

Istanbul, Trade Registry No: 100324

**TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş.
FROM THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS
INVITATION TO ORDINARY GENERAL ASSEMBLY MEETING DATED 16.03.2021**

Ordinary General Assembly Meeting of the Company to review 2020 activities and discuss the following agenda will be held on 16 March 2021 Tuesday at 14:00 at "Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394 Şişli-İstanbul (Phone: 0212 275 33 90 (pbx), Fax: 0212 275 39 88)".

2020 Financial Tables, Independent Audit Report, Profit Distribution proposal, Activity Report including the explanations regarding the Corporate Governance Principles and Sustainability Principles Compliance and these items of the Agenda and the detailed Notification Note including the explanations required for compliance to Capital Markets Board regulations will be made available for the review of Shareholders three weeks prior to the meeting as legally required at the Company Headquarters in Istanbul, Bursa Plant, corporate website www.tofas.com.tr and via Central Registration Agency Electronic General Assembly System.

Shareholders who will not personally attend the meeting and will attend through the electronic system with their rights and liabilities reserved, should provide a letter of representation in accordance with the sample given below 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 with a notary public approved signature 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 and 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 New 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.

TOFAŞ

TÜRK OTOMOBİL FABRİKASI A.Ş.

We would like to state that due to the Covid-19 epidemic affecting the world, the meeting will be held in accordance with the pandemic rules announced by official institutions, and that the new rules to be announced by the official institutions should be closely followed by our shareholders.

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 Headquarters Address: Büyükdere Caddesi Tofaş Han No: 145 Zincirlikuyu 34394
Şişli - İstanbul

Trade Registry and Number: İstanbul Trade Registry - 100324

Mersis No : 0846000042200017

Annexes:

- Agenda.
- Amendment Text.
- Sample Letter of Representation.

**AGENDA OF 53RD ORDINARY GENERAL ASSEMBLY MEETING OF
TOFAŞ TÜRK OTOMOBİL FABRİKASI ANONİM ŞİRKETİ
TO BE HELD ON 16 MARCH 2021**

- 1- Opening and election of Meeting Chairmanship,
- 2- Reading, discussion and approval of 2020 Activity Report prepared by the Company's Board of Directors,
- 3- Reading of Independent Audit Report Summary related to 2020 accounting period,
- 4- Reading, discussion and approval of Financial Statements related to 2020 accounting period,
- 5- Approval of replacement of the member of Board of Directors under Article 363 of Turkish Commercial Code,
- 6- Acquittal of each Member of the Board of Directors for 2020 activities of the Company,
- 7- Approval, approval with amendment or rejection of the Board of Directors' proposal on distribution of 2020 profits and the date of profit distribution prepared as per the Company's Profit Distribution Policy,
- 8- Approval, approval with amendment or rejection of the Board of Directors' proposal on amendment of Article 6 of the Company's Articles of Association titled as "Share Capital" provided that the required approvals are obtained from the Capital Market Board and Ministry of Commerce,
- 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 and Capital Market Board regulations,
- 13- Approval of the Donation and Sponsorship Policy adopted by the Company's Board of Directors and informing the Shareholders on donations made by the Company in 2020 and setting an upper limit for donations to be made in 2021,
- 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 2020 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 2020 as per the Capital Market Board Corporate Governance Communiqué,
- 16- Wishes and opinions.

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. TEXT OF AMENDMENT OF ARTICLES OF ASSOCIATION

Current Text	New Text
<p>Article 6: SHARE CAPITAL</p> <p>The Company has accepted the registered share capital system according to the provisions of the Capital Market Law and adopted the registered share capital system under the permission nr. 532 issued by the Capital Market Board on the date of 01/08/1991.</p> <p>The registered share capital ceiling of the Company is TL 1,000,000,000 (one billion Turkish Liras) and it is divided into 100,000,000,000 (one hundred billion) shares with a nominal value of 1 (one) Kuruş each.</p> <p>The registered share capital ceiling permission granted by the Capital Market Board is valid for 2017-2021 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2021, in order for the Board of Directors to take a capital increase decision after 2021, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, the Company cannot increase its capital by a resolution of the Board of Directors.</p> <p>The issued share capital of the Company is TL 500,000,000 (five hundred million Turkish Liras) and it is divided into 50,000,000,000 (fifty billion) registered shares in total, consisting of three groups of Group A, Group D and Group E shares, each with a nominal value of 1 (one) Kuruş.</p> <p>The issued share capital of the Company has been fully paid-in free of any collusion. The issued share capital has been allotted to Group A, Group D, and Group E shares as follows:</p>	<p>Article 6: SHARE CAPITAL</p> <p>The Company has accepted the registered share capital system according to the provisions of the Capital Market Law and adopted the registered share capital system under the permission nr. 532 issued by the Capital Market Board on the date of 01/08/1991.</p> <p>The registered share capital ceiling of the Company is TL 1,000,000,000 (one billion Turkish Liras) and it is divided into 100,000,000,000 (one hundred billion) shares with a nominal value of 1 (one) Kuruş each.</p> <p>The registered share capital ceiling permission granted by the Capital Market Board is valid for 2021-2025 (5 years). Even if the permitted registered share capital ceiling is not reached by the end of the year 2025, in order for the Board of Directors to take a capital increase decision after 2025, the necessary authorization shall be obtained from the general assembly of shareholders for a new term of up to 5 years pursuant to the permission of the Capital Markets Board for the same amount or for a new ceiling. If such authorization is not taken, the Company cannot increase its capital by a resolution of the Board of Directors.</p> <p>The issued share capital of the Company is TL 500,000,000 (five hundred million Turkish Liras) and it is divided into 50,000,000,000 (fifty billion) registered shares in total, consisting of three groups of Group A, Group D and Group E shares, each with a nominal value of 1 (one) Kuruş.</p> <p>The issued share capital of the Company has been fully paid-in free of any collusion. The issued share capital has been allotted to Group A, Group D, and Group E shares as follows:</p>

