

Tofaş Türk Otomobil Fabrikası A.Ş.

2026 FORECAST RELATED PARTY TRANSACTIONS REPORT

General Information

This report is issued as per Article 10 of Corporate Governance Communiqué II-17.1 (the Communiqué) by Capital Markets Board (CMB). As per the referenced clause, in cases where it has been 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 result only shall be disclosed at the PDP.

The purpose of this report is to disclose the terms of forecasted transactions between Tofaş Türk Otomobil Fabrikası A.Ş. (Company) and its subsidiaries with the related parties as defined by Turkish Accounting Standards (TAS 24) within the scope of CMB regulations in 2026 and estimated to exceed the amount set forth by the Communiqué, to the extent that they are not commercial secrets and show that any such transaction does not have a negative effect on the Company as compared to the market conditions.

Detailed information on the Company's related party transactions in 2025 are given in footnote 4 of publicly disclosed financial tables on 2025 and this Report includes the terms of the transactions which are estimated to exceed 10% in 2026 accounting period.

Information on Tofaş Türk Otomobil Fabrikası A.Ş.

The Company being 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 services under the license of Stellantis Group join managed by Koç Holding A.Ş. and Stellantis Group, the Company is run in cooperation based on the Joint Venture Agreement. Tofaş is a Koç Holding and Stellantis Group partnership in which each controls an equal stake. 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 Index and Sustainability indexes. The Head Office of the Company is at Büyükdere Cad. No:145 Zincirlikuyu Şişli-İstanbul. Manufacturing facilities are located in Bursa.

The Company carries out a significant part of its commercial activities with Koç Group and Stellantis Group Companies.

The capital of the Company is TRY 500,000,000 and the table on the shareholding structure is as follows.

| Shareholder | Amount of Shares (TRY) | Capital Ratio (%) | Voting Right | Voting Right Ratio |
|------------------------------|------------------------|-------------------|-----------------------|--------------------|
| Koç Holding A.Ş. | 188,113,814,70 | 37.6228 | 18,811,381,470 | 37.6228 |
| Other Koç Group Shareholders | 1,166,042.17 | 0.2332 | 116,604,217 | 0.2332 |
| Koç Group Total | 189,279,856.87 | 37.8560 | 18,927,985,687 | 37.8560 |
| Stellantis Group | 189,279,856.87 | 37.8560 | 18,927,985,687 | 37.8560 |
| Other Shareholders | 121,440,286.26 | 24.2881 | 12,144,028,626 | 24.2881 |
| Total | 500,000,000.00 | 100.00 | 50,000,000,000 | 100.00 |

Summary financial data of the Company in 2024-2025 are as follows.

| (Thousand TRY) | 31.12.2024 | 31.12.2025 |
|----------------------|-------------|-------------|
| Total Assets | 119,975,884 | 173,524,206 |
| Shareholder's Equity | 61,652,399 | 60,031,247 |

| (Thousand TRY) | 01.01.2024-31.12.2024 | 01.01.2025-31.12.2025 |
|----------------|-----------------------|-----------------------|
| Revenues | 157,419,715 | 319,413,508 |
| Cost of Sales | 301,107,616 | 141,996,375 |
| Net Profit | 8,353,933 | 6,814,463 |

Based on above data, a board report is required in 2026 for purchases estimated to exceed TRY 10,848,334 thousand (2025 Cost of Sales*10%) and sales estimated to exceed TRY 31,941,350 thousand (2025 Revenues*10%).

Information on Stellantis Group

Stellantis N.V., the majority shareholder of the Stellantis group companies, is a multinational automotive manufacturer and mobility provider established on January 16, 2021, through the merger of Fiat Chrysler Automobiles (FCA) and PSA Group. The company designs, engineers, manufactures, distributes, and sells vehicles, components, and production systems worldwide. It is one of the largest automotive and industrial groups in the world. Headquartered in the Netherlands, the company owns well-known brands such as Jeep, Dodge, Chrysler, Ram, Fiat, Alfa Romeo, Maserati, Peugeot, Citroën, and Opel.

Information on Otokoç Otomotiv Ticaret ve Sanayi A.Ş.

The Company, headquartered from Istanbul, has been registered as Otokoç Otomotiv Ticaret ve Sanayi A.Ş. on June 21, 2001 following a number of changes and operates in retail, fleet and 2nd hand sales of Ford-Fiat-Alfa-Volvo-Jeep etc, vehicles and also provides maintenance services, short- and long-term vehicle leasing services, wholesales of spare parts and financing services for vehicles.

