has been serving as the member of the Early Determination and Management of Risk Committee since April 21, 2014 and a member of Remuneration Committee since March 27, 2015. Currently, Cenk Çimen is the Chairman of the Board of Otokoç, Fer Mas Oto, and Koç Fiat Kredi. He is also member of the Board of Türk Traktör, Otokar, Zer, Ingage and Koç Finansman. Additionally he is the member of the Board of Istanbul Chamber of Industry and member of Global Relations Forum.

**Johan Egbert Schep**

Member

General Manager, Commercial Vehicles, Ford of 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 is currently General Manager, Commercial Vehicles, Ford of Europe and in this role, he is responsible for leading Ford's Commercial Vehicles business line in Europe. Mr. Schep was appointed as Ford Otosan Board Member on November 15, 2019.

**William R. Periam**

Member

Ford of Europe – CFO

Member - Corporate Governance Committee

Member - Early Determination and Management of Risk Committee

Mr. Periam earned a bachelor's degree in Management Sciences from Manchester University (UK) and is a Fellow of the Chartered Institute of Management Accountants. He joined Ford as an Investment Analyst in the United Kingdom in 1989. He has held multiple senior management positions at Ford in the Finance, Credit, Business Development and Business Strategy departments in the USA, Germany, Brazil and China. He was appointed Deputy General Manager and a Member of the Board of Directors of Ford Otosan from September 2013 until August 2016. Mr. Periam was appointed as the Chief Financial Officer of Ford of Europe as of August 1, 2016 and remains a member of the Board Directors at Ford Otosan. He also serves as Member of the Corporate Governance and Early Determination and Management of Risk Committees since August 1, 2016.

**Joerg Beyer**

Member

Director Product Development Ford of Europe

Mr. Joerg Beyer graduated with a diploma in automotive engineering from Rheinisch-Westfälische Technische Hochschule Aachen in 1991. Since joining Ford in 1990, Beyer has held a variety of Product Development roles at Ford Motor Company in Germany, the UK and the United States – including chief engineer for Mondeo and Fiesta. He is managing director, Product Development, Ford-Werke GmbH, and executive director, Engineering, Ford of Europe. Previously, Beyer was executive director, Global Programs, responsible for leading all global programs developed in Ford's Development Centers around the world. He headed the preproduction vehicles and innovation division, as well as the small car segment with global responsibility.

**Kay Marie Hart**

Member

Director Enterprise Product Line Management, Van and Bus

Mrs. Hart earned a Bachelor's degree in Business with a double major in Marketing and Management from the Auckland University of Technology (New Zealand). She started her career at Ford New Zealand, where she served in a number of roles including National Sales Manager, Marketing Programs and Communications Manager, Parts and Service Marketing Manager and Dealer Operations Manager. She served as Ford's Dealer Development and Field Operations Director for Asia Pacific. She was also involved in the development of the Lincoln China launch strategy for the distribution network and customer experience. In addition, she served as the Vice President of Marketing for Ford Thailand, where she drove the company's overall marketing strategy and brand awareness. She also served as Managing Director for Ford Philippines from 2013 to 2015. Afterwards she became the global BEV manager, responsible for driving the transformation of Ford's future customer experience across the globe. She was responsible for Ford's National Sales Company in Australia, including marketing, sales and service, dealer relations, customer satisfaction and sales performance. She was President & CEO, Ford Australia and New Zealand from July 2, 2018 through to August 1, 2020. She was assigned as the Director Enterprise Product Line Manager, Van and Bus on August 1, 2020. In this role, she will be responsible for the Van and Bus product lines, in addition to carrying forward Ford's Commercial Vehicle alliance with VW. Mrs. Hart was appointed as Ford Otosan Board Member on August 7, 2020.

