

**INFORMATION NOTE ON 2024 ORDINARY GENERAL ASSEMBLY MEETING DATED
25.03.2025**

1. INVITATION TO ORDINARY GENERAL ASSEMBLY MEETING DATED 25/03/2025

Ordinary General Assembly Meeting of the Company to review 2024 activities and discuss the following agenda will be held on 25 March 2025 Tuesday at 14:30 at “Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394 Şişli-İstanbul (Phone: 0212 275 33 90 (pbx), Fax: 0212 275 39 88)”.

2024 financial tables, independent audit report of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. the board of directors' profit distribution proposal, draft amendment to articles of association and the Board of Directors' Activity Report including the explanations regarding the Compliance to the Corporate Governance, Sustainability Principles and this detailed information note including the items of the agenda below and the explanations required for compliance to Capital Markets Board regulations will be made available for the review of shareholders three weeks prior to the meeting except the announcement and meeting days as legally required at the Company Headquarters in Istanbul, Branch offices, corporate website www.tofas.com.tr and via Central Registration Agency Public Disclosure Platform and Electronic General Assembly System.

Shareholders who will not personally attend the meeting, save for the rights and liabilities of the shareholders who will electronically attend through the Electronic General Assembly System, should provide a letter of representation in accordance with the legislation or take a letter of representation sample from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul), other Company units or Company website www.tofas.com.tr and meet the requirements set forth by "Communiqué on Voting by Proxy and Collection of Proxy by Invitation" no. II-30.1 in force after being issued on the Official Gazette numbered 28861 and dated 24.12.2013 and submit the letter of representation to the Company. A letter of representation is not required for a representative assigned electronically through the Electronic General Assembly System. **Any letter of representation not compliant with the sample letter of representation attached to the invitation of the general assembly meeting required as per such Communiqué will not be accepted due to our legal liabilities.**

Shareholders who will vote using the Electronic General Assembly System can access information regarding their liabilities as per the related Regulation and the Communiqué from the Central Registration Agency, Company website www.tofas.com.tr and Company headquarters, Financial Risk and Investor Relations Unit (Phone: 0212 275 33 90 Extension: 2751 / 0212 337 09 17).

As required by the Turkish Commercial Code No. 6102 Article 415 Paragraph 4 and Capital Markets Law Article 30 Paragraph 1, General Assembly attendance and voting rights are not dependent on storage of shares. In this context, shareholders are not required to block their shares to attend the General Assembly Meeting.

As per the Law on Protection of Personal Data No. 6698, you can access detailed information on how your personal data are processed by the Company in Tofaş Türk Otomobil Fabrikası A.Ş. Personal Data Protection and Processing Policy available at www.tofas.com.tr.

The voting of Agenda of the Ordinary General Assembly Meeting will be exercised by way of open voting by raising hands, with the provisions regarding electronic voting reserved.

All stakeholders that own rights and interests as well as members of press-media are invited to our General Assembly meeting.

No notification will be made to the Shareholders via registered mail for registered shares quoted into the Stock Market as per the Capital Markets Law.

This is to inform our esteemed Shareholders.

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş.
BOARD OF DIRECTORS

Company Address: Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394 Şişli - İstanbul

Trade Registry and Number: İstanbul Trade Registry - 100324

Mersis No: 0846000042200017

2. ADDITIONAL EXPLANATIONS ON CMB REGULATIONS

Additional explanations which are required as per “Corporate Governance Communiqué” II-17.1 of the Capital Markets Board (“CMB”) and relevant with the agenda items are included in the agenda items below and other required explanations are notified in this section:

2.1. Shareholding Structure and Voting Rights

Total number of shares and voting rights reflecting the partnership structure of the company as of the date of announcement of this Information Document and number of shares and voting rights reflecting the privileged share groups and the nature of privileges, if any, are given below:

The total issued capital of TL 500,000,000 of the Company consists of A, D and E group registered shares. There are no voting privileges and each share has one vote. As per Article 10 of the Company Articles of Association, one-half of the Board Members should be elected among the nominees who will be nominated by Group A and the other half shall be elected among the nominees who will be nominated by Group D shareholders and one of the nominees for each of Group A and D shareholders should meet the requirements for independence as set forth by the regulations by Capital Markets Board. There is no privilege regarding allocation of dividends (as per Article 18 of Articles of Association).

The issued capital of the Company is TL 500,000,000 (Five hundred million TL) fully paid. The number and the total values of Group A, D and E shares, all of which are registered shares, representing the Company’s capital TL 500,000,000 are shown in the following table in groups.

Allocation of the Capital amounting TL 500,000,000 in terms of Group A, D, and E Shares:

Group	Shareholder	Amount of Shares (Nominal TL)	Capital Ratio (%)	Voting Right	Voting Right Rates (%)
Group A – Registered	Koç Holding A.Ş.	188.113.814,70	37,6229	18.811.381.470	37.6229
Group A – Registered	Koç Family	1,166,042.17	0.2331	116,604,217	0.2331
Group D – Registered	Stellantis Europe S.p.A.	189,279,856.87	37.8560	18,927,985,687	37.8560
Group E – Registered	Other	121,440,286.26	24.2880	12,144,028,626	24.2880
TOTAL		500,000,000.00	100	50,000,000,000	100

2.2. Changes on Management and Activities of Our Company and Affiliates Which Significantly Effect Company Activities:

On March 1, 2023, within the scope of the Framework Agreement announced to the public regarding the commercial activities with Stellantis Group, the acquisition of the shares of Stellantis Otomotiv Pazarlama A.Ş. (“Stellantis Otomotiv”) and the partnership relations between Stellantis Group and Koç Group, Stellantis Europe S.P.A, which is one of the shareholders of our Incorporation, and Stellantis Europe S.P.A, which is one of the shareholders of our Incorporation, signed a production agreement for the granting of the right to Tofaş for the production of the light commercial vehicle and “Combi” versions of the new “K0” model envisaged for the Stellantis brands (FIAT, Opel, Citroën, Peugeot) on multi-energy platforms under the license of Stellantis, and a license agreement for the use of the intellectual and industrial property rights of the Stellantis Group, and our explanations on the subject were shared with the public on 04.11.2024.

