

Tofaş Türk Otomobil Fabrikası A.Ş.

COMMON AND CONTINUOUS RELATED PARTY TRANSACTIONS REPORT

General Information

This report is issued as per Article 10 of Corporate Governance Communiqué II-17.1 (the Communiqué) of the Capital Markets Board (CMB). As per the referenced clause, in cases where it is foreseen that the rate of the amount of common and continuous transactions between the corporations and subsidiaries thereof with their related parties within an account period, compared to

a) For purchases, the cost of sales in the latest annual financial statements disclosed to public,

b) For sales, the revenues in the latest annual financial statements disclosed to public,

exceed 10%, the board of directors of the corporation shall, in addition to its resolution, issue a report regarding the conditions of the transactions and comparison thereof with the market conditions and the entire report or its conclusion shall be disclosed on the PDP.

The purpose of this report, in addition to the common and continuous related party transaction reports announced on 28.02.2025 and 30.04.2025, is to disclose the terms, excluding trade secrets, of transactions anticipated to exceed the limits specified in the Communiqué regarding Related Party Transactions, as defined under Turkish Accounting Standards (TMS 24), between Tofaş Türk Otomobil Fabrikası A.Ş. ("Tofaş") and Stellantis Group companies identified as related parties within the framework of CMB regulations, concerning common and continuous sales of vehicles and spare parts as well as procurement of production materials during 2026 and subsequent years within the scope of the manufacturing agreement announced on 08.09.2025. The report aims to demonstrate that, compared to market conditions, there is no anticipated negative impact on our company.

Information on Tofaş Türk Otomobil Fabrikası A.Ş.

The Company, established in 1968 as a Turkish-Italian partnership, has operations of manufacturing, importing and sale of passenger cars, light commercial vehicles and their spare parts, second hand sales and their after sales services. The Company is under joint control and management of Koç Holding A.Ş. and Stellantis Europe SPA as per the Joint Venture Agreement. With 24.3% of its capital publicly-traded, Tofaş's shares are included in Borsa İstanbul as well as in that exchange's Corporate Governance and Sustainability indexes. The headquarters of the Company is at Büyükdere Cad. No:145 Zincirlikuyu Şişli-İstanbul. Manufacturing facilities are located in Bursa.

The capital of Tofaş is TRY 500,000,000 and the table showing the shareholding structure is as follows:

Shareholder	Amount of Shares (TRY)	Capital Ratio (%)	Voting Right	Voting Right Ratio
Koç Holding A.Ş.	187.938.121	37,5876	18.793.812.126	37,5876
Other Koç Group Shareholders	1.341.736	0,2683	134.173.561	0,2683
Koç Goup Total	189.279.857	37,8560	18.927.985.687	37,8560
Stellantis Europe SPA	189.279.857	37,8560	18.927.985.687	37,8560
Diğer Ortaklar	121.440.286	24,2881	12.144.028.626	24,2881
Toplam Sermaye	500.000.000	100,0000	50.000.000.000	100,0000

Summary financial data of Tofaş in 2024 are as follows:

(000 TRY)	31.12.2024
Total Assets	91.659.980
Shareholders Equity	47.101.612

(000 TRY)	01.01.2024 - 31.12.2024
Revenue	120.266.571
Cost of Sales	108.483.344
Net Profit	5.221.439

Based on above data, a board report is required for purchases estimated to exceed TRY 10.848.334 thousand (2024 COGS*10%) and sales estimated to exceed TRY 12.026.657 thousand (2024 Revenues*10%) in one year.

Information on Stellantis Group

Stellantis NV, the controlling shareholder of Stellantis group companies, is a multinational automotive manufacturer and mobility provider established on January 16, 2021 with the merger of Fiat Chrysler Automobiles (FCA) and PSA Group. The company is engaged in designing, engineering, manufacturing, distributing and selling vehicles, components and production systems worldwide, the company is among the largest automobile and industrial groups of the world. Headquartered in the Netherlands, the company includes well-known brands such as Jeep, Dodge, Chrysler, Ram, Fiat, Alfa Romeo, Maserati, Peugeot, Citroën, and Opel.

Stellantis NV is a listed company with total assets of 207,6 Billion EUR in 2024, 202,1 Billion EUR in 2023. Summary of financial data of Stellantis NV are as follows:

(Million EUR)	31.12.2024
Total Assets	207.607
Shareholders Equity	82.115

(Million EUR)	01.01.2024 - 31.12.2024
Revenue	156.878
Cost of Sales	136.360
Operating Profit	3.687
Net Profit	5.520

Information on the Terms and Market Conditions Compliance of Transactions Between Related Parties

Within the scope of the investment plan disclosed in material event statement dated April 18th,2025, a manufacturing agreement (“Manufacturing Agreement”) was signed on 08 September 2025 between our Company and Stellantis Europe S.P.A granting Tofaş the rights to produce in Türkiye the “K9”s light vehicle model and combi versions in multi-energy platforms for Stellantis brands (FIAT, Opel, Citroën, Peugeot) and determining the conditions regarding the sale of the vehicles and the spare parts

Information on Related Party Transactions Expected to Exceed 10% of Our Company's Revenue/Cost of Goods Sold

In accordance with this agreement, it is anticipated that a significant portion of Tofaş's commercial activities will continue to be conducted with Stellantis Group Companies, as it has been up to now.

The table below provides information about the transactions expected to be carried out with the Stellantis Group in line with the newly signed agreement. Within the scope of this agreement, purchases of production materials as well as sales of vehicle and spare parts are expected to individually exceed the 10% thresholds, as has been the case in the past. Adopting a holistic approach, all transactions anticipated to be carried out with the Stellantis Group under the agreement have been included in the table.

Related Company	Type of Transaction	Pricing/Profit Distribution Method
Stellantis Group	Purchase of Production Material	Cost Plus Method
	Sale of Vehicle	Cost Plus Method
	Sale of Spare Parts	Cost Plus Method

The Manufacturing Agreement also sets forth the principles regarding bonus payments to be made by the Stellantis Group to Tofaş in the event that the annual production cost targets, to be determined through mutual negotiations between Tofaş and the Stellantis Group, are achieved, as well as the sharing of fixed costs related to investment and production between the parties in the event of production falling short of the targets.

Based on evaluations made in line with current market conditions and developments as well as comparable practices, it has been concluded that terms of the transactions with related

parties defined under the new agreement will positively impact our Company's activities and they are aligned with market conditions.

Conclusion

As a result of the evaluations made in accordance with Article 10 of the Capital Markets Board's Corporate Governance Communiqué II-17.1, it is expected that the amount of common and continuous transactions to be carried out within the scope of the agreement signed on 08 September 2025 will exceed the 10% threshold specified in the aforementioned article, in terms of the ratio of the transaction amount to the annual revenue for sales transactions and to the cost of sales for purchase transactions within a fiscal period. This report provides information on the key terms of the transactions planned to be carried out, the pricing method, and the rationale for selecting this method, as well as their compliance with market conditions.