

**INFORMATION NOTE ON 2025 ORDINARY GENERAL ASSEMBLY MEETING DATED
16.03.2026**

1. INVITATION TO ORDINARY GENERAL ASSEMBLY MEETING DATED 16/03/2026

Ordinary General Assembly Meeting of the Company to review 2025 activities and discuss the following agenda will be held on 16 March 2026 Monday 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)".

The annual report of the Board of Directors for the 2025 fiscal year, which includes the financial statements for the year 2025, the independent audit report of the independent auditing firm DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the Board's proposal regarding profit distribution, as well as the statements on compliance with the Corporate Governance Principles and the Sustainability Principles; the TSRS-Compliant Sustainability Report containing our disclosures within the scope of the Turkish Sustainability Reporting Standards ("TSRS") published by the Public Oversight, Accounting and Auditing Standards Authority of the Republic of Türkiye ("KGG") for the year 2024; and the detailed information note including the below agenda items and the explanations required for compliance with the regulations of the Capital Markets Board, shall be made available for the review of the shareholders at the Company Headquarters in İstanbul, its branches, the Company's corporate website at www.tofas.com.tr and the Electronic General Assembly System of the Central Securities Depository at least three weeks prior to the meeting within the statutory period.

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:

During the previous financial year, a manufacturing agreement was executed between our Company and Stellantis Europe S.P.A., one of our shareholders, regarding the granting to Tofaş of the right to manufacture and distribute in Türkiye, under Stellantis license, the light commercial vehicle and “Combi” versions of the “K9” model, which is planned for the Stellantis brands (FIAT, Opel, Citroën, Peugeot), on multi-energy platforms, and the determination of the sales conditions of the vehicles and spare parts to be produced; our disclosures regarding the matter were shared with the public on 08.09.2025.

The transaction regarding the acquisition by our Company of all the shares of Stellantis Otomotiv Pazarlama A.Ş. (“Stellantis Otomotiv”) and the takeover of Stellantis Otomotiv’s existing operations in Türkiye, including the distributorship of the Stellantis brands consisting of Peugeot, Citroën, Opel and DS Automobiles, was approved by the decision of the Competition Board dated 18.04.2025 and was completed on 30.04.2025 upon the fulfilment of the other required conditions. Following the acquisition, the merger of Stellantis Otomotiv with our Company under the simplified procedure pursuant to the relevant provisions of the Turkish Commercial Code was approved by the decision of the Capital Markets Board dated 23.10.2025. The merger transaction was registered before the Istanbul Trade Registry Directorate on 31.10.2025 and announced in the Turkish Trade Registry Gazette numbered 11448, and Stellantis Otomotiv was dissolved on the same date pursuant to Article 152 of the Turkish Commercial Code. Our disclosures regarding the matter were shared with the public on 18.04.2025, 30.04.2025 and 31.10.2025.

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:

No such request is made for the ordinary general assembly meeting for 2025 activities.

3. EXPLANATIONS ON THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING DATED 16.03.2026

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 2025 Activity Report prepared by the Company’s Board of Directors,

Information will be provided on the 2025 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 2025 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 2025 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. Discussion and approval of Sustainability Report compliant with the Turkish Sustainability Reporting Standards (“TSRS”),

The 2024 TSRS-Compliant Sustainability Report, which was made available for the review of our shareholders at our Company headquarters, branches, the Electronic General Assembly System of the Central Securities Depository (MKK) and on our Company’s corporate website at www.tofas.com.tr for a period of three weeks prior to the General Assembly meeting, and for which the mandatory sustainability assurance audit has been completed by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi, shall be submitted to the General Assembly for information and for the opinions and approval of our shareholders.

6. Approval of replacements of the members of Board of Directors within the year under Article 363 of Turkish Commercial Code,

Pursuant to Article 363 of the Turkish Commercial Code, during the 2025 fiscal year, as a result of the resignation at their own request of our Board Members Mehmet Ömer Koç and İlker Erden, who had been elected as Board Members as nominees of the Group A shareholders, and Cengiz Eroldu, who had been elected as a Board Member as a nominee of the Group D shareholders; Levent Çakıroğlu, nominated by the Group A shareholders in place of Mehmet Ömer Koç; Cengiz Eroldu, nominated by the Group A shareholders in place of İlker Erden; and Philippe De Rovira, nominated by the Group D shareholder in place of Cengiz Eroldu, were appointed as members of the Board of Directors by our Board resolutions dated 13.06.2025 and 17.07.2025, subject to the approval of the first General Assembly to be convened and, if approved by the General Assembly, to serve for the remaining term of office of the members they replaced.

