FORD OTOMOTİV SANAYİ A.Ş.

ATTACHMENT OF BOARD OF DIRECTORS' RESOLUTION 2025/06

FORD OTOMOTİV SANAYİ A.Ş.

REPORT ON ASSOCIATED PARTY TRANSACTIONS WHICH WERE PERFORMED IN 2024 AND PROJECTED TO BE PERFORMED IN 2025

General Information

This report is created as per Article 10 of Communiqué Vol: II. 17.1 (Communiqué). Article 10 of Communiqué Vol: II. 17.1 requires that, the Board of Directors of the Company should create a report which includes the total amount of continuous transactions between the company quoted on Borsa Istanbul and the affiliated parties, in which

a) the rate of purchases to cost of sales based on the final annual financial statements in purchasing transactions,

b) the rate of sales to revenues based on the final annual financial statements in sales transactions exceeds 10% and this report including the market comparisons for such transactions should be announced via KAP.

The purpose of this report is to disclose the terms of projected transactions in 2025 between Ford Otomotiv Sanayi A.Ş. and the associated parties as defined by Turkish Accounting Standards Article 24 (TAS 24) within the scope of CMB regulations to the extent that they are not commercial secrets and show that any such transaction does not have a negative effect on the Ford Otomotiv Sanayi A.Ş. as compared to the market conditions.

Detailed information is provided on transactions between Ford Otomotiv Sanayi A.Ş. and the associated parties in 2024 in footnote 27 of publicly-disclosed financial tables for 2024 activities and this report only evaluates vehicle, production part, spare part, licence and service purchases from and sales to Ford Motor Company Subsidiaries which exceed 10% as compared to market conditions.

It is estimated that the transactions of same qualifications will exceed the 10% limit as specified by the Communiqué in 2025 and the transactions will be performed based on the principles explained in this report.

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Information on Ford Otomotiv Sanayi A.Ş.

Ford Otomotiv Sanayi A.Ş. and its subsidiaries (collectively referred to as the "Group") is incorporated and manufactures, assembles and sells motor vehicles, primarily commercial vehicles, imports and sells passenger cars and manufactures and imports and sells spare parts of those vehicles. The company was established in 1959 and currently operates under the joint management and control of Koç Group and Ford Group companies. The Group is listed on the Borsa İstanbul ("BIST") where 17.89% of its shares are currently quoted. The registered office address of the Group is Akpınar Mahallesi, Hasan Basri Cad. No: 2 Sancaktepe, İstanbul.

In its Kocaeli compound; the Group has a Gölcük plant in which the Transit and Transit Custom vehicles are manufactured and a Yeniköy plant in which the Transit Courier vehicle is manufactured and in its Eskişehir İnönü compound; a Ford Trucks truck and engines and powertrain plant which manufactures for trucks and Transit vehicles and Romania Craiova factory in which produces Puma and Ecosport model vehicles and Ecoboost engines. Holding activities related to foreign structuring are carried out in the partnership of the Group with Ford Otosan Netherlands BV in the Netherlands.

Additionally, the Group has a spare part distribution warehouse, sales and marketing departments and a research and development (R&D) centre located in Sancaktepe, İstanbul.

The capital of the Ford Otomotiv Sanayi A.Ş. is TL 350,910 (thousand TL) and the table on the shareholding structure is as follows.

Shareholding Structure	Share Group	Amount of Share (thousand TL)	Percentage of Share (%)	Vote	Percentage of Vote (%)
Koç Holding A.Ş.	B	135,631	38.65%	13,563,130,447	38.65%
Temel Ticaret ve Yatırım A.Ş.	B	2,356	0.67%	235,588,500	0.67%
Vehbi Koç Foundation	A	2,881	0.82%	288,050,137	0.82%
Koç Holding Pension and Assistance Foundation	A	3,259	0.93%	325,920,231	0.93%
Ford Deutschland Engineering GmbH	C	143,997	41.04%	14,399,703,676	41.04%
Publicly Held	A	62,786	17.89%	6,278,607,009	17.89%
Total		**350,910**	**100.00%**	**35,091,000,000**	**100.00%**

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Ford Otomotiv Sanayi A.Ş.'s financial summary data for 2023 and 2024 are listed below (Turkish Lira (thousand TL) stated as according to purchasing power of Turkish Lira at 31 December 2024).

	31.12.2023	31.12.2024
Total Assets	313,312,578	326,770,164
Equity	105,407,564	115,223,488

	01.01.2023-31.12.2023	01.01.2024-31.12.2024
Revenue	594,705,176	594,995,138
Cost of Sales	(514,938,796)	(540,390,710)
Net Income	70,826,085	38,863,566

According to the aforementioned data, the total amount is expected to exceed TL 54,039,071 (thousand TL) (2024 CoS*10%) in 2024, with the total amount expected to exceed TL 59,499,513 (thousand TL) (2024 Revenue*10%). A board of directors report should be prepared in accordance with the Communique for the sales transactions that are expected to be exceeded.

