

TÜMOSAN MOTOR AND TRACTOR INDUSTRY INC.
MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING
DATED JULY 23, 2025
(FOR THE YEAR 2024)

The Ordinary General Assembly Meeting of T MOSAN Motor ve Trakt r Sanayi A. . (the ‘‘Company’’) for the 2024 accounting period was held on July 23, 2025, at 11:00 a.m. at the Conference Hall, -2nd Floor, located at Maltepe Mahallesi, Fetih Caddesi No: 6, Topkapı/Zeytinburnu/Istanbul, under the supervision of Ministry Representative Ms. Hatice  NDER, appointed pursuant to the official letter dated July 22, 2025, and numbered E-90726394-431.03-00111611148 from the Istanbul Provincial Directorate of Trade of the Republic of Turkey.

The call for the meeting, which included the date, time, location, and agenda of the meeting, was made in accordance with Article 414 of the Turkish Commercial Code, Capital Markets Legislation, and the Company’s Articles of Association. The call was duly published on June 24, 2025, via the Public Disclosure Platform (KAP), in the Turkish Trade Registry Gazette dated July 1, 2025, issue no. 11362, on the Electronic General Assembly System (EGKS) of the Central Registry Agency (MKK), and on the Company’s website www.tumosan.com.tr, at least 21 days prior to the meeting.

Upon review of the List of Attendees, it was established that out of a total of 115.000.000 shares representing the Company’s registered capital of TRY 115.000.000, 71.458.501,156 shares corresponding to TRY 71.458.501,156 were represented by proxy, and 75.476 shares corresponding to TRY 75.476 were represented in person, totaling 71.533.977,156 shares. Thus, the required quorum was met in accordance with both applicable laws and the Articles of Association. It was also noted that Board Member Mr. Mesut Muhammet ALBAYRAK, Independent Auditor Vizyon Grup Bağımsız Denetim A. . representative Mr. Kerim Can, and Independent Board Member Mr. İsmail Y KSEK were present at the meeting.

It was confirmed that the Company had duly fulfilled all legal requirements related to the electronic general assembly in accordance with paragraphs five and six of Article 1527 of the Turkish Commercial Code. The meeting was opened simultaneously in electronic and physical environments by Mr. Mesut Muhammet ALBAYRAK and proceeded with the discussion of the agenda items.

1. Opening and Formation of the Meeting Council:

Pursuant to the written motion submitted by the Board of Directors, Mr. Mesut Muhammet ALBAYRAK was unanimously elected as Chairman of the Meeting. Mr. Mustafa YILMAZ was appointed as Vote Collector and Mr.  zhan U AR as Minutes Clerk. Additionally, Ms.  zge CANT RK, certified in the Central Registry Agency’s Electronic General Assembly System, was appointed to manage the electronic system.

2. Authorization of the Meeting Council to Sign the Minutes:

The General Assembly unanimously approved authorizing the Meeting Chairmanship to sign the minutes of the meeting.

3. Reading, Discussion, and Approval of the 2024 Annual Report, Independent Auditor's Report, and Financial Statements:

A motion was presented by the Board of Directors proposing that the 2024 Annual Report, Financial Statements, and Independent Auditor's Report be considered as read, since they were made available to shareholders 21 days prior to the meeting via KAP, EGKS, and the Company's website. The proposal was unanimously approved.

Following this, the documents were submitted for approval and were unanimously accepted by the shareholders.

4. Release of the Board Members for 2024 Activities:

The release of each Board Member for their activities, actions, and transactions during the 2024 fiscal year was discussed. The motion to individually release the Board Members (excluding their own votes) was unanimously approved.

5. Election and Term Determination of Board Members and Independent Board Members:

The General Assembly proceeded to the election of Board Members and determination of their term of office. The candidacies of individuals not present at the meeting were confirmed by the Ministry Representative.

Based on the recommendation of the Corporate Governance Committee and the Board of Directors, the following individuals were nominated and elected for a term of three (3) years:

Ahmet ALBAYRAK (T.R. ID No.) Nuri ALBAYRAK (T.R. ID No.) Muzaffer ALBAYRAK (T.R. ID No.) Mesut Muhammet ALBAYRAK (T.R. ID No.)

As Independent Board Members (approved by the Capital Markets Board):

Aygün KARAKAŞ (T.R. ID No.) İsmail YÜKSEK (T.R. ID No.) The proposal was accepted by majority vote: 71.510.143,156 votes in favor and 23.834 votes against.

A shareholder, Mr. Ender Can, attending electronically, submitted a dissenting opinion noting that the CMB's Corporate Governance Principles recommend that at least 25% of the board be comprised of women, and requested the reasoning for the lack of female board members and whether any target or compliance policy has been established in this regard. His statement was added to the minutes.

