



ALARKO HOLDING A.Ş.



ALARKO HOLDING A.Ş.

General Assembly Information Document

ALARKO HOLDİNG A.Ş.
INFORMATION DOCUMENT FOR ORDINARY GENERAL
ASSEMBLY MEETING OF YEAR 2023

Dear Shareholders,

Our Ordinary General Assembly Meeting for the year 2023 will be hold on 27.05.2024 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 2023, Financial Statements for the year 2023, 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



ADDITIONAL EXPLANATIONS REGARDING CAPITAL MARKETS BOARD (CMB) REGULATIONS

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

1. Total Number of Shares and Voting Rights Reflecting the Shareholding Structure of the Company, Number of Shares and Voting Rights Representing Each Privileged Share Group if there are Privileged Shares in the Company Capital:

There are no privileges granted to the shareholders regarding the voting rights under the Articles of Association of our Company. Each share shall have one vote.

Shareholding Structure and Voting Rights:

Name Surname/Trade Name of the Shareholders	Share in Capital (TRY)	Share in Capital (%)	Voting Right Ratio (%)
İzzet Garih	76.921.245,42	17,68	17,68
Leyla Alaton	70.776.560,42	16,27	16,27
Vedat Aksel Alaton	66.426.560,51	15,27	15,27
Dalia Garih	61.078.008,65	14,04	14,04
Alhan Holding A.Ş.	8.699.999,81	2,00	2,00
Destek Vakfi	3.195.807,87	0,74	0,74
Other - Public	147.901.817,32	34,00	34,00
Total	435.000.000,00	100,00	100,00

2. Information on the management and operational changes that will substantially affect the Company’s or its subsidiaries’ operations in the previous fiscal period and the operations that are planned for the following fiscal period:

There are no management and operational changes which will substantially affect the Company’s operations in the previous fiscal period and the operations that are planned for the following fiscal period.

3. In the Case There is an Item in the Agenda Regarding the Removal, Replacement and Election of the Members of the Board of Directors, Information on the Grounds for Removal and Replacement and the Persons to be Nominated for the Board of Directors:

Resumes and declarations of independence of the members of the Board of Directors can be found under the Annex-2.

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

While preparing the agenda of the Ordinary General Assembly Meeting for year 2023 which will be held on 27.05.2024 there has not been any requests for the items to be included to the agenda that the shareholders sent to the Investor Relations Department in a written format. Likewise, shareholders, CMB or other public institutions and authorities that the company is related to, have not requested to add an item to the agenda.

5. In the Case There is an Item in the Agenda Regarding the Amendment of the Articles of Association, Information on the Old and New Versions of those Amendments

There is no amendment in the Articles of Association.

EXPLANATIONS REGARDING THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 27.05.2024

1- Opening and stand of silence.

2- Deliberation and decision on the election of the Chairman of the Meeting.

In accordance with the provisions of the Turkish Commercial Code (TCC) and “Regulation on the Procedures and Principles of the General Assembly Meetings of Corporations and Ministry Representatives to Attend These Meetings” (Regulation), the Chairmanship Council that will chair the General Assembly Meeting will be established.

3- Deliberation and decision on granting the Chairman of the Meeting the authority to sign the minutes of the General Assembly Meeting.

Voting will be held to authorize the Chairman of the Meeting to sign the Minutes of the Meeting and List of Attendees in line with the TTC, Regulation and related regulations.

4- Presentation and deliberation of the Board of Directors Annual Report, Auditors Report and Independent Audit Company Report for the year 2023.

Board of Directors Annual Report, Auditors Report, and Independent Audit Company Report regarding the 01.01.2023-31.12.2023 fiscal period, which have been drafted in accordance with TTC, Capital Markets Law and relevant regulations, will be presented at the General Assembly Meeting.

Above-mentioned documents have been made available at headquarters of our Company and on our website.

5- Presentation, deliberation and approval of the Statement of Financial Standing and Statement of Comprehensive Income for the year 2023.

Financial Statements regarding year 2023, which have been drafted in accordance with Capital Markets Legislation, will be presented and deliberated and be submitted to approval in the General Assembly Meeting.

