

**ANADOLU ISUZU OTOMOTIV SANAYİ VE TİCARET A.Ş.**  
**INFORMATIVE DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY**  
**MEETING OF SHAREHOLDERS DATED 15 APRIL 2020**  
**FOR 2019**

Our Company's Ordinary General Assembly Meeting of Shareholders shall be held at the address of Esenkent Mahallesi, Deniz Feneri Sokak, No:4 Umraniye, 34776, Istanbul at 14.00 on 15 April 2020 Wednesday in order to discuss and resolve agenda items below.

Shareholders may attend our Company's Ordinary 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-CRA 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-CRA 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 and Financial Statements for the Financial Year 2019 and the Independent Audit Report issued by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of Deloitte Touche Tohmatsu Limited), the independent auditor, and the Board of Directors Annual Report with the Corporate Governance Compliance Report 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
ITOCHU CORPORATION TOKYO	7.948.322	9,46	794.832.200	9,46
ITOCHU 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 Ordinary General Assembly Meeting for 2019 which shall be held on 15 April 2020.

**OUR EXPLANATIONS ABOUT THE AGENDA ITEMS FOR THE ORDINARY GENERAL  
ASSEMBLY MEETING TO BE HELD ON 18 APRIL 2019**

**1. To open and form the Meeting Presidency**

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. To read and discuss the the Annual Report prepared by the Board of Directors for the period of 2019**

Pursuant to the provisions of TCC the Regulation and the CMB Regulations, our shareholders shall be duly informed about the Board of Directors Annual Report, including the corporate governance compliance report, which shall be posted at our Company’s Factory premises, the CRA’s Electronic General Assembly Portal and our Company’s web site ([www.anadoluisuzu.com.tr](http://www.anadoluisuzu.com.tr)) for the inspection of our Shareholders at least three weeks prior to the General Assembly meeting, and the Report shall be submitted for the opinion of our shareholders.

**3. To read the Summary of the Report issued by the independent auditor - DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.- for the financial year 2019**

Pursuant to the CMB Regulations, our shareholders shall be duly informed about the Independent Audit Report issued by the Independent auditor –namely, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.- which shall be posted at our Company’s Factory premises, the CRA’s Electronic General Assembly Portal and our Company’s web site ([www.anadoluisuzu.com.tr](http://www.anadoluisuzu.com.tr)) for the inspection of our Shareholders at least three weeks prior to the General Assembly meeting.

**4. To read, discuss and submit the financial statements prepared in accordance with Capital Markets Legislation relating to fiscal year 2019 for approval**

Pursuant to the provisions of TCC, the Regulation and the CMB Regulations, our shareholders shall be duly informed about our financial statements, which shall be posted at our Company's Factory premises, the CRA's Electronic General Assembly Portal and our Company's web site ([www.anadoluisuzu.com.tr](http://www.anadoluisuzu.com.tr)) for the inspection of our Shareholders at least three weeks prior to the General Assembly meeting, and the Statements shall be submitted for the opinion and approval of our Shareholders.

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

Pursuant to the Board resolution adopted on 06.08.2019, the resignation letter submitted by Takuya KAWAI, from the Board membership, be accepted and Reo SAWADA be appointed to the vacant Membership seat.

**6. Individual discharges of the Board members from the Company's 2019 business operations**

Individual discharge of each Board member from the Company operations, transactions and accounts for 2019 in line with the provisions of TCC and the Regulation shall be submitted for the approval of the General Assembly.

**7. Discussion of the Board of Directors resolution which prescribes that no dividend distribution should be made on account of the fact that a financial year loss was suffered in 2019, and submission of this resolution for approval**

Pursuant to the resolution adopted by the Board of Directors on 20 March 2020, as our Company's consolidated financial statements for 2019 which were issued in accordance with Turkish Code of Commerce and the CMB regulations reflect a undistributable net financial year income, the proposal that no dividend should be made for 2019 financial year shall be submitted to the Ordinary General Assembly meeting in line with the terms and conditions set out in the Dividend Communiqué (II-19.1) published by the Capital Markets Board (CMB) and the provisions set our Articles of Association and our Company's publicly-disclosed dividend distribution policy.

