MINUTES OF 71th ORDINARY GENERAL ASSEMBLY MEETING OF TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş. HELD ON 21 MARCH 2025

The 2024 Ordinary General Assembly Meeting of Türk Traktör ve Ziraat Makineleri A.Ş. was held on 21 March 2025 Friday at 13:00, at Gazi Mahallesi Anadolu Bulvarı No: 52 – 52A Yenimahalle Ankara under supervision of the Ministry's representative Cemal Gültepe assigned by the letter of Ankara Governorship Provincial Directorate of Commerce dated 20.03.2025 and numbered 00107471752.

The invitation for the meeting was issued in a timely manner as prescribed by the Law and the Articles of Association. This included publishing the agenda in the Turkish Trade Registry Gazette dated 27.02.2025 and numbered 11281, sending registered post with return receipt requested from Ankara Demetevler PTT to registered shareholders not traded on the stock exchange, and announcing it on the Public Disclosure Platform, our company's corporate website www.turktraktor.com.tr, the e-Company portal of Merkezi Kayıt Kuruluşu A.Ş., and the Electronic General Assembly System.

From the examination of the List of Attendees, out of a total of 10,006,687,500 shares with a nominal value of 1 Kurus each, corresponding to a total capital of TL 100,066,875; 472,863 shares representing a capital of TL 4,728.63 were present in person, and 8,137,979,375 shares representing a capital of TL 81,379,793.75 were represented on behalf of, totaling 8,138,452,238 shares representing a capital of TL 81,384,522.38, thus meeting the minimum quorum requirements stipulated in both the Law and the Articles of Association. It was also declared that shares with a nominal value of TL 6,074,601 included in these total shares were represented by the Deputy Representatives.

In reference to 5th and 6th subsections of the 1527th article of the Turkish Commercial Code, the company duly organized the general assembly preparations according to the legal statements. Mr. Haydar Yenigün appointed Ms. Fatma Cavli to use the electronic general assembly and the meeting was opened physically and electronically by Mr. Haydar Yenigün and the agenda were discussed, respectively.

Mr. Haydar Yenigün, member of the Board of Directors, made a statement about the voting method. Without prejudice to the electronic vote counting arrangements as stipulated in the Law and the Company's Articles of Association, Mr. Haydar Yenigün stated that the shareholders physically present in the meeting hall should vote openly and by raising their hands, and that the shareholders who will cast a reject vote should verbally declare their reject vote.

As a result of the negotiations made pursuant to the agenda, the following resolutions were adopted.

1. The discussion on the 1st item of the agenda concerning the election of the president was started. CNH Industrial representative Mr. Marco Votta declared his proposal for the Presidential Board. Mr. Haydar Yenigün was selected as the chairman was accepted with the majority (TL 81,162,770.50) despite rejection votes of TL 219,494.88.

The meeting chairman announced that he had appointed Mr. Marco Votta as the vote collector and Mr. Özgür Ergun as the secretary. The meeting chairman stated that the meeting agenda would be discussed in the order announced.

The chairman of the meeting stated that the necessary documents for the agenda items to be discussed at the General Assembly meeting were available and that he, Mr. Marco Votta and Mr. Matthieu Jean-Marie Bernard Séjourné attended the meeting as members of the Board of Directors and Mr. Oğulcan Ünal attended the meeting representing the Independent Audit Company Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş, and that the other members of the Board of Directors could not attend the meeting by declaring their excuses.

2. Pursuant to the 2nd item of the agenda, the chairman informed about the inclusion of the Company's 2024 Annual Report in the Electronic General Assembly System of the Central Registry Agency and on the Public Disclosure Platform, on the Company's corporate website at www.turktraktor.com.tr and as announced in the printed Annual Report booklet, at least 3 weeks prior to the General Assembly meeting, excluding announcement and meeting days . The Board of Directors' report section of the Annual Report prepared on the activities of 2024 was read by the secretary. A discussion on the 2024 Annual Report was opened. The 2024 Annual Report was put to vote and was accepted with a majority of votes as a result of TL 81,382,098.50 votes for acceptance against TL 166.88 votes for rejection.