Above-mentioned documents have been made available at headquarters of our Company and on our website.

6- Decision regarding the release of the members of the Board of Directors for the activities of the year 2023.

In accordance with the provisions of TTC and Regulation, separate release of the members of the Board of Directors for their activities, transactions, and accounts for the year 2023 will be submitted to the approval of the General Assembly.

7- Presentation of the donations made by our Company during the year 2023.

In accordance with the Article 6 of the Communiqué on Dividends numbered II-19.1 of the CMB, donations and aids made during the year, must be submitted to the information of the shareholders in the ordinary general assembly. Total amount of the donations made by our Company in year 2023 is TRY 4.381.540.

8- Deliberation and decision on determining the upper limit for the donations to be made in year 2024.

In accordance with the fifth paragraph of Article 19 of Communiqué on Dividends numbered II-19.1 of CMB, the upper limit for the donations to be made in year 2024 must be determined by the shareholders in the general assembly meeting. As per this provision, an upper limit for the donations to be made during the year 2024 will be determined by the General Assembly.

9- Presentation of information on the collaterals, pledges, mortgages, and sureties granted by our Company for the benefit of third parties.

Shareholders will be informed regarding any collaterals, pledges, mortgages, and sureties granted by the Company in favour of third persons and any income and benefits obtained thereof.



10- Deliberation and decision on the proposal of the Board of Directors regarding the dividend distribution.

According to the financial statements of our company for the fiscal term 01.01.2023 – 31.12.2023, which has been drafted in accordance with the Turkish Financial Reporting Standards (TFRS) and audited by BDO Denet Bağımsız Denetim ve Danışmanlık A.Ş., “Consolidated Net Profit of the Parent Company” was recorded as TRY 6.625.321.160.

The Proposal made by the Board of Directors, regarding the dividend distribution has been prepared by taking into consideration the funds and other cash that will be needed within the scope of the CMB Legislation, our Dividend Policy, our Articles of Association and investment policy of the Company, in accordance with the format of the Dividend Distribution Table stated in Communiqué on Dividends numbered II-19.1 and the Dividend Directory announced as per Communiqué on Dividends numbered II-19.1. The Proposal made by the Board of Directors, regarding the dividend distribution is presented under Annex-1.

11- Deliberation and decision on the election, duty term of Board of Directors and determination of the remuneration of its members.

As required per TTC, Regulation and CMB regulations and in accordance with the principles regarding the election of members of the Board of Directors stated in our Articles of Association, new members of the Board of Directors will be elected by determining the number of members and their term of duty. Also, with the aim of complying with the Communiqué on Corporate Governance numbered II.17.1 of the CMB, independent board members will be elected. It is obligatory for 3 members of the Board of Directors, which has been recommended as 9 members, to meet the independence criterion defined under the Corporate Governance Principles. Our Board of Directors has designated İzzet Cemal Kışmir, Nihal Mashaki Seçkin and Lale Ergin as independent board member candidates. Our Board Member Candidates to be submitted to the approval of the shareholders in the General Assembly are İzzet Garih, Vedat Aksel Alaton, Ayhan Yavrucu, Leyla Alaton, Niv Garih, Ümit Nuri Yıldız, İzzet Cemal Kışmir (Independent Member), Nihal Mashaki Seçkin (Independent Member) and Lale Ergin (Independent Member).

It has been notified to our Company by CMB that that no adverse opinion has been submitted.

Resumes of the board member candidates and independence statements of the independent board member candidates can be found under Annex-2 and above name candidates will be elected with the approval of the General Assembly to serve for a period of 1 year. The amount of remuneration to be paid to the members of the Board of Directors in the year 2024 will be determined by our shareholders at the General Assembly meeting.

12- Presentation of information to the General Assembly, on the share buyback program and the buybacks made within the scope of the program.

