

**FORD OTOMOTIV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 09 MARCH 2023
ORDINARY GENERAL ASSEMBLY TO REVIEW FINANCIAL YEAR 2022**

1. INVITATION TO THE 09 MARCH 2023 ORDINARY GENERAL ASSEMBLY MEETING

Ford Otomotiv Sanayi A.Ş.'s Ordinary General Assembly Meeting shall be convened on 9 March 2023 Thursday at 11:00 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 2022 will be reviewed, the following agenda will be discussed, and a resolution regarding the agenda will be reached.

In accordance with the legal requirements, 2022 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 , 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 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 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.

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

It is submitted to the shareholders with due respect.

FORD OTOMOTİV SANAYİ A.Ş. BOARD OF DIRECTORS

Company Address: Akpınar Mah. Hasan Basri Cad. No:2 34885 Sancaktepe /İstanbul
Trade Registry and Number: İstanbul / 73232-0
Mersis ID Number : 0649002036300014

2. ADDITIONAL EXPLANATIONS IN VIEW OF CMB REGULATIONS

The additional explanations required pursuant to Capital Markets Board (CMB) Corporate Governance Communiqué No. II-17.1, enacted 3 January 2014, are made in the related articles of the agenda below. Other mandatory general explanations are provided in this section.

2.1. Capital Structure and Voting Rights:

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	62.786.071	17,89	6.278.607.008	17,89
Total		350.910.000	100	35.091.000.000	100

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 2022 activities.

3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 9 MARCH 2023

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 2022 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 2022 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 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 2022 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, 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 2022 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 for review of our shareholders, shall be provided to our shareholders for their evaluation and approval.

5. Approval of the member changes in the Board of Directors during the year as per Article 363 of Turkish Commercial Code,

Serving as Vice Chairman of the Board of Directors in our company, Mr. Stuart John Rowley has resigned from his position as a Member of the Board of Directors and Vice Chairman effective from 30.11.2022. The Vice President position, which was vacated by Stuart John Rowley's resignation, was appointed by Mr. James Kieran Vincent Cahill. As of 01.12.2022, as per the decision of the Board of Directors dated 30.11.2022, subject to the approval of the first General Assembly to be convened, Mr. Johan Egbert Schep has been appointed.

Mr. Johan Egbert Schep's CV who is appointed to Board of Directors during the year 2022, prepared in accordance with the Corporate Governance Principle no 1.3.1.

6. Release of the members of the Board of Directors separately for year 2022 activities,

Pursuant to the TCC and Bylaws, the release of our Board of Directors members for the activities, transactions and accounts for the year 2022 shall be submitted to the General Assembly for its approval.

7. Approval, or approval with amendments or refusal of the Board of Directors’ proposal for profit distribution for the year 2022 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 01.01.2022 – 31.12.2022; net profit amount of TL 18.613.943.141 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**.

8. 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 Mrs. Katja Windt and Mrs. Fatma Füsün Akkal Bozok as the Independent Members of the Board of Directors by Board of Directors’ 06.01.2023 resolution and has submitted to the opinion of CMB, In its letter dated 27.01.2023, 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**.

9. As per the Corporate Governance Principles, informing the shareholders regarding the “Remuneration Policy” for members of the Board of Directors and the senior executives and payments made under this policy and approval of the “Remuneration Policy” and related payments,

According to CMB’s mandatory Corporate Governance Principle No. 4.6.2, the principles for the remuneration of Board of Directors’ members and senior management shall be made available in writing and included as a separate article on the General Assembly Meeting agenda to enable the shareholders to share their opinions on the same. Remuneration Policy created for this purpose is attached as **Appendix 3**. As specified by footnote No. 27 of 2022 Financial Statements, benefits were provided for senior management of Ford Otomotiv Sanayi A.Ş. in 2022.

10. 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 2023 shall be determined by the shareholders as per our Remuneration Policy submitted for the approval the shareholders as per item 9 of the agenda.

11. 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 08.02.2023 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 2023 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.