**8. To appoint new members to replace the members whose office term has expired, to determine the Independent Board Members, and to determine and fix the remuneration and office terms of the Board members and Independent Board Members**

Pursuant to the CMB Regulations, TCC provisions and the Regulation, new Board members shall be selected to replace those members whose office terms have expired in line with the rules and procedures applicable to the appointment of Board members as set out in the Articles of Association. Moreover, independent members shall be appointed to ensure compliance with the CMB's Corporate Governance Communiqué no II-17.1 Independent members to be appointed should meet the independency criteria defined in the CMB'S Corporate Governance Communiqué. In line with the report issued by our Corporate Governance Committee upon the evaluation of the nominees presented to them, our Board of Directors has nominated **Mr. Orhan ÖZER** and **Mr. Ahmet Murat SELEK** as the nominees for the independent members of the Board of Directors. Moreover, the remuneration payable to the Board members shall be determined in accordance with the provisions of the TCC and the Regulation as well as the terms and conditions set out in our Articles.

The resumes of the nominees for Board members and independency statements of independent members are given in Annex 1.

**9. To approve the independent audit firm for the audit of the 2020 Financial Statements and Reports prepared in accordance with the Turkish Commercial Code numbered 6102 and the Capital Markets Law numbered 6362**

Pursuant to the "Communiqué on the Independent Audits at Capital Markets" as published by the Capital Markets Board, our Board of Directors resolved, on 20 March 2020 and upon consultation with the Audit Committee, to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş for the audit of our Company's financial statements for the financial year of 2020, and this appointment shall be submitted for the approval of the General Assembly.

**10. To submit information to the General Assembly with the information about mortgages and pledges given or created by the Company in favour of third parties in 2019 as well as the interests or income raised by the Company in line with the Capital Market Board regulations**

Pursuant to the Capital Markets Board regulations, it is now mandatory for publicly traded companies to give information to their shareholders about the Pledges, Liens and Mortgages granted by such a company in favour of third parties, and to ensure such information supply, a separate agenda item should be included on the agenda.

There is no guarantee, pledge, mortgage or suretyship given by the Company as of 31.12.2019 in favour of third parties to secure the ordinary course of its business operations or to guarantee the third party debts nor is there any revenue or income raised from them.

**11. To give information to the General Assembly about the donation made in 2019 in line with the Capital Market Board regulations.**

Our Company donated a sum of 33.080 TL to the foundations and societies in 2019, this information will be submitted to the General Assembly.

**12. To give information to the General Assembly if there were any operation or transaction in 2019 that falls within the scope of Article 1.3.6 of the Corporate Governance Communiqué no II-17.1 as adopted by the Capital Markets Board,**

The mandatory Corporate Governance Principle no 1.3.6 of the Communiqué no II-17.1 adopted by the Capital Markets Board reads as follows: “In circumstances where shareholders holding the controlling power, board members, and managers with administrative tasks as well as their spouses and next of kin by blood and affinal kinship up to second degree carry out a material business transaction with the Company and its subsidiaries in a manner to cause a conflict of interest and/ or are engaged in a commercial business falling within the scope of Company’s business on behalf of himself or for the account of another party or itself or for another entity or the Company or subscribes to another company engaged in the same kind of business operations in a capacity of an unlimited/ general partner, the said transactions are set out in a separate agenda item to give detailed information to the general assembly in this respect and they are to be noted in the general assembly meeting notes.”

There is not any material transaction known to be executed or for which an information was given to us in this respect during the year.

**13. To give permission to the Board members to allow them to pursue or engage in those operations under Articles 395 and 396 of Turkish Code of Commerce.**

The General Assembly’s approval shall be sought so that our Board members may carry out transactions in line with the first paragraph of Article 395 of TCC titled “No Business with and No Borrowing from the Company” and Article 396 thereof titled “No Competition”.