3. In reference to the 3rd article of the agenda, the chairman requested that the summary of the Independent Auditor's Report of 2024 prepared by the independent auditing firm Güney Bağımsız Denetim ve Serbest

Muhasebeci Mali Müşavirlik A.Ş. to be read. The auditor, Mr. Oğulcan Ünal read the summary of the Independent Audit Company's Report. Since this article of the agenda was not subject to voting, only information was given.

4. Pursuant to the 4th item of the agenda, the chairman informed about the inclusion of the Company's 2024 Financial Statements in the Electronic General Assembly System of the Central Registry Agency and on the Public Disclosure Platform, on the Company's corporate website www.turktraktor.com.tr and as announced in the printed Annual Report booklet at least 3 weeks prior to the General Assembly meeting. Mr. Özgür Ergun, secretary, read the summary of the financial statements. The issue was opened for discussion, and no one took the floor. The 2024 Financial Statements and the Financial Statements prepared in accordance with the Tax Procedure Law were accepted with a majority of votes, with TL 80,366,223.50 votes in favor against TL 1,018,298.88 votes against.

5. The chairman submitted for the approval of the General Assembly that the members of the Board of Directors be separately discharged from the accounts and activities of the year 2024. The members of the Board of Directors were each discharged separately with a majority of votes as a result of the acceptance vote of TL 81,380,605.50 against the rejection vote of TL 1,660.88.

6. Pursuant to the 6th item of the agenda, the chairman informed about the inclusion of the amendments to the Company's "Dividend Distribution Policy" for the year 2025 and the following years in the Electronic General Assembly System of the Central Registry Agency and on the Public Disclosure Platform, on the Company's corporate website www.turktraktor.com.tr and as announced in the printed Annual Report booklet at least 3 weeks prior to the General Assembly meeting,excluding the announcement and meeting days. Mr. Özgür Ergun, secretary, read the "Dividend Distribution Policy". The issue was opened for discussion, and no one took the floor. The "Dividend Distribution Policy" was accepted with a majority of votes, with TL 80,366,223.50 votes in favor against TL 1,018,298.88 votes against. (Dividend Distribution Policy - Appendix/1)

7. It was stated that the Board of Directors' 2024 Dividend Distribution Proposal was announced on the Electronic General Assembly System of the Central Registry Agency and on the Public Disclosure Platform, on the Company's website www.turktraktor.com.tr, and in the printed Annual Report booklet, at least 3 weeks prior to the General Assembly meeting, excluding the announcement and meeting days, and the proposal was discussed.

According to the financial statements for the accounting period 01.01.2024-31.12.2024 prepared by the Company in accordance with the Turkish Financial Reporting Standards within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Law and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a "Net Profit for the Period" of TL 5,740,536,185 has been obtained and the profit distribution proposal prepared by taking into account the profitability and cash situation;

Pursuant to the CMB Resolution dated 7.3.2024, the General Assembly was informed that there is no net accumulated loss as a result of inflation adjustment according to the financial statements prepared in accordance with the Tax Procedure Law records; therefore, there is no situation that requires a set-off transaction.

Dividend distribution in accordance with CMB Communiqués;

To distribute TL 3,467,449,338.00 as the first dividend to the shareholders
To distribute TL 1,382,550,662.00 as the second dividend to the shareholders
To set aside TL 484,499,665.63 as second-tier general legal reserves;

The total amount of TL 4,850,000,000, which is the sum of the first and second dividends to be paid to shareholders, to be paid in cash;

Based on the records prepared in accordance with both IFRS and Tax Procedure Law, the total dividend to be paid to shareholders amounting to TL 4,850,000,000 and the general legal reserve amounting to TL 484,499,665.63 will be paid from the current year earnings;

The remaining amount after the dividend paid to the shareholders and the allocated second-tier general legal reserves from the current year profit according to the TPL records be transferred to the extraordinary reserves account, and the balance of TL 406,036,519.38 according to the financial statements prepared in accordance with TFRS be transferred to retained earnings;

Thereby,

- to the resident taxpayer shareholders and non-resident taxpayer shareholders obtaining dividend income through an office or a permanent representative in Turkey as gross (=net) 48.46759 TL for each share nominal 1 TL (4,846.75873%) and,
- to foreign-based taxpayer shareholders; as gross 48.46759 TL (46.04421 TL net) for each share nominal 1 TL gross 4,846.75873% (4,604.42079% net),
- to the rest of our shareholders as gross 48.46759 TL (41.19745 TL net) for each share nominal 1 TL gross 4,846.75873% (4,119.74492% net)

and the proposal to start dividend distribution on 02.04.2025 (Dividend Distribution Table – Appendix/2) was accepted with a majority of votes as a result of TL 81,382,098.50 votes in favor against TL 166.88 votes.

