

ALARKO HOLDİNG A.Ş.
INFORMATION DOCUMENT FOR ORDINARY GENERAL
ASSEMBLY MEETING OF YEAR 2022

Dear Shareholders,

Our Ordinary General Assembly Meeting for the year 2022 will be hold on 29.05.2023 at 15:00 at the address “Muallim Naci Cad. No.69 Alarko Merkezi Ortaköy/İSTANBUL” to deliberate and decide on the issues stated in the below agenda.

Pursuant to Article 1527 of the Turkish Commercial Code numbered 6102, shareholders can participate in the General Assembly physically as well as participating and voting through electronic platform.

Our shareholders who are willing to participate Ordinary General Assembly Meeting of our company through the electronic platform, have to register to e-MKK information portal and they or their representatives have to hold Electronic Signature Certificate or mobile signature.

Persons who are willing to participate through the electronic platform or to appoint a representative in the electronic platform have to register this participation method to e-GKS (Electronic General Assembly System) until 21:00 of the day before the general assembly. If the person appointed in e-GKS as representative is willing to participate in the meeting through electronic platform, that that person has to register this participation method to e-GKS in the same time period.

Our shareholders who are willing to participate in the meeting through electronic platform have to complete the procedures in accordance with the provisions of “Regulation on the General Assemblies of Corporations to be Held in the Electronic Platform” published in the official gazette dated 28.08.2012 and numbered 28395 and “Communiqué Regarding Electronic General Assembly System to be Applied in General Assemblies of Corporations” published in the official gazette dated 29.08.2012 and numbered 28396. Failing this, they will not be able to participate in the meeting.

Our shareholders who will participate in the meeting in person can attend with their ID’s. Our shareholders who will not be present at the assembly can choose an agent, using the “proxy” sample attached (in the Turkish version). For the agent to join the assembly, the proxy which is issued in accordance with the attached sample, has to be submitted to the company. The proxy should be notarized.

Our shareholders who will consign dematerialized shares have to issue “Representation Document regarding Consigned Shares” and “Instruction Notification Form” in accordance with the “Regulation on the Procedures and Principles of the General Assembly Meetings of Corporations and Ministry Representatives to Attend These Meetings”, samples of which can be found in the annex of the regulation. In the voting of the articles of the agenda during the General Assembly Meeting, open vote method by raising hands will be employed.

Board of Directors Annual Report, Auditors Report, Independent Audit Company Report for the year 2022, Financial Statements for the year 2022, Dividend Proposal will be held ready starting 21 days prior to the meeting date for the examination of our esteemed shareholders at the company headquarters at the address of Muallim Naci Cad No: 69 Alarko Merkezi Ortaköy/İSTANBUL, on the websites at www.kap.gov.tr, www.alarko.com.tr and at Central Registry Agency e-GKS.

Best Regards,

Board of Directors



ALARKO HOLDİNG A.Ş.

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PLEASE USE OUR REFERENCE NUMBER BELOW ON YOUR REPLY.

Date :

Reference No :

ORDINARY GENERAL ASSEMBLY MEETING AGENDA ON 29.05.2023

- 1- Opening and stand of silence.
- 2- Deliberation and decision on the election of the Chairman of the Meeting.
- 3- Deliberation and decision on granting the Chairman of the Meeting the authority to sign the minutes of the General Assembly Meeting.
- 4- Deliberation and decision on the attestation of the members of the Board of Directors who have been assigned pursuant to the Article 363 of the Turkish Commercial Code during the year.
- 5- Presentation and deliberation of the Board of Directors Annual Report, Auditors Report and Independent Audit Company Report for the year 2022.
- 6- Presentation, deliberation and approval of the Statement of Financial Standing and Statement of Comprehensive Income for the year 2022.
- 7- Decision regarding the release of the members of the Board of Directors for the activities of the year 2022.
- 8- Deliberation and decision on the submission of information and approval of Donation and Aid Policy of our Company.
- 9- Deliberation and decision on the submission of information and approval on the changes in Dividend Policy of our Company.
- 10- Submission of information on the amendments in Remuneration Policy for Members of the Board and Senior Executives of our Company.
- 11- Presentation of the donations made by our Company during the year 2022.
- 12- Submission to the information and approval of the shareholders, the donations made in year 2023 and deliberation and decision on determining the upper limit for the donations to be made in year 2023.
- 13- Presentation of information on the collaterals, pledges, mortgages and sureties granted by our Company for the benefit of third parties.
- 14- Deliberation and decision on the proposal of the Board of Directors regarding the dividend distribution.
- 15- Deliberation and decision on the election, duty term of Board of Directors and determination of the remuneration of its members.

- 16- Presentation of information to the General Assembly, on the share buyback program and the buybacks made within the scope of the program.
- 17- Deliberation and decision on the granting of authorization to the Board of Directors to decide on the distribution of dividend advances for the 2023 fiscal period, in accordance with the Articles of Association of our Company and Communiqué on Corporate Governance numbered II-17.1 of the Capital Markets Board.
- 18- Deliberation and decision on granting the authorities defined in Article 395 and 396 of the Turkish Commercial Code to the members of the Board of Directors.
- 19- Presentation of information to the General Assembly, on transactions specified in the Article (1.3.6) of the “Corporate Governance Principles” attached to the Communiqué numbered II-17.1 of the Capital Markets Board.
- 20- Deliberation and decision on the approval of the Independent Audit Firm determined by the Board of Directors for the audit of accounts and transactions of year 2023 in accordance with the Turkish Commercial Code and Capital Markets Board regulations.
- 21- Wishes and requests.