**ANNEXES**

Annex - 1: Resumes of Board member candidates and independence declarations

Annex - 2: Letter of Proxy



***ANNEX – 1 Resumes of Board member candidates and independence declarations*****Tuncay ÖZİLHAN**

Tuncay Özilhan was born in Kayseri. Mr. Özilhan studied in Saint-Joseph high school then graduated from the Faculty of Economics of İstanbul University. He has received his MBA degree from Long Island University in the United States. He has undertaken responsibilities such as General Director of Erciyas Brewery, Coordinator of the Beer Group and General Coordinator of the Anadolu Group.

Mr. Özilhan acted as the CEO of the Anadolu Group from 1984 to February 2017. He is the Chairman of the Anadolu Group since May 2007. He has also been serving as Chairman of Anadolu Foundation as well as various Group companies.

Mr. Özilhan served as TÜSİAD's (Turkish Industrialist's and Businessmen's Association) Chairman from 2001 to 2003 and he is currently Chairman of its High Advisory Council. His other responsibilities include; Member of The Board and Chairman of the Turkish – Russian Business Council at the Foreign Economic Relations Board (DEİK), Honorary Consul for the Republic of Estonia and President of the Anadolu Efes Sports Club. Tuncay Özilhan holds Ministerial Medal by the Ministry Foreign Affairs of the Republic of Estonia and “The Order of the Rising Sun, Gold and Silver Star”, constituting one of the most important orders awarded by Japanese government.

**Kamilhan Süleyman Yazıcı**

Kamil Yazıcı holds a bachelor's degree in business administration from Emory University in USA, an MBA degree from AIBEC (American Institute of Business and Economics) in Russia and has completed the GMP program at Harvard Business School. Starting his career in Anadolu Group Finance Department in 2000, Mr. Yazıcı later worked in Anadolu Efes Russia Marketing Department between 2003-2005 and was appointed New Product Development Manager in 2005. Continuing his career in Russia as Logistic Systems Manager during 2006-2008, Mr. Yazıcı was appointed as Supply Chain Director in 2008 and as Development Director in 2010. Mr. Yazıcı assumed the role of Anadolu Efes Moldova Managing Director between 2011-2014 and was later appointed as Market Development Director in Anadolu Efes Headquarters, a position held until April 2017. Mr. Yazıcı currently serves as Board Member and Vice-Chairman in Anadolu Group companies.

**Talip Altuğ AKSOY**

T. Altuğ Aksoy received his bachelor's degree in economics from Oglethorpe University in USA. He began his career as Assistant Finance Specialist at Anadolu Group in 1995 and was appointed as a Finance Specialist in 1996. Mr. Aksoy worked as Human Resources and Treasury Specialist from 1998 to 2000. He served as Director of Sales and Marketing at Efes Invest from 2000 to 2003 and was appointed as the Director of Trade and Export at Efes Beer Group in January 2003. Continuing his career at the Group as the Director of Purchasing and Logistics from 2006, Mr. Aksoy was appointed Director of Supply Chain of Efes Beer Group in June 2008. In November 2011, he was appointed as Efes Turkey Managing Director and served in this position until January 2017. Mr. Aksoy still continues to serve as a Board Member in various Anadolu Group companies.

**Efe YAZICI**

Efe Yazıcı received his bachelor's degree from George Washington University in Business Administration in 1999 and completed his Master's degree in Management at Sabancı University in 2003. He worked as Treasury Manager Assistant at Merrill Lynch from 1997 to 1999. After he joined the Anadolu Group, from 1999 to 2002, Efe Yazıcı undertook various duties in Abank, Anadolu Endüstri Holding, TurkeCom, Anadolu Efes and Efes Moscow. Between 2003 and 2014, he respectively served as an Export Specialist, Export Chief, Marketing Chief, Marketing Manager, Sales Manager and Export Manager in Anadolu Isuzu Otomotiv Sanayi ve Ticaret AŞ. Since 2015, Mr. Efe Yazıcı is serving as General Manager of Antgıda A.Ş. and he is a Member of the Board of Directors in Billurtuz A.Ş.