8. Shareholders were informed that the amendment to the Company's Articles of Association was announced at least 3 weeks prior to the General Assembly meeting, excluding the announcement and meeting days, on the Electronic General Assembly System of the Central Registry Agency and the Public Disclosure Platform, on the Company's website www.turktraktor.com.tr and in the printed Annual Report booklet. The Secretary informed the Shareholders about the reason for the amendment of the Articles of Association. Pursuant to the permission of the Capital Markets Board dated 17.02.2025 and numbered E-29833736-110.04.04-67928 and the permission of the Republic of Turkey Ministry of Commerce General Directorate of Domestic Trade dated 19.02.2025 and numbered E-50035491-431.02-00106430175 for the amendment of the Articles of Association, the amendment of Article 6 titled "Capital" of the Articles of Association of the Company, as proposed by the Board of Directors, as set forth in the appendix, was approved by a majority vote as a result of the acceptance vote of TL 75,444,167.50 against the rejection vote of TL 5,938,097.88 (Amendment to the Articles of Association – Appendix/3).

9. The 9th item of the agenda was discussed. The proposal submitted jointly by Mr. Haydar Yenigün, representative of Koç Holding A.Ş., Group A shareholder of the Company, and Mr. Marco Votta, representative of CNH Industrial, Group B shareholder, for the membership of the Board of Directors by Group A and B shareholders was read. The Ministry Representative saw the declarations of candidacy of the persons who could not attend the meeting in person. The number of members of the Board of Directors was determined as 12 members in total with 2 independent members. Mr. Levent Çakıroğlu ID numbered [redacted], Mr. Haydar Yenigün ID numbered [redacted], Mr. Osman Turgay Durak ID numbered [redacted], Mr. İbrahim Aykut Özüner ID numbered [redacted], Mr. Özgür Burak Akkol ID numbered [redacted] were selected as board members from the nominees appointed from A group shareholder, Mr. Gerrit Andreas Dr. Marx with passport number [redacted], Mr. Markus Dr. Müller with passport number [redacted], Mr.Matthieu Jean-Marie Bernard Séjourné with foreign ID number [redacted], Mr. Marco Votta ID numbered [redacted], Mr.Stefano Pampalone with passport number [redacted] were selected as board members from the nominees appointed from B group shareholder, and Ms. Mine Yıldız Günay ID numbered [redacted] and Ms. Nilüfer Günhan ID numbered [redacted] were selected as independent board members of the Board to remain in office for 1 year until the General Assembly considering the 2025 accounts with a majority of votes as a result of TL 75,517,114.50 votes in favor against TL 5,865,150.88 votes. The dissenting opinion sent electronically by shareholder Gürsoy Hafızoğlu was attached to the minutes of the meeting.

It was informed that the resumes of the members of the Board of Directors were disclosed on the Electronic General Assembly System of the Central Registry Agency and on the Public Disclosure Platform, on the Company's website www.turktraktor.com.tr and in the printed Annual Report booklet for the year 2024 at least 3 weeks prior to the General Assembly meeting, excluding the announcement and meeting days, and that our elected members, except for Mr. Markus Dr. Müller and Mr. Stefano Pampalone, are the same members who served last year.

