

**INFORMATION NOTE REGARDING 2024 YEAR
ORDINARY GENERAL ASSEMBLY MEETING OF
TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. DATED 21.03.2025**

1. INVITATION TO THE GENERAL ASSEMBLY MEETING DATED 21.03.2025

Our Company's Shareholders General Assembly Meeting concerning 2024 year will be held on 21 March 2025, Friday at 1pm at the address of the Company as Gazi Mahallesi Anadolu Bulvarı No: 52 – 52A Yenimahalle Ankara (Tel: 0 312 233 33 33, Fax: 0 312 233 33 73) in order to discuss the following agenda and examine 2024-year activities.

The financial statements of 2024, Independent Audit Report by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., Amendment of Article of Association, Board of Directors Annual Report including the dividend distribution proposal of the Board of Directors and Corporate Governance and Sustainability Principles Compliance Reports, and the detailed information note containing the following agenda items and explanations required for compliance with the Capital Markets Board regulations made available for the shareholders' examination at the company headquarters, at its branches, at the Company's web site at www.turktraktor.com.tr and at the Electronic General Assembly system of the Central Registry Agency at least 3 weeks before the meeting.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically through Electronic General Assembly System, shall prepare their proxies in line with the legislation or get the template from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul) or from our company or from our Company's corporate website at www.turktraktor.com.tr after fulfilling the issues stated at the communique serial II-30.1 entitled "Proxy Voting and Proxy Solicitation" entered into force by publishing at the Official Gazette dated 24.12.2013 numbered 28861, and submit their power of attorney with notarized signatures to the Company. It is not necessary to present the proxy for the representative who registered through Electronic General Assembly System. The proxies that are not in line with the communique and the sample attached with the general assembly invitation will not be accepted due to our judicial responsibility.

Our shareholders, who will use their voting rights through the Electronic General Assembly Meeting System, shall apply to Central Registry Agency, our Company's corporate website at www.turktraktor.com.tr, or our headquarters (Tel: 0 312 233 33 33) in order to duly perform their obligations in terms of the regulation and communique.

Reference to the 4th item of 415th article of the Turkish Commercial Code numbered 6102 and 1st item of 30th article of Capital Markets Law, there shall not be any condition that the rights for attending the general assembly meeting and voting to be reserved. Accordingly, if our shareholders would like to attend the general assembly meeting, there is no need to make blockage.

Reference to the Law on the Protection of Personal Data no. 6698, the detailed information concerning to processing your personal data by our company, through the Policy of Türk Traktör ve Ziraat Makineleri A.Ş. for Protection and Processing of Personal Data that has been published at our Company's corporate website at www.turktraktor.com.tr.

Open ballot voting shall be used in the General Assembly for voting for Agenda articles by merely raising hands, without prejudice to the obligations of voting electronically concerning the agenda items.

All beneficiaries and media organs are invited to our General Assembly meeting.

According to the Capital Markets Law, there will not make any declaration through postal mail to the shareholders who have registered shares traded at Borsa İstanbul.

Presented to the information of shareholders.

TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. BOARD OF DIRECTORS

Company Address: Gazi Mahallesi Anadolu Bulvarı No: 52 – 52A Yenimahalle Ankara

Trade Registry / No: Ankara, 5347

MERSIS No : 0876005471300012

2. ADDITIONAL EXPLANATIONS WITHIN THE CONTEXT OF CAPITAL MARKETS BOARD REGULATIONS

Within the context of Capital Markets Board communiqué serial II-17.1, regarding "The Corporate Governance"; the additional information concerning the agenda article has been presented below. Other obligatory general information has been presented to your information in this section.

2.1. Shareholder Structure and Voting Rights

Detailed information concerning total share number and voting rights reflecting the shareholder structure of the Company as of the announcement date of this information note and if there are any privileged shares in the company capital, share number and voting rights of each privileged shares and the qualifications of privileges are given below.

Our Company's shares are divided into 3 groups, A, B, and C. All groups' registered shares have 1 voting right at the general assembly. There is a privileged vote right of A and B group shares to nominate the board members at the general assembly.

Our shareholders' voting right has been presented below.

Shareholder	Amount (TL)	(%)	Voting Right	Voting Right Ratio (%)
Koç Holding A.Ş. (A Group)	37,525,078.125	37.50%	3,752,507,812.50	37.50%
CNH Industrial Österreich GmbH* (B Group)	37,525,078.125	37.50%	3,752,507,812.50	37.50%
Public Quotation and Others (C Group)	25,016,718.75	25.00%	2,501,671,875.00	25.00%
Total	100,066,875.00	100.00%	10,006,687,500.00	100.00%

*CNH Industrial Österreich GmbH is 100% subsidiary of CNH Industrial NV.

2.2 Information about the management and operational changes that can affect our Company's operations:

A Share Purchase and Sale Agreement has been signed by our Company on 30.10.2024 for the acquisition of all shares of Kayhan Ertuğrul Makina Sanayi ve Ticaret A.Ş. (which owns all of the shares of Kayhan Ertuğrul Tarım Sanayi ve Ticaret A.Ş.) and all shares of Terramak Tarım Makinaları Dış Ticaret A.Ş., and the Competition Authority permission was obtained on 20.02.2025. Material events related to the issue will be shared with our investors, and apart from this process, material event disclosures made by our Company within the scope of the relevant legislation can be accessed at <http://www.kap.gov.tr/>.

2.3. Information about the demands of shareholders, Capital Markets Board or other public authority for adding a new article to agenda:

Any kind of demand has not been received for the ordinary general assembly meeting for 2024.

3. EXPLANATORY NOTES ON THE GENERAL ASSEMBLY AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING DATED 21.03.2025

1. Opening and election of the President,

The selection of the President of the meeting to govern the general assembly meeting within the framework of the provisions of the "Turkish Commercial Code numbered 6102" (TCC) and the "Regulation on the General Assembly Meetings of the Capital Companies and Agents of the Ministry of Industry and Trade to attend these Meetings" (Regulation) and 7th article of the General Assembly Internal Regulation, shall be done. Minimum one secretary shall be appointed by the meeting's President in line with the General Assembly Internal Regulation. The President of the meeting may select vote collectors in sufficient numbers.

2. Reading, discussing, and approving the Annual Report of 2024 prepared by the Company's Board of Directors,

Within the framework of the Turkish Commercial Code, the Regulation and the Capital Markets Law and related regulations, the Annual Report for the year 2024, which was made available for the review of our shareholders at our Company Headquarters, branches, Electronic General Assembly System of Central Registry Agency, and

the Company's corporate website at www.turktraktor.com.tr, three weeks prior to the General Assembly meeting, will be presented for the opinion and approval of our shareholders.

