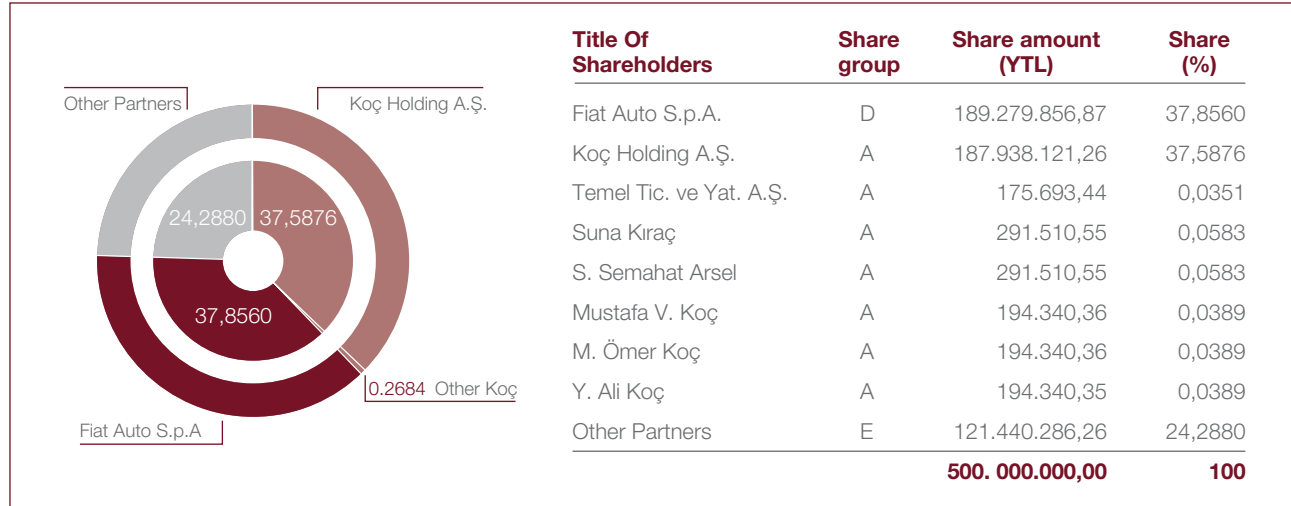


Info On The Company's Capital Structure And Shareholding



The shareholders holding more than 10% of the company's capital:

By December 31st, 2007 the cap of the registered capital of the company has been increased to 1 billion YTL and the (paid) capital is 500 million YTL. Our company made a free of charge capital increase of the ratio of 11.111111% from internal resources to amount to 50.000.000 YTL. No capital increase occurred during 2006 and 2007.

Our company's shares of series 11-19 issued following the capital increases and quoted in the Stock Exchange Market and shares of series 20 issued due to the merger with the annulled Tofaş Oto Ticaret A.Ş. were subjected to change with the shares of series 21 in 2001 within the Regulations of the Capital Market Board. The said shares of series 21 were registered in Istanbul Stock Exchange Market under quote number H-2001/155 and also our shares of series 22 were issued with free of charge capital increase of 164.06455 made within the year 2003. Our said shares order no.22 were quoted at the Stock Exchange Market with quote number H-2003/61 and again as result of the capital increase of 11,111111% realized in 2005, our share series no.24 were issued and quoted at the Stock Exchange Market with quote number H-2005/69. The

series 23 in between were not related with the capital increase and they were not issued due to dematerialization procedures. Accordingly and as of December 31st, 2006 following the regulations of Central Registration Board in order to follow the non-dematerialized shares the lot modifications of which were realized, our share series 21 and 22 were started to be followed recordingly in terms of the dematerialization of the capital market tools. Also, according to the related regulations of the Capital Market Board and the related applications of Central Registration Board, some regulations started to take effect in terms of the registered follow up of capital market tools including our shares series no.24 as of December 31st, 2007 according to the related legislation.

In terms of dematerialization of the capital market tools and dematerialization system, related with the registered follow up of the shares following the decision of the Capital Market Board dated October 28th, 2005 and no.43/1318, all circulating shares in the stock exchange market and all shares care of settlement and custody bank were dematerialized. Necessary information can be accessed from the address www.mkk.com.tr of the Central Registration Board (MKK). It is worth to mention that our

Shareholders who physically hold our company shares shall apply to our Company headquarters and shall complete first the transactions of the previous years, if any, and subsequently apply to Yapı Kredi Yatırım Menkul Değerler A.Ş. or the representative Yapı Kredi Bankası A.Ş. branches.

