

# TOFAŞ

TÜRK OTOMOBİL FABRİKASI A.Ş.

## TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş.

Registered Office: Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394 Şişli - İstanbul  
Trade Registry and Trade Registry Number: İstanbul Trade Registry - 100324  
Mersis No: 0846000042200017

### **FROM THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS** **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 ("KGK") 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](http://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 and will participate electronically via the Electronic General Assembly System, with their rights and liabilities reserved, should provide a letter of representation in accordance with the sample given below or obtain a sample from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul), other Company units or Company website [www.tofas.com.tr](http://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 of the letter of representation as attached 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 on General Assemblies to be held in Electronic Environment in Joint Stock Companies and Communiqué from the Central Registration Agency, Company website [www.tofas.com.tr](http://www.tofas.com.tr) and Company headquarters, Financial Risk and Investor Relations Unit (Phone: 0212 275 33 90 Extension: 2751 / 0212 337 09 17).

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As required by the Turkish Commercial Code No. 6102 Article 415 Paragraph 4 and Capital Markets Board 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.

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.

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](http://www.tofas.com.tr). 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**

Annexes:

- Agenda.
- Sample Letter of Representation.

**AGENDA OF 58<sup>th</sup> ORDINARY GENERAL ASSEMBLY MEETING OF  
TOFAŞ TÜRK OTOMOBİL FABRİKASI ANONİM ŞİRKETİ  
TO BE HELD ON 16 MARCH 2026**

1. Opening and election of Meeting Chairman,
2. Reading, discussion and approval of 2025 Activity Report prepared by the Company's Board of Directors,
3. Reading of Independent Audit Report Summary related to 2025 accounting period,
4. Reading, discussion and approval of Financial Statements related to 2025 accounting period,
5. Discussion and approval of Sustainability Report compliant with the Turkish Sustainability Reporting Standards ("TSRS"),
6. Approval of replacements of the members of Board of Directors within the year under Article 363 of Turkish Commercial Code,
7. Acquittal of each Member of the Board of Directors for 2025 activities of the Company,
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,
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,
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,
11. Determination of annual gross remunerations of the Members of the Board of Directors,
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,
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,
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,

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,
16. Wishes and opinions.

## LETTER OF REPRESENTATION

TOFAŞ Türk Otomobil Fabrikası A.Ş.

I hereby assign \_\_\_\_\_ identified in detail below to represent me at the Ordinary General Assembly Meeting of TOFAŞ Türk Otomobil Fabrikası A.Ş. on **16 March 2026** Monday at **14:30** at Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394 Şişli - İstanbul in accordance with my opinions specified below and exercise voting, make proposals and sign the documents as required.

Proxy's(\*);

Name/Commercial Title:

Turkish ID No./Tax No, Trade Registry & Number and MERSİS number:

(\*)For a foreign proxy, the equivalent information, if any, should be provided.

### **A. SCOPE OF THE AUTHORIZATION FOR REPRESENTATION**

In the sections 1 and 2 below, the option (a), (b) or (c) should be selected to determine the scope of the authorization for representation.

1. Regarding the Issues in the Agenda of the General Assembly;
  - a) The proxy is authorized to exercise voting at his/her own discretion.
  - b) The proxy is authorized to exercise voting in accordance with the proposals of company management.
  - c) The proxy is authorized to exercise voting in accordance with the instructions below.

Instructions:

If option (c) is selected by the shareholder, instructions specific to an item of the agenda are given by selecting one of the options (approval or rejection) for the relevant item of the agenda and, if rejection is selected, by specifying a counter-statement requested on the official general assembly record.

Items of the Agenda	Approval	Rejection	Counter-Statement
1. Opening and election of Meeting Chairman,			
2. Reading, discussion and approval of 2025 Activity Report prepared by the Company's Board of Directors,			
3. Reading of Independent Audit Report Summary related to 2025 accounting period,			

4. Reading, discussion and approval of Financial Statements related to 2025 accounting period,			
5. Discussion and approval of Sustainability Report compliant with the Turkish Sustainability Reporting Standards (“TSRS”),			
6. Approval of replacements of the members of Board of Directors within the year under Article 363 of Turkish Commercial Code,			
7. Acquittal of each Member of the Board of Directors for 2025 activities of the Company,			
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,			
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,			
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,			
11. Determination of annual gross remunerations of the Members of the Board of Directors,			
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,			
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,			
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,			
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,			
16. Wishes and opinions.			

**(\*) Items of the Agenda of the General Assembly are individually listed.**

If there is another draft decision of the dissentive vote, this will be specified in order for voting for proxy.

2. Specific instruction for other issues which may show up at the General Assembly meeting and especially the dissentive voting rights:

- a) The proxy is authorized to exercise voting at his/her own discretion.
- b) The proxy is not authorized for representation on these issues.
- c) The proxy is authorized to exercise voting in accordance with the specific instructions below.

SPECIFIC INSTRUCTIONS; (Specific instructions to the proxy by the shareholder, if any, are specified here.)

**B. The shareholder selects one of the options below to specify the shares requested to be represented by the proxy.**

1. I approve representation of my shares detailed below by the proxy.
- a) Group and serial:\*
- b) Number/Group:\*\*
- c) Quantity-Nominal value:
- ç). Preference on voting or not:
- d) Bearer - Registered share:\*
- e) Proportion to the total shares/voting rights of the shareholder:  
\*This information is not requested for shares Monitored by Registry.  
\*\*For shares Monitored by Registry, group information will be provided instead of number.
2. I hereby authorize representation of all my shares listed in the list of shareholders authorized to attend the General Assembly issued one day prior to the date of General Assembly by Merkezi Kayıt Kuruluşu A.Ş. by the proxy.

SHAREHOLDER'S NAME or TITLE (\*)

Turkish ID No./Tax No, Trade Registry & Number and MERSİS number:

Address:

(\*) For a foreign shareholder, the equivalent information, if any, should be provided.