3. Reading the summary of the Independent Audit Report related to the accounting year of 2024,

The Independent Audit Report prepared in line with Capital Markets Board legislations and Turkish Commercial Code have been made available at the Company Headquarters, Branches, Electronic General Assembly Portal of Central Registry Agency, and the Company's corporate website at www.turktraktor.com.tr, 3 weeks before the general assembly meeting. The information about these reports will be given to the general assembly.

4. Reading, discussing, and approving the Financial Statements related to the accounting period of the year 2024,

The financial statements and financial reports prepared in line with Tax Law have been made available at the company headquarters, branches, Electronic General Assembly Portal of Central Registry Agency, and the Company's corporate website at www.turktraktor.com.tr, 3 weeks before the general assembly meeting, within the context of TCC, legislation and Capital Markets Law. The information about these reports will be given to the general assembly, and the reports in question will be presented for our shareholders' consideration and approval.

5. Acquitting the members of the Board of Directors due to the activities of the company for the year 2024,

Acquitting the board members according to the provisions of TCC and the regulation from the activities, procedures, and accounts of 2024 shall be presented to the general assembly's approval.

6. Approval of the amendment to be made to the Company's "Dividend Distribution Policy" for the year 2025 and the following years in accordance with the Capital Markets Board regulations,

The amendment to the Company's Dividend Distribution Policy in **Appendix/1**, will be submitted to the approval of the General Assembly and has been announced at the Company's headquarters, branches, at the Electronic General Assembly system of the Central Registry Agency and the investor relations section of the corporate website at www.turktraktor.com.tr 3 weeks before the meeting. The proposed amendment to the Dividend Distribution Policy and the justification for the amendment were approved by the Board of Directors at its meeting dated 14.02.2025 and numbered 6, and disclosed to the public on the same date via Public Disclosure Platform.

7. Acceptance, acceptance by making changes or rejection of the Board of Directors' proposal with respect to the distribution of the profit for the year 2024 prepared in line with the company's dividend policy and date of such profit distribution,

Net profit for the period with the amount of TL 5,740,536,185 is obtained according to our financials for the accounting period 1 January 2024 – 31 December 2024 prepared by our Company according to Turkish Financial Reporting Standard in compliance with the Capital Markets Law and Turkish Commercial Code and audited by Güney Bağımsız Denetim and Serbest Muhasebeci Mali Müşavirlik A.Ş. The table regarding profit distribution proposal which is prepared by considering the dividend policy, long-term strategies, investment, and financial policies, profitability, and cash situation and prepared in line with profit distribution table attachment of the Dividend Guidance parallel with the Dividend Communique numbered II.19-1 according to profitability, and cash position is presented in **Appendix/2**.

8. Acceptance, acceptance with amendments or rejection of the proposal of the Board of Directors on the amendment of Article 6 titled "Capital" of the company's Articles of Association, for the purpose of increasing the registered capital ceiling and extending its validity period,

In accordance with the Board of Directors' resolution dated 22.01.2025 and numbered 2, the amendment proposals to the Articles of Association in **Appendix/3** together with the relevant Board of Directors' resolution will be submitted to the approval of the General Assembly in order to increase the registered capital ceiling amount to TL 2,000,000,000 and to extend the validity period of the registered capital ceiling to cover the years 2025-2029. Approvals dated 17.02.2025 from the CMB and 19.02.2025 from the Ministry of Trade have been obtained for the said proposed amendments to the articles of association.

9. Election of the Board of Directors Members and determination of their term of office, and the election of Independent Board Members,

Members of the board of directors shall be elected on the basis of the matters specified in the articles of association related to the election of the board of directors as per TCC and the regulation. In addition,

independent board member selection will be performed to comply with Capital Markets Board communiqué serial II.17-1.

In accordance with article 10 of our Articles of Association, the procedures and management of the Company shall be executed by a Board of Directors comprised of at least 8 members to be elected by the General Assembly for maximum 3 years. The General Assembly may replace a board member at any time in case the task period of the member has not expired.

Two board member nominees have to fully cover independency qualifications determined by the Capital Markets Board legislation.

Upon the proposal of the Corporate Governance Committee, which evaluated the candidates submitted to it, the Board of Directors has decided to nominate Ms. Mine Yıldız Günay and Ms. Nilüfer Günhan as Independent Board Member candidates. An application has been made to the Capital Markets Board (CMB) and the Independent Board Member nominees, who are not subject to a contrary opinion by the CMB, will be submitted to the approval of the General Assembly.

The resumes of the board member nominees and independence declarations of the independent board member nominees are presented in **Appendix/4**.

10. Informing the shareholders and approving both the "Remuneration Policy" and the payments made according to this policy to the Members of the Board of Directors and Senior Managers due to the Corporate Governance Principles,

According to the mandatory corporate governance principles of Capital Markets Board numbered 4.6.2, remuneration principles for board members and top management shall be written and presented to the information of shareholders as separate articles during the general assembly to enable them to express their opinions. The revised remuneration policy is presented in **Appendix/5**. Information about the benefits provided to board members and top management in 2024 is given in our Company's financial statements for 2024 footnote 26.

11. Determining the annual gross remunerations of Board of Directors' members,

Within the Remuneration Policy's context presented to the approval of shareholders through the 10th agenda article, the gross annual pay of the board members for 2025 shall be identified by our shareholders.

12. Approval of the selection of the Independent Auditing Company made by the Board of Directors in accordance with the regulations of the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority,

In accordance with the regulations of the Turkish Commercial Code, the Capital Markets Board and the Public Oversight, Accounting and Auditing Standards Authority ("KGK"), with the resolution of our Board of Directors dated 19.02.2025, with the opinion of the Audit Committee, to audit the financial reports of our Company for the fiscal year 2025, with the condition of being authorized by ("KGK") to perform independent audit activities in the field of sustainability, to carry out other activities within the scope of the relevant regulations, including but not limited to the mandatory sustainability assurance audit of the disclosures to be prepared in accordance with the Turkish Sustainability Reporting Standards published by KGK, It has been decided to select Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., and this selection will be submitted to the approval of the General Assembly.

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ is authorized to perform independent audit activities in the field of sustainability with the decision of Public Oversight, Accounting and Auditing Standards Authority dated 18.02.2025.

