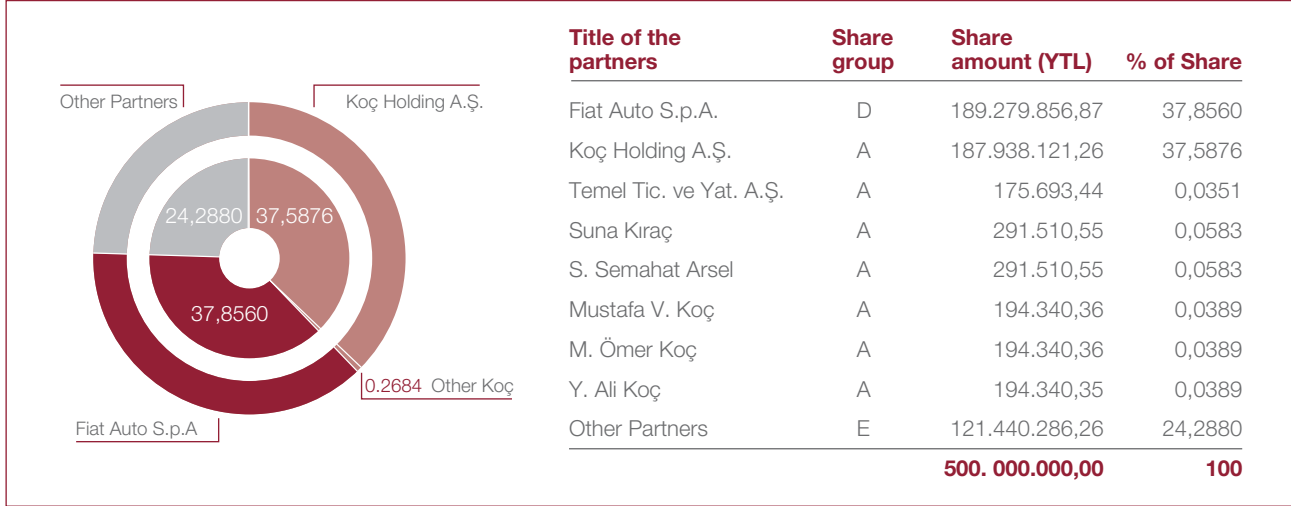


Information on Capital Structure of the Company and Partnership



Capital of the Company, Partners Who Own More Than 10% of the Capital

As of December 31, 2008, the Company's registered capital ceiling is 1 billion TL and the issued (paid) capital is 500 million TL. Most recently in 2005, our company made a capital increase of 11.111111% from internal sources to a total of 50,000,000 TL, while no other capital increase was made in 2006, 2007 or 2008.

The share certificates, issued due to the combination of the dissolved company Tofaş Oto Ticaret A.Ş. with share certificates of series 11-19 quoted on the stock exchange and issued based on the capital increases, were replaced by share certificates of series 21 according to Capital Market Legislation in 2001. Our said share certificate series was registered with quote no. H-2001/155 at the İMKB (Istanbul Stock Exchange) and additionally our share certificates of series 22 were issued with a capital increase by bonus issue at a rate of 164.06455% in 2003. The series of our said share certificates was quoted on the stock exchange with quote no. H-2003/61 and our share certificates of series 24 were issued in return for a capital increase of 11.111111% made in 2005, and quoted on the stock exchange with quote no. H-2005/69. In contrast, the series 23 in between

these was not related to a capital increase, and was a type of series that was not issued due to dematerialization.

Concerning this issue, as of December 31, 2006, in line with the regulations of the Central Registry Agency, our share certificates of series 21 and 22 were subjected to book-entry tracking under dematerialization of capital market instruments so that the non-dematerialized share certificates, whose type was changed, could be subjected to book-entry tracking.

In addition, in line with relevant CMB regulations and applications of the CRA (Central Registry Agency) related to the issue, regulations on the book-entry tracking of capital market instruments came into force as of December 31, 2007 by way of incorporating our share certificates of series 24 in accordance with the relevant legislation. Our Company took all required actions stipulated by both CMB regulations and the applications of the CRA in 2008.

Within the scope of dematerialization and initiation of the dematerialized system of capital market instruments, all share certificates before Takasbank and in circulation at the stock exchange were dematerialized with Capital Market Board Resolution no. 43/1318 dated October 28, 2005 related to the book-entry tracking of share certificates.

Required information on Merkezi Kayıt Kuruluşu A.Ş. is available at www.mkk.com.tr. Furthermore, it is important that our Shareholders, who hold our Company shares in physical form, firstly apply to our Company Centre and complete their transactions of previous years, if any, and thereafter, apply to any branches of Yapı Kredi Yatırım Menkul Değerler A.Ş. or of Yapı Kredi Bankası A.Ş., which is its representative.

