



ALARKO HOLDİNG A.Ş.



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General Assembly Information Document

INFORMATION DOCUMENT FOR ALARKO HOLDİNG A.Ş.'S 2021 ORDINARY GENERAL ASSEMBLY MEETING

Dear Shareholders,

Our Board of Directors resolved to hold the Annual Ordinary General Assembly Meeting for the year 2021 on 27.04.2022 at 15:00 at the address "Muallim Naci Cad. No.69 Alarko Merkezi Ortaköy/İSTANBUL"

Shareholders, as of 1527 no. article 6102 no. Turkish Commercial Code, can participate physically to the General Assembly as well as participate in Electronic platform and vote.

Our shareholders willing to participate our company's Ordinary General Assembly Meeting in Electronic Platform have to register to e-MKK information portal and themselves or their representatives have to hold Electronic Signature Certificate or mobile signature.

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

Our shareholders willing to participate to the meeting in Electronic Platform have to complete the procedures as of the clauses of "Regulations Regarding General Assemblies of Corporations to be Held in Electronic Platform" published in the 28.08.2012 dated and 28395 numbered official gazette and "Communiqué Regarding Electronic General Assembly System to be Applied in General Assemblies of Corporations" published in the 29.08.2012 dated and 28396 numbered official gazette. If not, they will not be able to participate to the meeting.

Our shareholders who will participate to 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 sample "proxy" attached (in the Turkish version). For the agent to join the assembly the proxy issued according to the sample attached 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 "Regulations regarding Procedures and Principles of General Assembly Meetings of Corporations and Representatives of Ministry of Trade to be Present in these Meetings", samples 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.

2021 Board of Directors Annual Report, Auditors Report, Independent Audit Company Report, 2021 Financial Statements, 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 Muallim Naci Cad No: 69 Alarko Merkezi Ortaköy/İSTANBUL, at www.kap.gov.tr, www.alarko.com.tr internet site and in Central Registry Agency e-GKS.

Best Regards,

Board of Directors



ADDITIONAL EXPLANATIONS REGARDING CMB REGULATIONS

Additional explanations to be made in accordance with the article (1.3.1) of the Corporate Governance Principles attached to the "Corporate Governance Communiqué" (II-17.1) of the Capital Markets Board are provided for your information below.

1.Shareholding Structure and Voting Rights

There are no privileged shares among the shares representing the paid-in capital of our company. The shareholders shall have one vote for each share they hold.

Alarko Holding A.Ş. Shareholding Structure:

Shareholder	Share (TL)	Share (%)	Voting Share (%)
İzzet Garih	76.921.245,42	17,68	17,68
Leyla Alaton	76.921.245,42	17,68	17,68
Vedat Aksel Alaton	72.571.245,51	16,68	16,68
Dalia Garih	66.298.008,65	15,24	15,24
Alhan Holding A.Ş.	8.699.999,81	2,00	2,00
Destek Vakfı	3.195.807,87	0,74	0,74
Other - Public	130.392.447,32	29,98	29,98
Total	435.000.000,00	100,00	100,00

2.Information about the management and operational changes that affected the Company's or its subsidiaries' operations in the previous fiscal period and the changes that are planned in the following fiscal periods and the reasons on the back of these changes:

Management and operational changes which have taken place in 2021 and are planned to take place in 2022 are announced to public through special case announcements through PDP and are available on the Company's website.

3.Information on the Dismissal of the Members of the Board of Directors, the Resolution and Reasons for the Change of the Board of Directors and the Persons to be Nominated for the Board of Directors:

There is no agenda with regards to dismissal or selection of board members.

4. Information on Requests by Shareholders, Capital Markets Board (CMB) or Other Public Authorities to Include Items on the Agenda:

While preparing the agenda of the 2021 Ordinary General Assembly Meeting which will be held on 27.04.2022 there has not been any written requests that the shareholders sent to the Investor Relations Unit in a written format to be included on the agenda. Likewise, shareholders, CMB or other government institutions, which are related to the company, have not sent any agenda item requests to be added to the agenda.

5. Information on the changes made in the Company's Articles of Association and Board of Director' Resolution

No change.

EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL ASSEMBLY MEETING IN 27.04.2022

1- Opening of the meeting.

2- Negotiation and establishment of the Board of the General Assembly.

The Chairmanship Council that will chair the General Assembly Meeting will be established pursuant to the relevant regulations.

3- Authorization of the Board of the General Assembly to sign the meeting minutes and list of attendees.

In line with the related regulations, authorization of the Board of Assembly to sign the meeting minutes and list of attendees will be voted.

4- Reading out and discussion of the Annual Report of the Board of Directors for the year 2021, Audit Report and Independent Audit Report.

Pursuant to the relevant regulations, the report of the Annual Report, Audit Report and Independent External Audit Company for the fiscal year 2021 will be read in the General Assembly Meeting.

The above-mentioned report has been made available for the review of our Shareholders at the Company Head Office and our website.

5- Reading out, discussion and approval of the Financial Statements for the fiscal year 2021 prepared in accordance with the regulations of CMB.

Pursuant to the relevant regulations, 2021 Financial Statements will be read, discussed in the General Assembly Meeting and submitted to approval of our Shareholders.

The documents have been made available for review of our Shareholders at the Company Head Office and our website.

6- Acquittal of the members of the Board of Directors regarding their operations in 2021.

Pursuant to the relevant regulations, the acquittal of the members of the Board of Directors separately for their activities, procedures and accounts for the year 2021 will be submitted for the approval of the General Assembly

7- Informing the shareholders on the donations made by the Company.

