

**INFORMATION NOTE REGARDING 2025 YEAR
ORDINARY GENERAL ASSEMBLY MEETING OF
TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. DATED 09.03.2026**

1. INVITATION TO THE GENERAL ASSEMBLY MEETING DATED 09.03.2026

Our Company's Shareholders General Assembly Meeting concerning 2025 year will be held on 9 March 2026, Monday 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 2025-year activities.

Financial Statements of 2025, the Independent Audit Report issued by the independent audit company Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the Board of Directors' Annual Report including the board of directors' dividend distribution proposal, the explanations regarding compliance with Corporate Governance Principles and Sustainability Principles, and the draft amendment to the Articles of Association, TSRS-Compliant Sustainability Report containing our disclosures within the scope of the Turkey Sustainability Reporting Standards ("TSRS") published by the Public Oversight, Accounting and Auditing Standards Authority ("KGGK") for 2024 and, Information Notes including the below-given agenda items and necessary explanations to comply with Capital Markets Board legislations be made available, 3 weeks before the cited General Assembly Meeting, excluding the announcement and meeting date, within the legal period, w at the Company headquarters and branches, at company's website addressed www.turktraktor.com.tr, at Public Disclosure Platform and Electronic General Assembly System for the examination of the shareholders.

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's corporate website addressed 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 powers of attorney, duly notarized or accompanied by a signature circular 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 addressed 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 addressed 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 Istanbul.

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 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. Accordingly, half of the Board members are elected from among the nominees of the Group A shareholders, and the other half from among the nominees of the Group B shareholders. One nominee designated by Group A shareholders and one nominee designated by Group B shareholders must meet the independence criteria defined under the regulations of the Capital Markets Board of Turkey.

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 Osterreich 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 Osterreich GmbH is 100% subsidiary of CNH Industrial NV.

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

There are no management or operational changes that occurred in 2025 or are planned for the upcoming financial periods that would materially affect our Company's activities. The material event disclosures made by our Company in accordance with the relevant legislation are available 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:

No such request has been submitted for the Ordinary General Assembly meeting where the 2025 activities will be discussed.

3. EXPLANATORY NOTES ON THE GENERAL ASSEMBLY AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING DATED 09.03.2026

1. Opening and election of the Chairperson of the Meeting,

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, discussion, and approval of the 2025 Annual Report 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 2025, 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 of the Summary of the Independent Auditor's Report for the 2025 accounting year,

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, discussion, and approval of the Financial Statements for the 2025 accounting year,

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. Discussion and approval of the 2024 TSRS-Compliant Sustainability Report,

The 2024 TSRS-Compliant Sustainability Report, which was made available for the review of our shareholders at the Company's headquarters, branches, the MKK Electronic General Assembly System, and on our corporate website at www.turktraktor.com.tr for three weeks prior to the General Assembly meeting, and for which the mandatory sustainability assurance audit was completed by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., will be presented to the General Assembly for information, discussion, and approval.

6. Approval of the change made in the membership of the Board of Directors during the year pursuant to Article 363 of the Turkish Commercial Code,

Following the resignation of Ms. Nilüfer Günhan, one of our independent Board members nominated by the Group B shareholder, Mr. Umut Kolcuoğlu, who was likewise nominated by the Group B shareholder, was appointed as an independent Board member pursuant to the Board of Directors' resolution dated 16.06.2025, to be submitted to the approval of the next General Assembly and, if approved by the General Assembly, to complete the remaining term of office of his predecessor.

Following the resignation of Mr. Marco Votta, one of our Board members nominated by the Group B shareholder, Mr. Vincent Louis Antoine Marie De Lassagne De Beaufort, who was likewise nominated by the Group B shareholder, was appointed as a Board member pursuant to the Board of Directors' resolution dated 15.12.2025, to be submitted to the approval of the next General Assembly and, if approved by the General Assembly, to complete the remaining term of office of his predecessor.

The resumes of Mr. Umut Kolcuoğlu and Mr. Vincent Louis Antoine Marie De Lassagne De Beaufort, who were appointed during the year, and which were prepared in accordance with the Capital Markets Board's Corporate Governance Principle No. 1.3.1, are presented in **Appendix/1**.

