

OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.

THE REPORT ON ACTIVITIES WITH RELATED PARTIES FOR 2026

General Information

This report is prepared under Article 10 of the Corporate Governance Communiqué Serial II-17.1 (Communiqué) of Capital Markets Board of Turkey (CMB). In accordance with the aforementioned article, the Board of Directors of a publicly listed company should prepare a report, in case of foreseeing the ratio of the amount of common and continuous transactions between corporations whose stocks are traded in Borsa İstanbul and the subsidiaries of the corporation and its related parties within an accounting period, in which;

- a) the ratio of the purchasing amount to the cost of goods sold in accordance with the last annual financial statements disclosed to the public
- b) the ratio of sales to revenues based on the final annual financial statements in sales transaction,

If it is foreseen that it will reach a ratio of more than 10%, a report should be prepared by the Board of Directors of the publicly listed company regarding the terms of the transactions and their comparison with the market conditions, and the whole or the result of this report should be disclosed on the Public Disclosure Platform.

The purpose of this Report is to disclose the conditions of the transactions that are foreseen to be executed by Otokar Otomotiv ve Savunma Sanayi A.Ş. ("our Company") in 2026 with related parties defined in the Turkish Accounting Standard No. 24 (TAS 24) related to Related Parties Transactions, providing that they are not considered as commercial secrets, and to demonstrate that our Company is not foreseen to be incurred any disadvantage as a result of such transactions when comparing with the conditions prevailing in the market, pursuant to the regulations of the Capital Market Board.

The detailed information about processes that have been carried out with the related parties of Otokar Otomotiv ve Savunma Sanayi A.Ş. within 2025 are disclosed in note 28 of our financial statements which is about the activities in 2025, and in this report, the condition of the transactions which are foreseen to be exceeded the limit of 10% of total transaction amount in 2026 financial year has been assessed.

Information about Otokar Otomotiv ve Savunma Sanayi A.Ş.

Otokar was established in 1963. Operating on the area of 552 thousand square meters factory in Sakarya, Arifiye. Otokar, offers tailored solutions to its clients with its technologies, designs and applications. A part of the Koç Group, Otokar designs and manufactures minibuses, small buses, and regular buses for public transportation; light trucks for the transportation and logistics sector; and wheeled and tracked armored vehicles and turret systems for the defense industry. Additionally, it began selling Foton Tunland brand pick-up trucks in the last quarter of 2024.

The issued capital of our Company is TL 120 million and the information about the shareholder structure is given below,

Shareholder	Share Amount (TL)	Equity Ratio (%)	Voting Right	Voting Right Ratio (%)
Koç Holding A.Ş.	56.850.122,77	47,38	5.685.012.277,00	47,38
Ünver Holding A.Ş.	29.774.719,15	24,81	2.977.471.915,00	24,81
Other	33.375.158,08	27,81	3.337.515.808,00	27,81
Total	120.000.000,00	100,00%	120.000.000.000,00	100,00%

The summary financial information about 2024 and 2025 financial years are given below,

(000 TL)	31.12.2024	31.12.2025
Total Assets	52.232.131	65.584.740
Total Equity	10.717.740	8.548.807

(000 TL)	01.01.2024-31.12.2024	01.01.2025-31.12.2025
Net Sales	44.112.223	51.962.379
Cost of Sales	(37.129.846)	(42.024.307)
Net Profit	(4.063.449)	(1.458.959)

According to the aforementioned data, in accordance with the Communiqué, the Board of Directors report should be prepared for the transactions foreseen to exceed the amount of TL 4.202.430 thousand (2025 COGS * 10%) for procurement transactions and the total amount of TL 5.196.237 thousand (2025 Revenue * 10%) for sales transactions in 2026.

Information about the Related Companies being the subject of this Report

Ram Dış Ticaret A.Ş.

Ram Dış Ticaret A.Ş. (Ram) Ram Dış Ticaret A.Ş. is registered with the Istanbul Chamber of Commerce under registration number 109050 and operates as a wholesale trader at Altunizade Mahallesi Kısıklı Caddesi No:26/4, 34662 Üsküdar/Istanbul. The company was established on November 16, 1970, and has a paid-up capital of 6 million TL.

Ram Dış Ticaret A.Ş.'s field of activity includes wholesale trade of all kinds of products, import, export, domestic and international marketing activities, conducting studies in these areas, and providing consultancy services to third parties. The company provides added value to its group companies and business partners in terms of cost and operational efficiency by implementing central purchasing organizations, particularly in the iron and steel and aluminum sectors domestically.

Ram Dış Ticaret A.Ş.'s business units mainly operate in the Energy, Food, Automotive, Defense Industry, Medical products, and humanitarian aid materials sectors; and effectively manage both domestic and international trade and supply processes in these areas.

Information about the conditions of transactions executed with related persons/parties and consistency of such conditions with the prevailing market conditions

Sales of our Company were made to Ram Dış Ticaret A.Ş. between 01.01.2025-31.12.2025 and explanations about these transactions are given in the article 28 of Independent Auditor Report dated 31 December 2025.

Sales made to Ram Dış Ticaret A.Ş. is basically consisted of the export registered sales made to non-related third parties. The amount of the invoices, that are issued from Otokar to Ram and also from Ram to the third party (it buys the same products), remain the same. Ram Dış Ticaret A.Ş. only issues commission invoice for the activities it carries out.

In general, all negotiations with third parties, any contract, default risks and any potential risk associated with inventory are carried out, managed and followed by Otokar. Therefore, all risk are borne by Otokar, and Ram assists and manages operative and paperwork and in return of these services, it issues commission invoice. Ram issues invoices related to costs such as bank letter of guarantee commissions, freight expenses incurred in the name of Otokar during these activities. In addition, in the markets where the transaction is carried out, local regulations and market research services are taken from Ram.

As can be seen previously mentioned description, when evaluating the essence of the process, rather than the volume of the export registered sales, the amount of commissions paid for the related transaction should be taken into account when determining the 10% threshold considering the commercial relations between Ram Dış Ticaret A.Ş. and Otokar. However, as issued invoices covers the entire amount of related transaction, all the sales are seen as related party transactions and therefore exceed 10% limit.

Within 2025, amount of 7.063.513 TL thousand sales transaction has been realized between our Company and related Ram Dış Ticaret A.Ş. and in the accounting period of 01.01.2025-31.12.2025 14,0% of the proceeds have been realized from the sales, and the whole transactions between our Company and Ram Dış Ticaret A.Ş. are consisted of the export registered sales made to non-related third parties with exactly the same conditions and commissions accrued by Ram due to these transactions. As a result of these sales in 2025, the total amount of commissions and acquired services paid to Ram is 160.594 TL thousand. The amount of commission accrued due to export registered sales, which is the principal counterpart of the transaction between the parties, is well below the limit determined in the communiqué and determined in accordance with the market conditions.

Conclusion

Pursuant to Capital Market Board's Communiqué, article 10 of Serial: II, No:17.1; due to the fact that the amount of our Company's subsidiaries' common and ongoing product sales transactions with Ram Dış Ticaret A.Ş. within 2026 accounting period is foreseen to be exceed 10% of the amount of revenue based on 2025 financial reports which was the latest and disclosed to the public, and the transactions with Ram Dış Ticaret A.Ş. foreseen to be carried out within 2026, the price determination method and reasons for choosing such methods are explained in this report and information regarding the compliance of the transaction with market conditions is provided.

NOTE: This statement has been translated into English for informational purposes. In the event of any discrepancy between the Turkish and the English versions, the Turkish version shall prevail.