FORM OF PROXY
ALARKO HOLDİNG A.Ş.

I/we hereby appoint, further identified below, as my/our representative to represent me/us, to vote, to submit proposals and to sign documents on my/our behalf, within the framework of the instructions below, at the ordinary general assembly meeting of Alarko Holding A.Ş., scheduled for 15:00 on May 29, 2023, Monday, at the address of “Muallim Naci Cad. No:69 Alarko Merkezi Ortaköy/İSTANBUL”.

Proxy’s (*);

Name Surname / Trade Name:

Turkish Republic Identification Number / Tax Number, Trade Registry and Number and Central Registration System (MERSIS) Number:

(*) For foreign proxies equivalent of the above information must be provided.

A) THE SCOPE OF THE POWER OF REPRESENTATION

The scope of the power of representation must be identified by choosing either (a), (b) or (c) from the sections 1 and 2.

1. With Respect to the Items on the Agenda;

- a) The Proxy is authorized to vote in line with his/her own views.
- b) The Proxy is authorized to vote in line with the recommendations made by the Company management.
- c) The Proxy is authorized to vote in line with the instructions below.

Instructions:

If the Shareholder chooses option (c) above, the instructions are given in relation to each agenda item by marking one of the options given next to them (*in favor or against*) and if the “against” option is marked, dissenting opinion requested to be recorded in the minutes of the general assembly meeting, if any, can be written below.

Agenda Items (*)	In Favor	Against	Dissenting Opinion
1- Opening and stand of silence.			
2- Deliberation and decision on the election of the Chairman of the Meeting.			
3- Deliberation and decision on granting the Chairman of the Meeting the authority to sign the minutes of the General Assembly Meeting.			
4- Deliberation and decision on the attestation of the members of the Board of Directors who have been assigned pursuant to the Article 363 of the Turkish Commercial Code during the year.			
5- Presentation and deliberation of the Board of Directors Annual Report, Auditors Report and Independent Audit Company Report for the year 2022.			
6- Presentation, deliberation and approval of the Statement of Financial Standing and Statement of Comprehensive Income for the year 2022.			
7- Decision regarding the release of the members of the Board of Directors for the activities of the year 2022.			

8- Deliberation and decision on the submission of information and approval of Donation and Aid Policy of our Company.			
9- Deliberation and decision on the submission of information and approval on the changes in Dividend Policy of our Company.			
10- Submission of information on the amendments in Remuneration Policy for Members of the Board and Senior Executives of our Company.			
11- Presentation of the donations made by our Company during the year 2022.			
12- Submission to the information and approval of the shareholders, the donations made in year 2023 and deliberation and decision on determining the upper limit for the donations to be made in year 2023.			
13- Presentation of information on the collaterals, pledges, mortgages and sureties granted by our Company for the benefit of third parties.			
14- Deliberation and decision on the proposal of the Board of Directors regarding the dividend distribution.			
15- Deliberation and decision on the election, duty term of Board of Directors and determination of the remuneration of its members.			
16- Presentation of information to the General Assembly, on the share buyback program and the buybacks made within the scope of the program.			
17- Deliberation and decision on the granting of authorization to the Board of Directors to decide on the distribution of dividend advances for the 2023 fiscal period, in accordance with the Articles of Association of our Company and Communiqué on Corporate Governance numbered II-17.1 of the Capital Markets Board.			
18- Deliberation and decision on granting the authorities defined in Article 395 and 396 of the Turkish Commercial Code to the members of the Board of Directors.			
19- Presentation of information to the General Assembly, on transactions specified in the Article (1.3.6) of the "Corporate Governance Principles" attached to the Communiqué numbered II-17.1 of the Capital Markets Board.			
20- Deliberation and decision on the approval of the Independent Audit Firm determined by the Board of Directors for the audit of accounts and transactions of year 2023 in accordance with the Turkish Commercial Code and Capital Markets Board regulations.			
21- Wishes and requests.			

(* Each agenda item for the General Assembly will be listed individually. If the minority shareholders propose another draft resolution, this draft resolution will also be indicated here.

2. Special Instructions With Regard to the Other Matters Arising During the Meeting and Especially to the Exercise of Minority Rights:

- a) The Proxy is authorized to vote in line with his/her own views.
- b) The Proxy is not authorized to vote on these matters.
- c) The Proxy is authorized to vote in line with the special instructions below.

SPECIAL INSTRUCTIONS; Special instructions by the shareholder to the Proxy, if any, will be indicated here.

B) The Shareholder will indicate the shares it wishes the Proxy to represent by choosing one of the following.

1. I approve the representation of the shares detailed below by the Proxy.

- a) Serial and Order:*
- b) Number/Group:**
- c) Quantity-Nominal Value of the Shares:
- d) Information on any Privileges attached to the Shares:
- e) Bearer or Registered:*
- f) The Ratio to the Total Shares/Voting Rights of the Shareholder:

* Not required for dematerialized shares.

** For dematerialized shares, group information will be provided instead of number.

2. I approve that the proxy shall be authorized to represent all of my shares as reported on the list of the shareholders who may attend the general assembly as prepared by the Central Registry Agency the day before the general assembly.

SHAREHOLDER'S (*);

Name, Surname/Trade Name:

Turkish Republic Identification Number / Tax Number, Trade Registry and Number and Central Registration System (MERSIS) Number :

Address:

(*) For foreign shareholders equivalent of the above information must be provided.

SIGNATURE SEAL / SIGNATURE