12. Giving information to the shareholders regarding the donations made by the Company in 2022 and determination of a upper limit for donations to be made in 2023,

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 260.551.821 were made to foundations and associations in 2022. The upper limit of donations to be made in 2023 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.

13. 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 2022 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. 14 of our financial statements dated 31 December 2022.

14. 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 2022 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 2022 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 and Ford Group companies including those with similar operations to our Company. In 2022, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle No. 1.3.6 of the Corporate Governance Communique.

15. Wishes and opinions.

APPENDICES:

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| Appendix 1 | CVs of Board of Directors and Independence Declarations of Independent Board Member Candidates |
| Appendix 2 | 2022 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, Eskişehir Anadolu University, İzmir Ege University, Ankara Bilkent University, Constanta Ovidius University and Aydın Adnan Menderes University.

Merits and Degree:

“Outstanding Service Award” by the President of Turkey, “Grosses Verdienst Kreuz” (Germany Great Service) by the German government, “Order of High Merit of the Italian Republic” by Italy, “the Order of Merit” by the Presidency of the Republic of Austria, Hadrian Award by the World Monuments Fund, Carnegie Medal of Philanthropy, BNP Paribas Philanthropy Award, "Outstanding Service Award in Decorative Arts" at "Iris Foundation Awards", “(Honorary) Commander of the Most Excellent Order of the British Empire (CBE)”, “Responsible Capitalism Lifetime Achievement Award” from FIRST, “Officier dans L’Ordre National de la Legion D’Honneur” which is the most prestigious order of French government and medal of the US-based Foreign Policy Association.

Ali Y. Koç

Chairman

Vice Chairman - 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 Sports Club and The Turkish Club Association as President, URAK – National Competition Research Association as President, Executive Board Member of European Club Association, Endeavor Association, Foreign Economic Relations Board as Board Member. He is member of the Global Advisory Council of Bank of America, Harvard University and CFR. He is also consultant of Chatham House and representative of Turkey at Confederation of British Industry.

Kieran Cahill

Vice Chairman

Vice President – Industrial Operations Europe and IMG, Ford Blue

Mr. Cahill has a Bachelor of Engineering degree in Mechanical and Automotive Engineering from the University of Hertfordshire, and a Master of Science degree in Automotive Engineering, Design and Management from the same university. Cahill has held a number of other senior management roles in Ford of Europe, including director, Powertrain Operations, from 2016 to 2018. He has also led the Powertrain Manufacturing Engineering and European FPS organizations and held several plant operational senior leadership positions. In 2020, Mr. Cahill was Director, Manufacturing, Strategic Projects, Ford of Europe and was Director, Manufacturing, U.K. and Romania. Mr. Cahill was vice president, Manufacturing, Ford of Europe, and he was named Board Chair for Ford Motor Company Limited.

Mr. Cahill currently has been serving as vice president, Industrial Operations Europe & IMG, effective March 2022. Mr. Cahill is a Member of the Board of Directors of Ford Otosan since March 21, 2022. He has also been serving as the member of the Remuneration Committee since December 1, 2022.

Johan Egbert Schep

Member

General Manager – Ford Pro Europe

Mr. Schep earned a master's degree in Industrial Engineering and Management Science from Eindhoven University of Technology. Mr. Schep joined Ford in 1995 and his experience at Ford includes roles as Regional Director of European Sales Operations – responsible for Marketing, Sales and After-Sales in North, Central and Eastern Europe, North Africa and Central Asia – and as Managing Director, Ford Netherlands. He served as Director, Product Marketing, Ford of Europe, beginning in February 2015. Mr. Schep was General Manager, Commercial Vehicles, Ford of Europe between 2016 and 2021 and in this role, he was responsible for leading Ford's Commercial Vehicles business line in Europe. Currently, he is General Manager of Ford Pro Europe, the global business and brand within Ford dedicated to delivering the most comprehensive solutions to commercial customers. Mr. Schep was appointed as Ford Otosan Board Member on December 1, 2022.

William R. Periam

Member

CFO - Ford of Europe

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.

Levent Çakıroğlu

Member

CEO - Koç Holding A.Ş.