13. Informing the shareholders about the donations made by the Company in 2024 within the scope of the Company's Donation and Sponsorship Policy and determining an upper limit for donations to be made in 2025,

Türk Traktör ve Ziraat Makineleri A.Ş. Donation and Sponsorship Policy, which was accepted by the Board of Directors of our Company on 26.02.2021 and disclosed to the public, was approved by our shareholders at the general shareholders' meeting held on 22.03.2021 within the framework of the provision of Corporate Governance Principle No. 1.3.10 "A policy on donations and aids is established and submitted to the approval of the general assembly." Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, the limit of donations to be made, in cases not specified in the articles of association, should be determined by the general assembly and the donations and payments made should be submitted for the information of the

shareholders at the ordinary general assembly. Within this framework, in line with our Company's Donation and Sponsorship Policy, the total amount of donations made by the legal entity Türk Traktör ve Ziraat Makineleri A.Ş. to foundations and associations in 2024 is TL 29,664,169 based on nominal amounts (total amount calculated according to the purchasing power on December 31, 2024 is TL 38,546,045). Of this nominal amount, TL 25,000,000 was donated to Vehbi Koç Foundation, TL 2,498,523 was donated to Turkish Education Foundation, TL 1,969,647 was donated to Koç University; the remaining amount consists of various donations made to various institutions and organizations, each amounting to TL 500,000 or less, which do not constitute material information for investors. The upper limit for donations to be made in 2025 will be determined by the General Assembly.

14. Informing the shareholders about the guarantees, pledges, mortgages, and bails given by the Company and its subsidiaries in favour of third parties and the income or benefits obtained in 2024 in accordance with the regulations of the Capital Markets Board,

Reference to the 12th article of Capital markets Board Corporate Governance Communique serial II-17.1, the general assembly agenda shall include an item concerning the pledge, mortgage, and bails given in favor of third parties. The 15th footnote of the financial statements dated 31.12.2024 includes this information.

15. Granting of permission to shareholders having managerial control, shareholder board members, top managers, and up to the second-degree blood or affinity relatives in accordance with articles 395 and 396 of Turkish Commercial Code, Capital Markets Board legislation and obtaining information to the shareholders concerning the transactions done in the year 2024 in line with the Capital Markets Board Corporate Governance Communique,

The members of our Board of Directors can do business as stipulated in the 1st subsection of 395th and 396th articles of TCC entitled "Ban to Enter into Business with the Company and Borrowing" and "Competition Ban" of TCC, only with the approval of the general assembly.

Reference to the mandatory article of Capital Markets Board Corporate Governance Principles numbered 1.3.6, and the general assembly shall be informed through separate agenda item, in case the shareholders having managerial control, shareholder board members, top managers, and up to the second-degree blood or affinity relatives so that they involved in business activities may cause a conflict of interest with the Company or its subsidiaries, competed with the Company, dealt with the Company on their name or in the name of others, involved in business activities related to the Company's subject of activity on their name or in the name of others and had a share in the companies engaged in the same business as an unlimited partner and carried out other transactions. If there is such a situation, the general assembly minutes shall include this information.

In order to duly comply with the legislation, mentioned approval will be requested from shareholders during the general assembly meeting. In addition, the shareholders will be informed about the situations that occurred within the year. Some of the shareholders having managerial control, board members, top managers, and up to the second-degree blood or affinity relatives are the board members of some of other Koç Group and CNH Group companies, including those who engage in similar business activities to our Company. Within 2024, there was not an important transaction that should be disclosed in line with the 1.3.6 article of Corporate Governance legislation.

16. Informing the shareholders about the activities carried out in 2024 within the scope of the Company's goal of transitioning to a low-carbon economy and the progress made toward these goals,

Within the scope of the "Future Impact" sustainability strategy, TürkTraktör focuses on 4 areas to create positive value in the impact area that spans its entire ecosystem: (1) Impactful Leadership for the Future, (2) Impact the Future Competencies with Innovation, (3) Impact Responsibly in Operations and Products, and (4) Impact the Future of Agriculture. TürkTraktör takes the necessary actions in line with its roadmap towards the short, medium, and long-term sustainability targets approved by the Board of Directors on 05.04.2023 and disclosed to the public. Shareholders will be informed at the General Assembly regarding the actions during 2024.

17. Wishes

APPENDIX:

APPENDIX/1 Proposal for Amendment to the Dividend Distribution Policy

APPENDIX/2 Proposal of the Board of Directors for the Distribution of 2024 Profit and the Proposed Profit Distribution Table

APPENDIX/3 Amendments to the Articles of Association and Related Board Decision

APPENDIX/4 The Resumes of the Board Member Nominees and Independency Declarations of Independent Board Member Nominees

APPENDIX/5 Remuneration Policy for the Board Members and Top Management

APPENDIX/1 Proposal for Amendment to the Dividend Distribution Policy

DIVIDEND DISTRIBUTION POLICY

Our Company distributes dividends in accordance with the provisions of the Turkish Commercial Code, Capital Market Regulations, Tax Regulations and other relevant regulations and the article of our Articles of Association regarding dividend distribution. In dividend distribution, a balanced and consistent policy is followed between the interests of shareholders and the Company in accordance with the Corporate Governance Principles.

In principle, as long as the relevant regulations, **investment needs and** financial possibilities allow, a minimum of 60% of the Company's net distributable profit for the period, calculated in accordance with the Capital Markets Regulations, taking into account market expectations, long-term corporate strategy, investment and financing policies, profitability and cash position, is distributed in cash and/or bonus shares **by the decision of the Ordinary General Assembly or the Extraordinary General Assembly to be held during the year, if necessary, as long as it can be met from the resources available in our legal records.**

It is aimed to distribute dividends within one month at the latest following the General Assembly meeting, and the General Assembly decides on the date of dividend distribution. The General Assembly or, if authorised, the Board of Directors may decide to distribute dividends in instalments in accordance with Capital Market Regulations.

There is no privilege in dividend distribution. Dividends are distributed equally to all existing shares as of the distribution date, regardless of their issue and acquisition dates.

According to the Company's Articles of Association, the Board of Directors may distribute advance dividend provided that it is authorised by the General Assembly and complies with Capital Market Regulations.