7. Acquitting the members of the Board of Directors due to the activities of the company for the year 2025,

Acquitting the board members according to the provisions of TCC and the regulation from the activities, procedures, and accounts of 2025 shall be presented to the general assembly's approval.

8. Acceptance, amendment, or rejection of the Board of Directors' proposal, prepared within the framework of the Company's dividend distribution policy, regarding the non-distribution of the 2025 profit,

In accordance with the capital markets legislation, Article 19 of the Company's Articles of Association, and our Company's Dividend Distribution Policy approved by the shareholders at the General Assembly held on 21.03.2025, and taking into consideration the general economic and sectoral conditions as well as the Company's cash and financing policies, it has been resolved to submit for the approval of the Ordinary General Assembly that no dividend be distributed, that the current-year profit of TL 1,397,478,840.60 calculated in accordance with the Tax Procedure Law be transferred to extraordinary reserves, and that the Net Profit for the Period amounting to TL 454,804,633.92 calculated in accordance with TFRS be transferred to prior years' profits. The table relating to our dividend distribution proposal, prepared in line with the profit distribution table

format set out in the Dividend Communiqué No. II-19.1 and the Dividend Guide announced pursuant to this communiqué, is provided in **Appendix/2**.

9. Provided that the necessary approvals have been obtained from the Capital Markets Board and the Ministry of Trade; the acceptance, acceptance with amendments, or rejection of the Board of Directors' proposal regarding the amendment of Article 12, titled "Daily Management of the Company and Executive Committee," of the Company's Articles of Association,

The amendment proposals regarding Article 12 of our Company's Articles of Association, titled 'Daily Management of the Company and the Executive Committee,' which was last amended in 2022, and which have been prepared in line with the changes that have occurred in the Company's organizational structure over time and our current practices, are provided in **Appendix/3** together with the Board of Directors' resolution dated 05/02/2026. These amendment proposals will be submitted to the approval of the General Assembly, subject to obtaining the necessary approvals from the Capital Markets Board and the Ministry of Trade. An application regarding these amendment proposals has been submitted to the Capital Markets Board.

10. Determination of the number and terms of office of the members of the Board of Directors, election in accordance with the determined number of members, and 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 resolved that Ms. Mine Yıldız Günay be designated as the independent Board member candidate nominated by the Group A shareholders, and Mr. Umut Kolcuoğlu be designated as the independent Board member candidate nominated by the Group B shareholder. The independent Board member candidates, for whom no adverse opinion has been communicated by the Capital Markets Board, will be submitted to the approval of the General Assembly.

The resumes of Board member candidates designated to be submitted to the General Assembly, as well as the independence declarations of the independent member candidates, are presented **Appendix/4**.

11. Informing the shareholders about, and approval of, the "Remuneration Policy" for the Members of the Board of Directors and Senior Executives, as well as the payments made within the scope of such policy, in accordance with 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 2025 is given in our Company's financial statements for 2025 footnote 26.

12. Determination of the annual gross remuneration of the members of the Board of Directors,

Within the Remuneration Policy's context presented to the approval of shareholders through the 11th agenda article, the gross annual pay of the board members for 2026 shall be identified by our shareholders.

13. 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 28.01.2026, with the opinion of the Audit Committee, to audit the financial reports of our Company for the fiscal year 2026, 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 TSRS 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.

14. Informing the shareholders about the donations made by the Company in 2025 within the scope of the Company's Donation and Sponsorship Policy and determining an upper limit for donations to be made in 2026,

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 2025 is TL 27,748,922 based on nominal amounts (total amount calculated according to the purchasing power on December 31, 2025 is TL 31,779,196). Of this nominal amount, TL 20,000,000 was donated to Vehbi Koç Foundation, TL 4,514,172.50 was donated to Koç University, TL 2,211,400 was donated to Turkish Education Foundation; 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 2026 will be determined by the General Assembly.

15. Informing the shareholders about the guarantees, pledges, mortgages, and sureties provided by the Company and its subsidiaries in favor of third parties in 2025, as well as the income or benefits obtained therefrom, in accordance with the regulations of the Capital Markets Board,

Reference to the 12th article of Capital markets Board Corporate Governance Communiqué 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 31.12.2025 includes this information.

