

**INFORMATION NOTE REGARDING  
EXTRAORDINARY GENERAL ASSEMBLY MEETING OF  
TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. DATED 06.11.2024**

**1. INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 06.11.2024**

Our Company's Extraordinary General Assembly Meeting will be held on November 6<sup>th</sup> 2024, Wednesday 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.

The Board of Directors' dividend distribution proposal and the detailed Information Note containing the following agenda items and the explanations required for compliance with the regulations of the Capital Markets Board will be made available for the shareholders' examination at the Company headquarters, branches, the Company's corporate website at [www.turktraktor.com.tr](http://www.turktraktor.com.tr) and the Central Registry Agency's Public Disclosure Platform and Electronic General Assembly system at least three weeks prior to the meeting, excluding the announcement and meeting days, within the legal period.

Our shareholders who will not be able to attend the meeting in person, without prejudice to the rights and obligations of the shareholders who will participate electronically through the Electronic General Assembly System, should prepare their proxies in accordance with the legislation or obtain a sample proxy form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul) or from our Company or from our corporate website at [www.turktraktor.com.tr](http://www.turktraktor.com.tr) and accordingly, they are required to submit their proxy forms to the Company by fulfilling the requirements stipulated in the "Communiqué on Voting by Proxy and Proxy Solicitation" numbered II-30.1, which entered into force upon publication in the Official Gazette dated 24.12.2013 and numbered 28861. It is not necessary to present the proxy for the representative who registered through Electronic General Assembly System. **Proxies that do not comply with the sample proxy form required by the Communiqué and attached to the general assembly invitation announcement will not be accepted due to our legal responsibility.**

Our shareholders, who will use their voting rights through the Electronic General Assembly System, are kindly requested to obtain information from the Central Registry Agency, our Company's corporate website at [www.turktraktor.com.tr](http://www.turktraktor.com.tr) or our Company headquarters (Tel : 0 312 233 33 33) in order to comply with the provisions of the relevant Regulation and Communiqué.

Pursuant to article 415, paragraph 4 of the Turkish Commercial Code no. 6102 and article 30, paragraph 1 of the Capital Markets Law, the right to attend and vote at the General Assembly is not conditional upon the deposit of share certificates. In this context, if our shareholders would like to attend the General Assembly Meeting, they do not need to have their shares blocked.

Reference to the Law on the Protection of Personal Data no. 6698, detailed information on the processing of your personal data by our Company can be found in the Türk Traktör ve Ziraat Makineleri A.Ş. Policy on the Protection and Processing of Personal Data, which has been published on our Company's corporate website addressed [www.turktraktor.com.tr](http://www.turktraktor.com.tr).

In the Extraordinary General Assembly Meeting, open voting method by raising hands will be used, without prejudice to the provisions on voting by electronic voting method regarding the voting of the agenda Items.

All beneficiaries and stakeholders as well as the press and media organs are invited to the General Assembly Meeting.

According to the Capital Markets Law, no notification will be made by postal mail to the registered shareholders traded on Borsa Istanbul.

It is 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 the additional disclosures required to be made pursuant to the Capital Markets Board's ("CMB") "Corporate Governance Communiqué" numbered II-17.1, those related to the agenda items have been made in the relevant agenda item below, and other mandatory general disclosures are presented for 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 for proposing 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 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%
<b>Total</b>	<b>100,066,875.00</b>	<b>100.00%</b>	<b>10,006,687,500.00</b>	<b>100.00%</b>

\*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:

As Türk Traktör ve Ziraat Makineleri A.Ş., there are no management and operational changes that have been occurred in the current accounting period or planned in the future accounting periods that will significantly affect the Company's activities. Material disclosures made by our Company within the scope of the relevant legislation can be found 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 this extraordinary general assembly meeting.

## 3. EXPLANATORY NOTES ON THE AGENDA ITEMS OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 06.11.2024

### 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 7<sup>th</sup> 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. Acceptance, acceptance with amendments or rejection of the Board of Directors' proposal regarding the distribution of profit from extraordinary reserves in 2024 and the date of profit distribution within the framework of the Company's profit distribution policy,

In accordance with the Dividend Distribution Policy, and taking into account the Company's long-term strategies, investment and financing policies, profitability and cash position, the dividend distribution proposal prepared in accordance with the Dividend Distribution Table format set forth in the Dividend Distribution Communiqué No. II-19.1 and the Dividend Distribution Guidelines announced pursuant to this Communiqué is attached as **Appendix/1**.