Pursuant to the Resolution of the Board of Directors of our Company dated 16.02.2023, it was resolved; within the framework of the Communiqué on Buy-backed Shares numbered II-22.1 of the Capital Markets Board and the announcement by the Capital Markets Board as per the principle decision dated 14.02.2023 and numbered 9/177, to buy-back shares in addition to the current buy-back program has been decided,

As of April 17, 2023, the share buyback process has been completed. Within the scope of the aforementioned buyback program, a total of 344,471,225.48 TL worth of shares corresponding to 5,600,000 shares have been repurchased, resulting in a repurchase rate of 1.287% of the company's capital. The financing for the repurchases has been sourced from internal company funds. The purchases were executed at unit share prices ranging from a maximum of 80.55 TL to an average of 61.51 TL.

13- Deliberation and decision on the granting of authorization to the Board of Directors to decide on the distribution of dividend advances for the 2024 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.

In accordance with the Articles of Association of our Company and Communiqué on Corporate Governance numbered II-17.1 of the Capital Markets Board, granting of the authorization to the Board of Directors to decide on the distribution of dividend advances for the 2024 fiscal period will be submitted to the approval of the shareholders in the General Assembly.



14-Discussion and decision on offsetting the profit advance for profit distribution, which will be distributed in case of insufficient profit or occurrence of loss at the end of the 2024 fiscal year, from the sources eligible for profit distribution stated in the annual financial statements for the 2024 accounting period.

In accordance with the Capital Markets Board's Communiqué II-19.1 on Dividend Distribution, if there is insufficient profit or a loss at the end of the 2024 fiscal year, the distribution of dividend advances will be subject to offsetting from the sources that may be subject to profit distribution as stated in the annual financial statements for the 2024 fiscal year. This matter will be submitted to the approval of the shareholders at the General Assembly.

15- 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.

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled "Prohibition of Conducting Transaction with the Company, to Become Indebted to the Company" and Article 396, titled "Non-Compete Obligation," may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be submitted to the approval of our shareholders in the General Assembly.

16- 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.

According to the principle numbered 1.3.6. of the Communiqué on Corporate Governance numbered 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 that no such transaction took place in year 2023.

17- 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 2024 in accordance with the Turkish Commercial Code and Capital Markets Board regulations.

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

18- Wishes and requests.

ANNEX-1: Dividend Distribution Table**ALARKO HOLDİNG A.Ş.****DIVIDEND DISTRIBUTION TABLE FOR YEAR 2023 (TL)**

	Based on CMB	Based on Legal Records
1. Paid-in/Issued Capital		435.000.000,00
2. General Legal Reserves (Based on the Legal Records)		40.226.946,33
Information regarding the privilege, if there is any dividend privilege in accordance with the Articles of Association		-
	Based on CMB	Based on Legal Records
3. Profit for the Period	6.819.094.085,00	1.067.750.427,34
4. Taxes (-)	87.972.382,00	42.230.584,30
5. Net Profit for the Period (*) (=)	6.625.321.160,00	1.025.519.843,04
6. Previous Years' Losses (-)	-	-
7. General Legal Reserves (-)	46.773.053,67	46.773.053,67
8. NET DISTRIBUTABLE PROFIT (=)	6.578.548.106,33	978.746.789,37
Dividend Advance Distributed During the Year (-)	556.800.000,00	556.800.000,00
Net Distributable Period Profit/Loss After Deducting Dividend Advance	6.021.748.106,33	421.946.789,37
9. Donations Within The Year (+)	4.381.540,00	
10. Net Distributable Profit Including the Donations	6.582.929.646,33	421.946.789,37
11. First Category Dividend for Shareholders	329.146.482,00	21.750.000,00
- Cash	329.146.482,00	21.750.000,00
- Bonus Issue	-	-
12. Dividend Distributed to Privileged Shareholders	-	
13. Other Distributed Dividend	-	
- To Member of the Board of Directors	-	
- To Employees	-	
- To Other Persons Excluding Shareholders	-	
14. Dividends to the Holders of Redeemed Shares	-	
15. Second Category Dividend for Shareholders	648.994.518,00	956.391.000,00
16. General Legal Reserves	-	
17. Statutory Reserves	-	-
18. Special Reserves (**)	-	-
19. EXTRAORDINARY RESERVES	5.600.407.106,33	605.789,37
20. Other Resource Planned for Distribution	-	-
- Extraordinary Reserves	-	-

(*) Period net profit of the company is TRY 6.907.066.467, however the dividend distribution is based on period net profit of TRY 6.625.321.160 considering the period profit of TRY 281.745.307 relating to the non-controlling shares which is included in this amount.

