

OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.

Mersis No: 0649001827200034

Company Headquarters Address: Taşdelen Mahallesi Sırrı Çelik Bulvarı No:5 34788 Çekmeköy -İSTANBUL

**INVITATION TO ANNUAL ORDINARY GENERAL MEETING OF DATED 10.03.2026
FROM THE BOARD OF DIRECTORS**

Our Company will hold its Annual Ordinary General Meeting to examine the activities of the year 2025 and to discuss and settle the agenda written below on 10.03.2026 Tuesday at 14:30, at Divan İstanbul Oteli, Asker Ocağı Cad. No:1 Elmadağ, Şişli - İstanbul (Phone: 0212 315 55 00).

Financial Statements related to year 2025, independent audit company Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi's independent audit report , dividend distribution proposal of the Board of Directors, Annual Report with its attached Corporate Governance Compliance and Sustainability Principles Compliance, Türkiye Sustainability Reporting Standards (TSRS) Compliant Sustainability Report containing our disclosures under TSRS published for the year 2024 by the Republic of Türkiye Public Oversight, Accounting and Auditing Standards Authority (KGK)and the detailed Information Sheet that includes these agenda and required explanations for compliance with the Capital Markets Board Regulations shall be ready for esteemed shareholders to examine, within the legal period of 3 weeks excluding announcement and meeting day prior to the Annual General Meeting at head office of the Company, at corporate website www.otokar.com.tr, Public Disclosure Platform and the Electronic Annual General Meeting System of Central Registry Agency (CRA).

The shareholders who will not personally participate to Annual General Meeting, provided that the rights and obligations of shareholders who will participate via the Electronic General Meeting System are reserved, must submit their letter of attorney to the Company according to the legislation or must provide a copy of letter of attorney through Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul), through related departments of our company or through our corporate website at <http://www.otokar.com.tr> by performing the cases that are foreseen in "Communiqué on Voting by Proxy and Proxy Solicitation", no.II-30.1, which is published in official gazette on 24.12.2013, law no:28861, whose signature has been notarized or has a signature circular attached. **The Proxy who is assigned by electronically through Electronic General Meeting System does not require to submit a letter of attorney. The letter of attorneys that are not suitable with the compelled one in the Communiqué and are not suitable with the attached one, will definitely not be accepted due to our legal responsibility.**

Shareholders who intend to vote via the Electronic General Meeting System are requested to obtain information from the Central Registry Agency, our Company's website at <http://www.otokar.com.tr> or from Company's headquarters (Tel:0 216 489 29 50) to ensure that they comply with the provisions of the by-laws for the Electronic Shareholders Meeting.

Pursuant to Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102 and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly do not need to block their shares.

In accordance with the Law No. 6698 on Protection of Personal Data, the detailed information about processing personal datas by our company can be obtained from Personal Data Protection and Processing Policy of Otokar Otomotiv ve Savunma Sanayi A.Ş. which is shared with public on www.otokar.com.tr.

At the Ordinary General Assembly Meeting, the voters shall use open voting system by raising hands, without prejudice to the provisions of electronic voting regarding the voting of each item on the agenda.

All right holders and stakeholders as well as the press are invited to the General Assembly Meeting.

Pursuant to the Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

Respectfully submitted to esteemed shareholders.

BOARD OF DIRECTORS OF OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.

THE AGENDA OF THE ORDINARY ANNUAL GENERAL MEETING OF OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş. DATED 10.03.2026

- 1- Opening and Election of the Chairman of Meeting,
- 2- Reading, discussion and approval of the Annual Report of year 2025 prepared by the Board of Directors,
- 3- Reading of the summary report of the Independent Audit Firm of 2025 Fiscal Period,
- 4- Reading, discussion and approval of the Financial Statements of 2025 Fiscal Period,
- 5- Discussion and approval of 2024 TSRS Compliant Sustainability Report,
- 6- Acquittal of each member of the Board of Directors in relation to the activities of Company in 2025,
- 7- Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2025 and the distribution date which prepared in accordance with the Company's Profit Distribution Policy,
- 8- Determination of the number and the term of duty of the members of the Board of Directors and election of the members base on the determined number, election of the Independent Board Members,
- 9- As per the Corporate Governance Principles, informing and approval the shareholders regarding the "Remuneration Policy" for members of the Board of Directors and the Senior Executives and regarding the payments made under this policy and related payments,
- 10- Determination of the annual gross fees to be paid to the members of the Board of Directors,
- 11- Approval of the Independent Audit Firm selected by the Board of Directors as per the regulations of the Turkish Commercial Code, Capital Market Board and Public Oversight Accounting and Auditing Standards
- 12- Giving information to the shareholders regarding the donations made by the Company in 2025 in accordance with the Company's Donation and Sponsorship Policy and determination of an upper limit for donations to be made in 2026,
- 13- In accordance with the Capital Markets Board regulations, informing the shareholders about guarantees, pledges, mortgages and surety granted in favor of third parties by the Company and its subsidiaries in 2025 and of any benefits or income,
- 14-Pursuant to Articles 395 and 396 of the Turkish Commercial Code and CMB regulations, authorization of the shareholders with management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree; and presentation to the shareholders, of the transactions carried out thereof in the 2025 pursuant to the Corporate Governance Communiqué of the Capital Markets Board,
- 15- Wishes and Opinions

EXAMPLE OF PROXY FORM¹

OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.