10. The "Remuneration Policy" for the Members of the Board of Directors and Senior Executives prepared in accordance with the Capital Markets Board Corporate Governance Principles and last approved at the general assembly meeting dated 26.03.2023 was announced on the Electronic General Assembly System of the Central Registry Agency and on the Public Disclosure Platform, on the Company's corporate website www.turktraktor.com.tr, and in the printed Annual Report booklet, at least 3 weeks prior to the general assembly meeting, excluding the announcement and meeting days, and as stated in footnote 26 of our financial statements, within the scope of the aforementioned Policy, a total of TL 321,524,492 (TL 308,389,761.32 according to historical costs) benefits were provided to the members of the Board of Directors and senior executives of our Company in 2024 according to the purchasing power of TL on December 31, 2024. The Remuneration Policy for Senior Executives and Members of the Board of Directors and the benefits provided within this scope were approved with a majority of votes as a result of TL 81,282,515.50 votes in favor against TL 99,749.88 votes.

11. Mr. Haydar Yenigün, the representative of Koç Holding A.Ş., declared his proposal for the determination of the salary of the board members in line with the Remuneration Policy. Paying an annual gross remuneration of TL 2,898,000 for Turkish board members and annual gross remuneration of € 60,000 for foreign members of the Board and starting the payment with the following month after hereby general assembly in equal installments were accepted with the majority (TL 78,190,271.50) despite rejection votes of TL 3.194.250,88.

12. Within the framework of the Turkish Commercial Code, the Capital Markets Board and the regulations of the Public Oversight, Accounting and Auditing Standards Authority ("POA"), pursuant to the resolution of our Board of Directors dated 19.02.2025, with the opinion of the Audit Committee, it has been decided to approve the selection of and signing a contract with Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., located at Maslak Mahallesi Eski Büyükdere Cad. Orjin Plaza No:27 Sarıyer İstanbul, registered in Istanbul Trade Registry Directorate with registry number 479920, to audit the financial reports for the fiscal year 2025, to carry out other activities within the scope of the relevant regulations, including but not limited to the mandatory sustainability assurance audit of the reports to be prepared for the years 2024 and 2025 in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight Accounting and Auditing Standards Authority ("KGK"), and to carry out other activities within the scope of the relevant regulations in these laws, was accepted with the majority (TL 81,382,263.50) despite rejection votes of TL 1.88.

13. Within the scope of the Company's Donation and Sponsorship Policy, the General Assembly was informed about the donations and grants made by Türk Traktör legal entity to foundations and associations for social aid purposes in 2024 amounting to TL 29,664,169 based on nominal amounts (total amount calculated according to the purchasing power of TL on December 31, 2024 is TL 38,546,045) and the donated institutions. The proposal of Mr. Haydar Yenigün, representative of Koç Holding A.Ş., for the donations to be made in 2025 to be 0.4% (four per thousand) of the amount to be calculated according to the purchasing power of the year 2024 revenue as of 31.12.2025 was accepted with the majority (TL 78,189,365,88) despite rejection votes of TL 3,195,156.50.

14. General Assembly was informed about the fact that there is no guarantee, pledge, mortgage and bails given in favor of third parties in 2024 within the context of Capital Markets Board regulation and detailed information was given through the 15th footnote of the financial statements dated 31.12.2024. Since this article of the agenda is not subject to voting, only information was given.

15. Granting of permission to shareholders having managerial control, shareholder board members, top managers and up to second-degree blood or affinity relatives in accordance with articles 395 and 396 of the Turkish Commercial Code was accepted with the majority (TL 81,374,491.88) despite rejection votes of TL 7,773.50.

In addition, in line with the Capital Markets Board communique on Corporate Governance, the shareholders have been informed about the fact that some of the shareholders having managerial control, board members, top managers and up to second-degree blood or affinity relatives are the board members of some of other Koç Group and CNH Industrial NV companies including the ones that engage in similar business activities of our company. Within 2024, there was not any transaction that should be disclosed in line with the 1.3.6th article of Corporate Governance legislation.

16. Shareholders were informed about the work carried out in 2024 within the scope of the Company's goal of transition to a low carbon economy and progress towards the goals. The actions taken by the Company in 2024 in line with its publicly announced sustainability targets were mentioned. Accordingly, shareholders were informed about the SPP projects carried out in Ankara and Sivas in 2024, the integration of 30 suppliers into the Supplier Evaluation and Development Program and the Life Cycle Analysis conducted for a tractor model..

17. In the "Wishes" section of the agenda, gratitude was expressed for the achieved results, and success was wished for the coming years.