16. 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 2025 in line with the Capital Markets Board Corporate Governance Communiqué,

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 2025, there was not an important transaction that should be disclosed in line with the 1.3.6 article of Corporate Governance legislation.

17. Wishes and opinions.

APPENDIX:

APPENDIX/1 The Resumes of Mr. Umut Kolcuoğlu and Mr. Vincent Louis Antoine Marie De Lassagne De Beaufort, who were Appointed as Board Members During the Year

APPENDIX/2 Proposal of the Board of Directors for the Distribution of 2025 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 The Resumes of Mr. Umut Kolcuođlu and Mr. Vincent Louis Antoine Marie De Lassagne De Beaufort, who were Appointed as Board Members During the Year

Umut Kolcuođlu

Dr. Umut Kolcuođlu completed his secondary and high school education at Sankt Georg Austrian High School, and graduated from Istanbul University, School of Law in 1998. He received his LL.M. degree from New York University, School of Law in 2001, and earned his doctorate in Commercial and Capital Markets Law from Istanbul University in 2009. In addition to his legal practice in Turkey, Dr. Kolcuođlu worked as a foreign attorney at Gibson, Dunn & Crutcher LLP in New York in 2002, and at Hengeler Mueller in Frankfurt, Germany between 2005 and 2006. In 2007, he founded Kolcuođlu Demirkan Koçaklı Attorneys at Law, where he currently serves as the Managing Partner. Dr. Kolcuođlu has significant experience in mergers and acquisitions, joint ventures, capital markets, corporate and finance transactions. He is fluent in English and German, and is admitted to both the Istanbul and New York Bar Associations. He is a member of the International Bar Association (IBA), German-Turkish Chamber of Commerce and Industry (AHK), Turkish-British Chamber of Commerce and Industry (TBCCI), and the Corporate Governance Association of Turkey (TKYD). Additionally, he serves as a member of the Board of Trustees of the Entrepreneurship Foundation, the Board of Directors of the Austrian High School Foundation, and the Board of Directors of Boyner Holding. Dr. Kolcuođlu also served as an Independent Member at the Board of Directors of Türk Traktör ve Ziraat Makineleri A.Ş. from June 2015 to March 2021, and as of 16.06.2025, he has resumed his position as an Independent Board Member at Türk Traktör ve Ziraat Makineleri A.Ş.

Vincent Louis Antoine Marie De Lassagne De Beaufort

Vincent de Lassagne holds an Agronomist Engineering degree and a Master's degree in Marketing and Sales from HEC University in France. He joined CNH in 1995, taking on roles of increasing responsibility across the CIS, AME and Asia Pacific markets. Among the various roles he has held at CNH, he served as Business Director for Asia markets, General Manager of CNH China commercial and manufacturing operations, Asia Pacific Region New Holland Brand Leader and, most recently, Vice President for CNH Agriculture in Africa, Middle East, CIS, Ukraine, and JVs CBU, including TTF JV management.

APPENDIX/2 Proposal of the Board of Directors for the Distribution of 2025 Profit and the Proposed Profit Distribution Table

Dividend Distribution Table of Türk Traktör ve Ziraat Makineleri A.Ş. for 2025 (TL)		
1. Paid-Up/Issued Capital *		100,066,875.00
2. Total Legal Reserve Fund (According to legal records) **		1,661,280,222.95
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	1,005,371,829.74	1,455,829,874.85
4. Taxes Payable (-)	-550,567,195.82	-58,351,034.25
5. Net Profit for the Period (=)	454,804,633.92	1,397,478,840.60
6. Losses from Previous Years (-)		
7. General Legal Reserve Fund (-)		
8. NET DISTRIBUTABLE PROFIT (=)	454,804,633.92	1,397,478,840.60
9. Donations of the Year (+)	31,779,196.00	
10. Net Distributable Profit of the Period Including Donations	486,583,829.92	
11. First Dividend to Shareholders		
- Cash ***		
- 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	0	
16. General Legal Reserve Fund		
17. Statutory Reserves		
18. Special Reserves		
19. Extraordinary Reserves	454,804,633.92	1,397,478,840.60
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 31.12.2025 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 31.12.2025 related to legal reserves.