The process regarding the Competition Board authorization required for the acquisition of all shares of Stellantis Otomotiv and the current operations of Stellantis Otomotiv in Turkey, including the distributorship of Stellantis brands consisting of Peugeot, Citroën, Opel and DS Automobiles, by our incorporation is ongoing.

Except for the foregoing, there are no changes in the management and operations of our incorporation and its subsidiaries that have taken place in the previous accounting period or are planned in the future accounting periods that will significantly affect the activities of the incorporation, and the material event disclosures made by our Company within the scope of the relevant legislation can be accessed at www.kap.org.tr.

2.3. Information on Requests by Shareholders Regarding Added Agenda Items:

Requests by shareholders for adding agenda items submitted in writing to the Financial Risk and Investor Relations Unit, if rejected by the board, are listed below with the reasons for such rejection:

No such request is made for the ordinary general assembly meeting for 2024 activities.

3. EXPLANATIONS ON THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING DATED 25.03.2025

1. Opening and election of Meeting Chairman,

The election will be made for the Chairman who will chair the General Assembly Meeting pursuant to “Turkish Commercial Code No. 6102” (TCC), “Regulation on Procedures and Principles for General Assembly Meetings of Joint Stock Companies and Ministry of Customs and Commerce Representatives to Attend Such Meetings” (“Regulation” or “General Assembly Regulation”) and article 7 of the General Assembly Internal Regulation. Chairman will assign minimum one Meeting Minutes Recorder as per the General Assembly Internal Regulations. Chairman can assign required number of vote collectors.

2. Reading, discussion and approval of 2024 Activity Report prepared by the Company’s Board of Directors,

Information will be provided on the 2024 Activity Report which is made available at Company Headquarters in Istanbul, branch offices, Central Registration Agency Electronic General Assembly System and Company website www.tofas.com.tr three weeks prior to the General Assembly meeting within the scope of TCC, Regulation and Capital Markets Board legislation and comments and approval of the Shareholders will be taken.

3. Reading of Independent Audit Report Summary related to 2024 accounting period,

Information will be provided on the Independent Audit Report which is prepared as per TCC and Capital Markets Board legislation and made available at Company Headquarters in Istanbul, Branch offices, Central Registration Agency Electronic General Assembly System

and Company website www.tofas.com.tr three weeks prior to the general assembly meeting for the review of the Shareholders.

4. Reading, discussion and approval of Financial Statements related to 2024 accounting period,

Information will be provided on financial tables and legal financial statements prepared as per Tax Procedure Law which are made available at Company Headquarters in Istanbul, Branch Offices, Central Registration Agency Electronic General Assembly System and Company website www.tofas.com.tr three weeks prior to the General Assembly meeting within the scope of TCC, Regulation and Capital Markets Board legislation and comments and approval of the Shareholders will be taken.

5. Acquittal of each Member of the Board of Directors for 2024 activities of the Company,

Acquittal of each member of the Board of Directors from liability in respect of the operations, activities and accounts in 2024 pursuant to provisions of TCC and Regulation will be submitted to the approval of the General Assembly.

6. Approval of the amendment to be made to the Company's "Dividend Distribution Policy" for the year 2025 and the following years in accordance with the Capital Markets Board regulations,

The changes to be made in our company's profit distribution policy, which is included in **Annex/1**, will be submitted for the approval of the general assembly and will also be announced at our company's headquarters, branches, in the Electronic General Assembly System of the Central Registry Agency (CRA), and on the corporate website at www.tofas.com.tr in the investor relations section for three weeks before the general assembly meeting. The proposed amendment to the profit distribution policy and its rationale were approved at the Board of Directors meeting dated 27.02.2025 and numbered 2025/10, and were publicly disclosed on the same date via the Public Disclosure Platform (KAP).

7. Approval, approval with amendment or rejection of the Board of Directors' proposal on distribution of 2024 profits and the date of profit distribution prepared as per the Company's Profit Distribution Policy,

Based on the 01.01.2024 - 31.12.2024 financial tables created by the Company as per Turkish Commercial Code and Capital Markets Law in accordance with Turkish Accounting/Financial Reporting Standards and audited by DRT Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member of Deloitte Touche Tohmatsu Limited), "Consolidated Net Term Profit" of the main partnership has been TL 5.221.439.000 and the profit distribution offer created based on our Profit Distribution Policy, long-term company strategy, investment and financing policies, profitability and cash position and in accordance with Profit Share Communiqué no. II-19.1 and the Profit Distribution Table created in accordance with the Profit Share Guide issued as per this communiqué is attached as **Annex/2**.