As there were no further items on the agenda, the Chairman concluded the meeting at 02.10 PM. These minutes were prepared in four copies at the meeting venue and were read and signed. **(21/03/2025)**

CEMAL GÜLTEPE **MINISTRY REPRESENTATIVE**	**HAYDAR YENİGÜN** **CHAIRMAN**
MARCO VOTTA **VOTE COLLECTOR**	**ÖZGÜR ERGUN** **SECRETARY**

APPENDIX/1 Dividend Distribution Policy

Our Company distributes dividends in accordance with the provisions of the Turkish Commercial Code, Capital Market Regulations, Tax Regulations and other relevant regulations and the article of our Articles of Association regarding dividend distribution. In dividend distribution, a balanced and consistent policy is followed between the interests of shareholders and the Company in accordance with the Corporate Governance Principles.

In principle, as long as the relevant regulations, **investment needs** and financial possibilities allow, a minimum of 60% of the Company's net distributable profit for the period, calculated in accordance with the Capital Markets Regulations, taking into account market expectations, long-term corporate strategy, investment and financing policies, profitability and cash position, is distributed in cash and/or bonus shares **by the decision of the Ordinary General Assembly or the Extraordinary General Assembly to be held during the year, if necessary, as long as it can be met from the resources available in our legal records.**

It is aimed to distribute dividends within one month at the latest following the General Assembly meeting, and the General Assembly decides on the date of dividend distribution. The General Assembly or, if authorised, the Board of Directors may decide to distribute dividends in instalments in accordance with Capital Market Regulations.

There is no privilege in dividend distribution. Dividends are distributed equally to all existing shares as of the distribution date, regardless of their issue and acquisition dates.

According to the Company's Articles of Association, the Board of Directors may distribute advance dividend provided that it is authorised by the General Assembly and complies with Capital Market Regulations.

APPENDIX/2 Proposal of the Board of Directors for the Distribution of 2024 Profit and the Proposed Profit Distribution Table

Dividend Distribution Table of Türk Traktör ve Ziraat Makineleri A.Ş. for 2024 (TL)			
1. Paid-Up/Issued Capital *			100,066,875.00
2. Total Legal Reserve Fund (According to legal records) **			1,176,780,557.32
Information relating to preferences, if any on dividend distribution according to			None
		According to CMB	According to Legal Records (LR)
3.	Profit for the Period	7,976,136,370.00	7,791,862,171.00
4.	Taxes Payable (-)	-2,235,600,185.00	-1,342,344,779.00
5.	Net Profit for the Period (=)	5,740,536,185.00	6,449,517,392.00
6.	Losses from Previous Years (-)		
7.	General Legal Reserve Fund (-)		
8.	NET DISTRIBUTABLE PROFIT (=)	5,740,536,185.00	6,449,517,392.00
9.	Donations of the Year (+)	38,546,045.00	
10.	Net Distributable Profit of the Period Including Donations	5,779,082,230.00	
11.	First Dividend to Shareholders		
	- Cash ***	3,467,449,338.00	5,003,343.75
	- Bonus Share		
	- Total		
12.	Dividends Paid to Privileged Shareholders		
13.	Other Distributed Dividend		
	- To the Members of the Board		
	- To the Employees		
	- To the Others Who are not Shareholder		
14.	Dividend Distributed to the Owners of Dividend Right Certificate		
15.	Secondary Dividend to Shareholders	1,382,550,662.00	4,844,996,656.25
16.	General Legal Reserve Fund	484,499,665.63	484,499,665.63
17.	Statutory Reserves		
18.	Special Reserves		
19.	Extraordinary Reserves	406,036,519.38	1,115,017,726.38
20.	Other Resources that Assumed to be Distributed		
	- From Excess Reserves		
	- From Other Capital Reserves		
	- From Legal Reserves		
21.	General Legal Reserve Fund for Other Resources that Assumed to be Distributed		
	- From Extraordinary Reserves		
	- Other Capital Reserves		
	- Legal Reserves		

* The amount is the registered nominal capital amount and the capital inflation adjustment difference amounting to 1,645,079,202.35 TL as of 31.12.2024 is included in the records prepared in accordance with TPL.
** The amount is nominal general legal reserves and in the records prepared in accordance with TPL after the application of inflation accounting, there is an inflation adjustment difference amounting to TL 1,525,177,698.89 as of 31.12.2024 related to legal reserves.
*** First dividend amount is calculated by considering the registered nominal capital amount.