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	0	-	0,00%	0,00000	0,00000
	B	0	-	0,00%	0,00000	0,00000
	C	0	-	0,00%	0,00000	0,00000
	TOTAL	0		0,00%	-	-

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

With the resolution of our Board of Directors dated 05.02.2026, It has been resolved to apply to the Capital Markets Board and the Ministry of Trade to obtain the necessary approvals for the amendment of Article 12, titled "Daily Management of the Company and the Executive Committee," of our Company's Articles of Association, which was last amended in 2022, in line with the changes that have arisen in the Company's organizational structure over time and the Company's current practices; to submit the new text below, which includes these amendments, for the approval of the shareholders at the next General Assembly Meeting; and to register and announce the resolution in this regard in the Turkish Trade Registry Gazette.

Current Text Article 12 - Daily Management of the Company and the Executive Committee	New Text Article 12 - Daily Management of the Company and the Executive Committee
<p>12.1. As of 01.04.2014, for the first four-year term, the General Manager shall be appointed from among the nominees designated by the Group A shareholders, and the Assistant General Manager Accounting and Finance shall be appointed from among the nominees designated by the Group B shareholders. For the following four-year term, the General Manager shall be appointed from among the nominees designated by the Group B shareholders, and the Assistant General Manager Accounting and Finance shall be appointed from among the nominees designated by the Group A shareholders. For the subsequent four-year periods, the appointment of the General Manager and the Assistant General Manager Accounting and Finance shall be made in accordance with the procedure and order set forth in this Article 12.1 on a revolving basis. The provisions of Article 12.4 are reserved.</p>	<p>12.1. As of 1.4.2024, for the first four-year term, the General Manager shall be appointed from among the nominees designated by the members of the BoD elected from among the nominees of the Group B shareholders, and the Assistant General Manager Accounting and Finance shall be appointed from among the nominees designated by the members of the BoD elected from among the nominees of the Group A shareholders. For the following four-year term, the General Manager shall be appointed from among the nominees designated by the members of the BoD elected from among the nominees of the Group A shareholders, and the Assistant General Manager Accounting and Finance shall be appointed from among the nominees designated by the members of the BoD elected from among the nominees of the Group B shareholders. For the subsequent four-year terms, the appointments shall be made according to the rotation and procedure set forth in this Article 12.1. The provisions of Article 12.4 are reserved.</p>
<p>12.2. The General Manager shall have the authority to conduct the business of the Company in its ordinary course and carry out the actions necessary for implementation of the business plan and the annual budget as approved by the BoD.</p>	<p>12.2. The General Manager shall have the authority to conduct the business of the Company in its ordinary course and carry out the actions necessary for implementation of the business plan and the annual budget as approved by the BoD.</p>
<p>12.3. In case the General Manager and/or Assistant General Manager Accounting and Finance positions are vacated before the completion of the four year term, such vacancy shall be filled by appointing a General Manager and/or Assistant General Manager Accounting and Finance from among the designees of the members of the BoD representing the same group who has designated the preceding General Manager and/or Assistant General Manager Accounting and Finance to serve the remaining terms of office.</p>	<p>12.3. In case the General Manager and/or Assistant General Manager Accounting and Finance positions are vacated before the completion of the four year term, such vacancy shall be filled by appointing a General Manager and/or Assistant General Manager Accounting and Finance from among the designees of the members of the BoD representing the same group who has designated the preceding General Manager and/or Assistant General Manager Accounting and Finance to serve the remaining terms of office.</p>
<p>12.4. At the end of the four-year term, the Board of Directors resolve either to extend the term of office of the existing General Manager for a maximum of four additional years or appoint a new General Manager. If the BoD cannot reach a decision in this respect with the meeting and decision quorum set forth under Article 10.6 within three months following the expiry of the last General Manager's term of office, then the members of</p>	<p>12.4. At the end of the first four-year term (or any extension granted under this Article 12.4), the Board of Directors may, with the meeting and decision quorum set forth in Article 10.6, resolve to (i) extend the term of office of the existing General Manager for two-year period (multiple extensions allowed), or (ii) appoint a new General Manager for a four-year term pursuant to the rotation procedure in Article 12.1.</p>