Required information on the issue is available from the Corporate Governance and Shareholder Relations Unit at Company Headquarters. We kindly request those of our shareholders who hold their share certificates in physical form to apply to the relevant Unit at our Company Headquarters in order to exercise their rights before December 31, 2007, and to dematerialize their share certificates. Thereafter, they should apply to Yapı Kredi Yatırım Menkul Değerler A.Ş. which carries out the dematerialization processes on behalf of our Company.

Our rightful shareholders may not benefit from their partnership rights unless they dematerialize their share certificates in line with the general announcements of the CRA and temporary article no. 6 of Capital Market Law concerning the dematerialization process of share certificates.

According to the data received from our company based on the book-entries of Merkezi Kayıt Kuruluşu A.Ş. and the bonus share and dividend transactions based on the capital increases of the previous years and continuing indefinitely; Tofaş, which has nearly 25,000 investors and shareholders, is included in the IMKB-100 and Corporate Governance Index. The share certificates of the company are quoted on the Stock Exchange of Luxemburg, and are traded in the international markets.

Our shareholders can access the corporate, financial and stock exchange information on our Company from the sub-titles "Corporate Governance", "Shareholders Relations" and "Stock Exchange Information" under the section "Relations with Investors" on the www.tofas.com.tr website. They can also obtain other information on Our Company from the Corporate Governance and Shareholder Relations Unit, and from the Corporate Investment Relations Unit, by e-mailing borsa@tofash.com.tr.

Amendments of Main Contract Made Within the Period

No amendment was made to the Main Contract in 2008.

Dividends Distributed in the Last Three Years and the Rates Thereof:

In **2008**, a cash dividend of 18% and at a total of 90.000.000-TL began to be paid to our partners by our Company as of May 12, 2008. In addition, in **2006**, a cash dividend of 10% at a total of 50.000.000- TL was distributed as of May 15, 2006; whereas in **2007**, a cash dividend of 12% at a total of 60.000.000-

TL was distributed as of May 14, 2007. Detailed statements of profit appropriation are available, and can be reviewed at www.tofas.com.tr.

Issued Securities

Our Company has issued bonds of 520 TL since its establishment date, with the entire issued bonds paid when due and amortized. Since the establishment date, our share certificates of series 1-10 have been subjected to replacement by series 11; our share certificates of series 11-20 by series 21; and thereafter our share certificates of series 22 and finally share certificates of series 24 were issued. Efforts related to dematerialization of the share certificates are continued through the issuing bank, intermediary institution/bank and CMB as indicated above. According to a CMB resolution, book-entry tracking of all share certificates commenced as of December 31, 2007, and such share certificates are tracked in line with capital market regulations.

Our Company Affiliates and Subsidiaries

Our Company also has a participation in **PLATFORM Araştırma Geliştirme Tasarım ve Ticaret A.Ş.** which operates in Bursa and has a capital of 1,000,000-TL; the participation amount was 990,000-TL, at a rate of **99%** as of December 31, 2008. The General Assembly of our participation related to the activities of 2008 was held on January 26, 2009.

Our Company also has a partnership with **MEKATRO Araştırma Geliştirme ve Ticaret A.Ş.**, which operates in Kocaeli; our participation amount in the

said company was 145,500-TL, and its rate was **97%** as of December 31, 2008. The General Assembly of our participation related to the activities of 2008 was held on February 13, 2009. Dissolution and winding-up of the said Company was resolved by the General Assembly.

Our Company has a participation in **ENTEK Elektrik Üretimi AŞ.** with headquarters in Izmit and a capital of 98,918,756-TL; the participation amount was 13,188,000-TL and its rate was **13.33%** as of December 31, 2008. The General Assembly of our participation related to the activities of 2008 was held on February 19, 2009.

Our company has a participation in our subsidiary, **KOÇ FIAT KREDİ Tüketici Finansmanı A.Ş.**, which operates in Istanbul and has a capital of 30,000,000-TL; the participation amount was 29,999,996-TL and its rate was **99%** as of December 31, 2008. The General Assembly related to the activities of 2008 was held on February 24, 2009.

Furthermore, our Company has a partnership with **FER MAS Oto Ticaret A.Ş.**, which operates in Istanbul and has a capital of 5,500,000-TL; our participation amount in the said company was 5,468,000- TL and its rate was **99.4181%** as of December 31, 2008. The General Assembly of our participation related to the activities of 2008 was held on March 02, 2009.

Meeting Minutes of the General Assembly and Lists of Attendants of our affiliates and subsidiaries are available on our Company website.

