

**INFORMATION NOTE REGARDING 2020 YEAR  
ORDINARY GENERAL ASSEMBLY MEETING OF  
TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. DATED 22.03.2021**

**1. INVITATION TO THE GENERAL ASSEMBLY MEETING DATED 22.03.2021**

Our Company's Shareholders General Assembly Meeting concerning 2020 year will be held on 22 March 2021, Tuesday 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 2020 year activities.

The financial statements, Independent Audit Report, the dividend distribution proposal, the Amendment of Article of Association and Corporate Governance and Sustainability Principles Adoption Reports with Annual Report for the 2020 activity year, and this detailed information document are made available for the shareholders' examination at the company headquarters, at its branches, at the company web site addressed [www.turktraktor.com.tr](http://www.turktraktor.com.tr) and at the Electronic General Assembly system of the Central Registry Agency at least 3 weeks before the meeting.

Our shareholders, who cannot physically attend the meeting, without prejudice to the obligations and rights of shareholders who will attend electronically, 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) our company's corporate website addressed [www.turktraktor.com.tr](http://www.turktraktor.com.tr) and shall submit the notarized proxies after fulfilling the issues stated at the communiqué 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. 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 communiqué 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](http://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 communiqué.

Reference to the 4<sup>th</sup> item of 415<sup>th</sup> article of the Turkish Commercial Code numbered 6102 and 1<sup>st</sup> item of 30<sup>th</sup> 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 Anonim Şirketi for Protection and Processing of Personal Data that has been published at our company's corporate website addressed [www.turktraktor.com.tr](http://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.

We would like to state that due to the Covid-19 epidemic affecting the world, the meeting will be held according to the pandemic rules announced by official institutions. Our shareholders should closely follow the new rules to be announced by the official institutions.

- Considering the pandemic conditions and the restrictions of the group gatherings in public by the authorities, for protecting public health, our guests other than the shareholders will not be admitted to the general assembly meeting room for this year.
- Guests' fever will be checked at the entrance of the building/hall where the meeting will be held.
- It is mandatory to use a mask during the entrance to the meeting place and during the meeting
- No food or beverage will be offered at the general assembly meeting.

The media representatives (press and media organizations) 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 divided into 3 groups, A, B and C. All groups registered shares has 1 voting right at general assembly.

There is privileged vote right of A and B group shares for proposing the board members at general assembly.

Our shareholders' voting right has been presented below.

Shareholder	Amount (TL)	(%)	Voting Right	Voting Right Ratio (%)
Koç Holding A.Ş. (A Group)	20,013,375.00	37.50%	2,001,337,500	37.50%
CNH Industrial Österreich GmbH* (B Group)	20,013,375.00	37.50%	2,001,337,500	37.50%
Public Quotation and Others (C Group)	13,342,350.00	25.00%	1,334,225,000	25.00%
<b>Total</b>	<b>53,369,000.00</b>	<b>100.00%</b>	<b>5,336,900,000</b>	<b>100.00%</b>

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

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

As Türk Traktör ve Ziraat Makineleri A.Ş., there are not any transactions realized within 2020 or planned to be realized for the following period and may 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 the ordinary general assembly meeting for the 2020.

### **3. EXPLANATORY NOTES ON THE GENERAL ASSEMBLY AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING DATED 22.03.2021**

#### **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 number.

#### **2. Reading, discussing, and approving the Annual Report of 2020 prepared by the Company's Board of Directors,**

Information about the 2020 year Annual Report will be obtained, and the report will be made available at the company headquarters, branches, Electronic General Assembly System of Central Registry Agency, and the company corporate web site addressed [www.turktraktor.com.tr](http://www.turktraktor.com.tr), 3 weeks before the general assembly meeting and presented to the consideration and approval of our shareholders according to the provisions of Turkish Commercial Code and the Regulation.

#### **3. Reading the summary of the Independent Audit Report related to the accounting year of 2020,**

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 corporate web site addressed [www.turktraktor.com.tr](http://www.turktraktor.com.tr), 3 weeks before the general assembly meeting. The information about these reports will be given to the general assembly.

#### **4. Reading, discussing, and approving the Financial Statements related to the accounting period of the year 2020,**

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 corporate web site addressed [www.turktraktor.com.tr](http://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. According to the 363<sup>rd</sup> article of Turkish Commercial Code, approving the change of the Board of Directors' members occurred within the year,**

Within the context of the 363<sup>rd</sup> article of the Turkish Commercial Code, Mr. Hubertus Michael Mühlhäuser, one of our Board Member resigned from his position in our Company effective from 14.05.2020. In addition, according to the board of directors' resolution dated 14.05.2020, Mr. Oddone Incisa Della Rocchetta was appointed as the Board Member until the first general assembly. This appointment shall be presented to the approval of the shareholders. According to the Capital Market Boards' Corporate Governance Principle, the resume of Mr. Oddone Incisa Della Rocchetta, prepared according to the Capital Market Boards' Corporate Governance Principle numbered 1.3.1 of is presented in **Appendix/1**.