Likewise, during the 2025 fiscal year, pursuant to Article 363 of the Turkish Commercial Code, as a result of the resignation at his own request of Philippe De Rovira, who had been elected as a Board Member as a nominee of the Group D shareholders, Davide Mele, nominated by the Group D shareholder, was appointed as a member of the Board of Directors by our Board resolution dated 24.12.2025, subject to the approval of the first General Assembly to be convened and, if approved by the General Assembly, to serve for the remaining term of office of the member he replaced.

The resumes of Mr. Levent Çakıroğlu, Mr. Cengiz Eroldu, Mr. Philippe De Rovira, and Mr. Davide Mele, who were appointed during the year, are presented in Appendix 1, prepared in accordance with Corporate Governance Principle No. 1.3.1 of the Capital Markets Board.

7. Acquittal of each Member of the Board of Directors for 2025 activities of the Company,

Acquittal of each member of the Board of Directors from liability in respect of the operations, activities and accounts in 2025 pursuant to provisions of TCC and Regulation will be submitted to the approval of the General Assembly.

8. Approval, approval with amendment or rejection of the Board of Directors’ proposal on distribution of 2025 profits and the date of profit distribution prepared as per the Company’s Profit Distribution Policy,

Based on the 01.01.2025 - 31.12.2025 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, "Consolidated Net Term Profit" of the main partnership has been TL 8.353.933.000 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**.

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.

Upon the recommendation of our Corporate Governance Committee, which evaluated the candidates submitted to it, our Board of Directors resolved on 28.01.2026 to designate Mr. Kudret ÖNEN, nominated by the A share group, and Mr. Gianni CODA, nominated by the D share group, as independent Board member nominees. By its letter dated 06.02.2026 and numbered E-29833736-110.07.07-85857, the Capital Markets Board notified our Company that it had resolved not to express any adverse opinion regarding the independent Board member nominees. 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/3**.

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/4**.

The information on benefits provided for board members and senior management of Tofaş Türk Otomobil Fabrikası A.Ş. in 2025 is provided under footnote 4 of 2025 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 2026 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, Capital Market Board and Turkish Public Oversight and Auditing Standards Authority regulations,

In accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority, our Board of Directors has resolved, upon obtaining the opinion of the Audit Committee, to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi to conduct the audit of our Company's financial reports for the 2026 fiscal year and to carry out the mandatory sustainability assurance audit of the disclosures to be prepared in compliance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority (KGK), as well as other activities within the scope of the relevant regulations, without limitation thereto; and such appointment shall be submitted to the approval of the General Assembly.

13. Informing the Shareholders on donations made by the Company in 2025 and setting an upper limit for donations to be made in 2026 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 2025 is 41.647.549,80 TL based on nominal amounts (The total amount calculated based on the purchasing power as of December 31, 2025, is 41.748.138,83 TL). 40.000.000,00 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 2026 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 2025 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 31.12.2025 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 2025 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. 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. Wishes and opinions.

ANNEXES:

- ANNEX/1.** The resumes of the Board Members appointed during the year, namely Mr. Levent Çakıroğlu, Mr. Cengiz Eroldu, Mr. Philippe De Rovira and Mr. Davide Mele.
- ANNEX/2.** Board's 2025 Profit Distribution Offer and 2025 Profit Distribution Table
- ANNEX/3.** Resumes of Candidates for Board Members and Independency Statements of Candidates for Independent Board Members
- ANNEX/4.** Remuneration Policy for Board Members and Top-Level Managers

ANNEX/1. THE RESUMES OF THE BOARD MEMBERS APPOINTED DURING THE YEAR, NAMELY MR. LEVENT ÇAKIROĞLU, MR. CENGİZ EROLDU, MR. PHILIPPE DE ROVIRA AND MR. DAVIDE MELE.

