

INFO ON THE COMPANY'S CAPITAL STRUCTURE AND SHAREHOLDING

Capital, Shareholders Having More Than 10% Share in the Company's Capital:

As of 31 December 2003, the Company's authorized capital is TL 1 quadrillion, while its issued capital is TL 450 trillion. In 2003, our Company made a non-paid-up capital increase at a ratio of 164.06455 % from equities, TL 277.442.296.902.729 portion of which was provided from Revaluation Surplus Fund and TL 2.144.828.097.271 portion was provided from the Gain on Sale of Fixed Assets.

Name of Shareholders		Total Share	Share Rate (%)
Fiat Auto S.p.A	Registered Shares	170.351.871.200.000	37,8560
Koç Holding A.Ş.	Registered Shares	169.144.309.135.000	37,5876
Koç Group of Company and Koç Family	Registered Shares	1.207.562.065.000	0,2684
Other Shareholders	Bearer Shares	109.296.257.600.000	24,2880
		450.000.000.000.000	100

Issue 11-19 shares of our Company issued by virtue of the capital increases as listed in the Stock Exchange Market and the Issue 20 shares of our Company issued for the merger with the dissolved Tofaş Oto Ticaret A.Ş. were replaced by Issue 21 shares of our Company in 2001 pursuant to provisions of Capital Market Regulations.

The above mentioned Issue 21 shares of our Company and the Issue 22 shares of our Company issued in 2003 are listed and traded in Istanbul Stock Exchange Market under registration numbers H-2001/155 and H-2003/61, respectively.

Having approximately 25.000 investors and shareholders according to the non-paid-up share transactions that are on progress for an indefinite period for the capital increases pertaining to previous years and the records obtained from ISE Settlement and Custody Bank Inc., Tofaş is listed in ISE-30 and ISE-100 indices. Shares of our Company are also listed on the Luxembourg Stock Exchange and traded on international markets.

Our shareholders may access to "investor's corner" and "ISE" data from www.tofas.com.tr website and obtain other information on our Company by e-mailing to borsa@tofasc.com.tr.



Amendments to the Articles of Association Made During The Year

No amendments were made to the Articles of Association in 2003.

Amounts and Rates of Dividends Distributed in the Last Three Years

In the last three years, no dividend in cash and/or addition to the share capital has been distributed by our company.

Issued Securities

Since its establishment, our company has issued debentures of TL 520.000.000. These debentures issued were paid in full and redeemed at their maturity. Issue 1-10 shares of our Company issued as from the foundation were replaced by Issue 11 shares, and Issue 11-20 shares were replaced by Issue 21 shares. Finally, Issue 22 shares are issued by our Company.

Our Partnerships and Subsidiaries

Our Company holds a share of 14% in **ENTEK Elektrik Üretimi A.Ş.** based in Bursa, totaling to TL 13.188.000.000.000 as of 31.12.2003.

Furthermore, our Company holds a share of 99.99% in **KOÇ FIAT KREDİ Tüketici Finansmanı A.Ş.**, a subsidiary of our Company based in Istanbul, totaling to TL 29.999.996.000.000 TL as of 31.12.2003.