In accordance with the relevant regulations (CMB II-19.1 Dividend Communique Item 6), the General Assembly will be informed about the donations made within the year 2021. Our company has donated a total amount of TL 97.800 in 2021. Of this amount, TL 70.000 was donated to TEMA Foundation, TL 12.500 to Foundation of Public Accountant of Treasury, TL 10.000 to Make a Wish Foundation, TL 5.000 Darüşşafaka Society, and TL 300 to Türk Eğitim Vakfı.

8- Discussion and approval of the Board of Directors' proposal on the ceiling of donations to be made in 2022.

According to Capital Markets Board's article 19, paragraph 5, ceiling for donations to be made throughout the calendar year should be determined by the General Assembly. With this decree, the ceiling for the donations to be made in 2022 will be determined by General Assembly.

9- According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by the Company by granting collaterals, pledges and mortgages in favor of third persons.

The shareholders will be informed about any income and benefits obtained by the Company granting collaterals, pledges and mortgages in favor of third persons.

10- Discussion and approval of the proposal of the Board of Directors on profit distribution.

In the consolidated financial statements of our company for the year 2021 prepared as of Turkey Financial Reporting Standards (TFRS), and audited by ve BDO Denet Bağımsız Denetim ve Danışmanlık A.Ş., 1.274.416.737-TL was recorded as "Profit for the Parent Company Shares".

The dividend distribution proposal made by the Board of Directors to General Assembly, is presented in **APPENDIX-1**, and prepared in accordance with the CMB Regulation, our Dividend Distribution Policy, Articles of Association, taking into consideration the funds needed within the context of company's investment policy. The table presented in **APPENDIX-1** is prepared in accordance with the Dividend Distribution Communique II-19.1 and Dividend Distribution Directory.



11- Discussion and approval of remuneration of board members.

The remuneration to be made to board members in 2022, will be determined in the General Assembly.

12- Informing the General Assembly with regards to share buyback program and the amount pledged within this context

Based on the resolution of Board dated on 18.03.2022, the board decided to initiate a share buyback program to protect all shareholder's rights, minority shareholders in particular, and contribute during the formation of price considering ongoing macro developments in the global economy. The details of the program will be shared during the General Assembly.

13- Authorization of the members of the Board of Directors about the transactions and operations in the context of the Articles 395 and 396 of the Turkish Commercial Code.

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled "Prohibition of Transactions and Borrowing with Company" and Article 396, titled "Non-Competition," may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

14- Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board.

According to the Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board; "In cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, and/or conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a Corporation which operates in the same field of activity with the corporation or subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the general assembly meeting on the matter and recorded in the minutes of meeting." The General Assembly will be informed whether or not such a transaction took place in 2021.

15- Selection of the independent audit company for the audit of the financial statements and reports for the year 2022 in accordance with the Article 399 of the Turkish Commercial Code numbered 6102, Capital Markets Law numbered 6362

According to the Turkish Commercial Code and CMB legislation, the opinions of the Audit Committee will also be submitted to the approval of the General Assembly of the Independent Audit Firm determined by the Board of Directors.

16- Wishes and requests.

APPENDIX-1: Dividend Distribution Table**ALARKO HOLDİNG A.Ş.
DIVIDEND DISTRIBUTION TABLE FOR 2021 (TL)**

1. Paid-in Capital		435.000.000,00
2. General Legal Reserves (Based on the Legal Records)		28.624.441,46
Information regarding the privilege, if there is any dividend privilege in accordance with the Articles of Association		-
	CMB	Legal Records
3. Profit / (Loss)	1.531.958.979	104.370.976,31
4. Taxes (-)	51.717.513	6.809.882,93
5. Net Profit (*) (=)	1.274.416.737	97.561.093,38
6. Previous Years' Losses (-)	-	-
7. General Legal Reserves (-)	4.878.055	4.878.054,67
8. NET DISTRIBUTABLE PROFIT (=)	1.269.538.682	92.683.038,71
9. Donations Within The Year (+)	97.800	
10. Net Distributable Profit Including the Donations	1.269.636.482	
11. First Dividend to Shareholders of Ordinary Shares		
– Cash	63.481.824	
– Bonus Issue	-	
– Total	63.481.824	
12. Dividend Distributed to Privileged Shareholders	-	
13. Other Distributed Dividend	-	
– To Member of Board of Directors	-	
– To Employees	-	
– To Other Persons Excluding Shareholders	-	
14. Dividends to the holders of Redeemed Shares	-	
15. Second Dividend to Shareholders of Ordinary Shares	29.201.214	
16. General Legal Reserves	-	
17. Statutory Reserves	-	
18. Special Reserves	-	
19. EXTRAORDINARY RESERVES	1.176.855.644	0,71
20. Distributable Other Sources	7.366.962	7.366.962,00
- Extraordinary Reserves	7.366.962	2.327.713,89
- Private Funds	-	5.039.248,11

(*) Net profit for the company is 1.583.676.492- TL, however the dividend distribution is based on a net profit of 1.274.416.737- TL considering the minority interest amount of 309.259.755- TL.

DIVIDEND RATES TABLE

	<i>Group</i>	Total Dividend (TL)		Total Dividend/ Net Distributable Profit	Dividend Per 1 TL Nominal Valued Share	
		Cash Dividend (TL)	Bonus Issue (TL)	Rate (%)	Amount (TL)	Rate (%)
NET		90.045.000	-	7,09	0,207	20,70
	TOTAL	90.045.000	-	7,09	0,207	20,70