#### **6. Acquitting the members of the Board of Directors separately due to the activities of the company for the year 2020,**

Acquitting the board members according to the provisions of TCC and the regulation from the activities, procedures, and accounts of 2020 shall be presented to the general assembly's approval.

#### **7. Acceptance, acceptance by making changes or rejection of the Board of Directors' proposal with respect to the distribution of the profit for the year 2020 prepared in line with the company's dividend policy and date of such profit distribution,**

Net Profit for the period with the amount of TL 776,443,043 is obtained according to our financials for the accounting period 1 January 2020 – 31 December 2020 prepared by our Company according to Turkish Financial Reporting Standard in compliance with the Capital Markets Law and Turkish Commercial Code and audited by PwC Bağımsız Denetim and Serbest Muhasebeci Mali Müşavirlik A.Ş. The table regarding profit distribution proposal which is prepared by considering the dividend policy, long-term strategies, investment, and

financial policies, profitability, and cash situation and prepared in line with profit distribution table attachment of the Dividend Guidance parallel with the Dividend Communiqué numbered II.19-1 according to profitability, and cash position is presented in **Appendix/2**.

**8. Provided that the necessary approvals are obtained from the Capital Markets Board and the Ministry of Trade; acceptance, acceptance by certain changes or rejection of the proposal of the Board of Directors concerning to amend the 6<sup>th</sup> article entitled "Capital" of the company's Articles of Association,**

On condition of getting the necessary approvals from the Capital Markets Board and the Ministry of Trade; the Article of Association Amendments prepared in order to determine the number of members of the Board of Directors more flexible and to change the number when necessary, are presented in **Appendix/3** with the relevant Board of Directors' Resolution, will be presented to the approval of General Assembly. As a result of the application made for this Amendment of Article of Association, the approval of CMB was taken with the letter dated 12.02.2021. An application has been made to the Ministry of Commerce for permission.

**9. Determining the number of members of the Board of Directors and their terms of office, electing the members of the Board of Directors according to the determined number of members, electing the 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 case of the 8<sup>th</sup> item of the agenda is accepted by the shareholders, in accordance with the amended 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 of board member nominees have to fully cover independency qualifications determined by the Capital Markets Board legislations.

Mr. Arif Nuri Bulut and Mr. Mehmet Sami are being nominated as independent board member in parallel with our board resolution within the context of Corporate Governance Committee's review letter. Regarding the independent member candidates, an application was made to the CMB and as a result of the application, no negative opinion was stated with the letter dated 19.02.2021.

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

**10. Informing the shareholders and approving both the "Remuneration Policy" and the payments made according to this policy to the Members of the Board of Directors and Senior Managers due to the corporate governance principles,**

According to the mandatory corporate governance principles of Capital Markets Board numbered 4.6.2, remuneration principals for board member 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 2020 is given in the 12 footnote of financial statements for 2020.

**11. Determination of annual gross remunerations of Board of Directors' members,**

Within the Remuneration Policy's context presented to the approval of shareholders through the 10<sup>th</sup> agenda article, the gross annual pay of the board members for 2021 shall be identified by our shareholders.

**12. Approval of the selection of the Independent Audit Company proposed by the Board of Director in connection with the provisions of Turkish Commercial Code and Capital Markets Board,**

In line with TCC and Capital Markets Board legislation, during the board of directors meeting dated 16.02.2021, it has been resolved PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. will be assigned to audit corporate accounts for the 2021 accounting period, and this decision will be presented to confirmation of General Assembly.

**13. Approving the Donation and Sponsorship Policy, giving information to the shareholders about the donations in 2020, and determining the upper limit for donations in 2021, within the context of Capital Markets Board legislation,**

Reference to the Capital Markets Board communiqué with the Serial II-19.1 and 6<sup>th</sup> article of Dividend Communique, the upper limit shall be determined by the general assembly unless there is a provision in the articles of association; donations made within the year must be presented to the knowledge of the general assembly. In 2020, our company made donations of TL 8,131,599. TL 6,600,000 of this amount was paid to Vehbi Koç Foundation, TL 461,087 to Koç University, TL 400,000 to İnönü Foundation, TL 336,550 to Turkish Education Foundation and the remaining part consists of various donations, which are less than TL 50,000, that do not constitute important information for investors. The general assembly shall also determine the upper limit for the donations to be made in 2021. Also, the Donation and Sponsorship Policy will be submitted to the approval of the General Assembly.