<p>the BoD nominated by the other group of shareholders (i.e., the group that did not nominate the last General Manager) shall nominate the General Manager for the subsequent four-year term.</p>	<p>If the BoD fails to take a decision within three months following the expiry of the term of office, the members of the BoD elected from among the nominees of the shareholders who did not nominate the existing General Manager shall have the right to nominate the new General Manager for a four-year term.</p> <p>The BoD may resolve, in the decision regarding the extension of the term of office of the General Manager, to extend the term of office of the current Assistant General Manager Accounting and Finance until the end of the General Manager’s extended term of office. If the BoD does not resolve to extend the term of the Assistant General Manager Accounting and Finance, the members of the BoD elected from among the nominees of the shareholders who did not appoint the General Manager shall have the right to appoint the Assistant General Manager Accounting and Finance for a term limited to the General Manager’s term of office.</p>
<p>12.5. The same procedure of rotational designation of the General Manager and the Assistant General Manager Accounting and Finance as described above shall apply to all subsequent appointment of the General Manager and Assistant General Manager Accounting and Finance of the Company.</p>	<p>12.5. The same procedure of rotational designation of the General Manager and the Assistant General Manager Accounting and Finance as described above shall apply to all subsequent appointment of the General Manager and Assistant General Manager Accounting and Finance of the Company. The Board of Directors shall, at each new appointment or reappointment, explicitly identify the group of shareholders entitled to designate nominees for the relevant position.</p>
<p>12.6. (i) The Commercial Assistant General Manager and (ii) the Production Assistant General Manager shall be appointed from among the nominees designated by the members of the BoD appointed by the Group A shareholders, and such General Managers shall not be removed from office nor shall new appointments be made without the proposal or approval of the members of the BoD nominated by the Group A shareholders. (ii) The Product and R&D Assistant General Manager and (ii) the Procurement Assistant General Manager shall be appointed from among the nominees designated by the members of the BoD appointed by the Group B shareholders, and such General Managers shall not be removed from office nor shall new appointments be made without the proposal or approval of the members of the BoD nominated by the B Group shareholders.</p>	<p>12.6. The Company shall have a number of Assistant General Manager positions in addition to, and excluding, the Assistant General Manager Accounting and Finance as defined in Article 12.1. The titles, scope of authority, duties, and number of such Assistant General Manager positions may be amended from time to time by resolution of the Board of Directors in line with the operational needs of the Company. Assistant General Managers shall be appointed in equal numbers from among the candidates designated by the members of the BoD elected from among the nominees of the Group A shareholders and the Group B shareholders, respectively. Where the total number of Assistant General Managers is an odd number, the appointment to the additional position shall be made by the BoD on the basis of the “best candidate” principle.</p> <p>Assistant General Managers responsible for commercial matters, including marketing, sales, and after-sales services, as well as those responsible for production, shall be appointed from among the nominees designated by the members of the BoD elected from among the nominees of the Group A shareholders, and shall not be dismissed, replaced, or otherwise removed without the proposal or approval of such members of the BoD.</p> <p>Assistant General Managers responsible for product management, research and development (R&D), and procurement shall be appointed from among the</p>