Levent Çakıroğlu graduated from Ankara University Faculty of Political Sciences, Business Administration Department and received his master's degree from University of Illinois. He started his career as an Assistant Auditor at the Ministry of Finance in 1988, where he worked as a Senior Auditor between 1991 and 1997. He was appointed as Assistant Manager of Financial Crimes Investigation Board between 1997 and 1998, meanwhile he taught as a Part Time Instructor at Bilkent University. Çakıroğlu, joined Koç Group in 1998 as Koç Holding Financial Group Coordinator. He was the General Manager of Koçtaş between 2002 and 2007 and the CEO of Migros between 2007 and 2008. He was assigned as the CEO of Arçelik in 2008 and also became President of the Durable Goods Group of Koç Holding in April 2010. Çakıroğlu has been appointed as the CEO of Koç Holding in April 2015 and currently serves as the CEO of Koç Holding. Levent Çakıroğlu who has been a Koç Holding Board Member since April 2016, has been assigned as the Member of the Board of Directors at Ford Otosan on March 21, 2022. He is also Chairman of the Board of Directors of Arçelik- LG and TürkTraktör, the Vice Chairman of Yapı Kredi Bank and Otokar and Member of the Board of Directors at various Koç Holding companies.

Haydar Yenigün

Member

Automotive Group President - Koç Holding A.Ş.

Haydar Yenigün graduated from Yıldız Technical University in Mechanical Engineering and joined Ford Otosan in 1987. He served to the Company in many different departments in production and worked as a Project engineer between 1992 and 1997. Once Ford Motor Company and Koç Holding decided to equalize the shares in Ford Otosan, he continued serving in different positions during the initiation of the Kocaeli Plant. In 1998, he was appointed as Project Leader for the Kocaeli Plant. He worked as Body Construction Area Manager in the Kocaeli Plant between 1999 and 2007 and served as Kocaeli Plant Manager and Assistant General Manager from 2007 to 2012. He was appointed as Ford Otosan General Manager and Board Member in 2012. He was assigned as the President of Automotive Group of Koç Holding as of April 1, 2022. Currently, Mr. Yenigün is a member of the Istanbul Chamber of Industry (ISO), a member of the Turkish Industry and Business Association (TUSIAD), and Vice Chairperson of the Turkish-American Business Council Executive Committee (TAIK). Besides, he served as the Chairperson of the Automotive Manufacturers Association (OSD) Board of Directors between March 2018 and March 2022 and a member of the European Automobile Manufacturers' Association (ACEA) Board of Directors between 2020 and 2022.

Lisa K. King

Member

Director, Ford Global Supply Chain Transformation

Mrs. King earned a bachelor's degree in Management Sciences and Statistics from Loughborough University (UK). Prior to Ford, she worked at Ernst & Young Consulting as a business consultant. She joined Ford in 1996 and held a number of Purchasing roles including responsibility for Raw Materials, Chassis Componentry, Manufacturing Equipment and Transportation, as well as Vice President, Purchasing Ford Sollers in Russia. She served as Ford Otosan Deputy General Manager and member of Board of Directors on from 2016 to 2020. Lisa K. King was assigned as the Global Enterprise Product Line Management Director, Van and Bus Products in 2019. She was Ford Global Purchasing Director- Powertrain and Engine in 2020. Between 2020 and 2021, she has been served as Executive Director – Ford Global Purchasing Operations and Strategy. Currently Mrs. King has been serving as Director – Ford Global Supply Chain Transformation. She has been appointed as a Member of the Board of Directors of Ford Otosan on March 21, 2022

Füsün Akkal Bozok

Independent Member

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. She was a member of the Sabancı University International Finance and Auditing Faculty between 2008 and 2020. Füsün Bozok was a Board Member at Yapı Kredi Bankası between 2004 and 2018, at Akış GYO between 2017 and 2021, at İzocam between 2018 and 2021. She was appointed as an Independent Board Member at Bizim Toptan in 2017 and at Tat Gıda Sanayi, and Ford Otosan in 2018 and at Gözde Girişim Sermayesi in 2020. Bozok also holds CMB CreditRating, Corporate Governance, Advanced Level and Derivative Licenses.