**14. Obtaining information to the shareholders about the guarantee, pledge, mortgage and bails given in 2020 in favor of third parties by the company and its subsidiaries within the context of Capital Markets Board regulation,**

Reference to the 12<sup>th</sup> article of Capital markets Board Corporate Governance Communique serial II-17.1, the general assembly agenda shall include an item concerning the pledge, mortgage, and bails given in favor of third parties. The 12<sup>th</sup> footnote of the financial statements dated 31.12.2020 is including this information.

**15. Granting of permission to shareholders having managerial control, shareholder board members, top managers, and up to the second-degree blood or affinity relatives in accordance with articles 395 and 396 of Turkish Commercial Code, Capital Markets Board legislation and obtaining information to the shareholders concerning the transactions done in the year 2020 in line with Corporate Governance Principles,**

The members of our Board of Directors can do business as stipulated in the 1<sup>st</sup> subsection of 395<sup>th</sup> and 396<sup>th</sup> 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 minutes of the general assembly 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 companies, including those who engage in similar business activities our company. Within 2020, there was not an important transaction that should be disclosed in line with the 1.3.6<sup>th</sup> article of Corporate Governance legislation.

**16.Wishes**

**APPENDIX:**

**APPENDIX/1** The resume of Mr. Oddone Incisa Della Rocchetta who was appointed as the board member within the year

**APPENDIX/2** Proposal of the Board of Directors for the Distribution of 2020 Profit and the Proposed Profit Distribution Table

**APPENDIX/3** The Articles of Association Amendments and Related Board of Directors' Resolution

**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 resume of Mr. Oddone Incisa Della Rocchetta who appointed as the board member within the year

**Oddone Incisa Della Rocchetta – Board Member**

Oddone Incisa Della Rocchetta holds degrees in Economics, cum laude, from the University of Turin, Italy and a Master's degree in Management from ESCP-Europe (formerly, EAP) Paris, Oxford and Berlin. He started his professional career with the Fiat Group in the finance team of Fiat Bank in Germany in 1997. He spent four years with this team and ultimately became Head of Control and Treasury. In 2001, he served as the CFO of Banco Fiat for two years, then in 2003 he was appointed as the Head of Financial Planning & Analysis for Fidis Retail and FGA Capital. In 2008, he was appointed as the CFO for CNH Capital. From 2011 to 2013, Mr. Incisa was the CEO and General Manager of FGA Capital (now FCA Bank). In March 2020, he was appointed CFO of CNH Industrial N.V. This is in addition to his role of President Financial Services, a position he has held since January 2013. Mr. Incisa has been a member of Global Executive Committee of CNH Industrial since 2013.

**APPENDIX/2 Proposal of the Board of Directors for the Distribution of 2020 Profit and the Proposed Profit Distribution Table**

<b>Dividend Distribution Table of Türk Traktör ve Ziraat Makineleri A.Ş. for 2020 (TL)</b>			
<b>1. Paid-Up/Issued Capital</b>		<b>53,369,000.00</b>	
<b>2. Total Legal Reserve Fund (According to legal records)</b>		<b>145,353,605,25</b>	
<b>Information relating to preferences, if any on dividend distribution according to articles of association</b>		<b>None</b>	
		According to CMB	According to Legal Records (LR)
<b>3.</b>	<b>Profit for the Period</b>	873,710,656.00	836,830,321.96
<b>4.</b>	<b>Taxes Payable ( - )</b>	97,267,613.00	35,194,395.67
<b>5.</b>	<b>Net Profit for the Period ( = )</b>	776,443,043.00	801,635,926.29
<b>6.</b>	<b>Losses from Previous Years ( - )</b>		
<b>7.</b>	<b>General Legal Reserve Fund ( - )</b>		
<b>8.</b>	<b>NET DISTRIBUTABLE PROFIT ( = )</b>	776,443,043.00	801,635,926.29
<b>9.</b>	<b>Donations of the Year ( + )</b>	8,131,599.00	
<b>10.</b>	<b>Net Distributable Profit of the Period Including Donations</b>	784,574,642.00	801,635,926.29
<b>11.</b>	<b>Primary Dividend to Shareholders</b>		
	- Cash	470,744,785.20	2,668,450.00
	- Bonus Share		
	- Total		
<b>12.</b>	<b>Dividends Paid to Privileged Shareholders</b>		
<b>13.</b>	<b>Other Distributed Dividend</b>		
	- To the Members of the Board		
	- To the Employees		
	- To the Others Who are not Shareholder		
<b>14.</b>	<b>Dividend Distributed to the Owners of Dividend Right Certificate</b>		
<b>15.</b>	<b>Secondary Dividend to Shareholders</b>	235,355,112.98	721,831,550.00
<b>16.</b>	<b>General Legal Reserve Fund</b>	70,343,144.82	72,183,155.00
<b>17.</b>	<b>Statutory Reserves</b>		
<b>18.</b>	<b>Special Reserves</b>		
<b>19.</b>	<b>EXCESS RESERVES</b>	---	4,952,771.29
<b>20.</b>	<b>Other Resources that Assumed to be Distributed</b>	143,900,101.82	125,500,000.00
	- From Excess Reserves	42,884,082.77	10,295,208.60
	- From Other Capital Reserves		14,188,772.35
	- From Legal Reserves	101,016,019.05	101,016,019.05
<b>21.</b>	<b>General Legal Reserve Fund for Other Resources that Assumed to be Distributed</b>	14,390,010.18	12,550,000.00
	- From Extraordinary Reserves	4,288,408.28	1,029,520.86
	- Other Capital Reserves		1,418,877.24
	- Legal Reserves	10,101,601.91	10,101,601.91