8. Approval, approval with amendment or rejection of the Board of Directors' proposal on amendment of Article 6 of the Company's Articles of Association titled as "Share Capital" in order to reflect the increase in the registered capital ceiling and the extension of its validity period, the change in the title of our company partner in the Articles of Association provided that the required approvals are obtained from the Capital Market Board and Ministry of Commerce,

In accordance with our Board of Directors' resolution dated 18.02.2025 and numbered 2025/04, the increase of the registered capital ceiling to 2,500,000,000 TL, the extension of the validity period of the registered capital ceiling to cover the years 2025-2029, and the

reflection of our shareholder's trade name change in the Articles of Association will be submitted for the approval of the General Assembly, together with the relevant Board of Directors' resolution and the proposed amendments to the Articles of Association included in Annex/3. The said proposed amendments to the articles of association have been approved by the CMB's letter dated 26.02.2025 and numbered E-29833736-110.04.04.04-68391, and an application has been made for the approval of the Ministry of Trade.

9. Determination of the number and office term of the members of the Board of Directors, appointment of the members of the Board of Directors according to the determined number, appointment of the independent members of the Board of Directors,

The board members whose terms have expired will be replaced as per the CMB regulations, TCC, Regulation and the terms of Articles of Association on election of Board Members. Furthermore, independent board members will be elected for compliance with CMB's Corporate Governance Communiqué no. II-17.1.

As per Article 10 of the Articles of Association, the Company is managed by a Board of Directors consisting of 8 to 12 members who are elected by the General Assembly for a maximum term of 3 years within the scope of relevant provisions of the Turkish Commercial Code. The General Assembly can replace the Board of Directors before the expiry of their term.

Article 6 Paragraph 1 of the CMB's Corporate Governance Communiqué no. II – 17.1 regulates that Principle 4.3.4 regarding the number of independent board members will not be applicable for partnerships in which management control is equally shared among two real or legal persons who are not in any sort of engagement in terms of capital, management or auditing whether directly or indirectly for minimum 51% of the capital, and in a manner which requires approval of both parties in major decisions and decisions on partnerships and two independent members shall be sufficient; therefore, our Company, qualified for these criteria, has submitted to Capital Markets Board for approval and our request has been confirmed with the letter numbered 326-1965 and dated 23.02.2012 and the number of independent board members has been specified as 2 (two). In this sense, 2 of the Board Members to be elected should meet the criteria of independence as set forth by the CMB's Corporate Governance Principles.

As per the Board Decision dated 22.01.2025 based on the assessments on the proposed members by the Corporate Governance Committee, Ms. Kudret ÖNEN and Mr. Gianni CODA are candidates for Independent Board Members. The Capital Markets Board has notified the Company with the letter numbered E-29833736-110.07.07-67940 and dated 17.02.2025 that “no negative comments are made” regarding the designation of the candidates for Independent Board Members

The resumes and statements of independence of the candidates for Board of Directors proposed by the A and D group shareholders are available in **Annex/4**.

10. Informing the Shareholders on and approval of “Remuneration Policy” for Members of the Board of Directors and Top-Level Managers and the payments made within the frame of such policy as required by Corporate Governance Principles,

As per CMB Corporate Governance Principle 4.6.2, remuneration principles for Board Members and top level managers will be documented and notified to the shareholders as a separate article of agenda of the General Assembly to take their views. Remuneration Policy created for this purpose is attached as **Annex/5**.

The information on benefits provided for board members and senior management of Tofaş Türk Otomobil Fabrikası A.Ş. in 2024 is provided under footnote 4 of 2024 financial reports.

11. Determination of annual gross remunerations of the Members of the Board of Directors,

Within the scope of the Remuneration Policy submitted to the approval of Shareholders with agenda item 10, annual gross salaries payable to Board Members in 2025 will be specified by the Shareholders.

12. Approval of selection of Independent Auditing Organization by the Board of Directors as per the Turkish Commercial Code and Capital Market Board regulations,

In accordance with the Turkish Commercial Code, the Capital Markets Board, and the Public Oversight, Accounting and Auditing Standards Authority regulations, and upon the opinion of the Audit Committee, it has been decided by our Board of Directors, after obtaining the opinion of the Audit Committee, to select DRT Independent Auditing and Certified Public Accounting Company for the audit of the company's financial reports for the 2025 fiscal year, provided that it is authorized by the Public Oversight, Accounting and Auditing Standards Authority (KGK) to carry out independent auditing activities in the field of sustainability, and to prepare disclosures in accordance with the Turkey Sustainability Reporting Standards published by KGK, including but not limited to the mandatory sustainability assurance audit and other activities within the scope of the relevant regulations; this selection will be submitted for approval at the general assembly.

With this information document, it has been publicly disclosed that DRT Independent Auditing and Certified Public Accounting Company has been authorized by the Public Oversight, Accounting and Auditing Standards Authority (KGK) to carry out independent auditing activities in the field of sustainability.

13. Informing the Shareholders on donations made by the Company in 2024 and setting an upper limit for donations to be made in 2025 within the scope of the Company's Donation and Sponsorship Policy,

The Donation and Sponsorship Policy of Tofaş Türk Otomobil Fabrikası A.Ş. accepted by our Board of Directors of on 05.03.2021 and disclosed to the public was approved by our shareholders at the general assembly dated 16.03.2021 within the scope of the Corporate Governance Principle no. 1.3.10 as "a policy with respect to donations and aids shall be prepared and submitted for approval of the general assembly."

As per Article 6 of the Profit Share Communiqué no. II-19.1 by the Capital Markets Board, the limit of any donation should be set by the General Assembly where it is not specified by the Articles of Association and the donations and payments will be notified to the General Assembly. Total amount of donations to foundations and organizations in 2024 is 16.717.973,46 TL based on nominal amounts (The total amount calculated based on the purchasing power as of December 31, 2024, is 17.003.810,16 TL). 15.000.000,00 of this amount has been donated to Vehbi Koç Foundation and the remaining amount has been donated to various institutions and organizations. Furthermore, the upper limit for donations in 2025 will be set by the General Assembly.

