

Istanbul

Trade Registry Number: 118376-0

Trade Name

ALARKO HOLDING ANONIM SIRKETI

Invitation to Annual Meeting

Dear Shareholders,

Our Ordinary General Assembly Meeting for the year 2025 will be hold on 13.04.2026 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.

Our company’s Articles of Association, amendment to the Articles of Association, Board of Directors Annual Report, Auditors Report, Independent Audit Company Report for the year 2025, Financial Statements for the year 2025, 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.org.tr, www.alarko.com.tr and at Central Registry Agency e-GKS.

Best Regards,

Board of Directors

ALARKO HOLDING ANONIM SIRKETI

13.04.2026 AGENDA OF THE ANNUAL GENERAL ASSEMBLY MEETING

- 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- Reading and deliberating the Board of Directors Activity Report, Audit Report and the Report of the Independent Audit Company regarding the fiscal year 2025.
- 5- Reading, deliberating and approving the Statement of Financial Standing and the Statement of Comprehensive Income of the fiscal year 2025.
- 6- Submission to the shareholders, for their information and approval, of the Sustainability Report for the year 2024, which has been prepared in accordance with the Turkish Sustainability Reporting Standards and subjected to mandatory sustainability assurance audit, pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards Authority.
- 7- Decision regarding the release of the members of the Board of Directors for the activities of fiscal year 2025.
- 8- Deliberation and decision on determining the number of members of the Board of Directors, the election of the members, their term of office, and the determination of their remuneration.
- 9- Discussion and resolution on the Board of Directors' proposal regarding profit distribution.
- 10- Discussion and resolution on the approval of granting authority to the Board of Directors to decide on the distribution of dividend advances for the 2026 fiscal year, in accordance with the Company's Articles of Association and the Capital Markets Board's Profit Distribution Communiqué (II-19.1).
- 11- Discussion and resolution on the matter of offsetting the distributed dividend advance from the sources that can be allocated for profit distribution, as reflected in the annual financial position statement for the 2026 fiscal year, in the event of insufficient profit or a loss at the end of the 2026 fiscal year.
- 12- Discussion and resolution regarding the approval of the “Board of Directors’ Report on the Capital Reduction of Alarko Holding A.Ş.” prepared by the Board of Directors in relation to the reduction of the Company’s issued capital from TRY 435,000,000 to TRY 417,000,000 through the cancellation of repurchased shares.
- 13- Deliberation on and resolution regarding the reduction of the Company’s issued capital from TRY 435,000,000 to TRY 417,000,000 through the cancellation of repurchased shares, and, in this context, the amendment of Article 8 of the Company’s Articles of Association titled “Capital” in the form set out in the amendment text.
- 14- Informing the General Assembly regarding the acquisitions made under the Share Buy-Back Program.
- 15- Discussion and resolution on the approval of the Independent Audit Firm, as determined by the Board of Directors, for the audit of the 2026 fiscal year’s accounts and transactions, in accordance with the Turkish Commercial Code and Capital Markets Board regulations.
- 16- Discussion and resolution on the approval of the Independent Audit Firm selected by the Board of Directors for conducting the assurance audit of the Company’s sustainability reports for the year 2026, and for carrying out other activities within the scope of relevant regulations.
- 17- Presentation of information to the General Assembly regarding the donations made by the Company in 2025.
- 18- Discussion and resolution on determining the upper limit for the donations to be made by our Company in 2026
- 19- Presentation of information regarding the guarantees, pledges, mortgages, and sureties given by our

Company in favor of third parties.

- 20- 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.
- 21- 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.
- 22- Wishes and requests.

BOARD OF DIRECTORS

**POWER OF ATTORNEY
ALARKO HOLDING A.S.**

ALARKO HOLDING A.S.

I/we hereby appoint, further identified below, as my/our representative to represent me/us and vote, submit proposals and sign documents on my/our behalf, within the framework of the instructions below, at the annual general assembly meeting of ALARKO HOLDING A.Ş. scheduled for 15.00 on April 13th, 2026, Monday at the address of “Muallim Naci Cad. No:69 Alarko Merkezi Ortaköy/İSTANBUL”.

Name, Surname / Commercial Title of the Proxy:

Turkish Identification / Tax Number, Trade Registration No. and MERSIS No. of the Shareholder:

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

A) SCOPE OF REPRESENTATIVE AUTHORITY

For Sections 1 and 2 provided below either (a), (b) or (c) must be chosen to indicate the scope of representative authority.

1. With Respect to the Agenda Items:

- a) The Proxy is authorized to vote at its own discretion.
- b) The Proxy is authorized to vote in accordance with the proposals of the Company management.
- c) The Proxy is authorized to vote in accordance with the instructions below

Instructions:

If the Shareholder chooses option (c) above, the Shareholder will provide instructions to the Proxy by indicating its vote on each agenda item and by also indicating its dissenting opinion, if any, for the agenda items voted against.