	nominees designated by the members of BoD elected from among the nominees of the Group B shareholders, and shall not be dismissed, replaced, or otherwise removed without the proposal or approval of such members of the BoD.
12.7. The term of office of the General Manager and Assistant General Managers shall not be limited by the terms of office of the Board members.	12.7. The terms of office of the General Manager and the Assistant General Managers shall not be limited by the terms of office of the Board members.
12.8. An Executive Committee, on which each of the Group “A” shareholders and Group “B” shareholders shall be represented by one member appointed by the BoD either from among the members of the BoD or from the top management of Koç Holding A.Ş. and CNH Industrial Osterreich GmbH, will be established. Any director of the Company cannot be an Executive Committee member.	12.8. An Executive Committee, on which each of the Group “A” shareholders and Group “B” shareholders shall be represented by one member appointed by the BoD either from among the members of the BoD or from the top management of Koç Holding A.Ş. and CNH Industrial Osterreich GmbH, will be established. Any director of the Company cannot be an Executive Committee member.
12.9. The Executive Committee shall exercise the co-ordination of the operational activities of the Company. Unless otherwise decided by the BoD, the duties of the Executive Committee shall be as follows: <ul style="list-style-type: none"> • Convey guidelines, policies and directions, to the General Manager of the Company and to implement the resolutions of the BoD; • Control the implementation of the decisions taken by the BoD, in particular as a result of and in the framework of the annual business plans and quarterly budget revisions; • Perform preparatory work, analyze and assess the budget inputs and the new initiatives before their submission to the BoD. 	12.9. The Executive Committee shall exercise the co-ordination of the operational activities of the Company. Unless otherwise decided by the BoD, the duties of the Executive Committee shall be as follows: <ul style="list-style-type: none"> • Convey guidelines, policies and directions, to the General Manager of the Company and to implement the resolutions of the BoD; • Control the implementation of the decisions taken by the BoD, in particular as a result of and in the framework of the annual business plans and quarterly budget revisions; • Perform preparatory work, analyze and assess the budget inputs and the new initiatives before their submission to the BoD.
12.10. The decisions of the Executive Committee shall require the agreement of both members.	12.10. The decisions of the Executive Committee shall require the agreement of both members.
12.11. The Executive Committee shall meet in person at least once each month and at any time as may be requested in writing by either member of the Executive Committee.	12.11. The Executive Committee shall meet in person at least once each month and at any time as may be requested in writing by either member of the Executive Committee.
12.12. The venue of the meeting will also be agreed by the Executive Directors and may differ from time to time, as appropriate, either in Turkey or abroad. In the absence of any contrary decision, the meetings will be held in İstanbul or alternatively at the offices of Koç Holding A.Ş. and CNH Industrial Osterreich GmbH respectively.	12.12. The venue of the meeting will also be agreed by the Executive Directors and may differ from time to time, as appropriate, either in Turkey or abroad. In the absence of any contrary decision, the meetings will be held in İstanbul or alternatively at the offices of Koç Holding A.Ş. and CNH Industrial Osterreich GmbH respectively.

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. Having appointed to the position of CEO at Koç Holding A.Ş. on March 31, 2015; Mr. Çakıroğlu is the board member of Koç Holding as well. 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 Mechanical Engineering Department in 1987. He joined Ford Otosan in the same year and took different duties in production departments until 1990 and continued his career as a Project Engineer between 1992-1996 after his military service. After the equalization of shares and the signing of the relevant agreement between Ford Motor Company and Otosan A.Ş. in 1997, he worked at various positions during the establishment of the Kocaeli Plant. In 1998, he was appointed as a Project Leader. He served as Ford Otosan Kocaeli Plant Manager and Assistant General Manager between 2007-2012. Yenigün was appointed as Ford Otosan CEO and Member of the Board of Directors on February 15, 2012. As of April 1, 2022, he started to work as Koç Holding Automotive Group President. He is still a member of the Turkish Industry and Business Association (TUSIAD), Deputy Chairman of the Executive Board of the Turkey-USA Business Council (TAIK) and a Member of the Assembly of the Istanbul Chamber of Industry (ISO). He also served as Chairman of the Board of the Automotive Manufacturers Association (OSD) between March 2018 and March 2022 and as a Board Member at the European Automobile Manufacturers' Association (ACEA) between 2020-2022

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 Dr. 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 joined CNH as President, EMEA.

Matthieu Jean-Marie Bernard Séjourné

Matthieu Séjourné holds a degree in Mechanical Engineering from ISAE-Supmeca of Paris 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 production planning Department of Lecce CNH plant and worked then as a commercial demand 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 Vice President between 2015 and 2019. In January 2019, Mr. 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, Matthieu 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. He also holds the "Discover Best Practice Farming for a Sustainable 2050" certificate provided by the University of Western Australia.