LEVENT ÇAKIROĞLU

Chairman of the Board of Directors

Levent Çakıroğlu completed his undergraduate education at Ankara University, Faculty of Political Sciences, Department of Business Administration, and received his master's degree from the University of Illinois. He started his professional career in 1988 at the Ministry of Finance as an Assistant Financial Inspector and served as Financial Inspector at the same Ministry between 1991 and 1997. Between 1997 and 1998, he was appointed as Deputy Chairman of the Financial Crimes Investigation Board of the Ministry of Finance and during the same period he served as a part-time Lecturer at Bilkent University. Çakıroğlu joined the Koç Group in 1998 as Finance Group Coordinator. He served as CEO of Koçtaş between 2002 and 2007, and as CEO of Migros between 2007 and 2008. He was appointed as CEO of Arçelik in 2008 and, as of 2010, also served as President of Koç Holding Durable Consumer Goods Group. Çakıroğlu was appointed as CEO of Koç Holding in April 2015 and continues to serve as CEO of Koç Holding. Levent Çakıroğlu, who has been a Member of the Board of Directors of Koç Holding since April 2016, serves as Chairman of the Board at Tofaş, Arçelik-LG and TürkTraktör, Vice Chairman of the Board at Yapı ve Kredi Bankası, and as Board Member at various Koç Group companies.

CENGİZ EROLDU

Board Member – CEO

Cengiz Eroldu, who graduated from Istanbul University Faculty of Business Administration in 1988, completed the MBA program at LUISS University in Italy between 1993 and 1995. Eroldu started his professional career in 1989 at Koç Holding as Audit Specialist. Appointed to Tofaş in 1995 as Assistant Accounting and Industrial Control Manager, Eroldu served as Accounting and Industrial Control Manager and Budget and Control Manager between 2001 and 2008, and as Chief Financial Officer between 2008 and 2015. Since January 2015, Eroldu has been serving as Board Member and CEO of Tofaş. As of 2022, Cengiz Eroldu also serves as Chairman of the Automotive Manufacturers Association (OSD).

DAVIDE MELE

Board Member

He is a graduate of Politecnico di Torino University in Italy, with a degree in business engineering and industrial management. Mele joined Fiat Group in 2001 as Senior Auditor and held various positions with increasing responsibilities in Europe, North America and LATAM (Latin America) regions. These positions include Group and North America Platform Finance and Capital Expenditures (CapEx); Financial Planning and Analysis; Finance Director and Head of Business Development for the LATAM region; and subsequently Deputy COO of LATAM where he managed the launch of the Jeep brand in the region. In 2018, he was appointed as Deputy COO for the EMEA (Europe, Middle East and Africa) Region of FCA; focusing on brands, he led the electrification process and took part in business development during the merger process between FCA and Groupe PSA. With the establishment of Stellantis in January 2021, he served as Deputy COO responsible for the Enlarged Europe Region. In 2022, he was appointed as Head of Global Parts and Services. With the establishment of Stellantis in January 2021, he served as Deputy COO responsible for the Enlarged Europe Region. He served as Head of Programs and Product Planning prior to June 2025. Davide Mele is responsible for Product Planning and is a member of the Stellantis Leadership Team.

PHILIPPE DE ROVIRA
Board Member

Philippe de Rovira joined PSA Group in 1998 and held various Business and Finance positions until 2017. Among these positions, he led a division covering in particular B2B sales (including leasing companies), remarketing of used cars and sales of spare parts. In 2018, he was appointed Chief Financial Officer of PSA Group and became a member of the Global Executive Committee. The business unit "Remarketing of Used Cars" also reported to him. In 2021, he became Chief Affiliates Officer at Stellantis and a member of the Top Executive Team, in charge of Financial Services, Parts & Services, Remarketing of Used Cars, Circular Economy and Owned Retail. In 2025, he served as Chief Operating Officer (COO) responsible for Asia and the Middle East & Africa regions in addition to his responsibilities for Financial Services and Free2move. Philippe de Rovira is a graduate of ESSEC Business School.

ANNEX/2. BOARD'S 2025 PROFIT DISTRIBUTION OFFER AND 2025 PROFIT DISTRIBUTION TABLE

2025 PROFIT DISTRIBUTION PROPOSAL

In accordance with the consolidated Balance Sheet and Income/Loss Statement that has been drawn up pursuant to the CMB Communiqué Serial:II-14.1 on Principles of Financial Reporting in the Capital Market and Communiqué Serial:II-19.1 on Dividends, our Company booked a consolidated net profit of TL 8.353.933.000 in 2025. The donations and charitable grants made to foundations and associations during the reporting period amounted to TL 41.748.138,83

It is hereby proposed that; Cash dividends in the total amount of TL 10.000.000.000 corresponding to a rate of 2000,00% (gross) be paid out of the net profit for the period to our Shareholders after deducting the legal liabilities in accordance with the provisions of the Turkish Commercial Code, Capital Market legislation, and the Company's Articles of Association and the Dividend Policy.

