



TÜMOSAN

TÜMOSAN MOTOR VE TRAKTÖR SANAYİ A.Ş.
CONSOLIDATED ANNUAL REPORT OF THE BOARD OF DIRECTORS
FOR THE ACCOUNTING PERIOD JANUARY 1 - DECEMBER 31, 2023

A. INTRODUCTION**1. Report Period**

This report covers the working period of 1 January 2023 - 31 December 2023.

**2. Trade Name of the Partnership / Trade Registration No. / Mersis (Central System
Registration) No.**

TÜMOSAN MOTOR VE TRAKTÖR SANAYİ A.Ş. / 505991/ 0050 0361 6010 0013

3. Contact Details**Factory**

Büyükkayacık Mahallesi Aksaray Çevre Yolu Caddesi No: 7/1 Selçuklu-Konya - TURKEY

Phone number: (332) 239 05 40 (Ext. 10)

Fax : (332) 239 11 88

Head Office

Maltepe Mahallesi Londra Asfaltı Caddesi No: 28/1 Topkapı, 34010, Zeytinburnu / İstanbul

Phone number: (212) 468 19 00 Pbx

Fax : (212) 465 28 91

R&D Center

Maltepe Mahallesi Londra Asfaltı Caddesi No: 28/1 Topkapı, 34010, Zeytinburnu / İstanbul

Phone number: (212) 468 19 00 Pbx

Fax : (212) 465 28 91

Web

www.tumosan.com.tr

Corporate E-Mail Address

musterihizmetleri@tumosan.com.tr

4. Boards Appointed During the Period and Shareholding Structure
Board of Directors:

Name-Surname	Position/Title	Office Period	Independent Member of the Board of Directors or Not	Committees and Duties
Ahmet ALBAYRAK	Chairperson of the Board of Directors	3 years from 01.09.2022	Not Independent Member	
Nuri ALBAYRAK	Vice Chairperson of the Board of Directors	3 years from 01.09.2022	Not Independent Member	
Muzaffer ALBAYRAK	Member of the Board of Directors	3 years from 01.09.2022	Not Independent Member	
Mesut Muhammet ALBAYRAK	Member of the Board of Directors	3 years from 01.09.2022	Not Independent Member	Corporate Governance Committee - Early Detection of Risk Committee
Aygün KARAKAŞ	Member of the Board of Directors	3 years from 28.11.2023	Independent Member	Audit Committee
Ismail YÜKSEK	Member of the Board of Directors	3 years from 01.09.2022	Independent Member	Corporate Governance Committee - Early Detection of Risk Committee - Audit Committee

				Committee
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They are obliged to fulfill the duties written in the Turkish Commercial Code and the articles of association.

The term of office of the Board of Directors is determined as 3 years in the articles of association. At the end of this period, it is possible to re-elect members whose duties have expired. In the event that a membership becomes vacant for any reason, the Board of Directors temporarily elects a person who meets the legal conditions specified in the Turkish Commercial Code and Capital Markets legislation as a member to this position and submits it to the approval of the first General Assembly to be held. Thus, the elected member completes the ex-member's term.

The number and qualifications of the independent members who will take office in the Board of Directors are determined according to the regulations of the Capital Markets Board regarding corporate governance. According to corporate governance principles, there must be at least 2 independent members on the board of directors. Members of the Board of Directors can take office as Members of the Board of Directors in other companies, including companies with similar fields of activity, provided that permission is granted in the General Assembly, and there is no other special regulation or limitation in this regard.

Ahmet ALBAYRAK - Chairperson of the Board of Directors:

Ahmet Albayrak was born in the district of Of, Trabzon in 1954 and successfully completed his primary and secondary education in Trabzon and his high school education in Istanbul. Ahmet Albayrak successfully completed many construction investments in both public and private sector projects. In the early 1990s, Ahmet Albayrak became a businessman in Turkey for the first time in sectors such as municipal solid waste collection, water-electricity-gas meter reading, fleet vehicle rental to public institutions. Ahmet Albayrak, who stepped into the industrial sector in the mid-1990s, entered the privatization tenders of some industrial facilities that were on the verge of closure. Accordingly, Albayrak Holding, which bought Konya Ereğli Sümerbank textile in 1997, Trabzon Port operation in 2003, and Konya Tümosan Tractor and Diesel Engine factories in 2004, modernized all three companies and successfully brought them into the Turkish industry as a producer company. Ahmet Albayrak has been continuing important investment projects by being awarded some public tenders at international standards in Lahore, the Capital of Pakistan's Punjab Province, since 2011. Albayrak Holding, which has been

recently awarded the Lahore Metrobus operation tender, has been providing quality and economical transportation services with 100 luxury buses since March 2013.

Nuri ALBAYRAK - Vice Chairperson of the Board of Directors:

Nuri Albayrak was born on 14 December 1959 in the district of Of, Trabzon. He graduated from Istanbul Religious Vocational High School in 1978. He still serves as the Vice Chairperson of the Board of Directors in Albayrak Holding A.Ş., a continuously growing group in business life since 1952. Apart from his mother tongue Turkish, he speaks Arabic as a foreign language at the basic proficiency level. Albayrak Holding, by adding new investments in a 60-year period to its investments that started in the construction sector in 1952, today operates in 6 different sectors, including construction, industry, logistics, service, energy, tourism and media, with more than 20 companies. Albayrak Holding employs a total of more than 10,000 people with its investments in Turkey, Pakistan, and Iraq. It also represents Albayrak Holding in MUSIAD Businessmen's Association in the business world.

Muzaffer ALBAYRAK - Member of the Board of Directors

Muzaffer Albayrak was born in 1966 in Trabzon's Of district. He graduated from Istanbul Religious Vocational High School in 1984. Muzaffer Albayrak, who started his business life in Albayrak Holding, a group that has been growing continuously since 1952, is still a member of the Board of Directors of Albayrak Holding A.Ş. Apart from his mother tongue Turkish, he speaks English as a foreign language at the basic proficiency level. Albayrak Holding, by adding new investments in a 65-year period to its investments that started in the construction sector in 1952, today operates in 6 different sectors, including construction, industry, logistics, service, energy, tourism and media, with more than 20 companies. Albayrak Holding employs a total of more than 10,000 people with its investments in Turkey, Pakistan, and Somalia.