DIVIDEND RATES TABLE						
	GROUP	Total Dividend Amount (TRY)		Total Dividend/ Net Distributable Profit for the Period	Dividend Per Share with the Nominal Value of TRY 1	
		Cash (TRY)	Bonus Issue (TRY)	Ratio (%)	Amount (TRY)	Ratio (%)
NET		888.383.535,40	-	13,50	2,042261	204,22610
	TOTAL	888.383.535,40	-	13,50	2,042261	204,22610

Total Distributed Net Dividend: A total of 978,141,000 TL (gross) cash dividend will be paid to the shareholders, of which 556,800,000 TL is distributed as a 10% withholding tax applicable as an Advance Dividend for the Year 2023.

From the Total Dividend to be distributed to the shareholders, after deducting the dividend advance paid during the year, the remaining 421,341,000 TL (gross) dividend, of which 80,566,354 TL is attributable to dividend income derived from exempt gains of previous years, and the portion attributable to non-exempt gains of 340,774,646 TL will be subject to a 10% withholding tax.

ANNEX-2: Resumes and Independence Statements of the Independent Board Members

İzzet Cemal KİŞMİR

INDEPENDENCE STATEMENT

I kindly would like to inform the board of directors, shareholders and all relevant parties; I hereby accept and declare that I bear all of the independence criterion stated under Articles 4.3.6 and 4.37 of the Corporate Governance Principles which is the attachment of “Communique on Corporate Governance” No. II-17.1 published by Capital Markets Board, and I am independent in accordance with the relevant legislation and articles of association, and if there will be any change in the matters affecting my independence, I will immediately notify the Board of Directors of Alarko Holding A.Ş. Within this scope; I hereby declare;

- a) No relationship in terms of employment at an administrative level to take upon significant duty and responsibilities was formed within the last five years with the Company or companies on which the Company holds management control or significant effect or shareholders of the Company who have significant effect in the Company or any legal entities which these shareholders hold the management control either by me nor by my spouse, nor by my blood or affinity relatives up to the second degree and within the last five years I did not to own more than 5% of the capital or voting rights or privileged shares either jointly or solely or did not establish a significant commercial relation with the Company,
- b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the Company purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the Company, at the time period when the Company purchases or sells services or goods,
- c) To have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- ç) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- d) To be considered as residing in Türkiye in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193,
- e) To be capable to contribute positively to the operations of the Company, to maintain objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the shareholders,
- f) To be able to allocate time for the company’s business in order to follow up the activities of the company and duly fulfill the allocated duties,
- g) Not to have conducted membership of board of directors of the Company more than a term of six years in the last ten years,
- ğ) Not to be an independent board member in more than three of the companies which are controlled by the Company or its controlling shareholders and in more than five companies listed on the stock exchange,
- h) Not to be registered and announced as a representative of a legal entity board member of Company.

Name Surname : İzzet Cemal KİŞMİR

Date : 15.01.2024



İzzet Cemal KİŞMİR

Resume

Kiřmir was born in Ankara in 1964. He graduated from the Finance Management (English) Department of the Faculty of Economic and Administrative Sciences of Marmara University in 1986. In 1988 he completed his graduate studies in Modern Management at the same university and in 1996 he completed his MBA at Hartford University, Barney Management Collage in “International Finance and Strategic Management .

He started to work as Regional Sales Coordinator at STFA Holding in 1987. He held several managerial jobs at Mobil Oil, Garanti Bank, TEB BNP Paribas respectively. Mr. Kiřmir has been working as the CEO and the Board member of BNP Paribas Cardiff in Turkey since 2011. İzzet Cemal Kiřmir speaks English, is married and has one child.