APPENDIX/2 Proposal of the Board of Directors for the Distribution of 2024 Profit and the Proposed Profit Distribution Table

Dividend Distribution Table of Türk Traktör ve Ziraat Makineleri A.Ş. for 2024 (TL)			
1. Paid-Up/Issued Capital *		100,066,875.00	
2. Total Legal Reserve Fund (According to legal records) **		1,176,780,557.32	
Information relating to preferences, if any on dividend distribution according to		None	
		According to CMB	According to Legal Records (LR)
3.	Profit for the Period	7,976,136,370.00	7,791,862,171.00
4.	Taxes Payable (-)	-2,235,600,185.00	-1,342,344,779.00
5.	Net Profit for the Period (=)	5,740,536,185.00	6,449,517,392.00
6.	Losses from Previous Years (-)		
7.	General Legal Reserve Fund (-)		
8.	NET DISTRIBUTABLE PROFIT (=)	5,740,536,185.00	6,449,517,392.00
9.	Donations of the Year (+)	38,546,045.00	
10.	Net Distributable Profit of the Period Including Donations	5,779,082,230.00	
11.	First Dividend to Shareholders		
	- Cash ***	3,467,449,338.00	5,003,343.75
	- Bonus Share		
	- Total		
12.	Dividends Paid to Privileged Shareholders		
13.	Other Distributed Dividend		
	- To the Members of the Board		
	- To the Employees		
	- To the Others Who are not Shareholder		
14.	Dividend Distributed to the Owners of Dividend Right Certificate		
15.	Secondary Dividend to Shareholders	1,382,550,662.00	4,844,996,656.25
16.	General Legal Reserve Fund	484,499,665.63	484,499,665.63
17.	Statutory Reserves		
18.	Special Reserves		
19.	Extraordinary Reserves	406,036,519.38	1,115,017,726.38
20.	Other Resources that Assumed to be Distributed		
	- From Excess Reserves		
	- From Other Capital Reserves		
	- From Legal Reserves		
21.	General Legal Reserve Fund for Other Resources that Assumed to be Distributed		
	- From Extraordinary Reserves		
	- Other Capital Reserves		
	- Legal Reserves		

* The amount is the registered nominal capital amount and the capital inflation adjustment difference amounting to 1,645,079,202.35 TL as of 31.12.2024 is included in the records prepared in accordance with TPL.

** The amount is nominal general legal reserves and in the records prepared in accordance with TPL after the application of inflation accounting, there is an inflation adjustment difference amounting to TL 1,525,177,698.89 as of 31.12.2024 related to legal reserves.

*** First dividend amount is calculated by considering the registered nominal capital amount.

DIVIDEND SHARE RATES TABLE

	GROUP	TOTAL DISTRIBUTED NET DIVIDEND AMOUNT		TOTAL DISTRIBUTED DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT	NET DIVIDEND CORRESPONDING TO ONE SHARE WITH A NOMINAL VALUE OF TL 1	
		CASH (TL)	BONUS SHARE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	1,818,750,000	-	31.68%	48.46759	4,846.75873
	B	1,727,812,500	-	30.10%	46.04421	4,604.42079
	C	1,030,625,000	-	17.95%	41.19745	4,119.74492
	TOTAL	4,577,187,500		79.73%	-	-

(1) There is not privileged right for dividend.

(2) A Group shares are holding by the resident taxpayer shareholders; thus 0% withholding tax is calculated.

(3) Our limited taxpayer corporate shareholder, which is subject to dividend withholding tax other than the general rate, is CNH Österreich, the Austrian-based foreign shareholder of our Company, which owns Group B shares. Pursuant to Article 10 of the Double Taxation Avoidance and Tax Evasion Agreement with Austria and Article IX of the Protocol, the withholding tax rate for dividends paid by a company resident in Turkey is determined as 5%. Net dividend for Group B shares is calculated by taking this rate into consideration.

(4) Net dividend amount for Group C shares is calculated assuming that all shares are held by real persons and using a withholding tax rate of 15%.

APPENDIX/3 Amendments to the Articles of Association and Related Board Decision

With the resolution of our Board of Directors dated 22.01.2025, it has been resolved to make an application to the Capital Markets Board and the Ministry of Trade to obtain the necessary permissions for the amendment of Article 6 titled "Capital" of the Articles of Association of the Company in order to increase the registered capital ceiling and extend the validity period, and to submit the following new text containing these amendments to the approval of the shareholders at the first General Assembly Meeting to be held and to register and announce the resolution to be taken in this direction.