## Profit Share Rates Table

	GROUP	TOTAL DISTRIBUTED DIVIDEND AMOUNT- GROSS		TOTAL DISTRIBUTED DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT	DIVIDEND CORRESPONDING TO ONE SHARE OF 1 TL NOMINAL VALUE - NET	
		CASH (TL)	BONUS SHARE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	318,750,000	-	41.05%	15.92685	1,592.6849
	B	318,750,000	-	41.05%	15.13051	1,513.0506
	C	212,500,000	-	27.37%	13.53782	1,353.7822
	TOTAL	850,000,000		109.47%		

(1) There is not privileged right for dividend.

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

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

(4) 15% withholding tax calculated for the remaining C group share owners.



## APPENDIX/3 The Articles of Association Amendments and Related Board of Directors' Resolution

With the decision of our Board of Directors dated 05.01.2021, in order to extend the validity period of the registered capital ceiling, it has been resolved to make the below-given amendments to the 6<sup>th</sup> article entitled "Capital." Within this scope, it has been resolved to get necessary approvals from the Capital Markets Board and the Ministry of Trade and present these amendments to shareholders' approval at the first General Assembly meeting.

Article Number (Old/New)	OLD TYPE	NEW TYPE																																																																		
Article 6 / 6	Article 6: Capital	Article 6: Capital																																																																		
	<p>6.1. The Company has accepted the registered share capital system according to the provisions of the abrogated Capital Market Law no 2499 and adopted this system under the permission nr. 11/328 issued by the Capital Market Board on the date of 17.03.2005.</p> <p>6.2. The registered share capital of the Company is TL 250,000,000 (Two hundred fifty million Turkish Liras). It is divided into 25,000,000,000 (Twenty five billion) shares each with a nominal value of 1 (one) Kuruş.</p> <p>6.3. The permission granted by the Capital Market Board for the upper limit of the registered share capital is valid for a period of 5 (five) years between 2017 and 2021. Even if the permitted limit of the registered capital is not exceeded in the end of the year 2021, in order to increase the share capital of the Company after the expiry of the 5 year term; it is compulsory for the Board of Directors to obtain authorization for an additional five year term from the General Assembly by means of renewing the permission of the Capital Market Board accordingly. Otherwise, the Company shall not be increased capital through Board of Directors' resolution.</p> <p>6.4. The issued capital of the Company is TL 53,369,000 (Fifty three million three hundred sixty nine thousand Turkish Liras). It is divided into three groups, 2,001,337,500 registered shares of Group "A", 2,001,337,500 registered shares of Group "B" and 1,334,225,000 registered shares of Group "C", each with a nominal value of 1 (one) Kuruş.</p> <table><tr><th rowspan="2">SHAREHOLDE RS</th><th rowspan="2">SHARE GROUP</th><th colspan="3">CAPITAL STRUCTURE</th></tr><tr><th>NUMBER OF SHARES</th><th>AMOUNT(TL)</th><th>%</th></tr><tr><td>KOÇ HOLDİNG A.Ş.</td><td>A</td><td>2,001,337,500.00</td><td>20,013,375.00</td><td>37.50</td></tr><tr><td>CNH INDUSTRIAL OSTERREICH GmbH</td><td>B</td><td>2,001,337,500.00</td><td>20,013,375.00</td><td>37.50</td></tr><tr><td>PUBLIC SHARES &amp; OTHER</td><td>C</td><td>1,334,225,000.00</td><td>13,342,250.00</td><td>25.00</td></tr><tr><td colspan="5"></td></tr><tr><td>GRAND TOTAL</td><td></td><td>5,336,900,000.00</td><td>53,369,000.00</td><td>100</td></tr></table> <p>The issued share capital of the Company amounting TL 53,369,000 has been fully subscribed and paid-in by the shareholders without collusion.</p> <p>6.5. At any time between 2017 and 2021, the Company may increase its issued capital by issuing new registered shares each with a nominal value of 1 Kuruş up to the registered share capital ceiling. In any case, the number of new Group "A", Group "B" and Group "C" shares issued shall be in proportion to the existing shares held by the Group "A", Group "B" and Group "C" shareholders respectively. Each group of shareholders shall be allotted the same group of shares as their existing shareholdings. The pre-emptive rights of the shareholders, whether used or not, shall be governed by the regulations of the Capital Market Board and the provisions of this Articles of Association. The consideration for the subscribed shares shall be fully paid in cash as per Capital Market Board requirements. The Company cannot issue additional shares unless the issued shares are fully subscribed and paid-in.</p> <p>The capital of the Company shall be increased or decreased if deemed necessary within the context of Turkish Commercial Code and Capital Markets legislations.</p>	SHAREHOLDE RS	SHARE GROUP	CAPITAL STRUCTURE			NUMBER OF SHARES	AMOUNT(TL)	%	KOÇ HOLDİNG A.Ş.	