**Haydar Yenigün**

Member

General Manager

Haydar Yenigün graduated from Yıldız Technical University in Mechanical Engineering and joined Ford Otosan in 1987. He found opportunity to serve in many different departments in production and worked as Project engineer between 1992 and 1996 after completing his military duty. He continued serving in different positions during the establishment of the Kocaeli Plant after the shares of Ford Motor Company and Otosan A.S. were equalized in 1997. He became Project Leader in 1998. He participated in the production process of commercial vehicles design and production processes to be built in the new 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 became a Member of the Board of Directors on 15 February 2012. He is currently Chairman of the Automotive Manufacturers Association (OSD). In addition, he is a member of Kocaeli Chamber of Industry Board of Directors, member of Turkish Industry and Business Association and Vice Chairman of the Turkish-American Business Council Executive Committee. In 2020, he became a board member of European Automobile Manufacturers' Association (ACEA) Board of Directors.

**David Joseph Cuthbert Johnston**

Member

Deputy General Manager

Mr. Johnston earned both his Bachelor's degree in Economics and Master's degree in Manufacturing Leadership from Cambridge University. He also holds a CIMA accountancy qualification. He joined Ford of Britain in 1995, and through 2003 held a variety of Finance positions in Manufacturing, Product Development, Profit Analysis, and Marketing and Sales. From 2003-2007, he was seconded to Ford's then Premier Automotive Group, where his postings included serving as manufacturing controller at the Land Rover Solihull manufacturing facility, during which time he helped lead a transformation project to improve cost and manufacturing efficiencies. He served as CFO at Volvo Car China from 2007-2010 before its sale to Geely Automotive Holdings, and then returned to Ford as Product Development Controller for Medium and Large Cars, Asia Pacific and Africa. Before returning to Europe in 2013, he spent two years as CFO of ASEAN region, with responsibility for Thailand, Indonesia, Vietnam, Japan, Philippines and Malaysia, based in the Regional Headquarters in Bangkok. He served in two recent roles in Germany as the European PD Controller, and the European Manufacturing Controller. He then performed the role of Global Vehicle Program Controller, where he had overall responsibility for Ford Motor Company's financial equation for all future worldwide vehicles. He served as CFO, Ford Asia Pacific based in Shanghai between 2017 and 2018. Mr. Johnston is appointed as Deputy General Manager, Ford Otosan, effective as of 1st August 2019. Before assigning to that role he was CFO, Ford China, between 2018 and 2019.

**Fatma Füsün Akkal Bozok**

Independent Member

Member - Audit Committee

Chairman - Remuneration Committee

Chairman - Early Determination and Management of Risk Committee

Mrs. Bozok earned a Bachelor's Degree in Business Administration from Istanbul University. She also holds an MBA from Boğaziçi University and a PhD in Business Administration from İstanbul University. She started her career as an Auditor at Arthur Andersen in 1980. In 1983, she joined Koç Holding as an auditor at the Internal Audit Department. After serving as an Audit Coordinator between 1992 and 2003, she was appointed Finance Director in 2003. Bozok also worked as a Project Manager between 1995 and 1996 under Koç Group's MIS Project. Bozok continued her career at Koç University between 2006 and 2008 as a member at the Faculty of Computer Systems Supervision and International Finance. Since 2008, she has been a member of the Sabancı University International Finance and Auditing Faculty. Füsün Bozok was a Board Member at Yapı Kredi Bankası between 2004 and 2018. She was appointed as an independent board member at Akış GYO and Bizim Toptan in 2017 and Tat Gıda Sanayi, İzocam and Ford Otosan in 2018. Bozok also holds a CMB Credit Rating, Corporate Governance, and Advanced Derivative Licenses.

**Leonard Martin Meany**

Independent Member

Audit Committee Member

Chairman - Corporate Governance Committee

Mr. Meany holds a Business Management degree from the University College Cork (Ireland). Mr. Meany started his career at Finance department, Ford of Europe, in 1973. He was appointed Controller, Ford of Europe Commercial Vehicle Product Development in April 1988 working on an SUV JV with Transit and Nissan. Following the Investment Agreement negotiations with the Russian Government for the establishment of a production facility in St. Petersburg, he was appointed CFO/Board Member Ford Russia in August 1999. In April 2003, he was appointed Operations Controller, Genk, Belgium Manufacturing Operations during major restructuring actions completed in 2004 including transfer of Transit manufacturing operations to Turkey. He was appointed Director, Business Development, Ford of Europe in July 2006 joining the Ford team negotiating the purchase of former Daewoo manufacturing facilities from the Romanian Government and minority shareholders. Mr. Meany was appointed CFO Ford Romania in April 2008. After completing his duty, Mr. Meany retired in 2010. He was elected as an independent Board Member of the Ford Otosan Board of Directors on 29 March 2016. He has been serving as a member of the Audit Committee since April 6, 2016. He was appointed as the Chairman of the Corporate Governance Committee on 31 March 2017.