Mesut Muhammet ALBAYRAK - Member of the Board of Directors

Mesut Muhammet Albayrak, born in 1981, graduated from the Faculty of Economics and Administrative Sciences, Department of Business Administration. He started his career in 2000 with Albil, the technology company he founded within the Albayrak Group. In the following years, he also managed the Human Resources and Corporate Communications units within the Albayrak Group. In 2005, he assumed duties within the Albayrak Group as a Member of the Executive Board responsible for Information Technologies, Human Resources and Corporate Communications. In 2008, he took part in the establishment of the Albayrak Foundation together

with the late Hacı Ahmet Albayrak, the founder of Albayrak Group. In addition to being a member of the Board of Trustees and Board of Directors of Albayrak Foundation, he is also a founding Member of the Board of Trustees of the Selçuklu Individuals with Autism Education Foundation, SOBE in short. He has been a Member of the Executive Board of Albayrak Holding since 2007 and Albayrak Yayın Holding since 2008.

Aygün KARAKAŞ – Independent Member of the Board of Directors

Aygün Karakaş, born in 1960 in the Çaykara district of Trabzon, completed his primary and secondary education in Istanbul. After graduating from Boğaziçi University's Electronics Department, he continued his higher education in the United States at Wright State University in Ohio, where he pursued a Master's degree in Systems Engineering. Following this, he completed two separate Master's degrees in Social and Applied Economics and International Business at the same university. He worked as a Teaching and Research Assistant at Wright State University for three years. Upon returning to Turkey, Karakaş entered the business world and currently serves as the Chairman of the Board of Directors for four companies operating in the Energy, Health, and Construction sectors. Additionally, since 2020, he has held the position of Consul General of the Republic of Gambia in Istanbul. Apart from his professional endeavors, Karakaş holds active roles in various foundations, associations, and professional organizations. Some of the positions he currently holds include Membership of the Board of Trustees of the Boğaziçi University Alumni Association (BURA), Membership of the Assembly of the Karadeniz Foundation, and Membership of the Board of Trustees of the Çaykara and Dernekpazarı Foundation. Among his past roles are Membership of the Istanbul Chamber of Commerce Assembly, Coordination of the Mediterranean Chambers of Commerce and Industry Union (ASCAME), Membership of the Independent Industrialists' and Businessmen's Association (MÜSİAD), Membership of the Istanbul World Trade Center Board of Directors, Vice Presidency of the Turkish-Bahrain Business Council of the Foreign Economic Relations Board (DEİK), Presidency of the Turkish-Gambia Business Council, Membership of the Board of Directors of the North Star Health Volunteers Association, Vice Chairmanship of the Istanbul Provincial General Assembly Planning and Budget Commission, and Vice Chairmanship of the Culture and Social Services Commission. Karakaş is married and has two children.

İsmail YÜKSEK - Independent Member of the Board of Directors

Born in 1963 in Trabzon, Çaykara Maraşlı Village, İsmail Yüksek graduated from Maraşlı Village Primary School in 1974, Beykoz Ziya Ünsal Secondary School in 1977, and Paşabahçe Ferit İnal

High School in 1980. İsmail Yüksek, who completed his undergraduate education at Yıldız Technical University in 1984, received his Master's degree in 1987 and PhD degree in 1995 from the same university. İsmail Yüksek, who worked as a research assistant between 1986-1994 at Yıldız Technical University, as a lecturer in 1995-1996, as Assistant Professor between 1999-2005, and as Associate Professor between 2005, continued his duty as Professor at the same university from 2016 to 1994-1995. İsmail Yüksek, who worked on a research project on vehicle vibrations at Milan Polytechnic with the scholarship given by the Italian Government in 1999-2000, did post-doctoral studies at JST Mechanical Engineering Laboratory with the Japanese Ministry of Industry scholarship between 1996-1999. İsmail Yüksek, who teaches undergraduate courses titled Machine Dynamics I, Machine Dynamics II, Automatic Control, Computer Aided Drawing and Basic Computer Technologies and Usage, graduate courses titled Vibration Isolation, System Dynamics and Control and Active Control of Vehicle Vibrations, has many national and international studies. He has international publications. İsmail Yüksek, who did his military service as a Control Engineer at the Ministry of National Defense, Construction Real Estate Department between 1987-1988, served as the Consultant of the Istanbul Chamber of Industry between 1999-2018, and the Vice-President of the Turkish Engineers Union between 1999-2006.

İsmail Yüksek's administrative duties include Head of Mechatronics Engineering Department (2007), Head of Machine Theory, System Dynamics and Control Department (2006-2007), Member of Faculty Board (2007), Deputy Dean of Faculty of Mechanical Engineering (2003 - 2005), Department of Mechanical Engineering Vice President (2003- 2004), Mechanical Faculty Board Member (2004- 2006), Mechanical Faculty Faculty Board Member (2004 -2006), KOSGEB Consultancy (2004 -2008), TÜBİTAK-MAKITEG Field Committee Member (2008-2010) and TÜBİTAK-MAKITEG referee (2005-2008). Yüksek served as a member of TÜBİTAK Scientific Board between September 12, 2011 and 2014 and as a Member of TÜBİTAK MAM Board of Directors between 2013 and 2016.

Prof. Dr. İsmail Yüksek served as the Rector of Yıldız Technical University between August 2008 - 2016. He was appointed as the advisor to Faruk Özlü, the Minister of Science, Industry and Technology, upon the expiration of his term as the Rector. On 22 December 2016, President Recep Tayyip Erdoğan appointed Prof. İsmail Yüksek as the Rector of Antalya Bilim University. He still serves as the Rector of this university. İsmail Yüksek speaks English, is married and has three children.

Declarations of Independency of the Independent Members of the Board of Directors:**Declaration of Independency**

Since I was elected as an independent member of the board of directors of Tümosan Motor ve Traktör Sanayi Anonim Şirketi (Company), I declare that I meet all of the following “independent member” criteria set in clause 4.3.6 of the Corporate Governance Communiqué numbered II-17.1 of the Capital Market Board.

1) There has been no employment relation at manager level to undertake significant roles and responsibilities, more than 5 percent of capital or voting rights or privileged shares has not been collectively or individually acquired or no material commercial relationship has been established during the last five years between the Company, partnerships in which the Company has management control or material effect, shareholders having management control on the Company or having material effect on the Company, legal persons in which such shareholders have management control, and me, my spouse and my second degree relatives by blood and marriage.

2) During the last five years, I have not taken office as a shareholder (5 percent and above), employee in capacity of manager to undertake significant roles and responsibilities or member of the board of directors in the companies from/to which the Company has considerably purchased/sold service or product, within framework of the agreements concluded including notably the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, for the period during which such service or product purchase or sales transactions have been performed.

3) I have the professional education, knowledge, and experience to carry out properly the duties that I shall undertake as an independent member of the board of directors.

4) I will not work as a full-time employee in public institutes and institutions, except for being a faculty member at a university and provided that it is consistent with the legislation, after being elected as a member.

5) I am considered a resident of Turkey pursuant to the Income Tax Law dated 31/12/1960 and numbered 193.