The necessary information related with the issue can also be obtained from Corporate Governance and Shareholder Relations Division at our Company Headquarters. Our shareholders who physically hold their shares are requested to apply the said Division at our headquarters primarily to use their rights before December 31st, 2007 and then to dematerialize their shares. Afterwards, they have to apply Yapı Kredi Yatırım Menkul Değerler A.Ş. which carries out the dematerialization transactions on our company's behalf.

According to the general announcements of MKK related with the dematerialization of the shares and following the temporary article no.6 of the Capital Market Board, it is not possible for our beneficiary shareholders to use their shareholder rights unless they dematerialize their shares.

According to the transactions of non paid shares and dividends of our company continuing without term and based on the capital increases of the previous years and according to the data obtained from the records of the Central Registration Board A.Ş., Tofaş currently having around 25.000 investors and shareholders is listed in IMKB-100 and Corporate Governance Indexes. Our company shares are quoted in Luxembourg Stock Exchange Market and traded in the international markets.

From the site www.tofas.com.tr under the section "Investor Relations", our shareholders can access to the corporate, financial and stock exchange information related to our company from the subsections "Corporate Governance", "Shareholder Relations" and "Stock Market Information", meanwhile they can also send an e-mail to borsa@tofash.com.tr and obtain the other information related to our Company from the Corporate Governance and Shareholder Relations Division and to make transactions in terms of relations with shareholders and to provide communication.

Amendments to the Articles of Association within term

There is no amendment to Articles of Association in the year 2007.

Dividends distributed in the last three years and their ratios:

Our company started the payment of cash dividends of 12% and 60.000.000-YTL in sum in 2007 as of May 14, 2007 to our shareholders. Also, in 2006 and by May 15, 2006 10% and totally 50.000.000-YTL cash dividend payment and in 2005 by May 2nd, 2005 6,666666% and totally 30.000.000-YTL cash dividend payment were made and in the previous year no cash dividends and/or dividend added to capital were distributed.

Issued securities

Our company issued stocks of 520-YTL as of its establishment. The entire of these issued stocks was redeemed by payment on due term. As of the establishment our issued shares of the series 1-10 were replaced by the series 11 and our shares series 11-20 were replaced by the shares series 21, then share series 22 and finally series 24 were issued. As mentioned above the procedures related with the dematerialization of the shares are conducted through the issuing

company, intermediary institution/bank and MKK. According to the related decision of Capital Market Board, all shares are followed recordingly as of December 31st, 2007.

Company participations and affiliates

By December 31st, 2007, the participation amount of our company in **ENTEK Elektrik Üretimi A.Ş.** centrally located in İzmit with a capital of 98.918.756-YTL is 13.188.000 YTL and our participation ratio is **13,33%**. The General Assembly of our subsidiary related with the activities of 2007 was made in March 14th, 2008.

By December 31st, 2007, the participation amount of our company in our affiliate **KOÇ FIAT KREDİ Tüketici Finansmanı A.Ş.** operating in İstanbul with a capital of 30.000.000-YTL is 29.999.996- YTL and the participation ratio is **99,99%**. The General Assembly of our subsidiary related with the activities of 2007 shall be made in April 15th, 2008.

Our company is partner to **MEKATRO Araştırma Geliştirme ve Ticaret A.Ş.** of 150.000-YTL capital, Assembly of our subsidiary related with the activities of 2007 was convened in March 12th, 2008.

and by December 31st, 2007 our participation amount in the said company is 145.500-YTL and our participation ratio is **97%**. The General

Also, by December 31st, 2007, the participation amount of our company in **PLATFORM Araştırma Geliştirme Tasarım ve Ticaret A.Ş.** operating in Bursa with a capital of 1.000.000-YTL is 990.000- YTL and the participation ratio is **99%**. The General Assembly of our subsidiary related with the activities of 2007 was convened in March 12th, 2008.

Other than these, by December 31st, 2007, the participation amount of our company partner to **FER MAS Oto Ticaret A.Ş.** operating in İstanbul with a capital of 5.500.000-YTL is 5.468.000-YTL and the participation ratio is **99,4181%**. The General Assembly of our subsidiary related with the activities of 2007 was convened in March 12th, 2008.

General Assembly Meeting minutes and the list of attendants of our company partnerships and affiliates can be accessed through our company's web site and can be analysed.