Resident corporate entities and non-resident corporate entities deriving dividends via a workplace or permanent representation in Turkey be paid out a cash dividend at a rate of 2000,00% (gross) and in the amount of Kr 20,00 Gross=Net for each share with a nominal value of Kr 1,

Our other shareholders be paid out a cash dividend at the rate of 2000,00% and in the amount of Kr 20,00 gross and Kr 17,00 net per share with a nominal value of Kr.1. and the beginning date of dividend distribution be set as March 23, 2026.

We hereby propose that the dividend distribution and timing be resolved as proposed above.

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. 2025 Dividend Distribution Proposal Table (TL)			
1. Paid-in/Issued Capital *		500.000.000	
2. Total Legal Reserves (According to Tax Book) **		2.675.667.325	
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	8.838.191.000	7.055.991.170
4.	Taxes Payable (-)	484.258.000	322.759.531
5.	Net Current Period Profit (=) ***	8.353.933.000	6.733.231.639
6.	Losses in Previous Years (-)		
7.	Primary Legal Reserves (-)		
8.	NET DISTRIBUTABLE CURRENT PERIOD (=)	8.353.933.000	6.733.231.639
9.	Donations Made during the Year (+)	41.748.139	
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend is Calculated	8.395.681.139	
11.	First Dividend for Shareholders		
	- Cash ****	7.596.757.273	25.000.000
	- Stock		
	- Total	7.596.757.273	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		6.098.392.399
16.	Secondary Legal Reserves	757.175.727	609.839.240
17.	Statutory Reserves		
18.	Special Reserves		
19.	EXTRAORDINARY RESERVES	0	0
20.	Other Distributable Resources	2.403.242.727	3.876.607.601
	- Retained Earnings	2.403.242.727	0
	- Extraordinary Reserves	0	3.876.607.601
	- Other distributable reserves in accordance with the Law and the Articles of Association	0	0
21.	Legal Reserves From Other Distributable Resources	240.324.273	387.660.760
	- Retained Earnings	240.324.273	
	- Extraordinary Reserves	0	387.660.760
	- 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 16.380.225.846

** The amount represents the nominal legal reserve. With the application of inflation accounting, there is a total inflation adjustment difference of TL 4.436.316.188,67 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 612.824.225,44 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.

TOFAS TÜRK OTOMOBİL FABRİKASI A.Ş. 2025 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 (%)
NE1	A (real person)	19.822.717		0,24	17,0000	1.700,00
*	A (legal entity)	3.762.276.294		45,04	20,0000	2.000,00
	D	3.217.757.567		38,52	17,0000	1.700,00
	E	2.064.484.866		24,71	17,0000	1.700,00
	TOTAL	9.064.341.444		108,50		

(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. RESUMES OF CANDIDATES FOR BOARD MEMBERS AND INDEPENDENCY STATEMENTS OF CANDIDATES FOR INDEPENDENT BOARD MEMBERS

LEVENT ÇAKIROĞLU

Chairman of the Board of Directors

Levent Çakiroğlu completed his undergraduate education at Ankara University, Faculty of Political Sciences, Department of Business Administration, and received his master's degree from the University of Illinois. He started his professional career in 1988 at the Ministry of Finance as an Assistant Financial Inspector and served as Financial Inspector at the same Ministry between 1991 and 1997. Between 1997 and 1998, he was appointed as Deputy Chairman of the Financial Crimes Investigation Board of the Ministry of Finance and during the same period served as a part-time Lecturer at Bilkent University. Çakiroğlu joined the Koç Group in 1998 as Finance Group Coordinator. He served as CEO of Koçtaş between 2002 and 2007 and as CEO of Migros between 2007 and 2008. He was appointed as CEO of Arçelik in 2008 and at the same time served as President of Koç Holding Durable Consumer Goods Group as of 2010. Çakiroğlu was appointed as CEO of Koç Holding in April 2015 and currently continues to serve as CEO of Koç Holding. Levent Çakiroğlu, who has been a Member of the Board of Directors of Koç Holding since April 2016, serves as Chairman of the Board at Tofaş, Arçelik-LG and TürkTraktör, Vice Chairman of the Board at Yapı ve Kredi Bankası, and Member of the Board of Directors at various Koç Group companies.