Information on Ford Motor Company

Established in 1903 by Henry Ford, Ford Motor Company is one of the undisputed leaders and best-selling brands of the global automotive sector based in Dearborn, Michigan. The company employs approximately 171,000 employees in 375 operations facilities including testing and prototype, and 41 manufacturing and assembly plants worldwide. Ford Deutschland Holding GmbH, a subsidiary of Ford Motor Company, holds 41.04 % of shares of Ford Otomotiv Sanayi A.Ş. as explained on shareholding structure table.

As of 2023 Ford Motor Company analyzes its business through the following five segments: Ford Blue, Ford Model e, Ford Pro, Ford Next and Ford Credit.

The company's automotive brands are Ford and Lincoln, and operating with about 9 thousand dealers all over the world. The company has sold about 4,47 million vehicles worldwide in 2024 and achieved a turnover of 185 billion USD. The Company generated a total of 7,2 billion USD pre-tax profit as a result of operations in 2024.

The company's shares are traded in the United States New York Stock Exchange.

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Information on Terms of the Transactions with Associated Parties and Comparisons with Market Conditions

Ford Otomotiv Sanayi A.Ş.'s purchases exceeding 10% from 01.01.2024 to 31.12.2024 is from Ford Motor Company Subsidiaries and sales exceeding 10% is to Ford Motor Company Subsidiaries. The table listing the sales/purchases is as follows: (Turkish Lira (thousand TL) stated as according to purchasing power of Turkish Lira at 31 December 2024).

Information on Transactions Exceeding 10%			
Associated Person (Name/Title)	**Amount of Transaction (thousand TL)**	**Type of Transaction**	**Pricing/Profit Distribution Method**
Ford Motor Company	21,879,944	Vehicle Purchase	Net Profit Margin based on Processing
Ford Motor Company	1,723,258	Spare Part Purchase	Net Profit Margin based on Processing
Ford Motor Company	152,670,970	Purchase of Manufacturing Materials	Net Profit Margin based on Processing
Ford Motor Company	6,092,314	Service Purchase	Cost Plus Method
Ford Motor Company	3,043,598	License	Comparable Price Method
Total Purchases	**185,410,083**		
Ford Motor Company	416,828,727	Vehicle Sales	Cost Plus Method
Ford Motor Company	4,692,531	Spare Part Sales	Cost Plus Method
Ford Motor Company	17,312,656	Sale of Manufacturing Materials	Cost Plus Method
Ford Motor Company	4,955,053	Service Sales	Cost Plus Method
Ford Motor Company	2,626	License	Comparable Price Method
Total Sales	**443,791,592**		

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Transactions with Ford Motor Company

In 2024 Ford Otomotiv Sanayi A.Ş. purchased total amount of TL 185,410,083 (thousand TL) and made a net sales of TL 443,791,592 (thousand TL) to Ford Motor Company Subsidiaries.

The Company's manufacturing cooperation with the associated party is based on the "2003 Turkish Distributor Agreement" dated 30 June 2003. As an annex to the original agreement, the parties signed "Amendment No. 1" on 12.03.2024. 3 of the 2003 Turkish Distributor Agreement" was signed. Within the scope of this additional agreement, Bronco, F-150 and Edge model vehicles were added to the Ford brand vehicles imported by our company from Ford Motor Company.

In 2024 Ford Otomotiv Sanayi A.Ş. has made the purchase of vehicles in the following units:

2024 Vehicle Imports

Model	**Unit**
Bronco	60
Connect	310
EDGE	70
Explorer	3
Focus	12,682
Kuga	2,316
Ranger	5,493
Ranger-F150	35
Mustang	7
Total	**20,976**

Ford Otomotiv Sanayi A.Ş.'s production material purchases from Ford Motor Company are based on "The V36x Contract Manufacturing and Supply Agreement" dated 14 August 2008, "The B460 Development, Manufacturing and Supply Agreement" dated 1 December 2011 and "The 1T Cargo Van Contract Manufacturing and Supply Agreement" dated 16 March 2021.

Ford Otosan Romania SRL's production material purchases from Ford Motor Company are based on "The V769 Contract Manufacturing and Supply Agreement" dated 30 June 2022 and "The BX726 Contract Manufacturing and Supply Agreement" dated 30 June 2022.

Ford Otomotiv Sanayi A.Ş.'s purchase of spare parts from Ford Motor Company are based on "Agreement for the Supply of Service Parts" dated 14 July 2014.

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Ford Otomotiv Sanayi A.Ş. is paying license fee to Ford Motor Company for the net sales of light and medium commercial vehicles (Transit Custom, Transit Courier and Transit Series) produced and distributed in Turkish market based on "Framework Technology and Manufacturing License Agreement" dated 16 March 2021, "The B460 Development, Manufacturing and Supply Agreement" dated 1 December 2011, "The 1T Cargo Van Contract Manufacturing and Supply Agreement" dated 16 March 2021 and "The V36x Contract Manufacturing and Supply Agreement" dated 14 August 2008.

