

TÜMOSAN MOTOR VE TRAKTÖR SANAYİ A.Ş.

FROM THE BOARD OF DIRECTORS

INVITATION TO THE 2024 ANNUAL GENERAL ASSEMBLY MEETING

Trade Registry No: 505991 / MERSIS No: 0050-0361-6010-0013

Our Company will hold its 2024 Annual General Assembly Meeting on 23.07.2025 at Wednesday 11:00 o'clock, at the address of Maltepe Mahallesi, Fetih Caddesi, No:6, Basement Floor (-2), Conference Hall, Topkapı / Zeytinburnu / Istanbul (Tel: +90 212 468 19 00) to review the 2024 activities and to discuss and resolve the agenda items specified below.

Shareholders whose shares are monitored by the Central Registry Agency (CRA) and who are entitled to attend the General Assembly Meeting may participate in person or by proxy at the physical address indicated above or, if they wish, participate electronically via the Electronic General Assembly System provided by the CRA, using secure electronic signatures.

Participation in the meeting electronically is only possible with secure electronic signatures. Therefore, shareholders who will use the Electronic General Assembly System (EGAS) must first obtain a secure electronic signature and register with the CRA's Investor Information Center (e-INVESTOR). Shareholders or their proxies who are not registered or do not have secure electronic signatures cannot participate in the General Assembly through the EGAS.

Shareholders wishing to attend the meeting electronically must fulfill their obligations in accordance with the provisions of the "Regulation on General Assemblies of Joint Stock Companies to be Held in Electronic Environment" published in the Official Gazette dated August 28, 2012, No. 28395 and the "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies" dated August 29, 2012, No. 28396.

Shareholders who will deposit their dematerialized shares pursuant to the relevant article of the Capital Markets Law must submit the "Proxy Statement Related to Deposited Shares" and the "Instruction Notification Form" as annexed in the relevant regulation on "Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry of Trade Representatives to be Present at These Meetings".

Shareholders who are unable to attend the meeting in person may appoint a proxy in accordance with the relevant legislation. A sample proxy form can be obtained from the Company headquarters or from the Company's corporate website at www.tumosan.com.tr. The notarized proxy forms must comply with the provisions of the Capital Markets Board Communiqué No. II-30.1 on "Proxy Voting and Call for Proxy by Invitation", published in the Official Gazette dated December 24, 2013, No. 28861. Proxies appointed via the EGAS are not required to submit a hardcopy proxy document. Proxy forms not prepared in compliance with the sample attached to the General Assembly invitation will not be accepted due to legal liability.

For physical attendance at the General Assembly Meeting:

- Individual shareholders must present a valid ID;
- Corporate shareholders must present an ID and authorization documents of their representatives;
- Proxies must present both ID and proxy documents;
- Representatives appointed via the Electronic General Assembly System must present their IDs and sign the attendance sheet.

Shareholders participating electronically may obtain detailed information regarding participation, proxy appointment, proposal submission, expression of opinions, and voting procedures on the CRA's website at www.mkk.com.tr.

The Annual Report of the Board of Directors for the year 2024, the Independent Audit Report issued by Vizyon Grup Bağımsız Denetim A.Ş., the profit distribution proposal of the Board, the draft amendment to the Articles of Association, and the detailed information document prepared in line with Capital Markets Board regulations will be made available for shareholders' review at the Company's headquarters, on the corporate website (www.tumosan.com.tr), on the Public Disclosure Platform (KAP), and via the Electronic General Assembly system at least three weeks prior to the meeting date, excluding the announcement and meeting days.

We kindly request our esteemed shareholders to honor the meeting with their presence on the specified date and time.

TÜMOSAN MOTOR VE TRAKTÖR SANAYİ A.Ş.
BOARD OF DIRECTORS

Attachments:

Annex 1: Agenda

Annex 2: Proxy Form

ANNEX: 1

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF TÜMOSAN MOTOR VE TRAKTÖR SAN. A.Ş. FOR THE YEAR 2024, TO BE HELD ON 23.07.2025

1. Opening and establishment of the Meeting Chairmanship,
2. Authorizing the Meeting Chairmanship to sign the minutes of the meeting,
3. Reading, discussion, and submission for approval of the Board of Directors' Annual Activity Report, the independently audited financial statements prepared in accordance with the relevant Capital Markets Board (CMB) regulations, and the balance sheet and income statement prepared according to legal records,
4. Release of each Member of the Board of Directors from liability for the activities of the Company in 2024,
5. Election of Members and Independent Members of the Board of Directors and determination of their terms of office,
6. Submitting the selection of the Independent Audit Company to the General Assembly for approval,
7. Informing shareholders and discussing the "Remuneration Policy" established for the Members of the Board of Directors and Senior Executives in line with CMB regulations and Corporate Governance Principles,
8. Determination of the monthly remuneration (attendance fee) for the Members of the Board of Directors,
9. Discussion and resolution of the Board of Directors' proposal on profit distribution,
10. Submission for approval of the amendment to Article 6 (Capital) of the Articles of Association, which was approved by the Capital Markets Board and the Ministry of Trade, for the extension of the validity period of the registered capital ceiling,
11. Informing shareholders regarding the Company's "Disclosure Policy" prepared in accordance with the CMB's Material Events Communiqué No. II-15.1,
12. Discussion and submission for approval of the Company's "Donation and Aid Policy" prepared in accordance with CMB regulations and Corporate Governance Principles,
13. Informing the General Assembly whether any donations were made in 2024 and determination of the upper limit for donations to be made in 2025,
14. Informing the General Assembly regarding related party transactions carried out in 2024,
15. Informing the General Assembly about the guarantees, pledges, mortgages, and sureties (GPMS) given in favor of third parties and the resulting income and benefits, in accordance with Article 12 of the CMB's Communiqué on Corporate Governance No. II-17.1,
16. Informing the General Assembly within the scope of Articles 1.3.6 and 1.3.7 of the Corporate Governance Principles,
17. Granting authorization to the Members of the Board of Directors to perform the transactions set forth in Articles 395 and 396 of the Turkish Commercial Code,
18. Wishes and closing.