**Özdemir Osman KURDAŞ**

Mr. Kurdaş, who was born in 1960, graduated from TED Ankara College in 1977 and Mechanical Engineering from Boğaziçi University in 1981. He is also earned a degree of senior mechanical engineer in 1983 from the University of Boğaziçi. Respectively, he worked at Isuzu Motors Yokohama Japan Corporation between 1984-1986, at Anadolu Group between 1986-1994 as design expert on Anadolu Isuzu. He has been working as a CEO at GSD A.Ş. since 1988. He became the founder of ENOSAD (Industrial Automation Industrialists Association) in 2005 and served as Vice President.

**Kamil Ömer BOZER**

Born in 1958 in Istanbul, Ömer Bozer holds a bachelor's degree in Business Administration from the Middle East Technical University and received his MBA from Georgia State University. Mr. Bozer began his professional career in Koç Group as a Management Trainee in 1983 and became AGM and then General Manager at Maret and Düzey Pazarlama, respectively. Bozer served as the President of Food, Retail and Tourism Group between 2005 and 2006, as the President of Food and Retail Group between 2006 and 2008; and as the President of Food, Retail and Tourism Group between 2008 and 2011. Kamil Ömer Bozer is a Board Member at Anadolu Group Companies and Independent Board Member at Söktaş Tekstil, Tüpraş, Arçelik and Boyner Perakendecilik. Kamil Ömer Bozer is not an executive member in accordance with the CMB Corporate Governance Principles and is not an independent member.

**Recep Yılmaz Argüden**

Dr. Argüden is the Chairman of ARGE Consulting, a management consulting firm known for value creating strategies and institution building. He is also the Chairman of Rothschild investment bank in Turkey. His career spans the private sector, public sector, multinational institutions, NGOs, and academia. Dr. Argüden served on the boards of more than 50 national and international corporations. He is an adjunct Professor of Business Strategy; and an author of numerous books and a columnist focusing on business and strategy issues. He is a renowned governance expert and has been selected as a member of the Private Sector Advisory Group of the Global Corporate Governance Forum, as well as being the Vice-Chairman of the Public Governance Committee of the Business and Industry Advisory Committee (BIAC) to the OECD. He is also the founder of the non-profit Argüden Governance Academy. As the elected Chair of Local Networks Advisory Group he represents the National Networks at the Board of the UN Global Compact, the world's largest sustainability platform. He is an Eisenhower Fellow, a recipient of numerous leadership, distinguished citizenship and career awards, and was selected by the World Economic Forum, as a "Global Leader for Tomorrow" for his commitment to improving the state of the world.

**Ahmet Boyacıoğlu**

Born in 1946, Ahmet Boyacıoğlu holds a bachelor's degree in Business Administration from the Middle East Technical University. Mr. Boyacıoğlu 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. Boyacıoğlu 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.

**Yasuyuki NIJIMA**

Yasuyuki Nijima was born in 1959 in city of Saitama. Graduated from the Department of Economics at Tokyo Keio University, he started his working career at Isuzu Motors Limited in 1983. After serving as domestic sales manager, group leader in the department of truck body business development , vice manager of corporate planning department of American Isuzu Motors, senior executive in the department of domestic business development, general manager of Isuzu Network Co. Ltd. in the department of domestic business development, general manager of international sales department in Isuzu Motors Ltd. respectively, Yasuyuki Nijima continues his career as the director of international sales in Isuzu Motors Ltd.

**Kozo YAMAGUCHI**

Kozo Yamaguchi was born in 1955, in Hiroshima, Japan. He graduated from Yokohama National University, Engineering Faculty in 1978. Following his graduation, he started his career at Isuzu Motors Limited in Japan. He took several roles at Isuzu from 1978 to 2019. He worked in charge of Heavy duty all wheel driving truck development between 1978-1995, then, he worked as Group Leader of Medium duty truck development & engineering between 1995-2000, as Group Leader of Bus development & engineering between 2000-2004, as General Manager of chassis development & engineering for all trucks between 2004-2008 and as General Manager of Bus product planning and development between 2008-2014. He was in charge of Bus body development bus at J-Bus as Operating Officer between 2014 -2017. He was in charge of Bus product planning since he turned back to Isuzu Motors Limited in 2017.

