

INFORMATION ON THE CAPITAL STRUCTURE AND SHAREHOLDING OF THE COMPANY

THE COMPANY'S CAPITAL, SHAREHOLDERS WHO OWN MORE THAN 10% OF THE CAPITAL:

As of 31 December 2017, the company's recorded equity ceiling was TL 1 billion, and its issued (paid) capital was TL 500 million.

| Shareholder | Share Group | Share Amount (TL) | Voting Right | Share Ratio (%) |
|-------------------------|-------------|-----------------------|-----------------------|-----------------|
| Fiat Auto S.p.A. | D | 189,279,856.87 | 18,927,985,687 | 37.8560 |
| Koç Holding A.Ş. | A | 187,938,121.26 | 18,793,812,126 | 37.5876 |
| Temel Tic. ve Yat. A.Ş. | A | 175,693.44 | 17,569,344 | 0.0351 |
| Koç Family | A | 1,166,042.17 | 116,604,217 | 0.2333 |
| Others | E | 121,440,286.26 | 12,144,028,626 | 24.2880 |
| | | 500,000,000.00 | 50,000,000,000 | 100 |

There was no change in the Company's capital and shareholding structure in the period 01 January 2017 – 31 December 2017. The last time the Company made a bonus issue increase at the rate of 11.111111% from internal sources to a total of TL 50,000,000 was in 2005, and in the following years, including 2017, there was no capital increase. Information on Capital increases since the foundation of our company can be found on the website www.tofas.com.tr.

Tofaş is listed in BIST 30 and BIST 100 Indexes as well as the Corporate Governance Index and Sustainability Index. Company shares are quoted in Luxembourg Stock Exchange Market and traded in the international markets.

Each shareholder has one voting right at the General Assembly Meetings and there is no privileged vote. However, Board Members and Auditors are elected among the nominees who will be nominated by Group A and D Privileged Shareholders. (Article 10 of the Company Articles of Association) As per the Company's shareholding structure and as specified in Company's Articles of Association, only A and D Group shareholders have the privilege of nominating the Members of the Board of Directors and Members of Auditing Board and one of the nominees for each of these committees should

meet the requirements for independence as set forth by the regulations by Capital Markets Board. There is no privilege regarding allocation of dividends (as per Article 18 of Articles of Association). Detailed information and explanations relating to these matters are contained in more detail in the Corporate Governance Principles Compliance Report within the annual report.

In addition, there was no law suit which may affect the finances and activities of the Company and there was no administrative or financial sanction imposed on the Company or the members of its managing bodies due to breach of legislative provisions. There was no capital risk and it is concluded that the activities can continue.

There was no capital risk, and it was concluded that the capital is adequate for continuation of operations, as specified also in the related Committee report.

The shareholders can access corporate, financial and stock exchange data regarding the Company under the "Investor Relations" section at www.tofas.com.tr website and Access information on other issues regarding the Company by sending an e-mail to borsa@tofas.com.tr.

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AMENDMENTS TO THE ARTICLES OF ASSOCIATION DURING THE REPORTING PERIOD

In 2017, there were no amendments to the Articles of Association.

The Company's Articles of Association are also available for review on our Company's website at www.tofas.com.tr.

DIVIDENDS DISTRIBUTED IN THE LAST THREE YEARS AND RATIOS:

In accordance with the Turkish Commercial Code, the Capital Market Legislation, provisions of the Articles of Association, and the Profit Distribution Policy,

- cash dividends in the total amount of TL 350,000,000.- corresponding to 70% (70% gross, 59.50% net) of the 2016 profit were paid out during 2017, starting from 3 April 2017.
- cash dividends in the total amount of TL 365,000,000.- corresponding to a rate of 73% (73% gross, 62.05% net) of the 2015 profit were paid out during 2016, starting from 7 April 2016.
- cash dividends in the total amount of TL 485,000,000.- corresponding to a rate of 97% (97% gross, 82.45% net) of the 2014 profit were paid out during 2015, starting from 3 April 2015.

A detailed table of allocation of dividends in the mentioned and previous years is accessible at www.tofas.com.tr for review.

SUBSIDIARIES AND AFFILIATED COMPANIES

As of 31 December 2017, our company holds a share of

- 99.99% (TL 44,999,996) in the nominal capital (TL 45,000,000) of its İstanbul-based affiliated company, KOÇ FIAT KREDİ Finansman A.Ş.
- 100% (TL 5,500,000) in the nominal capital (TL 5,500,000) of its İstanbul-based affiliated company, FER MAS Oto Ticaret A.Ş.