Otokoç Otomotiv Ticaret ve Sanayi A.Ş. is the authorized dealer and service of the Company and purchases vehicles and spare parts from the company within the scope of a dealership agreement, The company has a capital of TRY 136,000,000, Koç Holding A.Ş. has % 99,75 of the company's shares, The remaining shares are open to the public.

Information on Future Terms of the Transactions with Related Parties and Comparisons with Market Conditions

The Company's related party transactions estimated to exceed 10% limitation in 1,1,2026-31,12,2026 accounting period will be with Stellantis Group and Otokoç Otomotiv Ticaret ve Sanayi A.Ş. the brief information transactions of Stellantis Group are listed in the table below

Transactions with FCA Italy S.P.A.

| Related Company (Name/TiTRYe) | Type of Transaction | Amount of Transaction (Thousand TRY) (2025) | Rate of Transaction Amount to Revenues/Cost of Sales (2025) | Pricing/Profit Distribution Method |
|---|-------------------------------------|--|--|------------------------------------|
| Stellantis Group | Purchase of Vehicles | 149,492,323 | 49,65% | Profit/Loss Distribution Method |
| | Spare Part Purchase | 4,462,790 | 1,48% | Cost Plus Method |
| | Purchase of Manufacturing Materials | 29,817,216 | 9,90% | Cost Plus Method |
| | Purchase of R&D | 1,138 | 0,00% | Cost Plus Method |
| | Purchase of Fixed Assets | 45,822 | 0,02% | Cost Plus Method |
| Stellantis Group Total Purchases | | 183,819,289 | 61,05% | |

| | | | | |
|-------------------------------------|------------------|-------------------|---------------|------------------|
| Stellantis Group | Vehicle Sales | 37,365,586 | 11,70% | Cost Plus Method |
| | Spare Part Sales | 961,137 | 0,30% | Cost Plus Method |
| | R&D Sales | 2,097,231 | 0,66% | Cost Plus Method |
| | Service Sales | 191,328 | 0,06% | Cost Plus Method |
| Stellantis Group Total Sales | | 40,615,282 | 12,72% | |

The Company's general manufacturing and supply cooperation with the Stellantis Group, are based on the agreements, 356 Sedan dated June 17, 2015, 357 HB-SW dated December 23,

2015, K0 production contracts dated November 4, 2025, K9 production contracts dated November 8, 2025 and import&distributor contracts April 30, 2025. In 2026, the Vehicle Sales item is expected to exceed the 10% threshold, and with a holistic approach, all transactions expected to be carried out with the Stellantis Group have been included in the table.

Transactions with Otokoç Otomotiv Ticaret ve Sanayi A.Ş.

| Related Company (Name/TiTRYe) | Type of Transaction | Amount of Transaction (Thousand TRY) (2025) | Rate of Transaction Amount to Revenues (2025) | Pricing/Profit Distribution Method |
|---|---------------------|---|--|--|
| Otokoç Oto Tic. San. AŞ. | Vehicle Sales | 33,608,464 | %10,52 | Comparable Price Method |
| Otokoç Oto Tic. San. AŞ. | Spare Part Sales | 4,781,561 | %1,50 | Comparable Price Method |
| Otokoç Oto Tic. San. AŞ, Total Sales | | 38,390,025 | %12,02 | |

The Company has a dealership agreement dated January 1, 2007, with Otokoç Otomotiv Ticaret ve Sanayi AŞ and the commercial relations are handled in line with this agreement and additional protocols.

Sales prices are based on the market, inventory level, competitors and general economic conditions and they have the same properties as the ones done with other dealers who are not related parties.

The Company has made a net sales of TRY 38,390,025 thousand to Otokoç Otomotiv Ticaret ve Sanayi A.Ş. in 2025, The Company has made purchases of TRY 4,055,005 thousand from Otokoç Otomotiv Ticaret ve Sanayi A.Ş. in 2025. In 2026, the Vehicle Sales item is again expected to exceed the 10% threshold, and with a holistic approach, all transactions expected to be carried out with Otokoç Otomotiv Ticaret ve Sanayi A.Ş. have been included in the table.

Conclusion

As per Article 10 of the Capital Markets Board's (CMB) II-17,1 Corporate Governance Communiqué (the Communiqué), the amount of the Company's continuous transactions with Stellantis Group and Otokoç Otomotiv Ticaret ve Sanayi AŞ in the form of related party transactions within 2026 accounting period is estimated to exceed 10% of the revenues/cost of sales as per 2025 financial tables, which are the last financial tables to be publicly disclosed, and this reports provides information on transactions made with Stellantis Group and Otokoç Otomotiv Ticaret ve Sanayi A.Ş. and estimated to continue with similar terms in 2026, pricing methods and reasons for choosing such methods and evaluates the compatibility of them as per the market conditions.