**Reo SAWADA**

Mr. Sawada, who was born in 1985, earned a Bachelor degree of Russian Studies from the University of Kobe. Mr. Sawada began his career in Itochu Corporation as Sales Representative in Russian Automotive Department in 2008. In 2012, he held the position of Assistant to General Director of Suzuki Motors Rus LLC in Moscow, Russia. One year later he assigned as Assistant to General Director Suzuki Motors Rus LLC in Almaty, Kazakhstan. For the last five years he worked as Project Leader in Isuzu Business Department. He is serving as the General Manager Consultant in Anadolu Isuzu Otomotiv Sanayii ve Ticaret A.Ş. since August 2019.

## **Toshiyuki ABE**

Toshiyuki Abe was born in 1960, graduated from Department of Electrical and Electronics Engineering of Sophia University and in 2009 he completed Senior Executive Program of Columbia Business School. Respectively, he worked at Power Plant & Machinery Department of Itochu Corporation between 1983-1989, at Ankara Liaison Office between 1989-1994, again at Power Plant & Machinery Department between 1994-2000 and at Environment·Power·Infrastructure Projects Department between 2000-2004.

Later Mr. Abe served respectively as Deputy General Manager and General Manager in Environment, Power Line Communication Group between 2004-2007, General Manager in Infrastructure & Utility Solution Group between 2007-2011, General Manager and Senior Officer in Nuclear Power Project Development Group between 2011-2017. Since April 2017, Mr. Abe has been serving as Deputy Chief Operating Officer at Executive Councillor at the Plant Project, Marine & Aerospace Division.

**Ahmet Murat SELEK**  
**(Independent Member Candidate)**

Murat Selek, received his bachelor degree from Boğaziçi University in mechanical engineering department and completed his master's degree in Mechanical Engineering department at Corneli University (USA), started his career in 1983 as a Purchasing Specialist at Enka İnşaat. Mr. Selek worked respectively as Planning and Commercial Activities Manager in Çukurova Ziraat between 1986-1987, Project Coordinator and Foreign Purchasing Manager at Otoyol Sanayi A.Ş. between 1987-1992, Assistant General Manager in Marketing, Sales and After-Sales Services at Tofaş between 1992-2003. After that, Mr. Selek returned to Otoyol and he served as General Manager at Otoyol Sanayi A.Ş. between 2003-2007 and he served as CEO between 2008-2016, Board Consultant between 2016-2017 at Karsan Otomotiv. Mr. Selek continues his business life as a Strategic and Corporate Management Consultant. Murat Selek has not served as a member of the Board of Directors of Anadolu Isuzu A.Ş. and Anadolu Group companies for more than a total of 6 years during the past ten years. Neither did he take office as the executive member of the Board of Directors of Anadolu Isuzu A.Ş. and Anadolu Group companies during the past five years.

**Orhan ÖZER**  
**(Independent Member Candidate)**

Orhan Özer graduated from Middle East Technical University, Department of Business Administration in 1982. Respectively he worked as an executive in Oyak-Renault Otomobil A.Ş. between 1984-1986, as a manager at H.Ö. Sabancı Holding between 1986-1991 and Assistant General Manager at Goetze Istanbul Segman A.Ş. between 1991-1995.

In 1995, he joined to the Toyota family, worked as Assistant General Manager from 1995 to 2002 at Toyota Otomobil Türkiye A.Ş. After he served as Vice-President at Toyota Motor Europe between 2002-2008, continued to serve as Senior Assistant General Manager between 2008-2010 and as General Manager between 2010-2016 at Toyota Otomobil Türkiye A.Ş. Orhan Özer has not served as a member of the Board of Directors of Anadolu Isuzu A.Ş. and Anadolu Group companies for more than a total of 6 years during the past ten years. Neither did he take office as the executive member of the Board of Directors of Anadolu Isuzu A.Ş. and Anadolu Group companies during the past five years.