At the Ordinary Annual General Meeting of OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş. that will be held on 10.03.2026, Tuesday at 14:30 at Divan İstanbul Oteli Asker Ocağı Cad. No:1 Elmadağ, Şişli - İstanbul, I appoint to be authorized _____ below introduced in detail, to represent me, to vote, to make an offer and to sign the required documents in accordance with the opinions I stated below.

Proxy's (*);

Name and Last name/Trade Name:

T.R. Identification Number/Tax ID, Trade Registry Number and Central Registration System no:

(*) It is mandatory to submit the aforesaid information's equivalent if any for the foreign proxies.

A) SCOPE OF POWER OF ATTORNEY

For the chapters 1 and 2 given below, it is a must to choose (a), (b) or (c) to determine the scope of power of attorney.

1. About the items in the Annual General Meeting Agenda

- a) The Proxy is authorized to vote in the direction of his/her own opinion. ☐
- b) The Proxy is authorized to vote in the direction of proposal of the corporation board. ☐
- c) The Proxy is authorized to vote in the direction of the following instructions. ☐

Instructions:

In case of (c) to be selected by the shareholder, the instructions specific to the agenda item will be given by marking the one of the options (accept and reject) toward the related Annual General Meeting agenda item and if reject option to be selected, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Options	Accept	Reject	Dissenting Opinion
1- Opening and Election of the Chairman of Meeting			
2- Reading, discussion and approval of the Annual Report of year 2025 prepared by the Board of Directors			
3- Reading of the summary report of the Independent Audit Firm of 2025 Fiscal Period			
4- Reading, discussion and approval of the Financial Statements of 2025 Fiscal Period			
5- Discussion and approval of 2024 TSRS compliant Sustainability Report			
6- Acquittal of each member of the Board of Directors in relation to the activities of Company in 2025			
7- Approval, or approval with amendments or refusal of the Board of Directors' proposal for profit distribution for the year 2025 and the distribution date which prepared in accordance with the Company's Profit Distribution Policy,			
8- Determination of the number and the term of duty of the members of the Board of Directors and election of the members base on the determined number, election of the Independent Board Members			

¹ This Proxy statement is effective only for the related annual general meeting and its legally follow up meetings as long as there is no new proxy.

9- As per the Corporate Governance Principles, informing and approval the shareholders regarding the "Remuneration Policy" for members of the Board of Directors and the Senior Executives and regarding the payments made under this policy and related payments			
10- Determination of the annual gross fees to be paid to the members of the Board of Directors			
11- Approval of the Independent Audit Firm selected by the Board of Directors as per the regulations of the Turkish Commercial Code, Capital Market Board and Public Oversight Accounting and Auditing Standards			
12- Giving information to the shareholders regarding the donations made by the Company in 2025 in accordance with the Company's Donation and Sponsorship Policy and determination of an upper limit for donations to be made in 2026,			
13- In accordance with the Capital Markets Board regulations, informing the shareholders about guarantees, pledges, mortgages and surety granted in favor of third parties by the Company and its subsidiaries in 2025 and of any benefits or income in accordance with Capital Markets Board legislation			
14- Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2025 pursuant to the Corporate Governance Communique of the Capital Markets Board,			
15- Wishes and Opinions			

2. The special instruction related to alternate subjects that can be occur at Annual General Meeting and especially to utilization of the minority rights:

- a) The Proxy is authorized to vote in the direction of his own opinion. ☐
- b) The Proxy is not authorized to represent about this topic. ☐
- c) The Proxy is authorized to vote in the direction of the special instructions given below. ☐

SPECIAL INSTRUCTIONS; the special instructions if any that will be given to proxy by the shareholder are listed here.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows.

- a) Order and Serial: *
- b) Number / Group: **
- c) Amount-Nominal Value:
- d) Share with privileged voting rights or not:
- e) Bearer-Registered: *
- f) Ratio of the total shares/voting rights of the shareholder:

*Those information are not requested for the registered shares.

**Rather than the number related to the shares, the information related to the group of shares shall take place.

2. I confirm the representation of all my shares related to shareholders list that may participate to Annual General Meeting prepared by the Central Registry Agency one day before the Annual General Meeting.

NAME LASTNAME OR TITLE OF THE SHAREHOLDER (*)

T.R. Identification Number/Tax ID, Trade Registry &Number and Central Registration System no:

Address:

(*) It is mandatory to submit the aforesaid information's equivalent if any for the foreign proxies.

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