Dividend Share Rates Table

	GROUP	TOTAL DISTRIBUTED NET DIVIDEND AMOUNT		TOTAL DISTRIBUTED DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT	NET DIVIDEND CORRESPONDING TO ONE SHARE WITH A NOMINAL VALUE OF TL 1	
		CASH (TL)	BONUS SHARE (TL)	RATE (%)	AMOUNT (TL)	RATE (%)
NET	A	1,818,750,000	-	31.68%	48.46759	4,846.75873
	B	1,727,812,500	-	30.10%	46.04421	4,604.42079
	C	1,030,625,000	-	17.95%	41.19745	4,119.74492
	TOTAL	4,577,187,500		79.73%	-	-

(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) Our limited taxpayer corporate shareholder, which is subject to dividend withholding tax other than the general rate, is CNH Österreich, the Austrian-based foreign shareholder of our Company, which owns Group B shares. Pursuant to Article 10 of the Double Taxation Avoidance and Tax Evasion Agreement with Austria and Article IX of the Protocol, the withholding tax rate for dividends paid by a company resident in Turkey is determined as 5%. Net dividend for Group B shares is calculated by taking this rate into consideration.

(4) Net dividend amount for Group C shares is calculated assuming that all shares are held by real persons and using a withholding tax rate of 15%.

TÜRK TRAKTÖR VE ZİRAAT MAKİNELERİ A.Ş.
ESAS SÖZLEŞME TADİL TASARISI

Eski Metin

Madde 6 - Sermaye

6.1. Şirket, mülga 2499 sayılı Sermaye Piyasası Kanunu hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu'nun 17.03.2005 tarih ve 11/328 sayılı izni ile bu sisteme geçmiştir.

6.2. Şirket'in kayıtlı sermayesi ~~250.000.000~~ TL ~~(İkiyüzellimilyon Türk Lirası)~~'dir. İşbu sermaye, beheri 1 (bir) Kuruş nominal değerde olmak üzere ~~25.000.000.000~~ adet paya bölünmüştür.

6.3. Sermaye Piyasası Kurulu'nca verilen kayıtlı sermaye tavanı izni ~~2021-2025~~ yılları arasındaki 5 (beş) yıllık dönem için geçerlidir. ~~2025~~ yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşılamamış olsa dahi, ~~2025~~ yılından sonra Yönetim Kurulu'nun sermaye artırım kararı alabilmesi için; daha önce izin verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulu'ndan izin almak suretiyle Genel Kuruldan yeni bir süre için yetki alması zorunludur. Söz konusu yetkinin alınmaması durumunda Şirket yönetim kurulu kararıyla sermaye artırımı yapamaz.

6.4. Şirketin çıkarılmış sermayesi 100.066.875.-TL (Yüzmilyonaltmışaltıbinsekizyüzyetmişbeş Türk Lirası)'dir. Son olarak Şirketin 53.369.000 TL'lik sermayesi tamamı iç kaynaklardan karşılanmak suretiyle 46.697.875 TL artırılarak 100.066.875 TL'ye çıkarılmıştır. Bu sermaye beheri 1 (bir) Kuruş nominal değerde ve tamamı nama yazılı 3.752.507.812,50 adedi A Grubu; 3.752.507.812,50 adedi B Grubu ve 2.501.671.875 adedi C Grubu olmak üzere üç gruba ayrılmıştır.

	HİSSE	SERMAYE YAPISI		
HİSSEDARLAR	GRUBU	PAY ADEDİ	TUTAR	%
KOÇ HOLDİNG A.Ş.	A	3.752.507.812,50	37.525.078,125	37,50
CNH INDUSTRIAL OSTERREICH GmbH	B	3.752.507.812,50	37.525.078,125	37,50
HALKA AÇIK KISIM VE DİĞER	C	2.501.671.875,00	25.016.718,75	25,00
GENEL TOPLAM		10.006.687.500,00	100.066.875,00	100

Şirketin 100.066.875,00 TL'lik çıkarılmış sermayesinin tamamı ortaklarca muvazaadan ari olarak taahhüt edilmiş, ödenmiş ve karşılanmıştır.

