

**FORD OTOMOTIV SANAYİ A.Ş. INFORMATION DOCUMENT FOR THE 14 NOVEMBER 2019  
EXTRAORDINARY GENERAL ASSEMBLY MEETING**

**1. INVITATION TO THE 14 NOVEMBER 2019 EXTRAORDINARY GENERAL ASSEMBLY MEETING**

Ford Otomotiv Sanayi A.Ş.'s Extraordinary General Assembly Meeting will be held on November 14, 2019 Thursday at 11:00 to review and resolve the agenda specified below at Company Headquarters located at "Akpınar Mahallesi, Hasan Basri Caddesi No:2, Sancaktepe / İstanbul (Tel: +90 216 564 71 00, Faks: +90 216 564 73 85)".

Profit Distribution Proposal and the Informative Document containing the necessary explanations for the agenda articles with compliance to the Capital Markets Board regulations will be made available for review of shareholders at Company Headquarters in Sancaktepe İstanbul, Kocaeli Gölçük Plant and Eskişehir Plant on the Company's corporate website at [www.fordotosan.com.tr](http://www.fordotosan.com.tr), Public Disclosure Platform (KAP) and in the Electronic General Meeting System of the Central Registry Agency (MKK) 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 attached sample forms, or shall obtain a proxy sample form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul), 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 hereto 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 Extraordinary 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 with the Personal Data Protection Law No. 6698, detailed information regarding the processing of your personal data by our Company could be available on "Ford Otomotiv Sanayi Anonim Şirketi Policy on the Protection and Processing of Personel Data" which has been published at [www.fordotosan.com.tr](http://www.fordotosan.com.tr).

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

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

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  
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	134.953.357	38,46%	13.495.335.714	38,46%
Temel Ticaret ve Yatırım A.Ş.	B	2.355.885	0,67%	235.588.500	0,67%
Vehbi Koç Foundation	A	3.558.449	1,01%	355.844.870	1,01%
Koç Holding Pension and Assistance Foundation	A	3.259.202	0,93%	325.920.231	0,93%
Ford Motor Company	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>100,00%</b>	<b>35.091.000.000</b>	<b>100,00%</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 Extraordinary General Assembly Meeting.

### **3. ANNOUNCEMENTS PERTAINING TO THE AGENDA ARTICLES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 14 NOVEMBER 2019**

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

In accordance with article 363 of TCC, Ms. Birgit Annelies Behrendt, member of Board of Directors, resigned from membership of the Board of Directors effective from May 28, 2019. Mr. Stuart John Rowley has been appointed by Board of Directors’ resolution dated May 28, 2019 as the member of Board of Directors to serve until the next General Assembly of Shareholders. This assignment will be submitted to the approval of the General Assembly.

In accordance with article 363 of TCC, Mr. Steven Robert Armstong, member of Board of Directors, resigned from membership of the Board of Directors effective from November 11, 2019. Mr. David Joseph Cuthbert Johnston has been appointed by Board of Directors’ resolution dated November 11, 2019 as the member of Board of Directors to serve until the next General Assembly of Shareholders. This assignment will be submitted to the approval of the General Assembly.

The CVs of Mr. Stuart John Rowley and Mr. David Joseph Cuthbert Johnston prepared according to CMB’s Corporate Governance Principle No. 1.3.1 are submitted in Appendix 1.

#### **3. Approval or approval with amendments or refusal of the Board of Directors’ proposal on distributing dividend in 2019 from the extraordinary reserves, other reserves, legal reserves of the Company and determining the distribution date.**

Approval or approval with amendments or refusal of the Board of Directors’ proposal will be discussed by taking into consideration, the Company’s Dividend Distribution Policy, long-term strategy, investment and financing policies, profitability and cash position. According to the Dividend Communiqué numbered II-19.1, TL 431.619.300,00 to be paid to shareholders as dividend in cash, out of TL 431.619.300,00 , which is subject to distribution according to the records prepared in accordance with Tax Procedure Law, TL 238.008.067,72 to be covered from extraordinary reserves ,TL 176.830.852,28 to be covered from legal reserves , TL 16.780.380,00 to be covered from other reserves, and out of TL 43.161.930,00 second rank legal reserve, which will be allocated: TL 23.800.806,77 to be covered from extraordinary reserves, TL 17.683.085,23 to be covered from legal reserves, TL 1.678.038,00 to be covered from other reserves. In accordance with the financial statements prepared within the framework of Capital Markets Board regulations, out of TL 431.619.300,00 proposed to be paid as dividend in cash, TL 254.788.447,72 to be covered from extraordinary reserves and TL 176.830.852,28 to be covered from legal reserves; out of TL 43.161.930,00 second rank legal reserve, which will be allocated: TL 25.478.844,77 to be covered from extraordinary reserves and TL 17.683.085,23 to be covered from legal reserves. Based on the calculations made in accordance with the tax regulations, TL 431.619.300,00 dividend to be distributed by paying gross Kr 123,00 (%123,00) and net Kr 104,55 (%104,55) for each share with a nominal value of 1-TL. To make the dividend distribution in accordance with the dematerialization regulations of Merkezi Kayıt Kuruluşu A.Ş. (Central Registry Agency Corporation) starting from November19, 2019.

#### **4. Wishes and opinions.**

## **APPENDIX-1**

### **STUART JOHN ROWLEY**

#### **Vice Chairman**

#### **Remuneration Committee Member**

#### **Ford of Europe President**

Born in 1967 in Derby, UK. He has a Bachelor's of Engineering (Hons) degree from the University of Leeds and an MBA from the Manchester Business School. Rowley 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, a position he held until moving to Ford Australia.

Rowley was chief financial officer and senior vice president of Volvo Car Corporation in Gothenburg, Sweden, a position he held since March 2005 after serving as the company's deputy CFO and operations controller.

Between 2000 and July 2004, Stuart Rowley was vice president, finance, Ford Australia.

Rowley served as vice president and Controller of Ford Motor Company from 2016 to April 1, 2012. He also served as chief financial officer, Ford of Europe, beginning in August 2010. From 2016 to March 2018, Rowley was the vice president of Strategy in Ford Motor Company. In this position, he played a leading role in Ford's growth strategy by accelerating the development of new business models in both the company's core and emerging business opportunities. Rowley was vice president and chief operating officer of Ford North America, since March 1, 2018.

Stuart Rowley is president of Ford of Europe, effective April 1, 2019. In this role, Rowley is responsible for all operational leadership of the business unit, including acceleration of the European transformation strategy.

### **DAVID JOSEPH CUTHBERT JOHNSTON**

#### **Member - Board of Directors**

#### **Deputy General Manager**

Originally from Northern Ireland, 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.

Johnston 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.

Dave Johnston was appointed CFO, Greater China, in November 2018, following the establishment of China as a separate Business UNIT. Previously he had served as CFO, Asia Pacific based in Shanghai since July 2017. He reports directly to Anning Chen, Group President and CEO, Greater China Prior to these roles, he 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. Before that he served in two recent roles in Germany as the European PD Controller, and the European Manufacturing Controller. Before returning to Europe in 2013, Dave spent two years as CFO of ASEAN region, with responsibility for Thailand, Indonesia, Vietnam, Japan, Philippines and Malaysia. He was based in the Regional Headquarters in Bangkok Prior to that, Johnston spent four years in Shanghai, China, where he served as Chief Financial Officer 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. From 2003-2007, Johnston was seconded to Ford's then Premier Automotive Group, where his postings included serving as manufacturing controller at the Land Rover Solihull manufacturing facility in the United Kingdom, during which time he helped lead a transformation project to improve cost and manufacturing efficiencies.