

Dear ISS Proxy Advisory Team,

Re. : Public Disclosure to ISS Proxy Advisory Report on the Notice of the 80th Annual General Meeting

Thank You for publishing the ISS voting recommendation report on AGM Resolutions of Tata Motors Limited (TML/the Company).

We appreciate the voting recommendation “FOR” in respect of all the proposed Resolutions, except the Resolution No.5 (relating to appointment of Independent Director). We give below the rationale for appointment of Mr. Guenter Butschek as an ID and request you to consider the same:

- i. TML is in the process of demerger of its Commercial Vehicles business into a separate listed entity and it is expected to be completed in Q2/Q3 of FY26. The separate listed entity ('CV Co.') shall require constitution of its Board / Board Committees, commensurate to the size and scale of its business as well as in compliance with the statutory requirements.
- ii. Mr. Butschek has been the MD of TML for 5 years and brings the wealth of his experience, knowledge and expertise in automobile industry in India and abroad. The NRC and the Board of TML consider Mr. Butschek's appointment as ID on the Board to be extremely beneficial to the Company and hence, recommended the same to the Shareholders for approval.
- iii. We are aware of the higher governance norms of Proxy Advisories. However, the proposed appointment is compliant of the statutory requirements and the aforesaid demerger and consequent reconstitution of the Boards of two listed entities, compel the Company to seek Shareholders' approval to the appointment of Mr. Butschek as ID.
- iv. It is envisaged that, post demerger, Mr. Butschek would move as an ID of the CV Co. (to be listed). Therefore, his appointment on the current Board of TML is merely to facilitate onboarding him for a limited period of few months. Since the existing TML shall not hold any stake in the new listed CV Co., no conflict of interest is expected between Mr. Butschek and the CV Co., as per statutory requirements.

We request you to consider the above submission and publish a revised ISS Proxy Advisory Report with your voting recommendation.

Regards,
Maloy Kumar Gupta
Company Secretary
Tata Motors Limited