Ford Otosan Romania SRL is paying license fee to Ford Motor Company for the net sales of light commercial vehicles (Transit Courier) produced and exported to Turkish market based on "The V769 Contract Manufacturing and Supply Agreement" dated 30 June 2022 and passenger vehicles (Ford Puma) produced and exported to Turkish market based on "The BX726 Contract Manufacturing and Supply Agreement" dated 30 June 2022.

Purchase of IT services from Ford Motor Company is based on "IT Services Agreement" dated 17 July 2017. Engineering services are purchased according to related program agreements.

Ford Otomotiv Sanayi A.Ş.'s vehicle sales to Ford Motor Company Subsidiaries includes Transit, Transit Custom and VW Transporter in Türkiye; Transit Courier, and Puma in Romania.

In 2024, 122,563 2 Ton commercial vehicle - Transit has been sold to Ford Motor Company Subsidiaries.

Ford Otomotiv Sanayi A.Ş.'s Transit model sales are based on "The V36x Contract Manufacturing and Supply Agreement" dated 14 August 2008. Parties signed "Extension to the V36X Contract Manufacturing and Supply Agreement" on 19 December 2023 as an amendment to the original contract.

In 2024 203,934 1 Ton commercial vehicle has been sold to Ford Motor Company Subsidiaries.

Ford Otomotiv Sanayi A.Ş.'s 1 Ton commercial vehicle sales are based on "The V36x Contract Manufacturing and Supply Agreement" dated 14 August 2008 and "The 1T Cargo Van Contract Manufacturing and Supply Agreement" dated 16 March 2021.

Ford Otomotiv Sanayi A.Ş.'s partner vehicle sales to Ford Motor Company for export markets are carried out within the framework of "The 1T Cargo Van Contract Manufacturing and Supply Agreement".

Ford Otosan Romania SRL's vehicle sales to Ford Motor Company Subsidiaries includes Transit Courier, Ford Puma.

In 2024, 58.055 Transit Courier vehicles has been sold from Ford Otosan Romania SRL to Ford Motor Company Subsidiaries.

Ford Otosan Romania SRL's New Generation Transit Courier sales are based on "The V769 Contract Manufacturing and Supply Agreement" dated 30 June 2022.

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In 2024, 157,931 Puma vehicles has been sold from Ford Otosan Romania SRL to Ford Motor Company Subsidiaries.

Ford Otosan Romania SRL's Ford Puma sales are based on "The BX726 Contract Manufacturing and Supply Agreement" dated 30 June 2022.

Ford Otomotiv Sanayi A.Ş. is selling Transit vehicle manufacturing materials to Ford North America locations based on "V363N Program Component Supply Agreement" dated 10 December 2012. Also, our company sells kits and components to Ford Uruguay and suppliers in South America within the framework of the "V363 FSA Program Component Supply Agreement" dated 1 October 2020 with Ford Brazil and Ford Uruguay.

Ford Otomotiv Sanayi A.Ş.'s spare part sales to Ford Motor Company are based on the "Agreement for the Supply of Service Parts" dated 14 July 2014.

Ford Otomotiv Sanayi A.Ş.'s service sales to Ford Motor Company consists mainly of engineering services. Research and development operations which are also subject to service export is conducted with 2,298 employees as of 31 December 2024.

These sales are based on "Engineering Services Agreement" dated on 8 April 2013.

Within the scope of truck sales made by Ford Otomotiv Sanayi A.Ş. in foreign markets, the market fee, which is calculated based on the sales amount and paid to Ford Motor Company, is carried out within the scope of the "Global Cargo Cooperation Agreement" agreement.

Based on "V348 Transit Vehicles Series Technology Licensing Contract" signed with Jiangling Motors Corporation Ltd. (JMC) and dated 2 July 2008, licence fee is paid to our company over the net sales revenue of Transit model vehicles produced and sold in China with the technology support provided by Ford Otomotiv Sanayi A.Ş.

Sales of Transit production parts to JMC is based on "Product Supply Agreement for Ford Otosan's Sales of V362C Components" and "Framework Agreement for the Supply of Components" dated 25 June 2015.

Ford Otomotiv Sanayi A.Ş. sells components to the Republic of South Africa with the "FMCSA Program Component Supply Agreement" agreement signed with Ford Motor Company of Southern Africa (FMCSA) on 19 June 2018.

Ford Otomotiv Sanayi A.Ş. sells components to the Republic of South Africa with the "FMCSA PHEV-E Program Component Supply Agreement " agreement signed with Ford Motor Company of Southern Africa (FMCSA) on 8 September 2023.

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Result

It is estimated that the total amount of continuous transactions with Ford Motor Company in 2025 will be exceeding 10% of the total sales / cost of sales as listed in the publicly-disclosed annual financial tables for 2024 the limit set forth by Capital Markets Board Communiqué II-17.1 the Corporate Governance, this report explains the terms, pricing methods and reasons for choosing such methods for the transactions with Ford Motor Company and evaluates the compatibility of them as per the market conditions for 2025.

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