14. Informing the Shareholders on assurances, pledges, securities and indemnities supplied by the Company and its affiliates in favor of third parties and the profits and benefits gained in 2024 as per the Capital Market Board regulations,

As per Article 12 of CMB's Corporate Governance Communiqué no. II-17.1, assurances, pledges, securities and indemnities supplied by the Company and its Affiliates in favor of third parties and the profits and benefits gained should be added to the agenda of the general assembly meeting as a separate item and the footnote 13 of the Financial Tables dated 31.12.2024 provides information on this issue.

15. Authorization of the Shareholders holding the management control, members of the Board of Directors, top level managers and their spouses and relatives by blood and

affinity up-to-second-degree within the frame of Articles 395 and 396 of the Turkish Commercial Code and informing the Shareholders on the transactions of this nature carried out in 2024 as per the Capital Market Board Corporate Governance Communiqué,

Board Members will be entitled to make transactions within the frame of TCC article 395 "Restriction on Making Transactions with and Being Debted to the Company" paragraph one and article 396 "Restriction of Competition" only by approval of the General Assembly.

As per CMB's 1.3.6. mandatory Corporate Governance Principle, if shareholders holding the management control, members of the Board of Directors, administrative managers and their spouses and relatives by blood and affinity up-to-second-degree are engaged in a significant business in conflict of interests with the company or its affiliates and/or conduct a commercial business within the operation area of the company or its affiliates on behalf of themselves or third parties or be shareholders in a company in the same area of business as an unlimited liability shareholder; such transactions will be taken to the General Assembly agenda as a separate item to provide detailed information and recorded in the General Assembly meeting minutes.

In accordance with such regulations, grant of such consent (if any) will be submitted to the approval of our shareholders at the General Assembly. Additionally, information on the transactions carried out in this context within the year will be provided to the shareholders. Some of the shareholders holding the management control, members of the Board of Directors, administrative managers and their spouses and relatives by blood and affinity up-to-second-degree are assigned as board members at other Koç Group and Stellantis Group companies including those operating in the similar business with the Company. In 2024, no transaction which requires notification as per principle 1.3.6 of the Corporate Governance Communiqué has been made.

16. Informing the shareholders about the activities carried out in 2024 within the scope of the Company's transition plan to a low carbon economy,

As part of the transition plan to a low-carbon economy, our Company is determinedly continuing to pursue its climate goals. To decarbonize its operations, our Company has increased its renewable energy installed capacity to 5 MW as of 2023. The Company's rating in the Carbon Disclosure Project (CDP) Climate Change Program, where it transparently reports all its activities related to climate change, has been announced as B in 2024. The targets related to the Low Carbon Economy Transition Plan are included in the target cards of senior and middle-level managers, as well as all relevant management levels. Our Company continues its efforts in line with its defined climate goals. Our Company continues to progress according to its decarbonization strategy, and it is of great importance for all our stakeholders that information is provided to shareholders in this regard at the General Assembly. Therefore, shareholders will be informed about our Company's Low Carbon Economy Transition Action Plan at the General Assembly meeting.

17. Wishes and opinions.

ANNEXES:

- ANNEX/1.** Proposal for Amendment to the Profit Distribution Policy
- ANNEX/2.** Board's 2024 Profit Distribution Offer and 2024 Profit Distribution Table
- ANNEX/3.** Amendment to the Articles of Association and Related Board of Directors Resolution
- ANNEX/4.** Resumes of Candidates for Board Members and Independency Statements of Candidates for Independent Board Members

ANNEX/5. Remuneration Policy for Board Members and Top Level Managers

ANNEX/1.

Our company distributes profits in accordance with the provisions of the Turkish Commercial Code, Capital Markets Regulations, Tax Regulations, and other relevant regulations, as well as the article of our Articles of Association concerning profit distribution. In profit distribution, a balanced and consistent policy is pursued in compliance with Corporate Governance Principles, considering the interests of both shareholders and the Company.

As a principle, provided that relevant regulations, investment needs, and financial capabilities allow, and taking into account market expectations, the Company's long-term strategy, investment and financing policies, profitability, and cash position, the Company's net distributable profit for the period, calculated within the framework of Capital Markets Regulations, is distributed in cash and/or as bonus shares at the maximum possible rate, based on a resolution of the Ordinary General Assembly or, if necessary, an Extraordinary General Assembly during the year, as long as it can be covered by the available resources in our statutory records.

It is intended that the profit distribution will be carried out within a maximum of one month following the General Assembly meeting, and the distribution date is determined by the General Assembly. The General Assembly or, if authorized, the Board of Directors may decide on the installment-based distribution of dividends in accordance with Capital Markets Regulations.

According to the Company's Articles of Association, the Board of Directors may distribute advance dividends, provided that it has been authorized by the General Assembly and complies with Capital Markets Regulations.

There is no concession in dividend distribution. Dividends are distributed equally to all existing shares as of the distribution date, regardless of their issuance and acquisition dates.

Respectfully submitted for the information of our esteemed shareholders.

ANNEX/2.