6. Submission of the Appointment of the Independent Audit Firm for General Assembly Approval

The sixth item on the agenda, concerning the appointment of the independent audit firm, was discussed. Pursuant to the resolution of our Board of Directors dated 27.06.2025, and in accordance with the relevant provisions of the Capital Markets Law No. 6362 and Article 399 of the Turkish Commercial Code No. 6102, and with the recommendation of the Audit Committee, it was proposed to appoint:

Tenet Bağımsız Denetim Anonim Şirketi, located at Maltepe Mah. Gümüşsuyu Cad. No: 67-69, Internal Door No: 70, Zeytinburnu / Istanbul, registered with the Istanbul Beykoz Tax Office with tax number 8391228107 and the Istanbul Trade Registry under number 485843-5, to audit the Company's financial statements for the fiscal year 2025 and to carry out other related activities as stipulated under the relevant legislation.

Furthermore, it was proposed to appoint Yeditepe Bağımsız Denetim ve Yeminli Mali Müşavirlik Anonim Şirketi to conduct the mandatory sustainability assurance audit of the reports to be prepared for the fiscal years 2024 and 2025 in accordance with the Turkish Sustainability Reporting Standards (TSRS) issued by the Public Oversight Accounting and

Auditing Standards Authority (KGK), and to carry out other related activities in compliance with the relevant regulations.

The agenda item was submitted for voting and was approved by majority vote with 71.533.977,156 shares in favor and 20.000 shares against.

7. Presentation and Discussion of the Remuneration Policy for Board Members and Senior Executives in accordance with Capital Markets Regulations and Corporate Governance Principles

Proceeding to the seventh item on the agenda, the written motion submitted by the Board of Directors proposed that the Remuneration Policy of the Company, which had been made available for shareholder review 21 days prior to the meeting via the Public Disclosure Platform (KAP), the Central Registry Agency's Electronic General Assembly System (EGKS), and the Company's website (www.tumosan.com.tr), be deemed as read.

The motion was submitted to the General Assembly for approval and was accepted by majority vote with 70.075.476,156 shares in favor and 1.478.501 shares against.

Subsequently, the Remuneration Policy was opened for discussion. Information was provided, and no shareholders requested to speak.

8. Determination of Monthly Honorariums for Board Members

Proceeding to the eighth item on the agenda, the Board of Directors proposed that no remuneration be paid to Board Members, and that Independent Board Members be paid a monthly honorarium of TRY 30.000.00.

The proposal was submitted for approval and was accepted by majority vote with 70.075.476,156 shares in favor and 1.458.501 shares against.

9. Discussion and Resolution on the Board of Directors' Proposal Regarding Profit Distribution

Proceeding to the ninth item on the agenda, the Chairperson read the proposal of the Board of Directors.

As of 31.12.2024, the Company's consolidated financial statements, prepared in accordance with the provisions of the Communiqué No. II-14.1 on "Principles of Financial Reporting in Capital Markets" issued by the Capital Markets Board and audited by an independent auditor in line with Turkish Accounting Standards (TAS) / Turkish Financial Reporting Standards (TFRS) as issued by the Public Oversight Accounting and Auditing Standards Authority (KGK), reported a net loss of TRY 456.035.229, while the statutory financial statements prepared under the provisions of the Tax Procedure Law (V.U.K.) reported a net profit of TRY 591.424.109,19.

It was proposed that the profit for the period be allocated to support the financing of existing or planned investments as equity support and that no dividend distribution be made for the accounting period from January 1 to December 31, 2024.

The proposal was submitted for voting and was approved by majority vote with 71.533.977,156 shares in favor and 49.400 shares against.

10. Submission of the Amendment to Article 6 (Capital) of the Articles of Association for Approval Regarding Extension of the Registered Capital Ceiling and Validity Period

Proceeding to the tenth item on the agenda, the written proposal submitted by the Board of Directors was reviewed. It was proposed that the amendment to Article 6 (Capital) of the Articles of Association be deemed read, as it had been made available for shareholder review 21 days prior to the meeting on the Public Disclosure Platform (KAP) and the Company's website (www.tumosan.com.tr).

The motion to consider the amendment as read was approved by majority vote with 70.075.476,156 shares in favor and 1.478.501 shares against.

Subsequently, the amendment to Article 6 of the Articles of Association, which includes increasing the Company's registered capital ceiling to TRY 8.000.000.000 and extending its validity period to cover the years 2025 through 2029, as approved by the Capital Markets Board in its letter dated 16.05.2025 and numbered 72501, and by the Ministry of Trade, Directorate General of Domestic Trade in its letter dated 30.05.2025 and numbered 109861493, was submitted for approval.

The amendment was approved by majority vote with 70.075.476,156 shares in favor and 1.458.501 shares against.