6) I possess strong ethical standards, professional reputation, and experience to make positive contributions to the Company's activities, to preserve my impartiality in any conflict of

interest between the company and its shareholders, and to decide independently taking into account the interests of the stakeholders.

7) I will spare time for works of the Company to such extent that I can track functioning of the Company's activities and completely fulfill the requirements of the duties I assume.

8) I have not served as a board member at the Company's board of directors for more than six years in the last ten years.

9) I do not take office as an independent member of the board of directors in the Company and in more than three of the companies controlled by the shareholders having management control on the Company and, in total, in more than five of the companies being traded in the stock market.

10) I have not been registered and announced in the name of a legal entity that has been elected as a member of the board of directors.

I submit this declaration to the information of the Board of Directors, the General Assembly, our shareholders, and all stakeholders.

28/11/2023

AYGÜN KARAKAŞ

Declaration of Independence

Since I was elected as an independent member of the board of directors of Tümosan Motor ve Traktör Sanayi Anonim Şirketi (Company), I declare that I meet all of the following “independent member” criteria set in clause 4.3.6 of the Corporate Governance Communiqué numbered II-17.1 of the Capital Market Board.

1) There has been no employment relation at manager level to undertake significant roles and responsibilities, more than 5 percent of capital or voting rights or privileged shares has not been collectively or individually acquired or no material commercial relationship has been established during the last five years between the Company, partnerships in which the Company has management control or material effect, shareholders having management control on the Company or having material effect on the Company, legal persons in which such shareholders have management control, and me, my spouse and my second degree relatives by blood and marriage.

2) During the last five years, I have not taken office as a shareholder (5 percent and above), employee in capacity of manager to undertake significant roles and responsibilities or member of the board of directors in the companies from/to which the Company has considerably purchased/sold service or product, within framework of the agreements concluded including notably the Company's audit (including tax audit, legal audit, internal audit), rating and consultancy, for the period during which such service or product purchase or sales transactions have been performed.

3) I have the professional education, knowledge, and experience to carry out properly the duties that I shall undertake as an independent member of the board of directors.

4) I will not work as a full-time employee in public institutes and institutions, except for being a faculty member at a university and provided that it is consistent with the legislation, after being elected as a member.

5) I am considered a resident of Turkey pursuant to the Income Tax Law dated 31/12/1960 and numbered 193.

6) I possess strong ethical standards, professional reputation, and experience to make positive contributions to the Company's activities, to preserve my impartiality in any conflict of interest between the company and its shareholders, and to decide independently taking into account the interests of the stakeholders.

7) I will spare time for works of the Company to such extent that I can track functioning of the Company's activities and completely fulfill the requirements of the duties I assume.

8) I have not served as a board member at the Company's board of directors for more than six years in the last ten years.

9) I do not take office as an independent member of the board of directors in the Company and in more than three of the companies controlled by the shareholders having management control on the Company and, in total, in more than five of the companies being traded in the stock market.

10) I have not been registered and announced in the name of a legal entity that has been elected as a member of the board of directors.

I submit this declaration to the information of the Board of Directors, the General Assembly, our shareholders, and all stakeholders.

01/09/2022

İSMAİL YÜKSEK

5. Operating Principles of the Board of Directors

The qualifications sought in the election of a member of our company's board of directors are in line with the qualifications in our articles of association, CMB legislation and Corporate Governance Principles. During the period of 01.01.2023-31.12.2023, 23 meetings were held and the decisions were taken unanimously.

6. Committees

Our company has determined the Corporate Governance Committee, Audit Committee and Early Detection of Risk Committee under the board of directors in accordance with the Corporate Governance Principles, the principles of which are determined by the CMB legislation, on 10.06.2013. Due to the structure of the board of directors in the company, a separate nomination committee could not be established, and the Corporate Governance Committee assumes the duties of this committee. In accordance with the CMB's Corporate Governance Communiqué numbered II-17.1, as of 1 July 2014, the managers of the investor relations units of the companies are required to be members of the corporate governance committee at the same time. Our company has appointed the investor relations unit manager as a member of the corporate governance committee within the framework of the compliance process with corporate governance principles. Decisions taken as a result of the independent studies by the committees are presented to the Board of Directors as suggestions, and the final decision is taken by the Board of Directors. The committees of the board of directors and the members of the board of directors who took charge in these committees as of 31.12.2023 are as follows.

Board of Directors Committee	Member	Position / Membership and Independency Status
CORPORATE GOVERNANCE COMMITTEE	Ismail Yüksek	Committee Member / Independent Member of the Board of Directors
	Mesut Muhammet Albayrak	Committee Member / Member of the Board of Directors
	Niyazi Akkalp	Committee Member / Committee Member from outside the Board of Directors

AUDIT COMMITTEE	İsmail Yüksek	Committee Member / Independent Member of the Board of Directors
	Aygün Karakaş	Committee Member / Independent Member of the Board of Directors
EARLY DETECTION OF RISK COMMITTEE	İsmail Yüksek	Committee Member / Independent Member of the Board of Directors
	Mesut Muhammet Albayrak	Committee Member / Member of the Board of Directors

7. Auditor

VİZYON GRUP BAĞIMSIZ DENETİM A.Ş.

It was unanimously accepted to sign a contract with Vizyon Grup Bağımsız Denetim A.Ş. for the independent external audit of our company for 2023 and to submit it to the 2022 ordinary general assembly, to be held on Tuesday, November 28, 2023, for approval.

8. Changes in Capital

There is no change in the capital of our company. As of the latest situation, the registered capital ceiling and issued capital amounts are as follows.

Issued Capital	TRY 115,000,000
Registered Capital Ceiling	TRY 500,000,000

9. Shareholding Structure and Voting Rights

The shares of Tümosan Motor and Traktör Sanayi A.Ş are divided into two groups as A and B groups. In the election of the members of the board of directors, each group A share has 15 voting rights, and each group B share has 1 vote. Group A shares represent 10.43% of the capital, while Group B shares represent 89.57%.

Share Group	Registered/Bearer Shares	Nominal Value of One Share (TRY)	Number of Shares	Total Nominal Values (TRY)
A	Registered Shares	1.00	12,000,000.00	12,000,000.00
B	Bearer Shares	1.00	103,000,000.00	103,000,000.00
TOTAL				115,000,000.00

As of 31.12.2023, the shareholding structure constituting the capital is as follows:

Shareholder's Trade Name/Name-Surname	Share in Capital (TRY)	Share in Capital (%)
EREĞLİ TEKSTİL TURİZM SAN. VE TİC. A.Ş.	70,000,000.16	60.87
NURİ ALBAYRAK	2,000,000.00	1.74
AHMET ALBAYRAK	2,000,000.00	1.74
KAZIM ALBAYRAK	2,000,000.00	1.74
MUZAFFER ALBAYRAK	2,000,000.00	1.74
MUSTAFA ALBAYRAK	2,001,285.00	1.74
BAYRAM ALBAYRAK	2,000,000.00	1.74
Other	32,998,714.84	28.69
TOTAL	115,000,000.00	100.00

10. Information on Significant Lawsuits Filed and Continuing Against the Company and Possible Consequences

There are no lawsuits that could significantly affect the financial situation and activities of the company.