## 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" and "not been on the board of the Company for more than six years within last ten years". 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 a resident in Turkey under the Revenue Tax Law No.193 ("RTL") dated December 31, 1960.
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.

**Fatma Füsün Akkal Bozok**

## **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") Communique on Corporate Governance, except for the criteria of "qualifying as a Turkish resident under the Income Tax Law" and "not been on the board of the Company for more than six years within last ten years". 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. 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.
8. I am not registered in the name of any legal entity elected as a board member.

**Leonard Martin Meany**

## Appendix 2

### 2021 Dividend Distribution Proposal

As per the attached Profit Distribution Proposal which prepared in accordance with the CMB's regulations, Article No.19 of the Articles of Incorporation of the Company and the investment and financing policies as stated in the Dividend Distribution Policy approved by the General Assembly held on March 25, 2014 and considering the cash flow position, it's resolved: To present; not to allocate 5% first rank legal reserve required by Article 519 of the Turkish Commercial Code for 2021 since the amount of first rank legal reserve has already reached 20% of share capital in tax books as of 31.12.2021; to cover TL 454.428.450 first rank legal reserve from net income of TL 8.801.005.190 which is in the financial statements prepared within the framework of CMB's regulations and pay % 1.300 gross (% 1.170 net) in proportion and TL 4.561.830.000 total gross dividend in cash, including TL 4.462.225.526 first dividend and TL 99.604.474 second dividend to shareholders assuming each share with a nominal value of 1-TL pays TL 13,00 gross (TL. 11,70 net in accordance with the Dividend Distribution Proposal) and allocate the remaining TL 3.784.746.740 as extraordinary reserves; According to the tax regulations, to pay TL 4.561.830.000 total gross dividend in cash after allocating TL 454.428.450 first rank legal reserve from TL 7.237.780.535 current year profit of the year 2021 and allocate TL 2.221.522.085 as extraordinary reserves after payment of dividend.To determine dividend distribution date as March 24, 2022; to the General Assembly's approval,

**2021 DIVIDEND DISTRIBUTION PROPOSAL**

| Ford Otomotiv Sanayi A.Ş. 2021 Dividend Distribution Proposal Table (TL)                                |                  |                       |
|---------------------------------------------------------------------------------------------------------|------------------|-----------------------|
| 1. Paid-in / Issued Capital                                                                             |                  | 350.910.000           |
| 2. Total Legal Reserves (According to Tax Book)                                                         |                  | 766.315.853           |
| If there is dividend privilege in the Articles of Association, information regarding this privilege: No |                  |                       |
|                                                                                                         | According to CMB | According to Tax Book |
| 3. Current Period Profit                                                                                | 8.686.759.085    | 7.312.902.267         |
| 4. Taxes Payable (-)                                                                                    | 114.246.105      | (75.121.732)          |
| 5. Net Current Period Profit                                                                            | 8.801.005.190    | 7.237.780.535         |
| 6. Losses in Previous Years (-)                                                                         | 0                | 0                     |
| 7. Primary Legal Reserve (-)                                                                            | 0                | 0                     |
| 8. NET DISTRIBUTABLE CURRENT PERIOD PROFIT                                                              | 8.801.005.190    | 7.237.780.535         |
| 9. Donations Made during the Year (+)                                                                   | 123.445.862      |                       |
| 10. Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated        | 8.924.451.052    |                       |
| 11. First Dividend to Shareholders                                                                      |                  |                       |
| -Cash                                                                                                   | 4.462.225.526    |                       |
| -Stock                                                                                                  | 0                |                       |
| -Total                                                                                                  | 4.462.225.526    |                       |
| 12. Dividend Distributed to Owners of Privileged Shares                                                 | 0                |                       |
| 13. Other Dividend Distributed                                                                          | 0                |                       |
| -To the Employees                                                                                       | 0                |                       |
| -To the Members of the Board of Directors,                                                              | 0                |                       |
| -To None Shareholders                                                                                   | 0                |                       |
| 14. Dividend to Owners of Redeemed Shares                                                               | 0                |                       |
| 15. Second Dividend to Shareholders                                                                     | 99.604.474       |                       |
| 16. Secondary Legal Reserves                                                                            | 454.428.450      |                       |
| 17. Statutory Reserves                                                                                  | 0                | 0                     |
| 18. Special Reserves                                                                                    | 0                | 0                     |
| 19. EXTRAORDINARY RESERVES                                                                              | 3.784.746.740    | 2.221.522.085         |
| 20. Other Distributable Resources                                                                       | 0                | 0                     |
| -Retained Earnings                                                                                      | 0                | 0                     |
| -Extraordinary Reserves                                                                                 | 0                | 0                     |
| -Other distributable reserves in accordance with the Law and the Articles of Association                | 0                | 0                     |