ANNEX: 2

PROXY STATEMENT TÜMOSAN MOTOR VE TRAKTÖR SANAYİ A.Ş. TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY

I hereby appoint the below detailed as my proxy authorized to represent me, vote, make proposals, and sign the necessary documents in line with the opinions I have stated below at the 2024 Ordinary General Assembly Meeting of Tümosan Motor ve Traktör Sanayi A.Ş. to be held on 23.07.2025 at 11:00 o'clock at the address of Maltepe Mah. Fetih Cad. No:6, -2nd Floor, Conference Hall, Topkapı / Zeytinburnu / Istanbul.

Proxy's Information (*):

Full Name / Trade Name:

T.R. ID Number / Tax ID Number, Trade Registry Number and MERSIS Number:

(*) For foreign proxies, submission of equivalent documentation is mandatory.

A) SCOPE OF REPRESENTATION AUTHORITY

The scope of representation must be specified by selecting one of the clauses (a), (b), or (c) below for the items numbered 1 and 2.

1. Regarding the Items on the General Assembly Agenda:

- a) The proxy is authorized to vote according to their own discretion.
- b) The proxy is authorized to vote in accordance with the recommendations of the company's management.
- c) The proxy is authorized to vote in accordance with the instructions specified in the attached instructions form.

Instructions:

In case clause (c) is selected by the shareholder, voting instructions specific to each agenda item must be indicated by marking one of the options (accept or reject) listed next to the relevant general assembly agenda item. If the option "reject" is selected, the reason for dissent—if requested to be recorded in the minutes of the general assembly—must also be specified.

General Assembly Agenda Items (*)	Accept	Reject	Statement of Opposition
1- Opening and establishment of the Meeting Chairmanship,			
2- Authorizing the Meeting Chairmanship to sign the minutes of the meeting,			
3- Reading, discussion, and submission for approval of the Board of Directors' Annual Activity Report, the independently audited financial statements prepared in accordance with the relevant Capital Markets Board (CMB) regulations, and the balance sheet and income statement prepared according to legal records,			
4- Release of each Member of the Board of Directors from liability for the activities of the Company in 2024,			
5- Election of Members and Independent Members of the Board of Directors and determination of their terms of			

office,			
6- Submitting the selection of the Independent Audit Company to the General Assembly for approval,			
7- Informing shareholders and discussing the “Remuneration Policy” established for the Members of the Board of Directors and Senior Executives in line with CMB regulations and Corporate Governance Principles,			
8- Determination of the monthly remuneration (attendance fee) for the Members of the Board of Directors,			
9- Discussion and resolution of the Board of Directors’ proposal on profit distribution,			
10- Submission for approval of the amendment to Article 6 (Capital) of the Articles of Association, which was approved by the Capital Markets Board and the Ministry of Trade, for the extension of the validity period of the registered capital ceiling,			
11- Informing shareholders regarding the Company’s “Disclosure Policy” prepared in accordance with the CMB’s Material Events Communiqué No. II-15.1,			
12- Discussion and submission for approval of the Company’s “Donation and Aid Policy” prepared in accordance with CMB regulations and Corporate Governance Principles			
13- Informing the General Assembly whether any donations were made in 2024 and determination of the upper limit for donations to be made in 2025,			
14- Informing the General Assembly regarding related party transactions carried out in 2024,			
15- Informing the General Assembly about the guarantees, pledges, mortgages, and sureties (GPMS) given in favor of third parties and the resulting income and benefits, in accordance with Article 12 of the CMB’s Communiqué on Corporate Governance No. II-17.1,			
16- Informing the General Assembly within the scope of Articles 1.3.6 and 1.3.7 of the Corporate Governance Principles,			
17- Granting authorization to the Members of the Board of Directors to perform the transactions set forth in Articles 395 and 396 of the Turkish Commercial Code,			
18- Wishes and closing.			

(*) The items included in the General Assembly agenda are listed individually. If the minority has a separate draft resolution, this is also specified separately to enable proxy voting accordingly.

2. Special instructions regarding other matters that may arise at the General Assembly meeting, especially concerning the exercise of minority rights:

- a) The proxy is authorized to vote in line with their own discretion.
- b) The proxy is not authorized to represent on these matters.
- c) The proxy is authorized to vote in accordance with the special instructions specified below.

SPECIAL INSTRUCTIONS: Any specific instructions to be given to the proxy by the shareholder, if any, are indicated here.

A) The shareholder indicates below which shares they authorize the proxy to represent.

1. I approve the representation of my shares, detailed below, by the proxy:

a) Series and group:

b) Number/Group:**

c) Quantity–Nominal value:

ç) Whether it has voting privileges:

d) Bearer or registered*:

e) Total number of shares/voting rights owned by the shareholder:

*For dematerialized shares, such information must be requested from the relevant custodian institution.

**For dematerialized shares, information related to group rather than number will be provided if applicable.

2. I approve the representation of all my shares listed under my name in the list of shareholders eligible to attend the general assembly, prepared by Merkezi Kayıt Kuruluşu A.Ş. one day prior to the general assembly meeting.

NAME – SURNAME or TRADE TITLE OF THE SHAREHOLDER (*)

Turkish ID No / Tax ID No, Trade Registry No and MERSIS No:

Address:

(*) Equivalent information must be provided for foreign shareholders.

SIGNATURE