SAMIR CHERFAN

Vice Chairman of the Board of Directors

Samir Cherfan is responsible for the Middle East & Africa Region and Micromobility and is a member of the Stellantis Leadership Team. He has extensive experience across the entire automotive value chain, including R&D, manufacturing, product and program management, as well as sales and marketing. He began his career in 1992 at Renault Group and held various managerial positions for 11 years in research, engineering, module development and production. He then served for seven years in the program management department and assumed the role of Program Director for mid-range models designed for international markets. In 2010, he transitioned to field operations as Managing Director of the Eastern Paris retail network within Renault Retail Group. In 2012, he joined Nissan Group as Sales and Marketing Director for the Middle East Region and was appointed Managing Director one year later. Joining Groupe PSA in 2017, Cherfan served as Senior Vice President (SVP) Sales and Marketing for the Middle East and Africa (MEA) Region. In 2019, he was appointed MEA Region Director and Executive Vice President and also led the cross-functional team aimed at reducing industrial and commercial complexity. He is an engineer and a graduate of Polytech Sorbonne in Paris, France.

CENGİZ EROLDU

Board Member – CEO

Cengiz Eroldu, who graduated from Istanbul University Faculty of Business Administration in 1988, completed the MBA program at LUISS University in Italy between 1993 and 1995. Eroldu began his professional career in 1989 at Koç Holding as an Audit Specialist. Appointed to Tofaş in 1995 as Assistant Accounting and Industrial Control Manager, Eroldu served as Accounting and Industrial Control Manager and Budget and Control Manager between 2001 and 2008, and as Chief Financial Officer between 2008 and 2015. Eroldu has been serving as Board Member and CEO of Tofaş since January 2015. As of 2022, Cengiz Eroldu also serves as Chairman of the Automotive Manufacturers Association (OSD).

DAVIDE MELE
Board Member

He is a graduate of Politecnico di Torino University in Italy with a degree in business engineering and industrial management. Mele joined Fiat Group in 2001 as Senior Auditor and held various positions with increasing responsibilities in Europe, North America and LATAM (Latin America) regions. These positions include Group and North America Platform Finance and Capital Expenditures (CapEx); Financial Planning and Analysis; Finance Director and Head of Business Development for the LATAM region; and subsequently Deputy COO of LATAM where he managed the launch of the Jeep brand in the region. In 2018, he was appointed Deputy COO for the EMEA (Europe, Middle East and Africa) Region of FCA; focusing on brands, he led the electrification process and took part in business development during the merger process between FCA and Groupe PSA. With the establishment of Stellantis in January 2021, he served as Deputy COO responsible for the Enlarged Europe Region. In 2022, he was appointed Head of Global Parts and Services. In 2022, he was appointed Head of Global Parts and Services. With the establishment of Stellantis in January 2021, he served as Deputy COO responsible for the Enlarged Europe Region. He served as Head of Programs and Product Planning prior to June 2025. Davide Mele is responsible for Product Planning and is a member of the Stellantis Leadership Team.

SILVIA VERNETTI BLINA
Board Member

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

İLKER ERDEN
Board Member

İlker Erden graduated from Boğaziçi University, Department of Business Administration in 2005 and completed the Executive MBA program at Koç University Graduate School of Business in 2020. In 2024, he completed the Leadership Development Program (PLD) at Harvard Business School. İlker Erden started his career at Ernst & Young Corporate Finance and took part for two years in various financial due diligence and valuation projects in Turkey and internationally. He provided advisory services in M&A and privatization for two years at FinansInvest, a local investment bank. Over the following nine years, he held various private equity roles at HSBC Principal Investments, Invest AD (the direct investment arm of Abu Dhabi Investment Company) and Global Investment House (a Kuwait-based GP). During this period, he was actively involved in investments, portfolio management at board level, and fundraising activities. İlker Erden's professional journey at Koç Holding A.Ş. began in 2017 as Strategy and Business Development Manager. He currently serves as Koç Holding Strategy and Business Development Coordinator and also assumes Co-Leadership responsibility of the department. He mainly oversees M&A, new business development, Holding portfolio strategy, and in addition carries out the function of serving as the CEO Office.

GIORGIO FOSSATI
Board Member

Giorgio Fossati completed his higher education at the University of Turin, Faculty of Law in Italy. He began his professional career in 1988 in the Legal Department of Iveco S.p.A. In 1999, he joined the Legal Department of Fiat S.p.A. In 2002, he became General Counsel of FCA Italy S.p.A. In

2011, he served as General Counsel for FCA's Europe, Middle East and Africa Region and as Corporate General Counsel of Fiat Chrysler Automobiles N.V. Fossati is also a Member of the Board of Directors of FCA Partecipazioni S.p.A. and Fiat Chrysler Risk Management S.p.A.; and Vice Chairman of the Supervisory Board of FCA Poland S.A. Giorgio Fossati has been serving as Board Member of Tofaş since February 2016.