A	2,001,337,500.00	20,013,375.00	37.50	CNH INDUSTRIAL OSTERREICH GmbH	B	2,001,337,500.00	20,013,375.00	37.50	PUBLIC SHARES & OTHER	C	1,334,225,000.00	13,342,250.00	25.00						GRAND TOTAL		5,336,900,000.00	53,369,000.00	100	<p>6.1.The Company has accepted the registered share capital system according to the provisions of the abrogated Capital Market Law no 2499 and adopted this system under the permission nr. 11/328 issued by the Capital Market Board on the date of 17.03.2005.</p> <p>6.2.The registered share capital of the Company is TL 250,000,000 (Two hundred fifty million Turkish Liras). It is divided into 25,000,000,000 (Twenty five billion) shares each with a nominal value of 1 (one) Kuruş.</p> <p>6.3. The permission granted by the Capital Market Board for the upper limit of the registered share capital is valid for a period of 5 (five) years between <b>2021</b> and <b>2025</b>. Even if the permitted limit of the registered capital is not exceeded in the end of the year <b>2025</b>, in order to increase the share capital of the Company after the expiry of the 5 year term; it is compulsory for the Board of Directors to obtain authorization for an additional five year term from the General Assembly by means of renewing the permission of the Capital Market Board accordingly. Otherwise, the Company shall not be increased capital through Board of Directors' resolution.</p> <p>6.4. The issued capital of the Company is TL 53,369,000 (Fifty three million three hundred sixty nine thousand Turkish Liras). It is divided into three groups, 2,001,337,500 registered shares of Group "A", 2,001,337,500 registered shares of Group "B" and 1,334,225,000 registered shares of Group "C", each with a nominal value of 1 (one) Kuruş.</p> <table><tr><th rowspan="2">SHAREHOLDE RS</th><th rowspan="2">SHARE GROUP</th><th colspan="3">CAPITAL STRUCTURE</th></tr><tr><th>NUMBER OF SHARES</th><th>AMOUNT(TL)</th><th>%</th></tr><tr><td>KOÇ HOLDİNG A.Ş.</td><td>A</td><td>2,001,337,500.00</td><td>20,013,375.00</td><td>37.50</td></tr><tr><td>CNH INDUSTRIAL OSTERREICH GmbH</td><td>B</td><td>2,001,337,500.00</td><td>20,013,375.00</td><td>37.50</td></tr><tr><td>PUBLIC SHARES &amp; OTHER</td><td>C</td><td>1,334,225,000.00</td><td>13,342,250.00</td><td>25.00</td></tr><tr><td colspan="5"></td></tr><tr><td>GRAND TOTAL</td><td></td><td>5,336,900,000.00</td><td>53,369,000.00</td><td>100</td></tr></table> <p>The issued share capital of the Company amounting TL 53,369,000 has been fully subscribed and paid-in by the shareholders without collusion.</p> <p>6.5. At any time between <b>2021</b> and <b>2025</b>, the Company may increase its issued capital by issuing new registered shares each with a nominal value of 1 Kuruş up to the registered share capital ceiling. In any case, the number of new Group "A", Group "B" and Group "C" shares issued shall be in proportion to the existing shares held by the Group "A", Group "B" and Group "C" shareholders respectively. Each group of shareholders shall be allotted the same group of shares as their existing shareholdings. The pre-emptive rights of the shareholders, whether used or not, shall be governed by the regulations of the Capital Market Board and the provisions of this Articles of Association. The consideration for the subscribed shares shall be fully paid in cash as per Capital Market Board requirements. The Company cannot issue additional shares unless the issued shares are fully subscribed and paid-in.</p> <p>The capital of the Company shall be increased or decreased if deemed necessary within the context of Turkish Commercial Code and Capital Markets legislations.</p>	SHAREHOLDE RS	SHARE GROUP	CAPITAL STRUCTURE			NUMBER OF SHARES	AMOUNT(TL)	%	KOÇ HOLDİNG A.Ş.	A	2,001,337,500.00	20,013,375.00	37.50	CNH INDUSTRIAL OSTERREICH GmbH	B	2,001,337,500.00	20,013,375.00	37.50	PUBLIC SHARES & OTHER	C	1,334,225,000.00	13,342,250.00	25.00						GRAND TOTAL		5,336,900,000.00	53,369,000.00	100
SHAREHOLDE RS	SHARE GROUP			CAPITAL STRUCTURE																																																																
		NUMBER OF SHARES	AMOUNT(TL)	%																																																																
KOÇ HOLDİNG A.Ş.	A	2,001,337,500.00	20,013,375.00	37.50																																																																
CNH INDUSTRIAL OSTERREICH GmbH	B	2,001,337,500.00	20,013,375.00	37.50																																																																
PUBLIC SHARES & OTHER	C	1,334,225,000.00	13,342,250.00	25.00																																																																
GRAND TOTAL		5,336,900,000.00	53,369,000.00	100																																																																
SHAREHOLDE RS	SHARE GROUP	CAPITAL STRUCTURE																																																																		
		NUMBER OF SHARES	AMOUNT(TL)	%																																																																
KOÇ HOLDİNG A.Ş.	A	2,001,337,500.00	20,013,375.00	37.50																																																																
CNH INDUSTRIAL OSTERREICH GmbH	B	2,001,337,500.00	20,013,375.00	37.50																																																																
PUBLIC SHARES & OTHER	C	1,334,225,000.00	13,342,250.00	25.00																																																																
GRAND TOTAL		5,336,900,000.00	53,369,000.00	100																																																																