Article 6	CURRENT TEXT	NEW TEXT																																																												
	6.1. The Company has accepted the registered share capital system according to the provisions of the abrogated Capital Market Law no 2499 and adopted this system under the permission nr. 11/328 issued by the Capital Market Board on the date of 17.03.2005. 6.2. The registered share capital of the Company is TL 250,000,000 (Two hundred fifty million Turkish Liras). It is divided into 25,000,000,000 (Twenty five billion) shares each with a nominal value of 1 (one) Kuruş. 6.3. The permission granted by the Capital Market Board for the upper limit of the registered share capital is valid for a period of 5 (five) years between 2021 and 2025. Even if the permitted limit of the registered capital is not exceeded in the end of the year 2025, in order to increase the share capital of the Company after the expiry of the 5 year term; it is compulsory for the Board of Directors to obtain authorization for an additional five year term from the General Assembly by means of renewing the permission of the Capital Market Board accordingly. Otherwise, the Company shall not be increased capital through Board of Directors’ resolution. 6.4. The issued capital of the Company is TL 100,066,875 (One hundred millionsixty six thousand eight hundred seventy five Turkish Liras). With a recent Board decision, the Company's capital of TL 53,369,000 is increased by TL 46,697,875 to TL 100,066,875 to be fully covered from internal resources. It is divided into three groups, 3,752,507,812.50 registered shares of Group “A”, 3,752,507,812.50 registered shares of Group “B” and 2,501,671,875 registered shares of Group “C”, each with a nominal value of 1 (one) Kuruş. <table><tr><th></th><th>SHARE GROUP</th><th colspan="3">CAPITAL STRUCTURE</th></tr><tr><th>SHAREHOLDERS</th><th></th><th>NUMBER OF SHARES</th><th>AMOUNT (TL)</th><th>%</th></tr><tr><td>KOÇ HOLDİNG A.Ş.</td><td>A</td><td>3,752,507,812.50</td><td>37,525,078.125</td><td>37.50</td></tr><tr><td>CNH INDUSTRIAL OSTERREICH GmbH</td><td>B</td><td>3,752,507,812.50</td><td>37,525,078.125</td><td>37.50</td></tr><tr><td>PUBLIC SHARES & OTHER</td><td>C</td><td>2,501,671,875.00</td><td>25,016,718.75</td><td>25.00</td></tr><tr><td>GRAND TOTAL</td><td></td><td>10,006,687,500.00</td><td>100,066,875.00</td><td>100</td></tr></table> The issued share capital of the Company amounting TL 53,369,000 has been fully subscribed and paid-in by the shareholders without collusion.		SHARE GROUP	CAPITAL STRUCTURE			SHAREHOLDERS		NUMBER OF SHARES	AMOUNT (TL)	%	KOÇ HOLDİNG A.Ş.	A	3,752,507,812.50	37,525,078.125	37.50	CNH INDUSTRIAL OSTERREICH GmbH	B	3,752,507,812.50	37,525,078.125	37.50	PUBLIC SHARES & OTHER	C	2,501,671,875.00	25,016,718.75	25.00	GRAND TOTAL		10,006,687,500.00	100,066,875.00	100	6.1. The Company has accepted the registered share capital system according to the provisions of the abrogated Capital Market Law no 2499 and adopted this system under the permission nr. 11/328 issued by the Capital Market Board on the date of 17.03.2005. 6.2. The registered share capital of the Company is <u>TL 2,000,000,000 (two billion Turkish Liras)</u>. It is divided into <u>200,000,000,000</u> shares each with a nominal value of 1 (one) Kuruş. 6.3. The permission granted by the Capital Market Board for the upper limit of the registered share capital is valid for a period of 5 (five) years between <u>2025 and 2029</u>. Even if the permitted limit of the registered capital is not exceeded in the end of the year <u>2029</u>, in order to increase the share capital of the Company after the expiry of the 5 year term; it is compulsory for the Board of Directors to obtain authorization for an additional five year term from the General Assembly by means of renewing the permission of the Capital Market Board accordingly. Otherwise, the Company shall not be increased capital through Board of Directors’ resolution. 6.4. The issued capital of the Company is TL 100,066,875 (one hundred million sixty six thousand eight hundred seventy five Turkish Liras). With a recent Board decision, the Company's capital of TL 53,369,000 is increased by TL 46,697,875 to TL 100,066,875 to be fully covered from internal resources. It is divided into three groups, 3,752,507,812.50 registered shares of Group “A”, 3,752,507,812.50 registered shares of Group “B” and 2,501,671,875 registered shares of Group “C”, each with a nominal value of 1 (one) Kuruş. <table><tr><th></th><th>SHARE GROUP</th><th colspan="3">CAPITAL STRUCTURE</th></tr><tr><th>SHAREHOLDERS</th><th></th><th>NUMBER OF SHARES</th><th>AMOUNT (TL)</th><th>%</th></tr><tr><td>KOÇ HOLDİNG A.Ş.</td><td>A</td><td>3,752,507,812.50</td><td>37,525,078.125</td><td>37.50</td></tr><tr><td>CNH INDUSTRIAL OSTERREICH GmbH</td><td>B</td><td>3,752,507,812.50</td><td>37,525,078.125</td><td>37.50</td></tr><tr><td>PUBLIC SHARES & OTHER</td><td>C</td><td>2,501,671,875.00</td><td>25,016,718.75</td><td>25.00</td></tr><tr><td>GRAND TOTAL</td><td></td><td>10,006,687,500.00</td><td>100,066,875.00</td><td>100</td></tr></table> The issued share capital of the Company amounting TL 53,369,000 has been fully subscribed and paid-in by the shareholders without collusion.		SHARE GROUP	CAPITAL STRUCTURE			SHAREHOLDERS		NUMBER OF SHARES	AMOUNT (TL)	%	KOÇ HOLDİNG A.Ş.	A	3,752,507,812.50	37,525,078.125	37.50	CNH INDUSTRIAL OSTERREICH GmbH	B	3,752,507,812.50	37,525,078.125	37.50	PUBLIC SHARES & OTHER	C	2,501,671,875.00	25,016,718.75	25.00	GRAND TOTAL		10,006,687,500.00	100,066,875.00	100
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GRAND TOTAL		10,006,687,500.00	100,066,875.00	100																																																										

	6.5. At any time between 2021 and 2025, the Company may increase its issued capital by issuing new registered shares each with a nominal value of 1 Kuruş up to the registered share capital ceiling. In any case, the number of new Group “A”, Group “B” and Group “C” shares issued shall be in proportion to the existing shares held by the Group “A”, Group “B” and Group “C” shareholders respectively. Each group of shareholders shall be allotted the same group of shares as their existing shareholdings. The pre-emptive rights of the shareholders, whether used or not, shall be governed by the regulations of the Capital Market Board and the provisions of this Articles of Association. The consideration for the subscribed shares shall be fully paid in cash as per Capital Market Board requirements. The Company cannot issue additional shares unless the issued shares are fully subscribed and paid in. The capital of the Company shall be increased or decreased if deemed necessary within the context of Turkish Commercial Code and Capital Markets legislations. 6.6. The Board of Directors may resolve to issue preference shares or shares at a premium and may restrict the pre-emptive rights of the existing shareholders. The authorization to restrict the pre-emptive rights of the existing shareholders shall not be used in the way that may cause inequality between the shareholders. 6.7. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.	6.5. At any time between <u>2025 and 2029</u>, the Company may increase its issued capital by issuing new registered shares each with a nominal value of 1 Kuruş up to the registered share capital ceiling. In any case, the number of new Group “A”, Group “B” and Group “C” shares issued shall be in proportion to the existing shares held by the Group “A”, Group “B” and Group “C” shareholders respectively. Each group of shareholders shall be allotted the same group of shares as their existing shareholdings. The pre-emptive rights of the shareholders, whether used or not, shall be governed by the regulations of the Capital Market Board and the provisions of this Articles of Association. The consideration for the subscribed shares shall be fully paid in cash as per Capital Market Board requirements. The Company cannot issue additional shares unless the issued shares are fully subscribed and paid in. The capital of the Company shall be increased or decreased if deemed necessary within the context of Turkish Commercial Code and Capital Markets legislations. 6.6. The Board of Directors may resolve to issue preference shares or shares at a premium and may restrict the pre-emptive rights of the existing shareholders. The authorization to restrict the pre-emptive rights of the existing shareholders shall not be used in the way that may cause inequality between the shareholders. 6.7. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.
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APPENDIX/4 Resumes of the Board Member Nominees and Declarations for Independence of Independent Board Members

Levent Çakıroğlu

Having graduated from Ankara University School of Political Science in Business Administration, Levent Çakıroğlu completed his MBA at the University of Illinois. He began his career at the Ministry of Finance as Junior Accountant in 1988 and worked as an Accountant at the same ministry between 1991-1997. Between 1997 and 1998, he worked as a part-time lecturer at Bilkent University and as Vice President of Financial Crimes Investigation Board at Ministry of Finance. He joined Koç Holding in 1998 as Finance Group Coordinator. He was the CEO of Koçtaş between 2002 and 2007 and Migros between 2007 and 2008. He appointed as CEO of Arçelik in 2008 and in 2010 he also appointed as the President of Consumer Durables Group at Koç Holding. Mr. Çakıroğlu was appointed CEO of Koç Holding in April 2015 and continues to serve in this position. Levent Çakıroğlu is a Board Member of Koç Holding since April 2016, Chairman of the Board of Directors of Arçelik-LG and TürkTraktör, Vice Chairman of the Board of Directors of Yapı Kredi and Member of the Board of Directors of various Koç Group companies.