6.5. Yönetim Kurulu, ~~2021-2025~~ yılları arasında yukarıda yazılı kayıtlı sermaye tavanı ile sınırlı olmak üzere beheri 1 kuruş nominal değerde nama yazılı pay çıkararak çıkarılmış

Yeni Metin

Madde 6 - Sermaye

6.1. Şirket, mülga 2499 sayılı Sermaye Piyasası Kanunu hükümlerine göre kayıtlı sermaye sistemini kabul etmiş ve Sermaye Piyasası Kurulu'nun 17.03.2005 tarih ve 11/328 sayılı izni ile bu sisteme geçmiştir.

6.2. Şirket'in kayıtlı sermayesi 2.000.000.000 TL (İkimilyar Türk Lirası)'dir. İşbu sermaye, beheri 1 (bir) Kuruş nominal değerde olmak üzere 200.000.000.000 adet paya bölünmüştür.

6.3. Sermaye Piyasası Kurulu'nca verilen kayıtlı sermaye tavanı izni 2025-2029 yılları arasındaki 5 (beş) yıllık dönem için geçerlidir. 2029 yılı sonunda izin verilen kayıtlı sermaye tavanına ulaşılamamış olsa dahi, 2029 yılından sonra Yönetim Kurulu'nun sermaye artırım kararı alabilmesi için; daha önce izin verilen tavan ya da yeni bir tavan tutarı için Sermaye Piyasası Kurulu'ndan izin almak suretiyle Genel Kuruldan yeni bir süre için yetki alması zorunludur. Söz konusu yetkinin alınmaması durumunda Şirket yönetim kurulu kararıyla sermaye artırımı yapamaz.

6.4. Şirketin çıkarılmış sermayesi 100.066.875.-TL (yüzmilyonaltmışaltıbinsekizyüzyetmişbeş Türk Lirası)'dir. Son olarak Şirketin 53.369.000 TL'lik sermayesi tamamı iç kaynaklardan karşılanmak suretiyle 46.697.875 TL artırılarak 100.066.875 TL'ye çıkarılmıştır. Bu sermaye beheri 1 (bir) Kuruş nominal değerde ve tamamı nama yazılı 3.752.507.812,50 adedi A Grubu; 3.752.507.812,50 adedi B Grubu ve 2.501.671.875 adedi C Grubu olmak üzere üç gruba ayrılmıştır.

	HİSSE	SERMAYE YAPISI		
HİSSEDARLAR	GRUBU	PAY ADEDİ	TUTAR	%
KOÇ HOLDİNG A.Ş.	A	3.752.507.812,50	37.525.078,125	37,50
CNH INDUSTRIAL OSTERREICH GmbH	B	3.752.507.812,50	37.525.078,125	37,50
HALKA AÇIK KISIM VE DİĞER	C	2.501.671.875,00	25.016.718,75	25,00
GENEL TOPLAM		10.006.687.500,00	100.066.875,00	100

Şirketin 100.066.875,00 TL'lik çıkarılmış sermayesinin tamamı ortaklarca muvazaadan ari olarak taahhüt edilmiş, ödenmiş ve karşılanmıştır.

6.5. Yönetim Kurulu, 2025-2029 yılları arasında yukarıda yazılı kayıtlı sermaye tavanı ile sınırlı olmak üzere beheri 1 kuruş nominal değerde nama yazılı pay çıkararak çıkarılmış