	<p><b>6.6.</b> The Board of Directors may resolve to issue preference shares or shares at a premium, and may restrict the pre-emptive rights of the existing shareholders.</p> <p>The authorization to restrict the pre-emptive rights of the existing shareholders shall not be used in the way that may cause inequality between the shareholders.</p> <p><b>6.7.</b> All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.</p>	<p><b>6.6.</b> The Board of Directors may resolve to issue preference shares or shares at a premium, and may restrict the pre-emptive rights of the existing shareholders.</p> <p>The authorization to restrict the pre-emptive rights of the existing shareholders shall not be used in the way that may cause inequality between the shareholders.</p> <p><b>6.7.</b> All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.</p>
--	--	--

## **APPENDIX/4 Resumes of the Board Member Nominees and Independency Declarations 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 Otocar and Member of the Board of Directors of various Koç Group companies.

### **Stefano Pampalone**

Mr. Pampalone holds a degree in Engineering from the University of Trieste, Italy and an MBA from Profingest of Bologna, Italy. Since joining CNH in 1998, Mr. Pampalone's career has been focused on international assignments. In 2001, after gaining commercial experience in parts and whole goods in Poland, India, Africa and the Middle East, he was appointed Business Manager Southern Africa and Iran for all Fiat Group Agricultural Brands. In 2004 he became Marketing Director for Agricultural Equipment in Asia, Africa and the Middle East. From 2006 to 2007 he first served as Business Director for the CNH Agricultural Business in Africa and the Middle East. In 2009 he was appointed General Manager of the Agricultural and Construction Equipment Business in India and Pakistan. From February 2013, he held the role of General Manager for CNH in India, South East Asia and Japan, before being appointed Chief Operating Officer APAC (Asia and Pacific) region for CNH Industrial in September 2013, a role he held until 2018. Stefano Pampalone assumed the role of President Construction in November 2019, this is in addition to that of General Manager Asia, Middle East and Africa, a position he has held since January 2019.