Haydar Yenigün

Haydar Yenigün graduated from Yıldız Technical University in Mechanical Engineering and joined Ford Otosan in 1987. He served to the Company in many different departments in production and worked as a Project engineer between 1992 and 1996. Once Ford Motor Company and Koç Holding decided to equalize the shares in Ford Otosan, he continued serving in different positions during the initiation of the Kocaeli Plant. He worked as Body Construction Area Manager in the Kocaeli Plant between 1999 and 2007 and served as Kocaeli Plant Manager and Assistant General Manager from 2007 to 2012. He was appointed as Ford Otosan General Manager and Board Member in 2012. After 35 years of service in Ford Otosan, he was assigned as the President of Automotive Group of Koç Holding. Currently, Mr. Yenigün is a member of the Istanbul Chamber of Industry (ISO), a member of the Turkish Industry and Business Association (TUSIAD), and Vice Chairperson of the Turkish-American Business Council Executive Committee (TAK). Besides, he served as the Chairperson of the Automotive Manufacturers Association (OSD) Board of Directors between March 2018 and March 2022 and a member of the European Automobile Manufacturers' Association (ACEA) Board of Directors between 2020 and 2022.

Gerrit Andreas Dr. Marx

Gerrit Marx holds a bachelor's degree in mechanical engineering ("Diplom Ingenieur") and an MBA ("Diplom Kaufmann") from the RWTH Aachen University; and a PhD in Business Administration from Cologne University, both in Germany. He began his career in 1999 at McKinsey & Company, focusing on operational improvement programs in the automotive and aerospace industries. Between 2007 and 2011, he assumed roles of increasing responsibility within the automotive corporation Daimler AG (now Mercedes-Benz Group AG) across North America, Europe and Asia, latterly as President and Chief Executive Officer of Daimler Trucks China. From 2011 to 2012, he served as Executive Vice President of Volkswagen AG China and President of Skoda China. In 2012, Gerrit Marx joined Bain Capital, where he was member of the European Leadership Team and oversaw portfolio activities, driving and leading transformational change programs with a specific focus on automotive and industrial assets. During his tenure, covered interim roles such as Chief Executive Officer of Wittur Group and President of the Powertools Division at the US Apex Tool Group. From January 2019 to January 2022, he served as President of Commercial and Specialty Vehicles in CNH. From January 2022 to June 2024, he served as CEO of Iveco Group N.V. and rejoined CNH in July 2024 as CEO. His role as CEO also encompasses direct global responsibility for the Company's Agriculture segment.

Markus Müller

Markus Müller holds a bachelor's degree in Mechanical Engineering and a master's degree in Engineering from the University of Applied Sciences Cologne (Rheinische Hochschule Köln), and a PhD in Engineering from the University of Rostock, both in Germany. He has also earned the Strategy Program certification from the Harvard Business School, in the USA. He began his career at DEUTZ AG in 2006 as a Pre-Development Engineer for Exhaust Aftertreatment Systems, then between 2012 and 2016 subsequently served as Head of Certification & Classification, Head of Application Engineering and Head of R&D System Integration. From 2016 – 2018, Mr. Müller was Managing Director of HJS Emission Technology, where he was responsible for Product Development, Operations and Sales. In 2018, Mr. Müller rejoined DEUTZ AG and served as Senior Vice President of Product Development & Technical Customer Support, preceded by leadership roles in Research & Development. He was most recently Chief Technology and Chief Sales Officer, alongside serving as an Executive Board Member. Starting March 1, 2025, Markus Müller will join CNH as President, EMEA.

Matthieu Jean-Marie Bernard Séjourné

Matthieu Séjourné holds a degree in Mechanical Engineering from CESTI-Paris University and a master's degree in business administration from SDA Bocconi University of Milan. Mr. Séjourné started his professional career at CNH in 2002 in the Commercial Logistics Department and worked as a new product process planner

for the CNH Asia, Africa, Middle East and Eastern Europe Regions between 2003 and 2005. He then served as Regional Manager for French-speaking countries in Africa and as Regional Manager for CNH South Africa. Mr. Séjourné served as Assistant General Manager in charge of Marketing at Türk Traktör ve Ziraat Makineleri A.Ş. between 2009 and 2015 and then as Case IH Asia Pacific Product Marketing and Product Portfolio Director and then as Case IH Asia Pacific Vice President between 2015 and 2019. In January 2019, Séjourné was appointed Vice President, Brands Leader, Agriculture Segment Asia, Middle East and Africa and in October 2021, he was appointed Vice President, Brands and Commercial Services, Agriculture Segment Asia Pacific. As of April 1, 2024, Séjourné was appointed as the Company Leader at TürkTraktör and has been serving as a Board Member at A-Ghazi Tractors Ltd (Pakistan) since February 2020.

Özgür Burak Akkol

After receiving his bachelor's degree in industrial engineering from Istanbul Technical University, Mr. Akkol completed the Executive MBA program and received a master's degree from Koç University in 2011. As he continued his professional career, he successfully graduated from Harvard Business School and Columbia University, completing the "Executive Development" and "Leadership Education" programs, Columbia Business School and London Business School Global Executive MBA. Mr. Akkol started his career in 2001 in the USA as a Production and Productivity Specialist at Nautilus Foods. Mr. Akkol started working for Koç Holding in 2003 as a Human Resources Assistant Specialist. He worked as a Human Resources Specialist between 2004 and 2005 and as an Audit Specialist and Senior Audit Specialist between 2005 and 2009. He served as Systems Development and Human Resources Manager between 2009 and 2010, Systems Development and Human Resources Coordinator between 2010 and 2014, and Human Resources Director between 2014 and 2021. Mr. Akkol served as the President of Human Resources and Industrial Relations between 2021 and 2022 and has been serving as the President of Tourism, Food and Retail Group since April 2022. He is also the Chairman of the Board of Directors of Koç Holding Pension & Assistance Foundation and a Board Member of some other Koç Group companies. He is also the Chairman of the Board of Directors of the Turkish Confederation of Employers' Associations (TİSK) and the TİSK Microsurgery and Reconstruction Foundation, Chairman of the Board of Directors of the Turkish Metal Industrialists' Union (MESS) and the MESS Education Foundation, and a Board Member of the Turkish Employment Agency (İŞKUR).