KENAN YILMAZ
Board Member

He graduated from Istanbul University Faculty of Law in 1983. He joined the Istanbul Bar Association in 1984. He obtained a master's degree in International Trade Law from Tulane University Law School in New Orleans and an Executive MBA degree from Koç University. He started his professional career in 1989 at Koç Holding as Legal Counsel; between 2000 and 2006, he continued his duty as Deputy Chief Legal Counsel. Between 2006 and 2021, he served as Chief Legal Counsel of Koç Holding; as of the beginning of 2021, he assumed the title of Chief Legal and Compliance Counsel, also being responsible for the Compliance Program. Kenan Yılmaz is also a Member of the Board of Directors of Tofaş Türk Otomobil Fabrikası A.Ş. and Marmaris Altinyunus Turistik Tesisler A.Ş. In addition, he serves as Chairman of the Board and Member of the Board of Directors at certain other Koç Group companies. In addition to these duties, he is a Founding Member of the Ethics Values Center Foundation of Turkey, a Founding Member and Vice Chairman of the Board of Directors of the Turkish Underwater Archaeology Foundation (TINA), Chairman of the Board of Directors of Koç Holding Pension and Relief Fund Foundation, and a Member of TÜSİAD.

KUDRET ÖNEN
Independent Board Member

Kudret Önen, who has been serving as Independent Board Member of Tofaş since 28.03.2024, completed his higher education at Ankara Gazi University, Department of Mechanical Engineering; he joined the Koç Group in 1975 at Ford Otosan Istanbul Plant. After working as a Mechanical Engineer in the Production Planning and Product Development Department, he served as Automotive Department Manager at Koç Holding R&D between 1979 and 1984. In 1984, he joined Koç Group company Otokar as Deputy General Manager. Between 1994 and 2006, he continued to serve as General Manager of Otokar. Appointed in 2006 as Koç Holding President of Defense Industry, Other Automotive and Information Group, Kudret Önen served as President in this role until 2016. Throughout his career, Kudret Önen served as Board Member in Koç Group automotive companies and also held positions in various non-governmental organizations, serving as Chairman of the Board of Directors of the Automotive Manufacturers Association (OSD) between 2010 and 2016, and as Chairman of the Board of Directors of the Turkish Employers' Association of Metal Industries (MESS) and the Turkish Confederation of Employer Associations (TİSK) between 2016 and 2019. Kudret Önen retired from Koç Holding in 2016. Kudret Önen is also an Independent Board Member of Koç Holding.

GIANNI CODA
Independent Board Member

Gianni Coda, who has been serving as Independent Board Member of Tofaş since 28.03.2024, is a leading figure in the automotive industry. He held various positions of responsibility within Fiat Group. He joined Teksid in 1979 and later held positions of increasing responsibility at Fiat Allis and Fiat Geotech. In 1992, he was appointed to lead the integration of Fiat and Ford New Holland and in 1993 became Vice President of New Holland Agricultural Machinery with responsibility for engineering, manufacturing 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 Head of the Fiat/Lancia Business Unit. In 2004, he also assumed responsibility for the newly established Fiat Group Purchasing organization, overseeing the purchasing activities of Fiat Group Automobiles, Iveco, CNH, Fiat Powertrain Technologies and Fast Buyer. From 2011 onwards, he presided over Fiat's newly established Europe, Middle East and Africa region. At the end of 2012, after thirty-three years of dedicated service, he retired from Fiat.

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 Communique 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) My CV indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience 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) Pursuant to the Income Tax Law No. 193 dated 31/12/1960 (ITL), I am deemed to be resident in Turkey,

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 same person, the company or its controlling shareholders and in more than five corporations listed on the stock exchange 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 Communique 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) My CV indicates that I have skills, knowledge and expertise relevant to the Company's business and extensive experience 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 same person, the company or its controlling shareholders and in more than five corporations listed on the stock exchange in total,

ğ) I am not registered in the name of any legal entity elected as a board member.

GIANNI CODA

ANNEX/4. REMUNERATION POLICY FOR BOARD MEMBERS AND TOP-LEVEL MANAGERS

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.