11. Information on the Conflicts of Interest Between the Company and the Institutions It Provides Services on Issues such as Investment Advisory and Rating, and the Measures Taken by the Company to Prevent These Conflicts of Interest

None.

12. Financial Fixed Asset Acquisition During the Year

In the accounting period 01.01.2023 - 31.12.2023, no financial fixed assets were acquired.

13. Information on the Transactions of the Members of the Board of Directors with the Company on behalf of themselves or someone else within the framework of the permission given by the General Assembly of the Company and their Activities within the Scope of the Prohibition of Competition

During the Ordinary General Assembly Meeting held on 01/09/2022, it was unanimously decided that shareholders having the management control, Board Members, senior managers and their spouses and blood-related and marriage-related relatives up to second degree can perform the works stated in articles 395 and 396 of Turkish Commercial Code in order to make operations that can cause conflict of interest and to compete.

14. Information about the partnership's personnel, worker movements, collective bargaining practices, as well as rights and benefits provided to personnel and workers:

Provisions determined in the Labor Law are applied for company employees. As of December 31, 2023, the total number of employees is 755. (December 31, 2022: 581)

15. Information on whether the partnership has organizations other than the head office:

None.

B. FINANCIAL RIGHTS PROVIDED TO MEMBERS AND SENIOR EXECUTIVES

All kinds of rights, benefits and wages provided to the members of the board of directors in accordance with the articles of association of our company are determined by the general assembly. The sum of the benefits provided to the senior management for the interim accounting period ending on 31 December 2023 is **TRY 8.879.844** (1 January - 31 December 2022: **TRY 6.616.933**).

C. RESEARCH AND DEVELOPMENT STUDIES OF THE COMPANY

- R&D studies are carried out as Diesel Engine, Transmission, Powertrain, Off-Road Vehicles and their derivatives.
- The R&D Center is located in Istanbul, and the test laboratories and production facilities are located in Konya.

R&D Studies:**Completed Projects**

- 4WD Front Axle Design and Production
- 16 x 16 Gearbox Design and Production
- Stage III-A Engine Design and Production
- 3 and 4 Cylinder Tractor Design and Production
- 115 HP Tractor Design and Production (MAXIMA)
- Reducing the Noise Level of TÜMOSAN Tractor Engines and Prototype Production
- Design and Prototype Production for Conversion of TÜMOSAN Diesel Engines to LPG and CNG Fueled Engines
- New Generation Inline 4 and 6 Cylinder Turbo Intercooler Diesel Engine Design Compatible with Stage IV Emission Standards
- Domestic Transmission Design and Production to Adapt to Tractors with Engine Power in the Range of 45-65 HP, with 12x12 and 8x8 Gear Options, 4x4 Full Synchromesh
- Hydraulic Driven 4-Wheel Driven Type Dry System Cotton Picker Design and Development
- Development of Hardware and Software of Basic Electronic Control Unit for Diesel Engines
- Development of Electronic Control Unit in Diesel Engines
- 8+1 Automatic Synchromesh Mechanical Transmission Design
- 75-85-95-105 HP Marine Engine Design and Production
- Fully Domestic, Transmission Integrated Axle 3.5 Tonne Diesel Forklift Design and Production

- Aircraft Stop System Rewind Motor Project
- Development of Tractor Electronic Control Unit for Precision Agriculture Applications
- Diesel Marine Engine Development
- 45-55 HP 8+2 Transaxle Development
- Powershuttle Transaxle Development
- Powershuttle Transaxle Test Station Project
- 3.5 Tonne Forklift Project
- Garden Transaxle with Powershuttle Project
- TMSN 5DF Forklift Project

Ongoing Projects

- T-980 125 HP 24+12 Transaxle Development Project
- Fully Automatic Transmission, with Torque Converter, Hydraulic Project
- (PUSAT) National Integrated Light Class Tactical Wheeled Vehicle Project
- 9100 Series Tractor Project
- Generator Application Project
- TMSN X7.4 Engine Marinization Project
- TMSN X7.4 and X7.5 Engines Integration and Qualification Project
- 10.000 Series Tractor Project
- (PUSAT Hybrid) 4x4 Hybrid Vehicle Project
- TUMOSAN Automatic Steering System Development Project
- Power Pack Modernization Project
- TUMOSAN Tractors Common Rail Engine Development Project (Stage V)
- Next Generation Tractor Project with Stage V Engine
- TUMOSAN Backhoe Loader Prototype Vehicle Project
- T-180 45-55 Hp 8+2 Transaxle Development Project-Mass Production Changes

- T-780 Powershuttle Transaxle Development Project-Mass Production Changes
- 3100/3200 Series Front Axle Development Project
- HATTAT Tractor 3-Cylinder Mechanical Engine Application Project
- Rope Gear Controlled T-780 Transaxle Development Project
- Tractor Dashboard Development Project
- Industrial Design Renovation Project on 8000 and 9000 Series Tractors
- 3.5 Tonne Forklift Stage V Project
- 9000 Series Tractor Project
- Industrial Design Renovation Project on 8100 and 9100 Series Tractors
- 5 Tonne Forklift Stage V Project
- New Type TMSN X7 Marine Engine Project

Planned Projects

- 145-165-185 HP Tractor Design and Production
- Hydraulic Hi-Lo and Forward-Reverse Application in 12x12 and 16x16 Transmissions
- Armored Combat Vehicle Power Group Development
- Diesel, Hybrid, Electric Towing Vehicle (Tow tractor) Design and Production
- 8-10 Tonne Forklift Development Project
- Electric, Hybrid Forklift Design and Production
- Telehandler Design and Production
- Hybrid Power Package Development
- TMSN Generator Product Family Project
- New design 8100 and 9100 Tractor Project
- Rope Gear Controlled T-980 Transaxle Development Project

**D. ACTIVITIES OF THE COMPANY AND DEVELOPMENTS REGARDING
ACTIVITIES**
1. Administrative Activities:

Board of Directors

Name-Surname	Position/Title	Office Period	Independent Member of the Board of Directors or Not	Committees and Duties
Ahmet ALBAYRAK	Chairperson of the Board of Directors	3 years from 01.09.2022	Not Independent Member	
Nuri ALBAYRAK	Vice Chairperson of the Board of Directors	3 years from 01.09.2022	Not Independent Member	
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Mesut Muhammet ALBAYRAK	Member of the Board of Directors	3 years from 01.09.2022	Not Independent Member	Corporate Governance Committee - Early Detection of Risk Committee
Aygün KARAKAŞ	Member of the Board of Directors	3 years from 28.11.2023	Independent Member	Audit Committee
İsmail YÜKSEK	Member of the Board of Directors	3 years from 01.09.2022	Independent Member	Corporate Governance Committee - Early Detection of Risk Committee - Audit Committee

They are obliged to fulfill the duties written in the Turkish Commercial Code and the articles of association.