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. 2024 Dividend Distribution Proposal Table (TL)			
1. Paid-in/Issued Capital *		500.000.000	
2. Total Legal Reserves (According to Tax Book) **		2.010.579.925	
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	4.889.966.000	6.343.574.199
4.	Taxes Payable (-)	-331.473.000	197.464.035
5.	Net Current Period Profit (=) ***	5.221.439.000	6.146.110.163
6.	Losses in Previous Years (-)		
7.	Primary Legal Reserves (-)		
8.	NET DISTRIBUTABLE CURRENT PERIOD (=)	5.221.439.000	6.146.110.163
9.	Donations Made during the Year (+)	17.003.810	
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated	5.238.442.810	
11.	First Dividend for Shareholders		
	- Cash ****	4.749.035.455	25.000.000
	- Stock		
	- Total	4.749.035.455	25.000.000
12.	Dividend Distributed to Owners of Privileged Shares		
13.	Other Dividend Distributed		
	- To the Members of the Board of Directors,		
	- To the Employees		
	- To None Shareholders		
14.	Dividend to Owners of Redeemed Shares		
15.	Second Dividend for Shareholders		5.564.645.603
16.	Secondary Legal Reserves	472.403.545	556.464.560
17.	Statutory Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES	0	0
20.	Other Distributable Resources	1.250.964.545	410.354.397
	- Retained Earnings	1.250.964.545	0
	- Extraordinary Reserves	0	410.354.397
	- Other distributable reserves in accordance with the Law and the Articles of Association	0	0
21.	Legal Reserves From Other Distributable Resources	125.096.455	41.035.440
	- Retained Earnings	125.096.455	
	- Extraordinary Reserves	0	41.035.440
	- Other distributable reserves in accordance with the Law and the Articles of Association	0	0

*The amount represents the registered nominal capital. In the records prepared according to the Tax Law (VUK), there is a capital inflation adjustment difference of TL 15.821.312.384,23

** The amount represents the nominal legal reserve. With the application of inflation accounting, there is a total inflation adjustment difference of TL 4.374.959.230,90 related to the legal reserves in the records prepared according to the Tax Law (VUK).

*** According to the records prepared in accordance with the Tax Procedure Law (VUK), there is a previous year's loss of 612,824,225 TL due to inflation adjustment. However, there are inflation adjustment differences in the Equity Accounts sufficient to cover this decrease. In the records kept according to VUK, no offsetting will be made between the items in the equity due to inflation adjustment as required by tax regulations.

**** The first dividend amount is calculated based on the registered nominal capital.

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. 2024 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)	RATE (%)	AMOUNT (TL)	RATE (%)
NET *	A (real person)	11.893.630		0,23	10,2000	1.020,00
	A (legal entity)	2.257.365.776		43,23	12,0000	1.200,00
	D	1.930.654.540		36,98	10,2000	1.020,00
	E	1.238.690.920		23,72	10,2000	1.020,00
	TOTAL	5.438.604.866		104,16		

(1) There is no privileged share group in profits

(2) Dividend amounts to be distributed to A, D and E groups are shown as consolidated.

(3) No withholding tax will be applied as Group A shares which correspond to 37.62% of the capital belong to full-fledged legal persons.

And as Group A shares which correspond to 0.23% of the capital belong to full-fledged real persons, 15% withholding tax will be applied,

(4) 15% withholding tax is applied by taking into account that all Group D shares belong to limited liability real persons.

(5) 15% withholding tax is applied accepting that all Group E public shares belong to real persons.

ANNEX/3. Amendment to the Articles of Association and Related Board of Directors Resolution

It has been decided by our Board of Directors to extend the validity period of the registered capital ceiling, which will expire in 2025, until the end of 2029, and to increase the current registered capital ceiling, which was determined in 2002, to 2,500,000,000 TL, considering the inflation effect over the past years, the amount being low in relation to the passage of time, and the increase in funds that can be added to the capital. Additionally, it is aimed to reflect the current title of our foreign partner in the Articles of Association. In this context, it has been decided to obtain the necessary permits from the Capital Markets Board and the Ministry of Trade to amend Article 6 titled "Capital" of the Company's Articles of Association, and after obtaining the necessary permits, the relevant amendment will be presented for the approval of shareholders at the first general assembly meeting. An application was submitted to the Capital Markets Board on February 18, 2025. If approved by the Capital Markets Board on February 26, 2025, and by the Ministry of Trade, the draft amendment to the Articles of Association will be presented for the approval of our shareholders under the 8th item of the General Assembly Agenda, as outlined below.

PREVIOUS TEXT	NEW TEXT
Article 6: SHARE CAPITAL The Company has accepted the registered share capital system according to the provisions of the Capital Market Law and adopted the registered share capital system under the permission nr. 532 issued by the Capital Market Board on the date of 01/08/1991. The registered share capital ceiling of the Company is TL 1,000,000,000 (one billion Turkish Liras) and it is divided into	Article 6: SHARE CAPITAL The Company has accepted the registered share capital system according to the provisions of the Capital Market Law and adopted the registered share capital system under the permission nr. 532 issued by the Capital Market Board on the date of 01/08/1991. The registered share capital ceiling of the Company is TL 2,500,000,000 (two billion five hundred million Turkish Liras) and it is divided into 250,000,000,000 (two hundred fifty billion)

100,000,000,000 (hundred billion) shares with a nominal value of 1 (one) Kuruş each.

The registered share capital ceiling permission granted by the Capital Market Board is valid for 2021-2025 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2025, in order for the Board of Directors to take a capital increase decision after 2025, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, the Company cannot increase its capital by a resolution of the Board of Directors.

The issued share capital of the Company is TL 500,000,000 (five hundred million Turkish Liras) and it is divided into 50,000,000,000 (fifty billion) registered shares in total, consisting of three groups of Group A, Group D and Group E shares, each with a nominal value of 1 (one) Kuruş.

