

TO THE BOARD OF DIRECTORS' OF TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. 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 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) an our company's corporate website addressed www.turktraktor.com.tr and shall submit the notarized proxies after fulfill the issues stated at the communique serial II-30.1 entitled "Proxy Voting and Proxy Solicitation" entered into force by publishing at the Official Gazette dated 24.12.2013 numbered 28861. It is not necessary to present the proxy for the representative who registered through Electronic General Assembly System. **The proxies that are not in line with the communique and the sample given below will not be accepted due to our judicial responsibility.**

Our shareholders, who will use their voting rights through the Electronic General Assembly Meeting System, shall apply to Central Registry Agency, our company's corporate website addressed www.turktraktor.com.tr or our headquarters (Tel : 0 312 233 33 33) in order to duly perform their obligations in terms of the regulation and communique.

Reference to the 4th item of 415th article of the Turkish Commercial Code numbered 6102 and 1st item of 30th article of Capital Markets Law, there shall not be any condition that the rights for attending the general assembly meeting and voting to be reserved. Accordingly, if our shareholders would like to attend the general assembly meeting, there is no need to make blockage.

Reference to the Law on the Protection of Personal Data no. 6698, the detailed information concerning to processing your personal data by our company, through the Policy of Türk Traktör ve Ziraat Makineleri Anonim Şirketi for Protection and Processing of Personal Data that has been published at our company's corporate website addressed www.turktraktor.com.tr.

Open ballot voting shall be used in the General Assembly for voting for Agenda articles merely by raising hands, without prejudice to the obligations of voting electronically concerning the agenda items.

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

TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş.

AGENDA OF ORDINARY GENERAL ASSEMBLY DATED 22.03.2021

1. Opening and election of the President,
2. Reading, discussing, and approving the Annual Report of 2020 prepared by the Company's Board of Directors,
3. Reading the summary of the Independent Audit Report related to the accounting year of 2020,
4. Reading, discussing, and approving the Financial Statements related to the accounting period of the year 2020,
5. According to the 363rd article of the Turkish Commercial Code, approving the change of the Board of Directors' members occurred within the year,
6. Acquitting the members of the Board of Directors due to the activities of the company for the year 2020,
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,
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 6th article entitled "Capital" of the company's Articles of Association,
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,
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.
11. Determining the of annual gross remunerations of Board of Directors' members,
12. Approval of the selection of the Independent Auditing Company proposed by the Board of Director in connection with the provisions of Turkish Commercial Code and Capital Markets Board,
13. Approving the Donation and Sponsorship Policy, informing the shareholders about the donations made by the Company in 2020 and determining an upper limit for donations to be made in 2021,
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,
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,
16. Wishes.

NEW VERSION

Article 6 - SHARE CAPITAL

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.

6.2. The registered share capital of the Company is TL 250,000,000 (Twohundredfiftymillion Turkish Liras). It is divided into 25,000,000,000 (Twenty five billion) shares each with a nominal value of 1 (one) Kuruş.

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 **2021 and 2025**. Even if the permitted limit of the registered capital is not exceeded in the end of the year **2025**, 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.

6.4. The issued capital of the Company is TL 53,369,000 (Fiftythreemillionthreehundredsixtyninethousand 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.

SHAREHOLDERS	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

The issued share capital of the Company amounting TL 53,369,000 has been fully subscribed and paid-in by the shareholders without collusion.

6.5. At any time between **2021 and 2025**, 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.

The capital of the Company shall be increased or decreased if deemed necessary within the context of Turkish Commercial Code and Capital Markets legislations.

6.6. 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.

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.

6.7. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.

OLD VERSION

Article 6 - SHARE CAPITAL

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.

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.

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.

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.

SHAREHOLDERS	SHARE GROUP	CAPITAL STRUCTURE		
		NUMBER OF SHARES	AMOUNT (TL)	%
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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

The issued share capital of the Company amounting TL 53,369,000 has been fully subscribed and paid-in by the shareholders without collusion.

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.

The capital of the Company shall be increased or decreased if deemed necessary within the context of Turkish Commercial Code and Capital Markets legislations.

6.6. 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.

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.

6.7. All of the shares of the Company are registered shares. The Company shares shall be registered and monitored according to the principles of dematerialization.

PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING

TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş.

To the Chair of the General Assembly of Shareholders,

I hereby appoint _____ as my proxy authorized to represent me, to vote and make proposals in line with the views I express herein below and sign the required papers at the Ordinary General Assembly of Türk Traktör ve Ziraat Makineleri A.Ş. that will convene on March 22, 2021, Monday at 13:00 at the address of Gazi Mahallesi Anadolu Bulvarı No: 52 – 52A Yenimahalle Ankara.

The Attorney's (*):

Name Surname/ Trade Name:

TR ID Number/Tax Number/ Trade Registry Number/MERSİS Number :

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of the General Assembly:

- a) The attorney is authorized to vote according to his/her opinion. ☐
- b) The attorney is authorized to vote on proposals of the attorney partnership management. ☐
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table. ☐

Instructions:

If the shareholder chooses the option (c), instructions specific to the agenda item are given by marking one of the options (acceptance or rejection) next to the relevant agenda item and, if the rejection option is selected and if there is a statement of opposition that the shareholder wants to be written in the minutes of the general assembly, the shareholders should write this statement of opposition into the proxy form.

Agenda Items	Accept	Reject	Dissenting Opinion
1. Opening and election of the President,			
2. Reading, discussing and approving the Annual Report of 2020 prepared by Company's Board of Directors,			
3. Reading the summary of Independent Audit Report related to the accounting year of 2020,			
4. Reading, discussing and approving the Financial Statements related to the accounting period of the year 2020,			
5. According to the 363rd article of Turkish Commercial Code, approving the change of the Board of Directors' members occurred within the year,			
6. Acquitting the members of the Board of Directors due to the activities of the company for the year 2020,			
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,			
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 6th article entitled "Capital" of the company's Articles of Association,			
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,			
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.			
11. Determination of annual gross remunerations of Board of Directors' members,			
12. Approval of the selection of the Independent Auditing Company proposed by the Board of Director in connection with the provisions of Turkish Commercial Code and Capital Markets Board,			
13. Approving the Donation and Sponsorship Policy, informing the shareholders about the donations made by the Company in 2020 and determining an upper limit for donations to be made in 2021,			
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,			
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,			
16. Wishes.			

No voting on the informative items.

If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion ☐
- b) The attorney is not authorized to vote in these matters. ☐
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions: ☐

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Order and Serial(*)
- b) Number / Group (**)
- c) Amount-Nominal Value
- d) Share with voting power or not
- e) Bearer-Registered(*)
- f) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/Tax Number/ Trade Registry Number/MERSİS Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.