

**ANADOLU ISUZU OTOMOTİV SANAYİİ VE TİCARET A.Ş.**  
**THE EXTRAORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON 11 DECEMBER 2023**  
**INFORMATION DOCUMENT**

Our Company's Extraordinary General Assembly Meeting of Shareholders shall be held at the address of Fatih Sultan Mehmet Mahallesi, Balkan Caddesi, No:58 Umraniye, 34771, Istanbul at 14.00 on 11 December 2023 Monday in order to discuss and resolve agenda items below.

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

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

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

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

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

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

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

## **ANADOLU ISUZU OTOMOTİV SANAYİİ VE TİCARET A.Ş.**

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

**Trade Registry and Number: Istanbul – 0068006909500014**

## OUR ADDITIONAL EXPLANATIONS IN LIGHT OF THE CMB REGULATIONS

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

### 1. Shareholding Structure and Voting Rights

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

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

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

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

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

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

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

**OUR EXPLANATIONS ABOUT THE AGENDA ITEMS FOR THE EXTRAORDINARY GENERAL  
ASSEMBLY MEETING TO BE HELD ON 11 DECEMBER 2023**

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

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

**2. Approval of changes/ replacements in Board members according to Article 363 of Turkish Code of Commerce,**

Pursuant to the Board resolution adopted on 11.08.2023, the resignation letter submitted by Mehmet Hurşit ZORLU from the Board membership, be accepted and Ahmet BOYACIOĞLU be appointed to the vacant Membership seat.

**3. Discussing and resolving on the proposal to amend Article 7 of the Company's Articles of Association titled "Capital" as stipulated in the draft amendment, provided that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade,**

Approval of the amendment of Article 7 titled "Capital " of the Articles of Association in Annex 3.

**4. Closing**

**ANADOLU ISUZU OTOMOTİV SANAYİ VE TİCARET A.S.**  
**AGENDA OF EXTRAORDINARY GENERAL ASSEMBLY MEETING**  
**DATED 11 DECEMBER 2023**

1. Inauguration of the meeting and election of the Chairmanship Council,
2. Approval of changes/ replacements in Board members according to Article 363 of Turkish Code of Commerce,
3. Discussing and resolving on the proposal to amend Article 7 of the Company's Articles of Association titled "Capital" as stipulated in the draft amendment, provided that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade,
4. Closing.

## **ANNEXES**

Annex - 1: Resumes of new Board member candidates

Annex - 2: Letter of Proxy

Annex – 3: Amendment to the articles of Association

## **Annex - 1: Resumes of new Board member candidates**

### **Ahmet BOYACIOĞLU**

Born in 1946, Ahmet Boyacıođlu holds a bachelor's degree in Business Administration from the Middle East Technical University. Mr. Boyacıođlu began his professional career with the Efes Beverage Group (Anadolu Efes) in 1973. He served in various positions from 1973 to 2005 including Bursa Region Sales Manager, Ege Biracılık ve Malt San. A.Ş. Sales Manager, Güney Biracılık ve Malt San. A.Ş. General Manager, Ege Biracılık ve Malt San. A.Ş. General Manager, Eastern Europe President, International Beer Operations Group President, and Strategy and Business Development Director. Mr. Boyacıođlu was appointed as the President of the Efes Beer Group in May 2005 and retired on 1 February 2007. Currently, he sits on the Boards of Directors of some Anadolu Group companies.

## ANNEX – 2

### PROXY FORM FOR THE EXTRAORDINARY GENERAL ASSEMBLY MEETING ANADOLU ISUZU OTOMOTİV SANAYİ VE TİCARET A.Ş.

To the Chair of the General Assembly of Shareholders,

I hereby appoint \_\_\_\_\_ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Extraordinary General Assembly of Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş. that will convene on December 11, 2023, at 14:00 at the address of Fatih Sultan Mehmet Mahallesi Balkan Caddesi No:58 Buyaka E Blok 34771 Tepeüstü Ümraniye / İstanbul.