2. Collective Agreement Practices

Our company has no personnel subject to collective agreements.

3. Severance Pay Obligations

As of the end of the period, the severance pay obligation of the company is **TRY 22.372.086**

4. Field of Activity of the Company:

Tümosan Motor and Traktör Sanayi A.Ş (formerly Alçelik Çelik Yapı İnşaat Sanayi ve Ticaret Anonim Şirketi) ("TÜMOSAN" or "Company") was established on 23.06.1976 based on the decision of the Council of Ministers dated 13.11.1975 and numbered 7/10905. It was established in Ankara to produce engine parts, powertrains and similar equipment, but later focused its activities on diesel engine and tractor production. Being one of the first diesel engine manufacturers in Turkey, Tümosan not only supplied diesel engines to tractors produced under the same brand, but also produced diesel engines for other companies producing diesel engines for many years.

The company was included in the scope and program of privatization on 18 August 1998 and the shares of the Machinery Chemistry Institute were transferred to the Privatization Administration and it was decided to complete the privatization process within a year.

4 companies participated in the Company's tender held on April 24, 2000. As the sales contract directed to the entrepreneurs determined as the buyer as a result of the tender, respectively, was not signed within the specified time, their guarantees were recorded as revenue and the tender could not be concluded positively. Continuing its activities on a limited basis after the tender, Tümosan, within the scope of the privatization works, the decision of the Privatization Administration dated 03.02.2003 and numbered 2732 regarding the merger of the Company with Sümer Holding A.Ş. with all its rights and liabilities, based on the transfer balance sheet dated 30.11.2002, was registered on 05.02.2003, and the legal entity of Tümosan Türk Motor Sanayi A.Ş was terminated as of this date. Tümosan's factory in Konya was later registered with the trade name of "Sümer Holding A.Ş Tümosan / Türk Motor Sanayii İşletmesi" in the Konya Trade Registry with the trade registration number 26788 on 20.02.2003. For the purpose of privatization, a second tender was made in 2004, and Tümosan was purchased by Alçelik Çelik Yapı İnşaat Sanayi ve Ticaret A.Ş with the sale of assets, and the transfer process was completed on July 1, 2004. Alçelik Çelik Yapı İnşaat San. ve Tic. A.Ş. was established with a capital of TRY 500,000 and the amendment of the articles of association regarding the establishment was registered on 23.09.2003. The title of Alçelik Çelik Yapı İnşaat San ve Tic A.Ş was changed to

Tümoran Motor and Traktör Sanayi A.Ş. at the extraordinary general assembly meeting dated 29.12.2010, and the said change was registered on 06.01.2011.

5. Shares Acquired

Within the accounting period of 01.01.2023 - 31.12.2023, our Company did not acquire any of its own shares.

6. Audits, Litigation, Other Administrative and Judicial Sanctions

There is no lawsuit filed against the Group that may significantly affect the Group's financial situation and activities. There are no private or public audits carried out during the accounting period.

7. Explanations on the administrative or judicial sanctions imposed on the company and the members of the management body due to practices contrary to the provisions of the legislation:

None.

8. Information and evaluations on whether the targets set in the previous periods have been achieved, whether the general assembly resolutions have been fulfilled, if the targets have not been achieved or the resolutions have not been fulfilled, the reasons thereof:

The targets set in the previous periods were achieved and the resolutions of the general assembly were implemented.

9. If an extraordinary general assembly meeting has been held during the year, information regarding the extraordinary general assembly, including the date of the meeting, the decisions taken at the meeting and the related transactions:

No Extraordinary General Assembly meeting was held on 01.01.2023 - 31.12.2023.

10. Information about the donations made by the partnership during the period:

Between 01.01.2023 and 31.12.2023, **TRY 60.899.349** donations were made to Public Benefit foundations, both in kind and in cash.

11. If it is a company affiliated to a group of companies; legal transactions made with the controlling company, with a company affiliated to the controlling company, for the benefit of the controlling company or a company affiliated to it, under the direction of the

controlling company, and all other measures taken or avoided in favor of the controlling company or a company affiliated to it in the previous operating year:

During the period of 01.01.2023 - 31.12.2023, there is no such measure taken or avoided.

12. If it is a company affiliated to a group of companies, according to the circumstances and conditions known to them at the time the legal action mentioned in sub-paragraph (i) is taken or the measure is taken or avoided, whether an appropriate counter-action is provided in each legal action and whether the measure taken or avoided has caused a loss to the company, if the company has suffered a loss, whether it has been compensated:

During the period of 01.01.2023 - 31.12.2023, there was no measure taken or avoided in a way that would harm the company.

13. Information About the Activities of the Business

- In order to meet the increasing needs of the growing tractor market, it is aimed to switch the sales and after-sales points to the 3S (sales, service, spare parts) concept and to further increase the service quality.
- The sales performance and stocks of the dealers are followed up on a weekly basis by the regional directorates and the general directorate.
- In the agricultural sector, where timing is of great importance, after-sales services play a major role in brand preference. Tümosan has an authorized service network at 400 points spread all over the country.
- All authorized services are certified by participating in periodic and new model training at the factory.
- Quality production that will meet all expectations of the customer and continuous change to achieve perfection is the common goal of Tümosan employees. To ensure the quality of the products produced, Tümosan has various important certificates. These are the Production Sufficiency Certificate and the Quality Conformity Certificate. For laboratory quality control, it has a laboratory quality adequacy certificate issued by the Turkish Standards Institute. Tümosan also has TSE-ISO-EN-9000:2015 Quality Management System certificate.

**Information on the Sectors / Markets of Operation, the Position of the Partnership in These
Sectors / Markets, and the Advantages and Disadvantages**

The company operates in the automotive industry and produces agricultural tractors. Agricultural tractors constitute a very important agricultural production input that increases labor productivity in agricultural production, reduces costs, increases product quality and productivity by ensuring that modern production technologies are used, operations are carried out on time and in accordance with agricultural needs.