Stefano Pampalone

Stefano Pampalone holds a Master of Business Administration from Profingest Management School (now Bologna Business School) and a bachelor's degree in Engineering from the University of Trieste. He joined CNH in 1999 and has covered strategic leadership roles globally and regionally, including country manager of India from 2011 to 2013, before becoming COO of Asia Pacific Region and subsequently President of the Construction equipment segment at CNH. Stefano Pampalone is Agriculture Chief Commercial Officer at CNH, and has global responsibility for the agriculture segment's commercial strategy, brand and aftermarket activities.

Marco Votta

Marco Votta completed his undergraduate studies at the Business Administration Department of the Luigi Bocconi University of Commerce. He started his career in the industrial automation sector, moving in 1994 to Andersen Consulting as Management Consultant at. Votta joined the Business Development Department of New Holland in 1998 and was appointed as Assistant General Manager in charge of Business Control at Türk Traktör ve Ziraat Makineleri A.Ş. and New Holland Trakmak Traktör ve Ziraat Makinaları Ticaret A.Ş. in 1999. He then became the Company's CFO from 2006 to 2010, and then the CEO between April 2010 and 31.12.2018. Since the beginning of 2019, Votta is staying as a board member in Türk Traktör ve Ziraat Makineleri A.Ş. In addition, he is working in CNH Industrial as the Managing Director of Turkey.

İbrahim Aykut Özüner

Aykut Özüner graduated from Boğaziçi University, Department of Mechanical Engineering in 1991 and received his master's degree in business administration from the same university in 1995. Mr. Özüner started his professional career at Koç Holding Supply Coordination Group in 1992 and joined Ford Otomotiv A.Ş. in 1993, where he worked in various positions for many years. Between 1993 and 2001, he served as Marketing Strategies Manager, Product Manager, Marketing Manager and Sales Manager at Ford Otomotiv, respectively. In 2001-2002, he worked as Production Programming and New Product Development Manager in Ford Europe organization. After his overseas assignment, he returned to Ford Otomotiv in 2002 as Marketing and Customer Relations Director. He served as Assistant General Manager of Marketing, Sales between 2004 and 2010, and Assistant General Manager of Marketing, Sales and After Sales between 2010 and 2014. In 2014, he was appointed General Manager of Zer Merkezi Hizmetler ve Ticaret A.Ş., which provides purchasing services, and continued his duty until the end of 2018. On January 01, 2019, Özüner was appointed General Manager of Türk Traktör ve Ziraat Makineleri A.Ş. He moved on from his position as General Manager of TürkTraktör due to his appointment as General Manager of Otokar Otomotiv ve Savunma Sanayi A.Ş., another Koç Group company, as of March 31, 2024. Aykut Özüner is also a member of the board of directors of TürkTraktör, the Automotive Manufacturers Association (OSD) and the Turkish Employers Association of Metal Industries (MESS), a member

of the Turkish Industry & Business Association (TUSIAD) and a member of the council of the Ankara Chamber of Industry (ASO).

Osman Turgay Durak

Osman Turgay Durak received his BA and master's degrees in mechanical engineering at Northwestern University in the USA. He started his career as Application Engineer at Ford Otosan in 1976. After working as Product Development and Design Engineer, he was appointed AS İnönü Engine Factory Project Chief in 1979. He was appointed as Project Coordination Manager in 1982 and Project Coordination Department Manager in 1984. Durak was appointed as Assistant General Manager of Marketing in 1986 and Assistant General Manager of Purchasing in 1987. He served as the Deputy General Manager from 2000 to 2002 and became the CEO and a Board Member at Ford Otosan in 2002. He served as Koç Holding Automotive Group President between 2007-2009. After serving as Deputy CEO of Koç Holding since May 2009, Durak served as CEO and Board Member of Koç Holding between April 2010 and March 31, 2015. Between 2004 and 2010, he served as the Chairman of the Board of Directors of the Automotive Manufacturers Association for six years. Osman Turgay Durak was a Member of the Assembly of the Istanbul Chamber of Industry (ISO) between January 2008 and May 2010, a member of the ISO Board of Directors between February 2009 and May 2010, and a member of the National Board of the International Chamber Commerce (ICC) between February 2014 and March 2015.

Mine Yıldız Günay (Independent Board Member Nominee)

In 1989, Yıldız Günay graduated from Boğaziçi University, Department of Industrial Engineering and in 1992 she completed her master's degree in economics at the same university. Starting her career at Citibank Treasury Department in 1990, she assumed commercial responsibilities for different asset classes and was promoted to Treasury Marketing Manager in 1994. In 1995, Ms. Günay joined Cargill Turkey, where she served as Assistant General Manager covering the financial trading units, corporate treasury and financial operations, before establishing the Cargill - Black River Asset Management Turkey office in 2004. In 2004, she established the Cargill - Black River Asset Management Turkey office, where she served as General Manager and a member of the Cargill Turkey Board of Directors, and over time her area of responsibility expanded to include Central Asia and Africa. Yıldız Günay served as the General Manager of the Turkish Education Foundation (TEV) from September 2012 to May 2021, leading the institutionalization, digitalization and asset management activation of the foundation. In addition, he has been serving as an Independent Board Member at Ünlü & Co. since 2021 and at Tüpraş A.Ş. since 2024. Günay completed the "Advanced Leadership Initiative" Program at Harvard University, which he started at the beginning of 2023, at the end of the year and is currently working as the Director of Corporate Development at Istanbul Robert College.

Nilüfer Günhan (Independent Board Member Nominee)

In 1986, Günhan completed her high school education at Üsküdar American High School, graduated from Marmara University, Department of Business Administration in English in 1990 and completed his MBA program at West Georgia University in 1993. Between 1999 and 2007, Ms. Günhan worked as Assistant General Manager at VDF Volkswagen Doğuş Finansman A.Ş. and between 2002 and 2005, she was responsible for establishing a bank branch of the German Volkswagen Group in the UK. Between 2007 and 2011, she served as the founding General Manager and a member of the Board of Directors at TEB Finansman A.Ş. Between 2011 and 2018, she served as the founding General Manager and Board Member at ALJ Finansman A.Ş. In 2018, Ms. Günhan started to serve as the Global CEO of Financial Services & FinTech at ALJ International DMCC in Dubai and continued in this position until the end of 2021. Between 2019 and 2024, she served as the Chairman of the Board of Directors at ALJ Finansal Hizmetler A.Ş. Nilüfer Günhan has been serving as an independent board member in different companies since 2022. Since 2021, Günhan has been providing trainings on topics such as digital transformation, leadership, entrepreneurship and innovation at Boğaziçi University BÜYEM. He has also been serving as an independent board member at TürkTraktör since March 02, 2023.