The Attorney's(\*):

Name Surname/ Trade Name:

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

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

#### A) SCOPE OF REPRESENTATIVE POWER

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

##### 1. About the agenda items of General Assembly:

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

##### Instructions:

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

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Inauguration of the meeting and election of the Chairmanship Council.			
2.Approval of changes/ replacements in Board members according to Article 363 of Turkish Code of Commerce,			
3. Discussing and resolving on the proposal to amend Article 7 of the Company's Articles of Association titled "Capital" as stipulated in the draft amendment, provided that the necessary permissions have been obtained from the Capital Markets Board and the Ministry of Trade,			
4 Closing			

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

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

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



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

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

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

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

\*Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

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

**NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

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

Number:

Address:

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

Signature

**AMENDMENT TO THE ARTICLES OF ASSOCIATION**

**CURRENT TEXT**

**Article 7 – Capital:**

The Company paid-in capital amounts to ~~84.000.000 (Eighty Four Million Turkish Lira)~~. The capital is divided into ~~4.515.314.511 (Four Billion Five Hundred Fifteen Million Three Hundred Fourteen Thousand Five Hundred and Eleven)~~ Class (A) registered, ~~2.498.204.373 (Two Billion Four Hundred Ninety Eight Million Two Hundred and Four Thousand Three Hundred Seventy Three)~~ Class (B) registered, and ~~1.386.481.116 (One Billion Three Hundred Eighty Six Million Four Hundred Eighty One Thousand One Hundred Sixteen)~~ Group (C) bearer shares, totaling up to ~~8.400.000.000 (Eight Billion and Four Hundred Million)~~ shares, each with nominal value of 1 (One) Kr;

<u>Partners</u>	<u>Amount of Shares (TL)</u>
<u>Group A Partners:</u>	
Domestic Partners	45.153.145,11
<u>Group B Partners:</u>	
Isuzu Motors Limited	14.275.508,79
Itochu Corporation	10.706.534,94
<u>Group C Partners:</u>	
Public	12.596.378,31
Other	1.268.432,85
TOTAL	<u><u>84.000.000,00</u></u>

The Company's previous paid-in capital of TL ~~25.419.706,54 (Twenty Five Million Four Hundred Nineteen Thousand Seven Hundred and Six Turkish Lira and Fifty Four Kurus)~~ has been paid completely and free of collusion.

~~Of 58.580.293,46 TL (fifty eight million five hundred eighty thousand two hundred ninety three Turkish liras forty six kurush), the currently increased portion of the capital which shall be fully covered by the company's own funds:~~

~~-a sum of 56.752.572,70 TL (fifty six million seven hundred fifty two thousand five hundred seventy two Turkish lira seventy kurush) was covered by adding positive differences from capital adjustment as a result of inflation adjustment at the company pursuant to the provisions of Tax Procedure Code no 213;~~

~~-a sum of 708,41 TL'lik (seven hundred eight Turkish lira forty one kurush) was covered by adding profits from cancellation of stocks and positive difference from inflation adjustment for stock cancellation profits to the capital;~~

~~-a sum of 119.735,03 TL (one hundred nineteen thousand seven hundred thirty five Turkish lira zero three kurush) by adding extraordinary reserves to the capital;~~

~~-a sum of 1.707.277,32 TL (one million seven hundred seven thousand two hundred seventy seven Turkish lira thirty two kurush) by adding profit reserves from sales of affiliates stocks and positive difference from the inflation adjustment thereon to the capital.~~

The shares representing the capital shall be monitored through the Central Registry Agency records, within the context of the principles of dematerialization.

**NEW TEXT**

**Article 7 – Capital:**

The Company paid-in capital amounts to **252.000.000 (Two Hundred Fifty Two Million Turkish Lira)**. The capital is divided into **13.545.943.533 (Thirteen Billion Five Hundred Forty Five Million Nine Hundred Forty Three Thousand Five Hundred Thirty Three)** Class (A) registered, **7.494.613.119 (Seven Billion Four Hundred Ninety Four Million Six Hundred Thirteen Thousand One Hundred Nineteen)** Class (B) registered, and **4.159.443.348 (Four Billion One Hundred Fifty Nine Million Four Hundred Forty Three Thousand Three Hundred Forty Eight)** Group (C) bearer shares, totaling up to **25.200.000.000 (Twenty Five Billion and Two Hundred Million)** shares, each with nominal value of 1 (One) Kr;

<u>Partners</u>	<u>Amount of Shares (TL)</u>
<u>Group A Partners:</u>	
Domestic Partners	135.459.435,33
<u>Group B Partners:</u>	
Isuzu Motors Limited	42.826.526,37
Itochu Corporation	32.119.604,82
<u>Group C Partners:</u>	
Public	37.789.134,93
Other	3.805.298,55
TOTAL	<u><u>252.000.000,00</u></u>

The Company's existing paid-in capital of TL **252.000.000 (Two Hundred Fifty Two Million)** has been paid completely and free of collusion.

**Of 168.000.000 TL (One Hundred Sixty Eight Million), the currently increased portion of the capital which shall be fully covered by from internal resources by adding retained earnings to the capital.**

The shares representing the capital shall be monitored through the Central Registry Agency records, within the context of the principles of dematerialization.