INDEPENDENCE STATEMENT

I kindly would like to inform the board of directors, shareholders and all relevant parties; I hereby accept and declare that I bear all of the independence criterion stated under Articles 4.3.6 and 4.37 of the Corporate Governance Principles which is the attachment of “Communique on Corporate Governance” No. II-17.1 published by Capital Markets Board, and I am independent in accordance with the relevant legislation and articles of association, and if there will be any change in the matters affecting my independence, I will immediately notify the Board of Directors of Alarko Holding A.Ş. Within this scope; I hereby declare:

a) No relationship in terms of employment at an administrative level to take upon significant duty and responsibilities was formed within the last five years with the Company or companies on which the Company holds management control or significant effect or shareholders of the Company who have significant effect in the Company or any legal entities which these shareholders hold the management control either by me nor by my spouse, nor by my blood or affinity relatives up to the second degree and within the last five years I did not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or did not establish a significant commercial relation with the Company,

b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the Company purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the Company, at the time period when the Company purchases or sells services or goods,

c) To have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,

ç) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,

d) To be considered as residing in Türkiye in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193,

e) To be capable to contribute positively to the operations of the Company, to maintain objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the shareholders,

f) To be able to allocate time for the company’s business in order to follow up the activities of the company and duly fulfill the allocated duties,

g) Not to have conducted membership of board of directors of the Company more than a term of six years in the last ten years,

ğ) Not to be an independent board member in more than three of the companies which are controlled by the Company or its controlling shareholders and in more than five companies listed on the stock exchange,

h) Not to be registered and announced as a representative of a legal entity board member of Company. **Name**

Surname : Nihal MASHAKİ SEÇKİN

Date : 15.01.2024

Nihal Mashaki SEÇKİN

Resume

Born in Amman/Jordan in 1980. She holds an undergraduate degree in law from Galatasaray University.

She started her career in 2005 as a lawyer and moved in 2008 to the financial services sector where she established and ran the Board General Secretariat and various committees under the Board of Directors in Türkiye Finans Bank as the Director of Corporate Governance and Company Secretary and later headed the legal advisory and litigation as the Chief Legal Officer. She was nominated for “the Best Company Secretary of The Year” award by the Institute of Chartered Secretaries and Administrators (ICSA), London UK in 2016 with her corporate governance transformation project.

In 2018, Ms. Mashaki moved to Şişecam as an Advisor to the Group CEO. She managed both local and the global projects on corporate governance and compliance. Subsequently in 2021 she advised the Group CEO of Karadeniz Holding with designing the governance framework for energy group Karpowership.

Mashaki is actively advising global listed companies with focus on operational excellence of the board and committees, streamlining decision-making processes and controls within intracompany and translating corporate governance and sustainability ambitions into concrete plans to meet goals within group companies.

Since 2012, she is a member of Corporate Governance Association of Turkey (TKYD). She obtained professional certificates from London Business School, ICSA, EM and IFC on leadership, corporate governance, company secretary and sustainability. She has been part of the IFC sustainability and corporate governance trainer to trainer (ToT) program since 2019. She has been supporting the project re promotion of gender diversity on corporate boards in Turkey that was led by European Bank for Reconstruction and Development (EBRD) since 2020, as a member and co-chairwoman of the committees.

She is a Board member and a professional trainer in Corporate Governance Association of Turkey.

She is also a founding executive member of CGAT International Corporate Governance Institute.

Mashaki speaks English, French, Turkish and Arabic. She is registered to Istanbul Bar and certified mediator.

Lale ERGİN

INDEPENDENCE STATEMENT

I kindly would like to inform the board of directors, shareholders and all relevant parties; I hereby accept and declare that I bear all of the independence criterion stated under Articles 4.3.6 and 4.3.7 of the Corporate Governance Principles which is the attachment of "Communique on Corporate Governance" No. II-17.1 published by Capital Markets Board, and I am independent in accordance with the relevant legislation and articles of association, and if there will be any change in the matters affecting my independence, I will immediately notify the Board of Directors of Alarko Holding A.Ş. Within this scope; I hereby declare;