**3. Approval of the change made in the memberships of the Board of Directors during the year in accordance with Article 363 of the Turkish Commercial Code,**

Derek James Neilson, who was elected as a member of the Board of Directors among the candidates nominated by the Group B shareholders, resigned from his current position as a member of the Board of Directors of our Company, and Gerrit Andreas Dr. Marx, the candidate nominated by the Group B shareholders, was appointed as a member of the Board of Directors, subject to the approval of the first General Assembly to be convened with the decision of the Board of Directors dated 01.10.2024 in accordance with Article 363 of the TCC, and to complete the remaining term of office of his predecessor if the General Assembly approves, effective from the date of the Board of Directors' decision. The resume of Gerrit Andreas Dr. Marx, who was appointed during the year, is presented in **Appendix/2**.

**4. Wishes**

**APPENDIX:**

**APPENDIX/1** Board of Directors' Proposal on Dividend Distribution and Proposed Dividend Distribution Table

**APPENDIX/2** Resume of the Board Member Gerrit Andreas Dr. Marx

## APPENDIX/1 Board of Directors' Proposal on Dividend Distribution and Proposed Dividend Distribution Table

Dividend Distribution Table of Türk Traktör ve Ziraat Makineleri A.Ş. (TL)		
1. Paid-Up/Issued Capital *		100,066,875.00
2. Total Legal Reserve Fund (According to legal records) **		1,077,935,113.97
Information relating to preferences, if any on dividend distribution according to Articles of Association		None
	According to CMB	According to Legal Records (LR)
3. Profit for the Period		
4. Taxes Payable ( - )		
5. Net Profit for the Period ( = )		
6. Losses from Previous Years ( - )		
7. General Legal Reserve ( - )		
8. Net Distributable Profit ( = )		
9. Donations of the Year ( + )		
10. Net Distributable Profit of the Period Including Donations		
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 Non-Shareholder		
14. Dividends Distributed to Redeemed Shareholders		
15. Second Dividend to Shareholders		
16. General Legal Reserves		
17. Statutory Reserves		
18. Special Reserves		
19. Extraordinary Reserves		
20. Other Resources to be Distributed	2,700,000,000.00	2,700,000,000.00
- Retained Earnings	2,544,404,948.50	2,284,999,854.11
- Extraordinary Reserves		259,405,094.39
- Legal and Other Capital Reserves	155,595,051.50	155,595,051.50
21. General Legal Reserves Allocated for Other Resources to be Distributed	270,000,000.00	270,000,000.00
- Retained Earnings	254,440,494.85	228,499,985.41
- Extraordinary Reserves		25,940,509.44
- Legal and Other Capital Reserves	15,559,505.15	15,559,505.15

\* Amount is the registered nominal capital amount and the capital inflation adjustment difference amounting to TL 1,522,448,551.82 as of 30.06.2024 is included in the records prepared in accordance with the Tax Procedure Law (TPL).

\*\* 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 1.340.081.918,68 as of 30.06.2024 related to legal reserves.

### Dividend Share Rates Table

	GROUP	TOTAL DISTRIBUTED NET DIVIDEND AMOUNT	BONUS SHARE (TL)	TOTAL DISTRIBUTED DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT	NET DIVIDEND CORRESPONDING TO ONE SHARE WITH A NOMINAL VALUE OF TL 1	
				RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	1,012,500,000	-	-	26.98196	2,698.19558
	B	961,875,000	-	-	25.63286	2,563.28580
	C	607,500,000	-	-	24.28376	2,428.37602
	TOTAL	2,581,875,000			-	-

(1) There is no privileged right for dividend.

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

(3) Foreign-based taxpayer shareholder CNH Industrial Österreich is holding B group shares. Due to the agreement to avoid double taxation between Austria and Turkey, withholding tax is calculated 5%.

(4) 10% withholding tax calculated for the remaining C group share owners.

## **APPENDIX/2 Resume of the Board Member 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.