24 Şubat 2025

T.C. Şubat 2025

sermayeyi arttırabilir. Her halükarda Yönetim Kurulu, sermaye artışı esnasında mevcut A, B ve C Grubu pay sahiplerinin Şirket'te sahip oldukları payların oranı nispetinde yeni A, B ve C Grubu pay çıkartacaktır. Sermaye artırımlarına ortaklar, sahip oldukları hisselerle aynı grupta ihraç edilecek payları alarak iştirak ederler. Kullanılan ve kullanılmayan rüçhan hakları için Sermaye Piyasası Kurulu düzenlemelerine ve işbu Esas Sözleşmedeki hükümlere uyulur. Sermaye Piyasası Kurulu düzenlemelerinin gerektirdiği hallerde çıkarılan payların bedeli nakden ve peşin olarak alınır. Çıkarılan paylar tamamen satılarak bedelleri ödenmedikçe, yeni pay çıkarılamaz. Şirket'in sermayesi, gerektiğinde Türk Ticaret Kanunu ve Sermaye Piyasası Mevzuatı hükümleri çerçevesinde artırılabilir veya azaltılabilir. **6.6.** Yönetim Kurulu yeni pay çıkarılmasına karar verirken, imtiyazlı veya nominal değerinin üzerinde (primli) pay çıkarabilir ve mevcut pay sahiplerinin yeni pay alma haklarını kısıtlayabilir. Yeni pay alma kısıtlama yetkisi pay sahipleri arasında eşitsizliğe yol açacak şekilde kullanılamaz. **6.7.** Şirketin paylarının tamamı nama yazılıdır. Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.	sermayeyi arttırabilir. Her halükarda Yönetim Kurulu, sermaye artışı esnasında mevcut A, B ve C Grubu pay sahiplerinin Şirket'te sahip oldukları payların oranı nispetinde yeni A, B ve C Grubu pay çıkartacaktır. Sermaye artırımlarına ortaklar, sahip oldukları hisselerle aynı grupta ihraç edilecek payları alarak iştirak ederler. Kullanılan ve kullanılmayan rüçhan hakları için Sermaye Piyasası Kurulu düzenlemelerine ve işbu Esas Sözleşmedeki hükümlere uyulur. Sermaye Piyasası Kurulu düzenlemelerinin gerektirdiği hallerde çıkarılan payların bedeli nakden ve peşin olarak alınır. Çıkarılan paylar tamamen satılarak bedelleri ödenmedikçe, yeni pay çıkarılamaz. Şirket'in sermayesi, gerektiğinde Türk Ticaret Kanunu ve Sermaye Piyasası Mevzuatı hükümleri çerçevesinde artırılabilir veya azaltılabilir. **6.6.** Yönetim Kurulu yeni pay çıkarılmasına karar verirken, imtiyazlı veya nominal değerinin üzerinde (primli) pay çıkarabilir ve mevcut pay sahiplerinin yeni pay alma haklarını kısıtlayabilir. Yeni pay alma kısıtlama yetkisi pay sahipleri arasında eşitsizliğe yol açacak şekilde kullanılamaz. **6.7.** Şirketin paylarının tamamı nama yazılıdır. Sermayeyi temsil eden paylar kaydileştirme esasları çerçevesinde kayden izlenir.

Madde No	Katılımcı	Pay Sahibi	Muhalefet Şerhi
9	GÜRSOY HAFIZOĞLU	GÜRSOY HAFIZOĞLU	Levent Çakıroğlu, Haydar Yenigün, Gerrit Andreas Dr. Marx, Markus Müller, Matthieu Jean-Marie Bernard Séjourné, Özgür Burak Akkol, Stefano Pampalone, Marco Votta, İbrahim Aykut Özüner, Osman Turgay Durak şeklindeki 10 erkek adaya karşılık 0 kadın adayınız var. TÜSİAD'ın bir raporunda şöyle diyor; 2023 yılında dünyanın en büyük ekonomilerinden biri olmayı hedefleyen Türkiye'nin kadınları ortak etmeden bu hedefi gerçekleştirmesi mümkün gözükmemektedir. Bu anlayışla kadınların toplumsal hayatın her alanına aktif olarak katılmaları, demokrasi ve toplumsal gelişme kapsamında değerlendirilmeli, aynı bakış açısıyla, cinsiyet eşitliğini sekteye uğratan faktörler bir toplumsal sorun olarak algılanmalıdır. Bir dahaki yönetim kurulunda kadın adayları da görmek umuduyla.

TOPLANTI BAŞKANI
HAYDAR YENİGÜN

TUTANAK YAZMANI
ÖZGÜR ERGUN

OY TOPLAMA MEMURU
MARCO VOTTA

Bakanlık Temsilcisi
Cemal Gülten