**Ford Otomotiv Sanayi A.Ş. 2021 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           | 810.668.516     | 0          | 9,21                                                                     | 11,7000                                              | 1.170,00 |
|     | B           | 1.793.833.463   | 0          | 20,38                                                                    | 13,0000                                              | 1.300,00 |
|     | C           | 1.778.363.404   | 0          | 20,21                                                                    | 12,3500                                              | 1.235,00 |
|     | TOTAL       | 4.382.865.383   | 0          | 49,80                                                                    |                                                      |          |

- 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 Holding GmbH.

### **Appendix 3**

#### **Remuneration Policy for the Board of Directors and Senior Executives**

This policy document describes the remuneration system and applications of the Board of Directors and the Senior Executives who have administrative responsibilities, pursuant to the Capital Markets Board (CMB) regulations.

The fixed salaries to be valid for all the Members of the Board of Directors are determined every year at the Ordinary General Assembly Meeting of the Company. Executive Board Members are compensated as per the Remuneration Policy for Senior Executives, detailed below.

Performance - based compensation or stock option plans cannot be used to determine the remuneration of independent Board Members. Members of the Board of Directors are paid according to the principle of per diem deduction taking into consideration their term of service. Costs borne by the members of the Board of Directors due to their contributions to the company (transportation, telephone, insurance etc. expenditures) can be met by the Company.

Remuneration of Senior Executives consist of two components: Base salary and performance based bonus. Base salaries of Senior Executives are determined in accordance with international standards and legal responsibilities, taking into consideration macro-economic data within the market, the remuneration policies in the market, size and long-term goals of the company, and positions and efficiency levels of the individuals. Performance - Based Bonus of Senior Executives are calculated according to company performance and individual performance. Relevant criteria is summarized below:

-Bonus Base: Bonus bases are updated at the beginning of each year and vary according to the workload of the executives' positions. When updating bonus bases, senior management bonus policies within the market are taken into consideration.

-Company Performance: Company performance is obtained through the calculation at period ends of the financial and operational goals (market share, exports, foreign activities, efficiency etc.) given to the company at the beginning of each year. When determining company goals, sustainability and improvements with respect to the previous years are taken into consideration as important principles.

-Individual Performance: For the determination of individual performance, employee, customer, process, technology and long-term strategy-related goals are taken into consideration, together with the company goals. For the calculation of individual performance, the long-term sustainability improvement principle is observed also, outside the financial spheres, as is the case for company performance.

In the retirement or resignation of a Senior Executive, a separation bonus might be paid taking into consideration the following information ; total seniority, seniority in executive roles, individual contributions, the last target bonus prior to retirement/resignation, the last paid salary and bonus amounts.

The total remuneration amount determined according to these principles, and paid to the Senior Executives and the Members of the Board of Directors during the year, is submitted for the information and/or the approval of the partners in the subsequent General Assembly Meeting, in accordance with the regulations.