The issued share capital of the Company has been fully paid-in free of any collusion. The issued share capital has been allotted to Group A, Group D, and Group E shares as follows:

Share Group	Number of Shares	Amount (TL)	Percentage
Group A Registered	18,927,985,687	189,279,856.87	37.8560
Group D Registered	18,927,985,687	189,279,856.87	37.8560
Group E Registered	12,144,028,626	121,440,286.26	24.2880
TOTAL	50,000,000,000	500,000,000	100

The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Market regulations, as deemed necessary.

In the years between 2021 and 2025, The Board of Directors is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to issue preference shares or shares at a premium or shares below its nominal value. The rights of the holders of preference shares and the pre-emptive rights shall be used according to the provisions of the Turkish Commercial Code and Articles of Association

shares with a nominal value of 1 (one) Kuruş each.

The registered share capital ceiling permission granted by the Capital Market Board is valid for 2025-2029 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2029, in order for the Board of Directors to take a capital increase decision after 2029, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, the Company cannot increase its capital by a resolution of the Board of Directors.

The issued share capital of the Company is TL 500,000,000 (five hundred million Turkish Liras) and it is divided into 50,000,000,000 (fifty billion) registered shares in total, consisting of three groups of Group A, Group D and Group E shares, each with a nominal value of 1 (one) Kuruş.

The issued share capital of the Company has been fully paid-in free of any collusion. The issued share capital has been allotted to Group A, Group D, and Group E shares as follows:

Share Group	Number of Shares	Amount (TL)	Percentage
Group A Registered	18,927,985,687	189,279,856.87	37.8560
Group D Registered	18,927,985,687	189,279,856.87	37.8560
Group E Registered	12,144,028,626	121,440,286.26	24.2880
TOTAL	50,000,000,000	500,000,000	100

The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Market regulations, as deemed necessary.

In the years between 2025 and 2029, The Board of Directors is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to issue preference shares or shares at a premium or shares below its nominal value. The rights of the holders of preference shares and the pre-emptive rights shall be used according to the provisions of the Turkish Commercial Code and Articles of Association herein. The Board of Directors is authorized to restrict the pre-emptive rights on newly issued shares, provided, however, that

herein. The Board of Directors is authorized to restrict the pre-emptive rights on newly issued shares, provided, however, that such power cannot be used in such manner to cause inequality among the shareholders. Shares representing the capital of the Company are registered and monitored according to the principles of dematerialization. The Group D shares of the Company which benefits from the Incentives for Foreign Investments Act No. 6224 are held by the foreign partner FCA Italy S.p.A.	such power cannot be used in such manner to cause inequality among the shareholders. Shares representing the capital of the Company are registered and monitored according to the principles of dematerialization. The Group D shares of the Company which benefits from the Incentives for Foreign Investments Act No. 6224 are held by the foreign partner Stellantis Europe S.p.A.
--	--

ANNEX/4.

CANDIDATES TO BOARD OF DIRECTORS AND CURRENT DUTIES

MEHMET ÖMER KOÇ

Chairman of the Board of Directors

He received his B.A. degree from Columbia University in 1985. He worked at Kofisa Trading for one year. He completed his MBA at Columbia University in 1989. After working at Ramerica International Inc., he joined Koç Group in 1990. He held various senior positions at Koç Holding including Finance Coordinator, Vice President and President of Energy Group. He became member of Board of Directors in 2004 and Vice Chairman in May 2008. In February 2016, he was appointed as the Chairman of Koç Holding. Ömer M. Koç has been serving as the Chairman of Tofaş Board of Directors since April 2016.

SAMIR CHERFAN

Vice Chairman of the Board of Directors

Samir Cherfan graduated from Polytech Sorbonne Paris with a degree in Engineering. Cherfan started his career with Renault Group in 1992. Cherfan was appointed as Program Director in 2003 and Managing Director of Eastern Paris retail network at Renault Retail Group in 2010. Cherfan became the Sales and Marketing Director of Nissan Group in the Middle East in 2012 and the Managing Director in 2013. Cherfan joined Groupe PSA in 2017 as Sales and Marketing Senior Vice President for Middle East and Africa region (MEA). In 2019, Cherfan was nominated as Director of MEA Region and Executive Vice President. Since January 2020, Samir Cherfan has been the Chief Operating Officer Middle East and Africa and Member of the Global Executive Committee. Cherfan has been serving as the Vice Chairman of Tofaş Board of Directors since November 2021.

CENGİZ EROLDU

Member of the Board of Directors – CEO

Cengiz Eroldu graduated from the Business Administration Faculty of Istanbul University in 1988 and completed the MBA program at LUISS University (Italy) from 1993 to 1995. He began his career as an Audit Specialist at Koç Holding in 1989. He was appointed to the position of Assistant Accounting and Industrial Governance Manager for Tofaş in 1995. He worked as the Accounting and Industrial Governance Manager and the Budget and Governance Manager from 2001 to 2008, and as the Finance Director between 2008 until 2015. Since January 2015, Eroldu has been serving as Member of the Tofaş Board of Directors and CEO. As of 2022, Cengiz Eroldu will also serve as the Automotive Industry Association's (OSD) chairman.