14. Mission, Vision, and Corporate Values**Mission**

To ensure sustainability in stakeholder satisfaction by producing high quality and technologically equipped products at the right time, to take an active and regulatory role in the defense industry and agriculture sector.

Vision

To be a competent, global company in the agriculture and defense industry.

Values

To work in a customer-oriented manner, taking into account the expectations and needs.

To communicate openly and transparently at all levels and on all platforms.

To make our stakeholders feel that we care about them by advancing with effective teamwork.

To be aware of our social responsibilities, support social responsibility projects.

To make environmentally friendly production.

To strive for the best with our Human Resources Policy in favor of continuous development.

To share the technological developments with our country on the way to become a great Türkiye.

15. Information on the Company's Public Offering:

Tümosan Motor ve Traktör San. A.Ş. shares were offered to the public on December 5, 2012, and it is the second largest public offering in 2012. A total of 30,000,000 shares were offered to the public, with 20,000,000 shares and 10,000,000 shares capital increase from the share sale of Ereğli Tekstil Turizm Sanayi ve Ticaret A.Ş., the controlling shareholder of the Company. As a

result of Demand Collection, 2.93 times more demand was realized. The company is traded on the Istanbul Stock Exchange National Market with the code TMSN.

BIST Material Disclosures:

Material disclosures that our organization should do are reported to the Public Disclosure Platform. These material disclosures can be viewed at www.kap.gov.tr.

16. Investment Activities

During the relevant period, the income from investment activities amounted to **TRY 137.892.087**

17. Number, Structure and Independency of Committees Established by the Board of Directors

According to corporate governance principles, there are at least 2 independent members on the board of directors. Audit Committee, Corporate Governance Committee and Early Detection of Risk Committee have been established in our company.

18. Risk Management and Internal Control Mechanism

The risk management and internal control system has not been established yet. Studies on establishing an effective internal control and risk management continue.

19. Company's Strategic Objectives

Our company's mission, vision and values have been published and are revised and renewed in line with the developments. Our mission, vision and values have been determined, prepared by the company's senior management and within the knowledge of the Board of Directors, and are available on our website.

During the Board of Directors Meetings held at periodic intervals in accordance with the Company's Articles of Association, the company's targets and activities are followed up, including the performance of the previous period. The current situation of the company is reviewed, and new targets and strategies are developed if deemed necessary as a result of current conditions. The Board of Directors oversees the compliance of company activities with the legislation, articles of association, internal regulations and established policies.

20. Production Capacity

Having the largest tractor production capacity in Turkey under one roof, the Company has the opportunity to increase its capacity, if needed, on the existing complex without making any additional land investment. Tümosan has an annual production capacity of 15,000 tractors and 25,000 diesel engines in a single shift. 3-cylinder diesel engines between 48-85 hp and 4-cylinder diesel engines between 75 - 115 hp are produced. Tractor production capacity is 15,000 units per year in one shift and 45,000 units per year in three shifts. In the range of 48-115 hp, 268 different models of tractors are produced under 25 main models in 10 series. Considering the said capacity ratios, it is one of Turkey's most important tractor production facilities.

Production and Sales

31.12.2023	Production	Sales Volume
Tractor	8.198	7.771
Engine	1.303	949

Source: Company Data

	1 January- 31 December 2023	1 January- 31 December 2022
Domestic Sales	7.925.149.865	6.786.891.592
Foreign Sales	72.952.419	114.046.112
Other Sales	--	64.837.064
Gross Revenue	7.998.102.284	6.965.774.768
Sales Returns and Allowances (-)	(13.393.724)	(19.246.295)
Revenue	7.984.708.560	6.946.528.473

The details of sales revenue on product basis are as follows:

	1 January- 31 December 2023	1 January- 31 December 2022
Tractor Sales	6.897.545.293	6.335.837.119
Spare Parts Sales	451.977.106	65.186.461
Engine Sales	164.029.858	146.569.091
Construction Machinery Sales	44.212.931	71.977.187
Agricultural Machinery Sales	8.301.564	5.423.671
Other Sales	418.641.808	321.534.944
Total Revenue	7.984.708.560	6.946.528.473

E. FINANCIAL POSITION
1. Key Indicators
Balance Sheet

	Audited	Audited
ASSETS	31 December 2023	31 December 2022
Current Assets		
Cash and cash equivalents	296.626.561	645.245.300
Financial investments	510.458.461	415.782.374
Trade receivables		
- <i>Trade receivables from related parties</i>	561.640.537	293.956.683
- <i>Trade receivables from non-related parties</i>	1.069.812.572	537.917.503
Other receivables		
- <i>Other receivables from related parties</i>	191.207	17.305.088
- <i>Other receivables from non-related parties</i>	4.287.135	8.303.133
Inventories	2.124.826.996	1.678.782.600
Prepaid expenses	194.346.011	151.765.551
Other current assets	211.754.798	154.580.567
Total Current Assets	4.973.944.278	3.903.638.799
 Non-Current Assets		
Financial investments	--	3.078.153
Other receivables		
- <i>Other receivables from non-related parties</i>	170.082	280.248
Tangible assets	3.375.367.781	3.269.313.244
Intangible assets		
- <i>Other intangible assets</i>	87.207.646	46.530.319
Investment property	74.776.138	74.776.138
Right of use	44.211.613	42.193.037
Total Non-Current Assets	3.581.733.260	3.436.171.139
Total Assets	8.555.677.538	7.339.809.938

	Audited	Audited
LIABILITIES	31 December 2023	31 December 2022
Short Term Liabilities		
Short term borrowings	1.312.980.587	798.106.921
Short term portion of long-term borrowings	30.637.177	40.257.173
Trade payables		
- <i>Trade payables to related parties</i>	21.446.613	47.315.267
- <i>Trade payables ton on-related parties</i>	1.195.987.233	1.205.313.309
Payables related to employee benefits	39.458.640	26.048.674
Other payables		
- <i>Other payables to related parties</i>	--	3.889
- <i>Other payables ton on-related parties</i>	22.084.563	15.831.817
Deferred income	169.834.065	301.100.520
Current period tax liability	82.643.346	123.546.733
Short term provisions		
- <i>Short term provisions for employee benefits</i>	11.998.128	11.395.491
- <i>Other short-term provisions</i>	51.937.443	50.306.231
Liabilities from leasing transactions	1.761.477	1.316.465
Total Short-Term Liabilities	2.940.769.272	2.620.542.490
Long term borrowings	71.687.239	44.227.060
Other payables		
- <i>Other payables ton on-related parties</i>	--	574.613
Long term provisions		
- <i>Long term provisions for employee benefits</i>	22.372.086	25.397.025
Liabilities from leasing transactions	12.858.731	13.154.351
Deferred from leasing transactions	601.222.956	443.822.149
Total Long-Term Liabilities	708.141.012	527.175.198
Total Liabilities	3.648.910.284	3.147.717.688
Equity Attributable to the Owners of the Company		
Pain in capital	115.000.000	115.000.000
Capital adjustment differences	1.046.518.492	1.046.518.492
Premiums/discounts on shares	116.170.256	116.170.256
Accumulated other comprehensive income		
- <i>Items will not be reclassified in profit or loss</i>	(15.385.976)	(8.342.749)
Reserves on retained earnings	122.586.013	122.586.013
Retained earnings	2.800.160.238	2.412.953.526
Net profit for the period	721.718.231	387.206.712
Total Equity	4.906.767.254	4.192.092.250
Total Equity and Liabilities	8.555.677.538	7.339.809.938