TOFAŞ

TÜRK OTOMOBİL FABRİKASI A.Ş.

Share Group	Number of Shares	Amount (TL)	Percentage	Share Group	Number of Shares	Amount (TL)	Percentage
Group A - Registered	18.927.985.687	189.279.856,87	37,8560	Group A - Registered	18.927.985.687	189.279.856,87	37,8560
Group D - Registered	18.927.985.687	189.279.856,87	37,8560	Group D - Registered	18.927.985.687	189.279.856,87	37,8560
Group E - Registered	12.144.028.626	121.440.286,26	24,2880	Group E - Registered	12.144.028.626	121.440.286,26	24,2880
TOTAL	50.000.000.000	500.000.000	100	TOTAL	50.000.000.000	500.000.000	100

The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Market regulations, as deemed necessary.

In the years between 2017 and 2021, The Board of Directors is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to issue preference shares or shares at a premium or shares below its nominal value. The rights of the holders of preference shares and the pre-emptive rights shall be used according to the provisions of the Turkish Commercial Code and Articles of Association herein. The Board of Directors is authorized to restrict the pre-emptive rights on newly issued shares, provided, however, that such power cannot be used in such manner to cause inequality among the shareholders.

Shares representing the capital of the Company are registered and monitored according to the principles of dematerialization.

The Group D shares of the Company which benefits from the Incentives for Foreign Investments Act No. 6224 are held by the foreign partner Fiat Group Automobiles S.p.A.

The Company's share capital can be increased or decreased according to the relevant provisions of the Turkish Commercial Code and Capital Market regulations, as deemed necessary.

In the years between **2021** and **2025**, The Board of Directors is authorized to resolve to increase the issued share capital of the Company by issuing new shares up to the registered share capital ceiling, if and when deemed necessary, in accordance with the related provisions of the Capital Markets Law, and to issue preference shares or shares at a premium or shares below its nominal value. The rights of the holders of preference shares and the pre-emptive rights shall be used according to the provisions of the Turkish Commercial Code and Articles of Association herein. The Board of Directors is authorized to restrict the pre-emptive rights on newly issued shares, provided, however, that such power cannot be used in such manner to cause inequality among the shareholders.

Shares representing the capital of the Company are registered and monitored according to the principles of dematerialization.

The Group D shares of the Company which benefits from the Incentives for Foreign Investments Act No. 6224 are held by the foreign partner **FCA Italy S.p.A.**

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 2021** Tuesday at **14:00** 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 Chairmanship,			
2. Reading, discussion and approval of 2020 Activity Report prepared by the Company's Board of Directors,			
3. Reading of Independent Audit Report Summary related to 2020 accounting period,			
4. Reading, discussion and approval of Financial Statements related to 2020 accounting period,			

TOFAŞ

TÜRK OTOMOBİL FABRİKASI A.Ş.

5. Approval of replacement of the member of Board of Directors under Article 363 of Turkish Commercial Code,			
6. Acquittal of each Member of the Board of Directors for 2020 activities of the Company,			
7. Approval, approval with amendment or rejection of the Board of Directors' proposal on distribution of 2020 profits and the date of profit distribution prepared as per the Company's Profit Distribution Policy,			
8. Approval, approval with amendment or rejection of the Board of Directors' proposal on amendment of Article 6 of the Company's Articles of Association titled as "Share Capital" provided that the required approvals are obtained from the Capital Market Board and Ministry of Commerce,			
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 and Capital Market Board regulations,			
13. Approval of the Donation and Sponsorship Policy adopted by the Company's Board of Directors and informing the Shareholders on donations made by the Company in 2020 and setting an upper limit for donations to be made in 2021,			
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 2020 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 2020 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.