İLKER ERDEN

Member of the Board of Directors

İlker Erden graduated from Bosphorus University with a Business degree in 2005. He earned an Executive MBA from Koç University Graduate School of Business in 2020 and is currently furthering his education through the Harvard Business School Program for Leadership Development (PLD). Starting his career at Ernst & Young Corporate Finance, İlker Erden spent two years involved in various financial due diligence and valuation projects in Turkey and internationally. He worked for

FinansInvest, a local investment bank, for two years, advising on M&A and privatization transactions. Over the next nine years, he served in private equity roles at HSBC Principal Investments, Invest AD (Abu Dhabi Investment Company's direct investment arm), and Global Investment House (a Kuwait-based GP). During this period, he actively participated in investments, board-level portfolio management, exits, and fundraising activities. Currently, İlker Erden holds the position of Strategy and Business Development Coordinator and Co-leader of the department at Koç Holding A.Ş. His career at Koç Holding began in 2017 as a Strategy and Business Development Manager mainly engaged in M&A, new business development, and Holding's portfolio strategy as well as taking responsibility as CEO Office.

SILVIA VERNETTI BLINA

Member of The Board of Directors

Silvia Vernetti Blina, who completed her higher education at the Catalonia Polytechnic University of Barcelona in the field of Engineering, has experience in strategic planning, business development, and financial management. Before joining Fiat S.p.A in 2004, Silvia Vernetti Blina served in consulting roles at Bain & Company (Italy) and Andersen Consulting, where she was involved in Business Development and Joint Ventures Coordination for the consumer finance unit Fidis of the group. Vernetti also served as the Business Development President for FCA's EMEA Region from 2009 and as FCA Serbia President from 2011. During this period, Vernetti also managed Fiat Group Automobile Partnerships Management and Strategic Planning function, overseeing alliances with significant industrial partners. Since January 2021, Silvia Vernetti Blina has been serving as the Global Corporate Office President and as a member of the Senior Executive Team of Stellantis. Since March 2018, Silvia Vernetti Blina has been serving as the Global President of Jeep Finance.

POLAT ŞEN

Member of The Board of Directors

Polat Şen started his career as Audit Assistant at Koç Holding's Audit Group Department in 2000. From 2002 to 2005, he worked as Audit Specialist at Koç Holding. In 2005, he was appointed as Internal Audit Manager of Arçelik A.Ş. and in 2008 as Finance and Accounting Group Director of Grundig Electronics / Grundig Multimedia B.V. From 2009 to 2010, he was Finance and Accounting Director of Arçelik A.Ş. / Grundig Multimedia B.V. From 2010 to 2015, he was the Purchasing Director of Arçelik A.Ş. and from 2015 to 2022, he was the CFO of Arçelik A.Ş. Şen serves as the CFO of Koç Holding since April 2022.

GIORGIO FOSSATI

Member of the Board of Directors

Giorgio Fossati holds a degree in law from the University of Turin (Italy). He started his professional career in the Legal Department at Iveco S.p.A. in 1988 and joined Fiat S.p.A. in 1999 as a member of the legal staff. He became General Counsel of FCA Italy S.p.A. in 2002. He has served as the General Counsel for FCA Europe, Middle East and Africa Region and as Corporate General Counsel for Fiat Chrysler Automobiles N.V. in 2011. Mr. Fossati is a member of the Boards of Directors of FCA Partecipazioni S.p.A., Fiat Chrysler Risk Management S.p.A. In addition, he is the Vice President of Audit Committee of FCA Poland S.A. Giorgio Fossati has been serving as Member of the Tofaş Board of Directors since February 2016.

KENAN YILMAZ

Member of the Board of Directors

He graduated from İstanbul University, Faculty of Law in 1983. He was admitted to the İstanbul Bar Association in 1984. He earned an LL.M. in International Business Transactions from Tulane University Law School in New Orleans, Louisiana (USA) and received an EMBA from Koç University. He began his career as Legal Counsel at Koç Holding in 1989. He worked as Assistant Chief Legal Counsel between 2000 and 2006, and as the General Counsel between 2006 and 2021. From the beginning of 2021, he has been working as the Chief Legal and Compliance Officer of Koç Holding, also responsible for the Compliance Program. Kenan Yılmaz is also a Member of the Board of Directors of Marmaris Altinyunus. He also serves as Chair of the Board of Directors

and Member of the Board of Directors of some other Koç Group companies. In addition, Mr. Yılmaz is a founding member of Turkish Center for Ethical Values Foundation and founding member and Vice Chair of the Board of Directors of Turkish Institute of Nautical Archeology (TINA) and Vice Chair of the Board of Directors of Koç Holding Pension and Support Fund Foundation, and a member of Turkish Industry & Business Association (TÜSİAD).

KUDRET ÖNEN

Independent Member of the Board of Directors

Kudret Önen completed his higher education in the Department of Mechanical Engineering at Ankara Gazi University; he joined the Koç Group in 1975 at the Ford Otosan Istanbul Factory. After working as a Mechanical Engineer in the Production Planning and Product Development Department, he served as the Automotive Department Manager in Koç Holding R&D between 1979 and 1984. In 1984, he joined Otokar, a Koç Group company, as Deputy General Manager. He continued to serve as the General Manager of Otokar between 1994 and 2006. In 2006, Kudret Önen was appointed as the President of Koç Holding Defense Industry, Other Automotive, and Information Group, a position he held until 2016. Throughout his career, Kudret Önen served on the board of directors of various Koç Group automotive companies and held positions in numerous civil society organizations. He served as the Chairman of the Automotive Industry Association (OSD) between 2010 and 2016 and as the Chairman of the Turkish Metal Industrialists' Union (MESS) and the Turkish Employers' Union Confederation (TİSK) between 2016 and 2019. Kudret Önen retired from Koç Holding in 2016.