- a) No relationship in terms of employment at an administrative level to take upon significant duty and responsibilities was formed within the last five years with the Company or companies on which the Company holds management control or significant effect or shareholders of the Company who have significant effect in the Company or any legal entities which these shareholders hold the management control either by me nor by my spouse, nor by my blood or affinity relatives up to the second degree and within the last five years I did not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or did not establish a significant commercial relation with the Company,
- b) Not to have been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the Company purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax audit, statutory audit, internal audit), rating and consulting of the Company, at the time period when the Company purchases or sells services or goods,
- c) To have professional education, knowledge and experience in order to duly fulfill the duties assigned for being an independent board member,
- ç) Not to be a full-time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation,
- d) To be considered as residing in Türkiye in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193,
- e) To be capable to contribute positively to the operations of the Company, to maintain objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the shareholders,
- f) To be able to allocate time for the company's business in order to follow up the activities of the company and duly fulfill the allocated duties,
- g) Not to have conducted membership of board of directors of the Company more than a term of six years in the last ten years,
- ğ) Not to be an independent board member in more than three of the companies which are controlled by the Company or its controlling shareholders and in more than five companies listed on the stock exchange,
- h) Not to be registered and announced as a representative of a legal entity board member of Company.

Name Surname : Lale ERGİN

Date : 15.01.2024



Lale ERGİN

Resume

After graduating from Middle East Technical University with an MS Business Administration degree in 1996, Ms Ergin completed the Executive MBA program at Koç University in 2001.

In her 23 years of professional experience at the Borusan Group, she has established the strategy, business development, M&A and innovation functions groupwide and assumed the leadership role in all these functions for many years. As part of this role, she was responsible from the preparation and management of the Group portfolio strategy, management of the new business development projects, assessment of the step growth investment feasibilities, management of the merger, acquisition, divestment and partnership projects of the whole Group companies and incubation of new innovative, disruptive business models. She also led the digital transformation project among the Group.

Ms Ergin has been appointed as one of the 3 Executive Committee members as of the beginning of 2018 and she has assumed direct responsibility of 4 Group subsidiaries, namely Borusan Lojistik, Borusan EnBW Enerji, Supsan and Borusan Manheim as the Executive Board Member in all these companies. She was also a long-term board member at many of the Borusan Group subsidiaries.

She has joined ESA Esports & Media, which operates in the esports and video games industry, as Co-Founder and CEO in 2020. ESA, a new media entertainment platform that produces content in the field of esports and video games, also operates as the biggest independent esports organization company in Turkey with offline and online esports tournaments organized in its own esports arena.

Ms. Ergin is also an Independent Board Member at Turcas Petrol, Mondi Corrugated Turkey and Logo Yazılım companies.



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 27, 2024, 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- Presentation and deliberation of the Board of Directors Annual Report, Auditors Report and Independent Audit Company Report for the year 2023.			
5- Presentation, deliberation and approval of the Statement of Financial Standing and Statement of Comprehensive Income for the year 2023.			
6- Decision regarding the release of the members of the Board of Directors for the activities of the year 2023.			



7- Presentation of the donations made by our Company during the year 2023			
8- Deliberation and decision on determining the upper limit for the donations to be made in year 2024.			
9- Presentation of information on the collaterals, pledges, mortgages, and sureties granted by our Company for the benefit of third parties.			
10- - Deliberation and decision on the proposal of the Board of Directors regarding the dividend distribution.			
11- Deliberation and decision on the election, duty term of Board of Directors and determination of the remuneration of its members.			
12- - Presentation of information to the General Assembly, on the share buyback program and the buybacks made within the scope of the program.			
13- Deliberation and decision on the granting of authorization to the Board of Directors to decide on the distribution of dividend advances for the 2024 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.			
14- Discussion and decision on offsetting the profit advance for profit distribution, which will be distributed in case of insufficient profit or occurrence of loss at the end of the 2024 fiscal year, from the sources eligible for profit distribution stated in the annual financial statements for the 2024 accounting period.			
15- - 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.			
16- 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.			
17- 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 2024 in accordance with the Turkish Commercial Code and Capital Markets Board regulations.			
18- 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