Prof. Dr. Katja Windt

Independent Member

Mrs. Windt earned her diploma degree in Mechanical Engineering in 1995 from Leibniz University of Hannover and her Doctorate Degree from the same university at the Institute of Production Systems and Logistics (IFA) with distinction in 2000. She was appointed as Associate Professor of Global Production Logistics in 2009 and as Full Professor of Global Production Logistics in 2018 from Constructor University (previously named Jacobs University Bremen). Mrs Windt served as Provost and Acting President at Jacobs University between 2013-2014 and served as President at Jacobs University between 2014-2018. She has been working as a member of the Managing Board and Chief Digital Officer (CDO) of SMS Group GmbH, Düsseldorf since 2018. Also, she has been a member of Supervisory Board of Deutsche Post AG since 2011, Supervisory Board of Fraport AG since 2012 and an independent member of Board of Directors at Ford Otosan since June 2022.

Güven Özyurt

Ford Otosan Leader

Member Board of Directors

Mr. Özyurt graduated from the Mechanical Engineering Department of Istanbul Technical University in 1989 and completed an MBA at Istanbul University in 1990.

In the same year, he joined Ford Otosan as a Method Engineer. After taking on various positions in the fields of Product Development, Service and Quality Engineering, Export and Sales Planning, he became a Project Engineer in the Kocaeli Plant Project Team in 1997. He worked as Project Leader of the same team from 1998 to 1999. In 2000, he was appointed Material Planning Manager. He was appointed as Assistant General Manager - Material Planning and Logistics in 2010 and as Assistant General Manager – Purchasing on June 1, 2014. He served as Assistant General Manager - Operations between 2019 and 2022. He has been appointed as Ford Otosan Leader as of April 1, 2022. He has been serving as corporate coach at Koç Group since 2013 and he is a member of the Board of Directors at Ford Otosan since March 21, 2022.

David Joseph Cuthbert Johnston

Ford Otosan Leader

Member Board of Directors

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 Ford Otosan Leader and the member of Board of Directors, effective as of 1st August 2019. Before assigning to that role he was CFO, Ford China, between 2018 and 2019.

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, 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") Communiqué on Corporate Governance, except for the criteria of "qualifying as a Turkish resident under the Income Tax Law". In that regard I also confirm that;

1. In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been; employed by as a key management personnel; has not had ordinary or privileged shareholding exceeding 5% by himself or together with; or has not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders controlling the Company or having material effect over the Company and all entities controlled by those shareholders.
2. In the last five years, I am not or have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or did not have a shareholding exceeding 5% of an entity which has had a contractual relationship with the Company for a material business transaction including audit (including tax audit, legal audit, and internal audit) rating or consulting services during the terms in which the goods or services were provided,
3. My CV indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
4. After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
5. I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
6. I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
7. 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.
9. I have not been on the board of the Company for more than six years within last ten years,

Katja Windt

Appendix 2

2022 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 2022 since the amount of first rank legal reserve has already reached 20% of share capital in tax books as of 31.12.2022; to cover TL 498.292.200 first rank legal reserve from net income of TL 18.613.943.141 which is in the financial statements prepared within the framework of CMB's regulations and pay % 1.425 gross (% 1.282,50 net) in proportion and TL 5.000.467.500 total gross dividend in cash, including TL 5.000.467.500 first dividend to shareholders assuming each share with a nominal value of 1-TL pays TL 14,25 gross (TL. 12,8250 net in accordance with the Dividend Distribution Proposal) and allocate the remaining TL 13.115.183.441 as extraordinary reserves; According to the tax regulations, to pay TL 5.000.467.500 total gross dividend in cash after allocating TL 498.292.200 first rank legal reserve from TL 15.648.853.307 current year profit of the year 2022 and allocate TL 10.150.093.607 as extraordinary reserves after payment of dividend.To determine dividend distribution date as March 13, 2023; to the General Assembly's approval,