GIANNI CODA

Independent Member of the Board of Directors

Gianni Coda is a prominent figure in the automotive industry. He has held various positions of responsibility within the Fiat group. He joined Teksid in 1979 and then held positions of increasing responsibility at Fiat Allis and Fiat Geotech. In 1992, he was appointed to lead the integration of Fiat and Fort New Holland, and in 1993 he became Vice President of New Holland Agricultural Machinery, with responsibility for engineering, production and purchasing. His responsibilities expanded over time, and in 1996 he became Chief Executive Officer of Fiat Ferroviaria. In 1999, he assumed responsibility for Fiat Auto in Latin America. In 2002, he was appointed President of the Fiat/Lancia Business Unit. In 2004, he also assumed responsibility for the new Fiat Group Purchasing entity, overseeing the purchasing activities of Fiat Group Automobiles, Iveco, CNH, Fiat Powertrain Technologies and Fast Buyer. From 2011, he headed Fiat's newly created Europe, Middle East and Africa region. At the end of 2012, he retired from Fiat after 33 years of dedicated service.

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate for independent board membership on the Board of Directors of TOFAŞ Türk Otomobil Fabrikası A.Ş. (Company) under the Articles of Association of the Company and the criteria stated in the Capital Markets Board (CMB)'s Communiqué on Corporate Governance No. II-17.1. In that regard I confirm that:

- a) 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,
- b) 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,
- c) I have professional education, knowledge and expertise to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) I am deemed to be resident in Turkey according to Revenue Tax Law No. 193 dated 31.12.1960,
- e) 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,
- f) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- g) I have not been on the board of the Company for more than six years within last ten years,
- ğ) 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,
- h) I am not registered in the name of any legal entity elected as a board member.

KUDRET ÖNEN

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate for independent board membership on the Board of Directors of TOFAŞ Türk Otomobil Fabrikası A.Ş. (Company) under the Articles of Association of the Company and the criteria stated in the Capital Markets Board (CMB)'s Communiqué on Corporate Governance No. II-17.1 except for the criterion with respect to “being considered as a resident in Turkey under the Income Tax Law”. In that regard I confirm that:

- a) 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,
- b) 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,
- c) I have professional education, knowledge and expertise to fulfill my duties as an independent board member,
- ç) After my election I will not work full time in a Turkish governmental or public institution, except for the faculty membership under relevant regulations,
- d) 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,
- e) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,
- f) I have not been on the board of the Company for more than six years within last ten years,
- g) 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,
- ğ) I am not registered in the name of any legal entity elected as a board member.

GIANNI CODA

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş.
REMUNERATION POLICY
FOR TOP-LEVEL MANAGERS AND MEMBERS OF THE
BOARD OF DIRECTORS

This policy document defines the remuneration system and practices for the members of the Board of Directors and top-level managers consisting of the general manager and directors.

As per the Turkish Commercial Code and Article 12 of the Articles of Association of Tofaş Türk Otomobil Fabrikası A.Ş., fixed wages payable to all members of the Board of Directors are designated by the ordinary general assembly every year. Members of the Board of Directors are paid based on the period from assignment to resignation.

Executive Board members are also paid in accordance with the policy applicable for top-level managers and detailed below.

In addition to the fixed wage determined at the general assembly, the members assigned to carry out certain functions apart from the Board membership in order to contribute to the activities of the company can also be provided with additional benefits due to such function they assume within the framework of the opinion of the Corporate Governance Committee.

Performance-based payments are not used for remuneration of independent members of the Board of Directors.

Expenses of the members of the Board of Directors related with the benefits they provide for the company (transportation, telephone, insurance, etc.) are covered by the company.

Remuneration for Top-Level Managers consists of fixed and performance based components.

As per our remuneration policy, the management of wages and fringe benefits is regulated and implemented in accordance with the criteria that are fair, objective, competitive, rewarding, motivating and that recognize high performance.

Fixed wages of Top-Level Managers are determined in accordance with international standards and legal liabilities based on macroeconomic market data, wage policies applicable in the market, size of the company, long-term objectives and individual positions. The targets of our remuneration policy are to increase the motivation and loyalty of employees and to bring in labor that have adequate skills to ensure that the Company achieves its strategical targets considering the wage balances and competitiveness in the market.

Bonuses payable to Top-Level Managers are based on bonus base, company performance and individual performance in order to support that the Company achieves and goes beyond its targets and to encourage high performance rewarding the sustainable success. The criteria are as follows:

- **Bonus Base:** Bonus Base is updated every year and varies according to the positions of managers and volume of business. Bonus base is updated based on the top-management bonus policies applicable in the market.
- **Company Performance:** Company performance is calculated every year by measuring the financial and operational (market share, exports, international operations, efficiency etc.) objectives of the company in terms of achievement at the end of the year. The basic principles while defining the company objectives are ensuring that achievements are sustainable and improvements are made as compared to the previous year.
- **Individual Performance:** Definition of individual performance is based on individual and collective objectives and key results determined by Top Level Managers together with their teams and managers. In measurement of individual performance, long term sustainable improvement in non-financial area, compliance to the Environmental, Social and Corporate Governance (ESG) policies are significant principles.

In case of resignation of a top-level manager, a certain amount of bonus can be paid based on the term of assignment, term of assignment as a top-level manager, benefits provided, last target bonus before resignation, wages paid in the last year and bonus data.

Total amounts paid to Top-Level Managers and Members of the Board of Directors based on the principles listed above are submitted to the information and/or approval of the shareholders at the next general assembly meeting.