Income statement

	Audited	Audited
	1 January- 31 December 2023	1 January- 31 December 2022
Revenue	7.984.708.560	6.946.528.473
Cost of Sales (-)	(5.958.404.661)	(5.746.973.047)
Gross Profit	2.026.303.899	1.199.555.426
General administrative expenses (-)	(114.792.299)	(80.315.642)
Marketing, sales and distribution expenses (-)	(648.880.456)	(686.503.162)
Research and development expenses (-)	(103.037.101)	(66.767.442)
Other income from operating	93.331.675	68.423.757
Other expenses from operating (-)	(176.865.111)	(90.079.095)
Main operation profit	1.076.060.607	344.313.842
Incomes from investment activities	137.892.087	120.784.007
Operating profit before financial expenses	1.213.952.694	465.097.849
Financial income	97.640.574	46.732.241
Financial expenses (-)	(258.251.773)	(166.226.789)
Net monetary gain/loss	232.882.892	373.654.116
Period incoem before tax	1.286.224.387	719.257.417
Tax expense	(564.506.156)	(332.050.705)
- Current tax expense fort he period	(404.757.607)	(266.274.379)
- Deferred tax income/ (expenses)	(159.748.549)	(65.776.326)
Net profit for the period	721.718.231	387.206.712
Distribution of net profit for the period		
Equity holders of the company	721.718.231	387.206.712
Non-controlling interest	--	--
Number of shares	115.000.000	115.000.0003
Gains per share	6,28	3,37

	Audited	Audited
	1 January- 31 December 2023	1 January- 31 December 2022
Profit for the period	721.718.231	387.206.712
Other comprehensive income section		
<u>Items will not to be reclassified to profit or loss</u>		
- Actuarial differences	(9.390.969)	(10.428.439)
- <i>Deferred tax income / (expense)</i>	2.347.742	2.085.688
Total other comprehensive income	(7.043.227)	(8.342.751)
Total comprehensive income	714.675.004	378.863.961

Distribution of total comprehensive income

Parent share

Non-controlling interest

2. Information on the dividend distribution policy and a proposal on how to use the undistributed profit with its justification if dividend distribution will not be made.

According to our consolidated financial statements prepared by our Group on 31.12.2023 as per the International Financial Reporting Standards and audited by Vizyon Grup Bağımsız Denetim A.Ş., **TRY 721.718.231** Net Profit for the Period was realized and the issue of whether or not to distribute the Period Profit will be submitted to the vote at the Ordinary General Assembly Meeting to be held in 2023.

3. Profit Distribution Policy

In accordance with the articles of association of our company, there is no privilege regarding participation in the profit of the company in partnership shares. According to the Capital Markets Board regulations, it decided to determine the dividend distribution policies for 2012 and the following years. Based on this decision, the dividend amount to be calculated over the distributable profit amount, calculated based on the profit for the period included in the financial statements prepared within the framework of the current legal regulations (after deducting the legal reserves, taxes, funds and financial payments and previous year losses, if any) of our Company's profit distribution policy for 2012 and the following years, taking into account the provisions of the relevant legislation and articles of association, the company's equity ratio, sustainable growth rate, market value and cash flows, and the profit distribution proposal prepared by the Board of Directors to realize the shares to be issued by adding cash or dividends

to the capital on the date(s) to be determined within the framework of the regulations of the Capital Markets Board, or to distribute a certain amount of cash and a certain amount of bonus shares, were approved at the ordinary general assembly meeting held on 15 May 2014.

MISCELLANEOUS

1. Information on Legislative Changes That May Significantly Affect Company Activities:

None.

2. Information on the Conflicts of Interest Between the Company and the Institutions It Provides Services on Issues such as Investment Advisory and Rating, and the Measures Taken by the Company to Prevent These Conflicts of Interest

None.

3. Information on Social Rights, Vocational Training and Other Social and Environmental Consequences of Company Activities of Employees:

It was ensured that the personnel participated in vocational seminars and participated in the renewal training for their licenses.

4. Informing Stakeholders

As stakeholders; employees, suppliers, customers and essentially third parties directly in contact with the company are subject to equal treatment and communication. All stakeholders are informed about the issues that concern them, and the necessary organizations, information meetings, planned studies and arrangements that include necessary explanations are made and carried out by our company.

5. Participation of Stakeholders in Management

Practices where the stakeholders can participate in the improvement works in administrative matters and actively express their opinions and make evaluations in this direction are carried out within the company. Meetings aiming to increase quality and productivity, where employees, suppliers and customers can reflect their demands, are held in line with company policies. The request of the shareholders to appoint a special auditor has not yet been regulated as an individual right in the articles of association of the company, and the Company has not received any request for the appointment of a special auditor during the period.

6. Investor Relations Department Contact Details:

Investor Relations Manager: Niyazi AKKALP

Investor Relations Specialist: Makbule KEÇECİ

General Manager of the Affiliated Company: Halim TOSUN

Phone No: 0212 468 19 88

E-mail: makbule.kececi@tumosan.com.tr - niyazi.akkalp@tumosan.com.tr
yatirimciiliskileri@tumosan.com.tr - investorrelation@tumosan.com.tr

Address: Maltepe Mahallesi Londra Asfaltı Caddesi No: 28/1 Topkapı, 34010, Zeytinburnu /
İstanbul

7. Company Website and Content

The information listed in the CMB's Corporate Governance Principles is available on the corporate website of the company (www.tumosan.com.tr) in Turkish and English, and this information is constantly updated.

8. Public Disclosure of Persons Who Can Access Internal Information

Considering the internal organizational structure, organization, financial, economic, cash situation, research and development studies, operating strategy, raw material resources, manufacturing technical specifications, pricing policies, market shares, wholesaler and customer networks, documents, and records and data in electronic environment, which are of great importance for the success and efficiency of the company in the economic life of the company, which should not be known by the competitors in the field of activity of the company and should not be disclosed to third parties and the public, are trade secrets and will be the information and strategic decisions known only by the senior management of the company, these are not disclosed unless there is a legal obligation. Information about those who have access to internal information is kept in a file prepared to be kept for 8 years and sent to the Board and the Exchange if requested.