Declarations for Independence of Independent Board Members

Mine Yıldız Günay's Declaration for Independence

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Türk Traktör ve Ziraat Makineleri A.Ş. ("Company") under Articles of Association of the Company and the criteria stated in the Corporate Governance Communique of Capital Markets Board. In that regard, I also confirm that;

a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been, employed by, has had important shareholding in or involved in any business dealings with the Company, its subsidiaries, affiliates, related parties or entities in which any of the shareholders having, equal to or more than 5 % interest in the Company, have had interest or managerial position,

b) I am not or have not been employed by or sit on the board of an entity which has served as auditor (including tax audit, legal audit, internal audit), rating and consultant to the Company or had contractual relationship with the Company for conducting its managerial or operational activities in whole or in part in the last five years, and I am not or have not been employed by, sit on the board of or had interest in any of the material suppliers or service providers of the Company in the last five years,

c) I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,

d) In accordance with the regulations, I am not working full time, at the time of my nomination in a Turkish governmental or public institution except working in the university as academician,

e) I am deemed as resident in Turkey under the Revenue Tax Law numbered 193 dated 31/12/1960,

f) I promise to exercise objectivity and independence in making business decisions in case of conflict of interest between the shareholders of the Company, to make effective contributions to the improvement of the business of the Company, to protect the rights of the stakeholders of the Company,

g) I can allocate enough time to duly follow up the company activities and fulfill the necessities of my tasks,

h) I have not sat on the board of the Company for more than 6 years within last 10 years,

i) I have not worked as the independent board member at more than three companies that management control is under the control of the shareholders who has the management control of the Company and more than five companies traded at Borsa İstanbul,

j) I have not been registered and declared in the name of the legal person selected as the board member.

Regards

Mine Yıldız Günay

Nilüfer Günhan's Declaration for Independence

I hereby declare that I am a candidate for independent board membership at the Board of Directors of Türk Traktör ve Ziraat Makineleri A.Ş. ("Company") under Articles of Association of the Company and the criteria stated in the Corporate Governance Communique of Capital Markets Board. In that regard, I also confirm that;

- a) In the last five years, I, my spouse or my up to the second degree blood or affinity relatives is not or has not been, employed by, has had important shareholding in or involved in any business dealings with the Company, its subsidiaries, affiliates, related parties or entities in which any of the shareholders having, equal to or more than 5 % interest in the Company, have had interest or managerial position,
- b) I am not or have not been employed by or sit on the board of an entity which has served as auditor (including tax audit, legal audit, internal audit), rating and consultant to the Company or had contractual relationship with the Company for conducting its managerial or operational activities in whole or in part in the last five years, and I am not or have not been employed by, sit on the board of or had interest in any of the material suppliers or service providers of the Company in the last five years,
- c) I have skills, knowledge and expertise relevant to the Company's business and extensive experience to fulfill my duties as an independent board member,
- d) In accordance with the regulations, I am not working full time, at the time of my nomination in a Turkish governmental or public institution except working in the university as academician,
- e) I am deemed as resident in Turkey under the Revenue Tax Law numbered 193 dated 31/12/1960,
- f) I promise to exercise objectivity and independence in making business decisions in case of conflict of interest between the shareholders of the Company, to make effective contributions to the improvement of the business of the Company, to protect the rights of the stakeholders of the Company,
- g) I can allocate enough time to duly follow up the company activities and fulfill the necessities of my tasks,
- h) I have not sat on the board of the Company for more than 6 years within last 10 years,
- ii) I have not worked as the independent board member at more than three companies that management control is under the control of the shareholders who has the management control of the Company and more than five companies traded at Borsa İstanbul,
- j) I have not been registered and declared in the name of the legal person selected as the board member.

Regards

Nilüfer Günhan

APPENDIX/5 Remuneration Policy for the Board Members and Top Management

REMUNERATION POLICY FOR TOP MANAGEMENT AND BOARD MEMBERS'

This policy document identifies the remuneration system and practices concerning our board members, company leader and business leaders. In accordance with the Turkish Commercial Code and Article 13 of the Articles of Association of Türk Traktör ve Ziraat Makineleri A.Ş., a fixed remuneration is determined every year at the ordinary general assembly meeting for the functions of board members, which is valid for all members of the Board of Directors. The members of the Board of Directors are paid on a pro-rata basis, taking into account the period they have been in office as of the dates of their appointment and departure.

Payment for executive board members shall be made within the context of the below-given policy that has been determined for top managers.

In addition to the fixed wage determined at the general assembly, the members assigned to carry out certain functions to contribute to the company's activities can also benefit from the function they assume within the framework of the Corporate Governance Committee's opinion.

Performance-based compensation is not applied to the independent board members' remuneration.

The company can meet the expenses (transportation, telephone, insurance, etc.) covered by the board members due to their contribution to the company.

The top management compensation is comprised of two components; fixed and performance-based.

Within the scope of our remuneration policy, salary and side benefits management is organized and implemented with a fair, objective, high-performance-focused, competitive, rewarding and motivating approach.

Top management's fixed compensation is determined in parallel with international standards and legal obligations by considering macroeconomic data in the market, remuneration policies prevalent in the market, corporate growth and long-term targets, and the managers' position. The remuneration policy aims to increase the motivation and loyalty of the employees and gain qualified employees who will ensure the achievement of the company's strategic business goals, taking into account the internal salary balances and competitiveness in the market.

On the other hand, bonuses for the senior management are calculated according to the bonus base, company performance and individual performance so as to support the realization and expansion of the company's business targets, reward sustainable success and encourage superior performance. Information about the criteria is summarized below:

- **Bonus-Based:** The base of the bonus is updated at the beginning of every year and can be variable according to the size of the managers' position. While updating the base of the bonuses, the top management bonus policies prevalent in the market shall be considered.
- **Company Performance:** The company performance is obtained by evaluating period-end values of the financial and operational (market share, export, foreign market activities, efficiency, etc.) targets given at the beginning of every year. The sustainability of the success, covering improvements compared to previous years, is the overemphasized principles considering determining the company targets.
- **Personal Performance:** Targets concerning employee, customer, process, technology and long-term strategy are considered together with the company targets to determine personal performance. While measuring individual performance, the principles of compliance with long-term sustainable improvement and Environmental, Social and Governance (ESG) policies are also taken into account in addition to the financial areas.

In the event that the top managers of our company leave their jobs, they may be paid a resignation bonus based on the period they worked, the time they served as top management, their contribution, the last target premium before the date of quitting, the salary and bonus paid in the previous year.

The total amount of remuneration paid to top management and board members within the year, and determined as per the above-given principles, shall be presented to the information and/or approval of shareholders in the following general assembly in line with the following general assembly legislation.