### **İsmail Cenk Çimen**

Mr. Çimen graduated from Istanbul Technical University in Industrial Engineering and completed Executive Development Programs at Stanford University and University of California Los Angeles. He joined Koç Group in 1991 as Management Trainee at Nasoto. He assumed Sales Coordinator, Regional Manager and Import Manager responsibilities at Otosan Pazarlama between 1993-1996. He served as Fleet Sales Manager at Ford Otosan between 1996-1998 and became the General Manager of Otokoç Ankara in 1998. In 2001, he was appointed as the General Manager of the companies merged under Otokoç. In 2005 his responsibility was extended to include the General Manager role for Birmot A.Ş. He has been serving as the Automotive Group President at Koç Holding since June 2009.

### **Derek James Neilson**

Mr. Neilson has more than 20 years of experience in production and manufacturing engineering. He first joined CNH in 1999 with responsibility for the Basildon (UK) Plant Engine Manufacturing Business Unit. He later advanced to take the lead of the Tractor Manufacturing Business Unit. In 2004, Mr. Neilson was appointed Plant Manager of CNH's Basildon (UK) tractor facility. In 2007, he became Vice President of Agricultural Manufacturing, Europe, a role he held until assuming global responsibilities for Agricultural Manufacturing in 2010. From 2012 to 2015, he served as Chief Manufacturing Officer for CNH Industrial. Mr. Neilson holds a BTEC HNC in Mechanical and Production Engineering. Derek James Neilson assumed the role of interim Chief Executive Officer of CNH Industrial between April - September 2018. He also worked as the Chief Operating Officer EMEA and President, Commercial Vehicles Products Segment between February 2015 - December 2018. Mr. Neilson assumed the role of CNH Industrial President of Agriculture in January 2019.

### **Osman Turgay Durak**

Osman Turgay Durak received his Master's degree in Mechanical Engineering at Northwestern University in the USA. He joined the Koç Group as a Product Development Engineer at Ford Otomotiv in 1976 and was appointed Assistant General Manager in 1986. He took office as Deputy General Manager in 2000 and as General Manager of Ford Otosan in 2002. He worked as the President of the Automotive Group of Koç Holding between 2007 and 2009. He was appointed the Deputy CEO of Koç Holding in May 2009. Durak has been the CEO of Koç Holding from April 2010 until April 2015. He is still a member of boards of directors in some of Koç Group companies.

**Oddone Incisa Della Rocchetta**

Oddone Incisa Della Rocchetta holds degrees in Economics, cum laude, from the University of Turin, Italy and a Master's degree in Management from ESCP-Europe (formerly, EAP) Paris, Oxford and Berlin. He started his professional career with the Fiat Group in the finance team of Fiat Bank in Germany in 1997. He spent four years with this team and ultimately became Head of Control and Treasury. In 2001, he served as the CFO of Banco Fiat for two years, then in 2003 he was appointed as the Head of Financial Planning & Analysis for Fidis Retail and FGA Capital. In 2008, he was appointed as the CFO for CNH Capital. From 2011 to 2013, Mr. Incisa was the CEO and General Manager of FGA Capital (now FCA Bank). In March 2020, he was appointed CFO of CNH Industrial N.V. This is in addition to his role of President Financial Services, a position he has held since January 2013. Mr. Incisa has been a member of Global Executive Committee of CNH Industrial since 2013.

**Özgür Burak Akkol**

After receiving his Bachelor's degree in Industrial Engineering from Istanbul 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, and as a System Development and Human Resources Coordinator between 2010 and 2014. Since April 2014, he has been working as Koç Holding Human Resources Director. Akkol is Chairman of Koç Pension & Assistance Foundation, Koç Group Sports Association, Turkish Confederation of Employer Associations (TİSK), Turkish Employers Association of Metal Industries (MESS), MESS Education Foundation and a member of the Board of Turkish Employment Agency.

**Marco Votta**

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

**İbrahim Aykut Özünler**

Aykut Özünler graduated from the Mechanical Engineering Department of Boğaziçi University in 1991, where he also completed his MBA in the same university in 1995. He started his business life in Supply Coordination Group of Koç Holding in 1992. And then, he joined Ford Otosan in 1993 and between 1993-2001 he was in charge of various managerial positions, such as Marketing Strategies Manager, Product Manager, Marketing Manager and Sales Manager. After that, he worked as the Production Planning and New Product Development Executive of Ford Europe between 2001-2002. After his overseas duty, he became Marketing and Customer Relations Director of Ford Otosan in 2002. From 2004 to 2010 he served as Assistant General Manager of Marketing and Sales and; served as Assistant General Manager of Marketing, Sales and After Sales between 2010 to 2014. In 2014, he was appointed as CEO of Zer Merkezi Hizmetler ve Ticaret A.Ş. that offers purchasing services and continued to serve until the end of 2018. Mr. Özünler has been assigned as CEO at Türk Traktör ve Ziraat Makineleri A.Ş. on 1st January 2019.