2022 DIVIDEND DISTRIBUTION PROPOSAL

Ford Otomotiv Sanayi A.Ş. 2022 Dividend Distribution Proposal Table (TL)			
1. Paid-in / Issued Capital		350.910.000	
2. Total Legal Reserves (According to Tax Book)		1.420.763.003	
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	15.623.207.378	15.742.875.634
4.	Taxes Payable (-)	2.990.735.763	(94.022.327)
5.	Net Current Period Profit	18.613.943.141	15.648.853.307
6.	Losses in Previous Years (-)	0	0
7.	Primary Legal Reserve (-)	0	0
8.	NET DISTRIBUTABLE CURRENT PERIOD PROFIT	18.613.943.141	15.648.853.307
9.	Donations Made during the Year (+)	260.551.821	
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	18.874.494.962	
11.	First Dividend to Shareholders		
	-Cash	5.000.467.500	
	-Stock	0	
	-Total	5.000.467.500	
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	0	
16.	Secondary Legal Reserves	498.292.200	
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	EXTRAORDINARY RESERVES	13.115.183.441	10.150.093.607
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. 2022 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	888.617.412	0	4,7739	12,8250	1.282,50
	B	1.966.317.450	0	10,5637	14,2500	1.425,00
	C	1.949.359.885	0	10,4726	13,5375	1.353,75
	TOTAL	4.804.294.747	0	25,8102		

- 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 EXECUTIVE MANAGEMENT

This policy determines the remuneration system for the Board of Directors and key executives composed of Ford Otosan Leaders and Leaders reporting directly to Ford Otosan Leaders. In accordance with the Turkish commercial code and Article 12 of Ford Otomotiv San. A.Ş. Articles of Association, a fixed remuneration is determined for the board membership functions of all members of the Board at the Annual General Meeting of the Company.

Besides, Executive members of the Board are compensated in accordance with the policy established for senior executives, as outlined below.

In addition to the fixed remuneration that is determined by the Board of Directors for their board membership, additional payment can be granted to the Board members who have been assigned specific duties to support the activities of the Company, the amount of which is to be determined in consultation with the Nomination and Remuneration Committee.

In respect of remuneration of the Independent Members of the Board of Directors, a payment plan based on the performance of the Company may not be used.

Expenses incurred by the members of the Board of Directors on account of making contributions to the Company (e.g. transportation, telephone, insurance) can be paid by the Company.

The remuneration of senior executives consists of two components, which are fixed and performance based. Our remuneration management systems are established and applied in line with fair, objective, competitive, rewarding and motivating criteria and primary goals that recognize high performance.

Fixed salaries of executives are determined in accordance with international standards and legal obligations by taking into account the prevailing macroeconomic data in the market, the salary policies prevailing in the market, the size and long-term targets of the Company and the positions of the persons. With the remuneration policy, the main goals are to increase employee motivation and engagement by taking into consideration internal equity in the company and market compatibility, and to attract employees that have competencies capable of achieving our strategical business goals.

Bonuses for executives are calculated according to the bonus base, the performance of the Company and the individual performance in a way that will support companies to exceed business goals encourage high performance and reward sustainable success. A summary of the criteria is as follows:

- **Bonus Base:** Bonus Bases are updated at the beginning of each year. They vary depending on the work volume of the executives' positions. When updating the bonus bases, senior management bonus policies in the market are taken into account.
- **Company Performance:** The performance of the Company is determined at the end of the year by measuring the financial and operational targets (i.e. market share, exports, overseas operations, productivity) assigned to the Company at the beginning of each year. In determination of the Company's targets, the sustainability of success and the degree to which it incorporates improvements over previous years are the principles taken into account.
- **Individual Performance:** In the determination of individual performance, the individual and collective objectives and key results determined by senior executives together with their teams and executives are taken into account. In the measurement of individual performance, the principle of achieving long-term sustainable improvement in areas and compliance with Environmental, Social and Governance (ESG) policies apart from the financial dimension are also observed.

Severance payments may be granted to the key executives by taking into account total term of service, term of service as an executive, as well as contributions made to the Company, the recent bonus base, and the salaries and bonuses paid in the last year of service.

Total amounts determined by the above principles and paid to the members of the Board of Directors during the year are submitted for shareholder approval at the next General Meeting.