11. Presentation of the Company's Disclosure Policy, Prepared in Accordance with the Capital Markets Board's Communiqué II-15.1, to the Shareholders

Proceeding to the eleventh item on the agenda, the written proposal of the Board of Directors was reviewed. It was proposed that the Company's "Disclosure Policy," prepared in accordance with the Capital Markets Board's Communiqué No. II-15.1 on Material Events Disclosure, be deemed as read since it had been made available to shareholders 21 days prior to the meeting via the Public Disclosure Platform (KAP) and the Company's website (www.tumosan.com.tr).

The proposal was accepted by majority vote, with 70.075.476,156 shares in favor and 1.458.501 shares against.

Subsequently, the Disclosure Policy was opened for discussion. No comments were made.

12. Review and Approval of the Company's "Donations and Aid Policy" in Line with Capital Markets Board Regulations and Corporate Governance Principles

Proceeding to the twelfth item on the agenda, based on the written proposal of the Board of Directors, it was proposed that the "Donations and Aid Policy," prepared in accordance with the Capital Markets Board regulations and Corporate Governance Principles, be deemed read, as it had been made available to shareholders 21 days prior to the meeting via the Public Disclosure Platform (KAP) and the Company's website (www.tumosan.com.tr).

The proposal was approved by majority vote with 71.533.977,156 shares in favor and 20.000 shares against.

The Chairperson then asked whether any shareholders wished to speak on the Donations and Aid Policy. No comments were made. The policy was submitted to the General Assembly for approval and was accepted by majority vote with 71.533.977,156 shares in favor and 20.000 shares against.

13. Presentation to the General Assembly Regarding Donations Made in 2024 and Determination of an Upper Limit for Donations in 2025

Proceeding to the thirteenth item on the agenda, the General Assembly was informed that the Company made donations and charitable contributions amounting to TRY 26.733.750 during the year 2024.

In accordance with the decision of the Board of Directors, it was proposed that for the year 2025:

in the event of no profit, donations may be made up to TRY 80.000.000; in the event of profit, the maximum limit for donations shall be 10% of the net profit or TRY 80.000.000, whichever is lower.

The proposal was submitted to the General Assembly for approval and was accepted by majority vote with 70.075.476,156 shares in favor and 1.478.501 shares against.

14. Informing the General Assembly About Related Party Transactions Carried Out in 2024

Proceeding to the fourteenth item on the agenda, the Board of Directors submitted a written proposal stating that the transactions with “related parties” disclosed in Note 3 of the independently audited 2024 financial statements were deemed as read, as the shareholders had already reviewed them via the Independent Auditor’s Report.

The motion was approved by majority vote with 70.075.476,156 shares in favor and 1.478.501 shares against.

15. Informing the General Assembly on Guarantees, Pledges, Mortgages, and Sureties (TRİK) Provided in Favor of Third Parties and the Resulting Income and Benefits, in Accordance with Article 12 of the Capital Markets Board’s Corporate Governance Communiqué No. II-17.1

Proceeding to the fifteenth item on the agenda, the shareholders were informed that the disclosures regarding guarantees, pledges, mortgages, and sureties (TRİK) were included in Note 3 of the Company’s financial statements dated 31.12.2024, which had been publicly disclosed on 11.03.2025.

It was noted that the Company did not derive any income or benefits from such TRİK arrangements during the reporting period.

16. Informing the General Assembly Pursuant to Corporate Governance Principles 1.3.6 and 1.3.7

Proceeding to the sixteenth item on the agenda, the Chairperson informed the shareholders that: during the reporting period, no transactions had been carried out by shareholders controlling the management, board members, senior executives, or their spouses and relatives up to the second degree by blood or marriage, under Corporate Governance Principles 1.3.6 and 1.3.7, as annexed to the Capital Markets Board’s Corporate Governance Communiqué, the Company had no reportable related party transactions falling under these provisions.

17. Granting Authorization to the Members of the Board of Directors to Engage in Activities Under Articles 395 and 396 of the Turkish Commercial Code

Proceeding to the seventeenth item on the agenda, the General Assembly was asked to authorize the members of the Board of Directors to perform transactions specified in Articles 395 and 396 of the Turkish Commercial Code.

The proposal was submitted for voting and approved by majority vote, with 71.533.977,156 shares in favor and 20.000 shares against.

18. Wishes and Closing

Under the final item of the agenda, shareholder Mr. Hamza İnan took the floor. He inquired whether the Company was considering a share buyback or a bonus share issuance, and asked for clarification on the decline in production and sales figures, as well as the reduction in the number of personnel, as presented in the annual report.

In response, the General Manager provided detailed information to the shareholders on these matters.

Mr. Halim Tosun, the General Manager, shared an overview of the Company's operational performance in 2024.

This document was prepared in four original copies, read aloud, and signed at the meeting venue immediately after the session.

Location: Conference Hall, -2nd Floor, Maltepe Mah. Fetih Cad. No: 6, Topkapı / Zeytinburnu / Istanbul

Date: July 23, 2025

Time: 11:47 a.m.