THOSE HAVING ADMINISTRATIVE RESPONSIBILITIES

NAME-SURNAME	TITLE
AHMET ALBAYRAK	CHAIRPERSON OF THE BOARD OF DIRECTORS
NÜRİ ALBAYRAK	VICE CHAIRPERSON OF THE BOARD OF DIRECTORS
MUSTAFA ALBAYRAK	COMPANY FOUNDER
KAZIM ALBAYRAK	COMPANY FOUNDER
MUZAFFER ALBAYRAK	MEMBER OF THE BOARD OF DIRECTORS
MESUT MUHAMMET ALBAYRAK	MEMBER OF THE BOARD OF DIRECTORS
TURAN EROL	MEMBER OF THE BOARD OF DIRECTORS
İSMAİL YÜKSEK	MEMBER OF THE BOARD OF DIRECTORS
HALİM TOSUN	GENERAL MANAGER
KURTULUŞ ÖĞÜN	EXECUTIVE BOARD MEMBER
BÜLENT BOLAT	EXECUTIVE BOARD MEMBER
METİN YALÇIN	FACTORY MANAGER/QUALITY CONTROL MANAGER
HÜSEYİN KÖYLÜ	TÜMOSAN CASTING FACTORY MANAGER
FATİH YILMAZELİ	FINANCIAL-ADMINISTRATIVE AFFAIRS GROUP MANAGER / BUDGET AND FINANCE MANAGER
NIYAZİ AKKALP	INVESTOR RELATIONS MANAGER
MUSTAFA ŞAHİN	HUMAN RESOURCES MANAGER
MUSTAFA YILMAZ	ACCOUNTING MANAGER
TUNCAY ABAY	MARKETING AND SALES GROUP MANAGER
MEVLÜT NALÇAKAN	TRACTOR SALES MANAGER
MEVLANA CENİK	AFTER-SALES SERVICES MANAGER
VELİ BOYALI	ASSISTANT SHIPMENT MANAGER
VOLKAN GÜN	TECHNOLOGY AND ENGINEERING GROUP MANAGER
OĞUZ YAŞAR AKIN	LOGISTICS AND PLANNING MANAGER
AYHAN HİLAL	MAINTENANCE AND REPAIR MANAGER
EREN DENİZ	ELECTRIC AND ELECTRONICAL SYSTEMS MANAGER
EMRE YENER	DEFENSE AND INDUSTRIAL VEHICLES DESIGN MANAGER
YÜKSEL ÖZDEK	STRATEGIC PLANNING AND INFORMATION MANAGEMENT GROUP MANAGER/TECHNICAL DOCUMENTATION AND HOMOLOGATION MANAGER
CİHAN BÜYÜK	ENGINE TECHNOLOGIES MANAGER
ÖZLEM BABLAK ERGUN	PRODUCT TECHNICAL MANAGEMENT MANAGER
ALİ RIZA TÜRKÜER	AGRICULTURAL VEHICLES DESIGN MANAGER
ALİ EVREN YEL	DEPUTY MANAGER FOR TRANSMISSION TECHNOLOGIES
AYTEKİN ALBAYRAK	TÜMOSAN CASTING PURCHASING MANAGER
MURAT AKTAŞ	TÜMOSAN CASTING FINANCIAL AFFAIRS MANAGER

HÜSEYİN DEVECİ	DEPUTY MANAGER FOR PURCHASING
ERCAN GÜRDAL	DEPUTY MANAGER FOR ADMINISTRATIVE AFFAIRS
ABDUSSAMET TAHA FAİDECİ	DEPUTY MANAGER FOR PROJECT MANAGEMENT
İBRAHİM TOTAN	DEPUTY MANAGER FOR PRODUCTION (ASSEMBLY)
LÜTFİ SÖZER	DEPUTY MANAGER FOR MACHINING
ONUR KOCA	ASSISTANT MANAGER FOR MARKETING

9. CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Our company has shown due diligence in the implementation of the principles included in the Corporate Governance Principles published by the Capital Markets Board (CMB) in the interim accounting period of 01 January - 31 December 2023. In accordance with the Corporate Governance Communiqué numbered II-17.1 and with the Capital Markets Board's decision dated 10.01.2019 and numbered 2/49, Corporate Governance Compliance Reports will be made on Public Disclosure Platform using Corporate Governance Compliance Report (URF) and Corporate Governance Information Form (KYBF) templates. The link to the relevant reports is available on our company's website at www.tumosan.com.tr.

Our Corporate Governance Compliance Statement is attached.

TÜMOSAN MOTOR VE TRAKTÖR SANAYİ A.Ş.**CORPORATE GOVERNANCE PRINCIPLES****COMPLIANCE STATEMENT**

Tümosan Motor ve Traktör San. A.Ş. ("Company") aims to be a reliable and preferred collective investment institution by keeping the risk at a minimum level and providing maximum return by following the changing market conditions. Accordingly, the company has adopted the concepts of "equality", "transparency", "accountability" and "responsibility", which form the basis of corporate governance, in its activities, and shows maximum care and effort to comply with the Capital Markets Law ("CMB") and the secondary regulations and decisions of the Capital Markets Board ("CMB").

In this framework, in line with corporate governance efforts, corporate governance mechanisms are operated within the Company in line with principles. Compliance with the provisions stipulated by the CMB to be enforced has been accepted and full compliance with these provisions has been achieved. Utmost care is taken to comply with the voluntary principles, which are not obligatory to be complied with by the relevant legislation, and as of the current situation, no conflict of interest has arisen among the stakeholders regarding those that have not yet been fully complied with.

In the activity period ending on 31 December 2023, the explanations regarding compliance with the corporate governance principles in the annex of the Corporate Governance Communiqué and those that have not yet been complied with are included in the Corporate Governance Compliance Report ("URF") and Corporate Governance Information Form ("KYBF") and other relevant sections of the report. In the future, we will continue to work on improving our corporate governance practices, including better operation of mechanisms within the framework of the aforementioned principles, and voluntary principles that have not been put into practice in a limited number of corporate governance practices of the partnership. In case of any change in the URF or CIBF during the period, a material disclosure will be made.

Our Corporate Governance Principles Compliance Report is available on the Public Disclosure Platform at <https://www.kap.org.tr/tr/cgif/4028e4a141e536460141e53904b50025> and on our company's website www.tumosan.com.tr for the information of shareholders and the public.