**Andrea Trabacchin**

Andrea Trabacchin graduated from the Università Commerciale Luigi Bocconi, Italy, with a Business Economics master's degree in 2002 and the same year; he started his career at CNH UK, where he spent about five years in various positions. He joined the CNH America in August 2007 as Product Development Controller and Global FP&A; after that, in October 2012, he assumed responsibility as Brand Controller for Latin America Region at CNH Latin America. In 2014, he was appointed as New Holland AG Global Brand Controller at CNH Italia and worked there until 2017. From 2017 until 2019, he served as AG Global Brand Controller at CNH America and in August 2019, he was appointed as CFO Asia, Middle East, Africa and ANZ at CNH International SA.

**Arif Nuri Bulut**

Arif Nuri Bulut, completed his high school education at Saint Joseph High School in 1972, and then graduated from Department of Mechanical Engineering, Faculty of Mechanical Engineering, in Istanbul Technical University (ITU) in 1977. In 1979, he received his master's degree in ITU from the field of Construction as a part of the Engineering and Architecture Postgraduate Program and completed the Executive MBA in Koç University in 1995. Bulut started his business life in Tokar A.Ş. between the years 1978-1979 as the Project Engineer Responsible of the Project and Building Sites. In 1981, Bulut started to work at İzocam Ticaret ve Sanayi A.Ş. as the Production Manager, then worked as the Projects Manager in 1986 and as the Engineering Manager in 1992. He was appointed as the Assistant General Manager - Technical in 1996, then appointed as the CEO in 2002 and served as the CEO between the years 2002 – 2017. On April 2017, he was appointed as the Director of Saint-Gobain Group in charge of Turkey and he left his position on December 31st, 2018. As of today, he has been serving as an Independent Board Member at Türk Traktör ve Ziraat Makineleri A.Ş. and Altın Yunus Çeşme Turistik Tesisler A.Ş. He has been the member of Board of Presidents of İzoder Isı, Su, Ses ve Yangın Yalıtımcıları Derneği and the Vice Chairman of Board of Directors Member of the İnşaat Malzemesi Sanayicileri Derneği.

**Mehmet Sami**

Mehmet Sami started his professional life in 1988 after his studies in BA (Hons) Economics from Kingston University and MSc in Business Systems & Analysis from City University, London. Since 1988, he has undertaken various privatization, valuation, mergers & acquisitions, JV, private equity, public listing, company valuation, and consultancy projects. During his work at Ata Invest, he founded Investment Banking, Research and Institutional Trading, divisions. After 19 years at Ata Invest, he moved to Deloitte Corporate Finance to become the Lead M&A and Debt Advisory Partner in 2012 and served on the Deloitte Global M&A ExCo. Mehmet Sami is the Founding Partner of Pretium Corporate Advisory. Mr. Sami has more than 30 years of experience in corporate finance and private equity advisory. Besides serving on the Turkish Corporate Governance Association Board, he has become the Founding Member of the Board Members Association. He also has restructured&established corporate governance standards in numerous firms while serving as an Independent Director. Mehmet Sami served as an Independent Member at Turcas Petrol between April 2011 - March 2013 and May 2016 - April 2018 and served as the Chairman of the Corporate Governance Committee and the Audit Committee and the Early Detection of Risk Committee member. Mehmet Sami, a Board Member of Enerjisa Enerji (Sabancı / E.ON Partnership), Akcansa Cement (Sabancı / Heidelberg Cement Partnership), and Kordsa (all as Independent Members) since May 2018. Mr. Sami is serving as a chairman or member of Corporate Governance, Audit, and the Early Detection of Risk Committees in these companies.

## DECLARATION FOR INDEPENDENCY

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

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

Regards



**Mehmet Sami**

## DECLARATION FOR INDEPENDENCY

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

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

Regards



**Arif Nuri Bulut**

## 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' and top management with administrative responsibility as per the CMB regulations.

Fixed compensation for all board members' is determined in the ordinary general assembly meeting every year.

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 in order to contribute to the activities of the company can also benefit from the function they assume within the framework of the Corporate Governance Committee's opinion.

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

Payment to board members' shall be done by considering their task period from inception to the expiry date on a pro-rata basis. 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.

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.

Top management bonuses are calculated according to bonus based, company performance, and personal performance. The information concerning the mentioned criteria is summarized below.

- **Bonus Based:** The base of bonus is updated at the beginning of every year and can be variable according to the size of 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 the personal performance. While evaluating the personal performance, in line with company performance, it pays for long-term sustainable improvement principles excluding 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 of which 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 legislation.