**DECLARATION OF INDEPENDENCE**

I hereby declare that, with respect to Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Ahmet Murat SELEK, 19/03/2020**

**DECLARATION OF INDEPENDENCE**

I hereby declare that, with respect to Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş.;

- No employment relationship has been established during the last five years between me, my spouse and my relatives by blood or marriage up to second degree and the company, partnerships which the company controls the management of or has material influence over or shareholders who control the management of or have material influence over the company and legal entities which these shareholders control the management of, which has caused me to assume important duties and responsibilities in an executive position nor have I/we individually or jointly held more than 5% of the capital or voting rights or privileged shares in or established a material business relationship with the same,
- I was not a shareholder of (%5 and more) nor held an executive position which would cause me to assume important duties and responsibilities or officiated as a board member, during the last five years, in any company from or to which the company purchases or sells a substantial quantity of services or products based on agreements made, during the periods these services or products were sold or purchased including especially those companies which carry out audit (including tax audits, legal audits, internal audits), rating and consultancy services for the company,
- I have the professional education, knowledge and experience necessary to duly carry out the duties which I shall assume due to my position as an independent board member,
- I am not a full time employee with any public entity or organization following my election as a member with the exception of employment as a university professor provided that such employment is in compliance with the laws and regulations that are applicable to universities,
- I have strong ethical standards, professional reputation and experience that shall allow me to contribute positively to the activities of the company, maintain partiality in conflicts of interests between the company and its shareholders and decide freely by taking into account the rights of beneficiaries;
- I am able to dedicate a sufficient amount of time to the affairs of the company in a manner to follow up the conduct of company activities and duly perform the duties I have assumed,
- I did not officiate as a board member at the board of directors of the company for longer than 6 years during the last ten years,
- I am not officiating as an independent board member with more than three of the companies which the company controls or shareholders that control the management of the company control the management and in total more than five of the companies which are traded on the stock exchange and that therefore, I will serve in my position as a member of the Company's Board of Directors as an independent board member,
- I have not been registered and announced as a board member representing the legal entity for which I will be elected.

**Orhan ÖZER, 19/03/2020**



**ANNEX – 2**

**PROXY FORM FOR THE ORDINARY 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 Ordinary General Assembly of Anadolu Isuzu Otomotiv Sanayi ve Ticaret A.Ş. that will convene on April 15, 2020, at 14:00 at the address of Esenkent Mahallesi, Deniz Feneri Sk. No: 4 Ümraniye 34776, 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:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) 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 OF ORDINARY GENERAL ASSEMBLY MEETING**

<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
1. Inauguration of the meeting and election of the Chairmanship Council.			
2. Reading and discussion of the Annual Report prepared by the Board of Directors for the period of 2019.			
3. Reading the summary of Independent Auditors' report for the period of 2019.			
4. Reading, discussion and approval of financial statements prepared in accordance with Capital Markets Legislation relating to fiscal year 2019.			
5. Approval of changes/ replacements in Board members according to Article 363 of Turkish Code of Commerce.			
6. Release of each member of the Board of Directors from liability with regard to the 2019 activities and accounts of the Company.			
7. Discussion of the Board of Directors proposal concerning not to make dividend distribution due to 2019 fiscal year loss and submission of this resolution for approval.			
8. Election of Board of Directors whose term of office is completed, designation of the Independent Board Members, determination of their term of office and fees.			
9. Approval of the independent audit firm for the audit of the 2020 Financial Statements and Reports prepared in accordance with the Turkish Commercial Code numbered 6102 and the Capital Markets Law numbered 6362.			
10. Informing the General Assembly on the securities, pledges and mortgages given on behalf of third parties and income or benefits obtained by the company due to this during the year 2019, within the framework of CMB regulations.			
11. Informing the General Assembly on the donations made in 2019, within the framework of CMB regulations.			
12. Informing the General Assembly regarding with 2019 transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communique (II-17.1.) of the Capital Markets Board.			
13. Granting authority to Members of Board of Directors according to Articles 395 and 396 of Turkish Commercial Code.			

**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:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) 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