Özgür Burak Akkol

After receiving his Bachelor's degree in Industrial Engineering from İstanbul Technical University, 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. Akkol started his career in 2001 in the USA, as a Production and Productivity Specialist at Nautilus Foods. After working abroad, Akkol returned to Turkey and 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. Akkol then worked as a System Development and Human Resources Manager between 2009 and 2010, as a System Development and Human Resources Coordinator between 2010 and 2014, and as a Human Resources Director between 2014 and 2021. He worked as Koç Holding Human Resources and Industrial Relations President between 2021 and 2022. Özgür Burak Akkol was appointed as the Tourism, Food and Retailing Group President in 2022. Akkol is the Member of the Board of some other Koç Group companies. At the same time, he is the Chair of the Board of Turkish Confederation of Employer Associations (TİSK), Turkish Employers Association of Metal Industries (MESS) and MESS Education Foundation, member of the Board of Turkish Employment Agency (İŞKUR) and Chairman of the Board of Directors of TİSK Microsurgery and Reconstruction Foundation.

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.

Vincent Louis Antoine Marie De Lassagne De Beaufort

Vincent de Lassagne holds an Agronomist Engineering degree and a Master's degree in Marketing and Sales from HEC University in France. He joined CNH in 1995, taking on roles of increasing responsibility across the CIS, AME and Asia Pacific markets. Among the various roles he has held at CNH, he served as Business Director for Asia markets, General Manager of CNH China commercial and manufacturing operations, Asia Pacific Region New Holland Brand Leader and, most recently, Vice President for CNH Agriculture in Africa, Middle East, CIS, Ukraine, and JVs CBU, including TTF JV management.

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 1, 2019, Özüner was appointed General Manager at TürkTraktör and will leave his position as Company Leader at TürkTraktör as of March 31, 2024 due to his appointment to another position in Koç Holding Group. 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 BSc 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. Durak has served as Koç Holding Deputy CEO since May 2009, and worked as Koç Holding CEO and Board Member between April 2010 and 31 March 2015. Between 2004 and 2010, he was the Chairman of the Board of Directors of the Turkish 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.

Umut Kolcuoğlu

Dr. Umut Kolcuoğlu completed his secondary and high school education at Sankt Georg Austrian High School, and graduated from Istanbul University, School of Law in 1998. He received his LL.M. degree from New York University, School of Law in 2001, and earned his doctorate in Commercial and Capital Markets Law from Istanbul University in 2009. In addition to his legal practice in Turkey, Dr. Kolcuoğlu worked as a foreign attorney at Gibson, Dunn & Crutcher LLP in New York in 2002, and at Hengeler Mueller in Frankfurt, Germany between 2005 and 2006. In 2007, he founded Kolcuoğlu Demirkan Koçaklı Attorneys at Law, where he currently serves as the Managing Partner. Dr. Kolcuoğlu has significant experience in mergers and acquisitions, joint ventures, capital markets, corporate and finance transactions. He is fluent in English and German, and is admitted to both the Istanbul and New York Bar Associations. He is a member of the International Bar Association (IBA), German-Turkish Chamber of Commerce and Industry (AHK), Turkish-British Chamber of Commerce and Industry (TBCCI), and the Corporate Governance Association of Turkey (TKYD). Additionally, he serves as a member of the Board of Trustees of the Entrepreneurship Foundation, the Board of Directors of the Austrian High School Foundation, and the Board of Directors of Boyner Holding. Dr. Kolcuoğlu also served as an Independent Member at the Board of Directors of Türk Traktör ve Ziraat Makineleri A.Ş. from June 2015 to March 2021, and as of 16.06.2025, he has resumed his position as an Independent Board Member at Türk Traktör ve Ziraat Makineleri A.Ş.

Mine Yıldız Günay

In 1989, Yıldız Günay graduated from Boğaziçi University, Department of Industrial Engineering and in 1992 completed her master's degree in Economics at the same university. Starting her career at Citibank Treasury Department in 1990, she took on commercial responsibilities for various asset classes and was subsequently promoted to Treasury Marketing Manager in 1994. In 1995, Ms. Günay joined Cargill Turkey, where she served as Assistant General Manager overseeing financial trading units, corporate treasury, and financial operations. 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 her responsibilities expanded over time to include Central Asia and Africa. From September 2012 to May 2021, Yıldız Günay served as the General Manager of the Turkish Education Foundation (TEV), leading the institutionalization, digitalization, and activation of asset management for the foundation. Additionally, she has been serving as an Independent Board Member at Ünlü & Co since 2021 and Tüpraş A.Ş. since 2024. Günay successfully completed the "Advanced Leadership Initiative" Program at Harvard University, which she had initiated at the beginning of the year. She is currently working as the Director of Institutional Development at Istanbul Robert College. She has been serving as an Independent Board Member at Türk Traktör ve Ziraat Makineleri A.Ş. since 26.03.2024.

