

**TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş.**  
**AGENDA OF ORDINARY GENERAL ASSEMBLY DATED 17.03.2020**

1. Opening and election of the President,
2. Reading, discussing and approving the Annual Report of 2019 prepared by Company's Board of Directors,
3. Reading the summary of Independent Audit Report related to the accounting year of 2019,
4. Reading, discussing and approving the Financial Statements related to the accounting period of the year 2019,
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,
6. Acquitting the members of the Board of Directors due to the activities of the company for the year 2019,
7. Full adoption, acceptance by certain changes or rejection of the Board of Directors' proposal with respect to distribution of the profit for the year 2019 prepared in line with 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; full adoption, acceptance by certain changes or rejection of the proposal of the Board of Directors concerning to make amendment to the 10<sup>th</sup> article entitled "Board of Directors, Election of Members of the Board of Directors and Resolutions of the Board of Directors" of the Company's Articles of Association,
9. In case of the 8<sup>th</sup> article of the agenda is accepted by the General Assembly, in accordance with the 10<sup>th</sup> article of the Articles of Association which has been changed, determination of the number of board members and their task period, selecting the board members according to the number of members determined and selecting the independent board members,
10. Pursuant to Corporate Governance Principles, informing the Shareholders about the "Remuneration Policy" towards the Members of the Board of Directors and Top Managers and about the payments made within the scope of this policy and approving them,
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. Obtaining information to the shareholders about the donations granted in 2019 and determination the upper limit for donations in 2020,
14. Obtaining information to the shareholders about the guarantee, pledge, mortgage and bails given in 2019 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 2019 in line with Corporate Governance Principles,
16. Wishes.