Declarations for Independence of Independent Board Members

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) within the last five years, neither I, my spouse, nor my blood or marital relatives up to the second degree have had any employment relationship in a managerial position involving significant duties and responsibilities with the company, partnerships in which the company has management control or significant influence, partners who hold management control or have significant influence in the company, and legal entities controlled by these partners; nor have I jointly or individually owned more than 5% of the capital, voting rights, or preferred shares; nor have I established any significant commercial relationship with these entities,
- b) I have not been a partner (5% or more), held a managerial position with significant duties and responsibilities, or served as a board member in companies from which the company has significantly purchased or sold services or products, primarily within the framework of agreements related to the company's auditing (including tax audit, legal audit, and internal audit), rating, and consulting, during the periods in which these services or products were purchased or sold,
- c) I possess the professional education, knowledge, and experience necessary to adequately fulfill the duties I will undertake as an independent board member,
- d) In accordance with the legislation, I will not work full-time in public institutions or organizations after being elected as a member, except for university teaching positions,
- e) I am considered a resident of Turkey according to the Income Tax Law No. 193 dated 31/12/1960,,
- f) I declare that I can make positive contributions to the company's activities, that I possess strong ethical standards, professional reputation, and experience that will enable me to maintain neutrality in conflicts of interest between the company and its shareholders, and to make independent decisions while considering the rights of stakeholders,
- g) I can dedicate sufficient time to the company's affairs to monitor its operations and fully fulfill the requirements of the tasks I undertake,
- h) I have not served as a board member of the company for more than six years within the last ten years,
- i) I do not serve as an independent board member in more than three companies controlled by the same person, company, or partners who hold management control of the company, and in more than five publicly traded companies in total,
- j) I have not been registered and declared in the name of the legal person selected as the board member.

Regards,

UMUT KOLCUOĞLU

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) within the last five years, neither I, my spouse, nor my blood or marital relatives up to the second degree have had any employment relationship in a managerial position involving significant duties and responsibilities with the company, partnerships in which the company has management control or significant influence, partners who hold management control or have significant influence in the company, and legal entities controlled by these partners; nor have I jointly or individually owned more than 5% of the capital, voting rights, or preferred shares; nor have I established any significant commercial relationship with these entities,
- b) I have not been a partner (5% or more), held a managerial position with significant duties and responsibilities, or served as a board member in companies from which the company has significantly purchased or sold services or products, primarily within the framework of agreements related to the company's auditing (including tax audit, legal audit, and internal audit), rating, and consulting, during the periods in which these services or products were purchased or sold,
- c) I possess the professional education, knowledge, and experience necessary to adequately fulfill the duties I will undertake as an independent board member,
- d) In accordance with the legislation, I will not work full-time in public institutions or organizations after being elected as a member, except for university teaching positions,
- e) I am considered a resident of Turkey according to the Income Tax Law No. 193 dated 31/12/1960,,
- f) I declare that I can make positive contributions to the company's activities, that I possess strong ethical standards, professional reputation, and experience that will enable me to maintain neutrality in conflicts of interest between the company and its shareholders, and to make independent decisions while considering the rights of stakeholders,
- g) I can dedicate sufficient time to the company's affairs to monitor its operations and fully fulfill the requirements of the tasks I undertake,
- h) I have not served as a board member of the company for more than six years within the last ten years,
- i) I do not serve as an independent board member in more than three companies controlled by the same person, company, or partners who hold management control of the company, and in more than five publicly traded companies in total,
- j) I have not been registered and declared in the name of the legal person selected as the board member.

Regards,

MİNE YILDIZ GÜNAY

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.