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- Reading and deliberating the Board of Directors Activity Report, Audit Report and the Report of the Independent Audit Company regarding the fiscal year 2025.			
5- Reading, deliberating and approving the Statement of Financial Standing and the Statement of Comprehensive Income of the fiscal year 2025.			
6- Submission to the shareholders, for their information and approval, of the Sustainability Report for the year 2024, which has been prepared in accordance with the Turkish Sustainability Reporting Standards and subjected to mandatory sustainability assurance audit, pursuant to the regulations of the Public Oversight, Accounting and Auditing Standards			

Authority.			
7- Decision regarding the release of the members of the Board of Directors for the activities of fiscal year 2025.			
8- Deliberation and decision on determining the number of members of the Board of Directors, the election of the members, their term of office, and the determination of their remuneration.			
9- Discussion and resolution on the Board of Directors' proposal regarding profit distribution.			
10- Discussion and resolution on the approval of granting authority to the Board of Directors to decide on the distribution of dividend advances for the 2026 fiscal year, in accordance with the Company's Articles of Association and the Capital Markets Board's Profit Distribution Communiqué (II-19.1).			
11- Discussion and resolution on the matter of offsetting the distributed dividend advance from the sources that can be allocated for profit distribution, as reflected in the annual financial position statement for the 2026 fiscal year, in the event of insufficient profit or a loss at the end of the 2026 fiscal year.			
12- Discussion and resolution regarding the approval of the "Board of Directors' Report on the Capital Reduction of Alarko Holding A.Ş." prepared by the Board of Directors in relation to the reduction of the Company's issued capital from TRY 435,000,000 to TRY 417,000,000 through the cancellation of repurchased shares.			
13- Deliberation on and resolution regarding the reduction of the Company's issued capital from TRY 435,000,000 to TRY 417,000,000 through the cancellation of repurchased shares, and, in this context, the amendment of Article 8 of the Company's Articles of Association titled "Capital" in the form set out in the amendment text.			
14- Informing the General Assembly regarding the acquisitions made under the Share Buy-Back Program.			
15- Discussion and resolution on the approval of the Independent Audit Firm, as determined by the Board of Directors, for the audit of the 2026 fiscal year's accounts and transactions, in accordance with the Turkish Commercial Code			

and Capital Markets Board regulations.			
16- Discussion and resolution on the approval of the Independent Audit Firm selected by the Board of Directors for conducting the assurance audit of the Company's sustainability reports for the year 2026, and for carrying out other activities within the scope of relevant regulations.			
17- Presentation of information to the General Assembly regarding the donations made by the Company in 2025.			
18- Discussion and resolution on determining the upper limit for the donations to be made by our Company in 2026			
19- Presentation of information regarding the guarantees, pledges, mortgages, and sureties given by our Company in favor of third parties.			
20- 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.			
21- 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.			
22- Wishes and requests.			

(*) Agenda items for the General Assembly will be listed one by one. If the minority shareholders propose another draft resolution, this draft resolution will also be indicated here.

2. Special Instructions Regarding Other Matters Arising During the Meeting Especially the Exercise of Minority Rights:

- a) The Proxy is authorized to vote at its own discretion.
- b) The Proxy is not authorized to vote on these matters.
- c) The Proxy is authorized to vote in accordance with the special instructions below.

SPECIAL INSTRUCTIONS; Special instructions 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) Series and Order:*
- b) Number/Group:**
- c) Amount-Nominal Value of the Shares:
- d) Information on any Privileges attached to the Shares:
- e) Bearer or Registered:*
- f) Ratio Against the Entire Number of Shares and Voting Rights of the Shareholder:

* Not required for dematerialized shares.

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

2. I approve the representation of all my shares indicated in the list of attendees to be prepared by the CRA one day prior to the General Assembly by the Proxy.

NAME, SURNAME OR COMMERCIAL TITLE OF THE SHAREHOLDER (*)

Turkish Identification / Tax Number, Trade Registration No. and MERSIS No. of the Shareholder:

Address of the Shareholder:

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

SIGNATURE

ALARKO HOLDING A.S.

LIST OF INDEPENDENT BOARD MEMBER CANDIDATES

- 1. İZZET CEMAL KİŞMİR**
- 2. NİHAL MASHAKİ SEÇKİN**
- 3. LALE ERGİN**
- 4. NERGİS AYVAZ BUMEDİAN**

BOARD OF DIRECTORS

AMENDMENT TEXT TO THE ARTICLES OF ASSOCIATION

Former Version of The Article	New Version of The Article
ARTICLE 8. CAPITAL	ARTICLE 8. CAPITAL
<p>The Company has adopted registered capital system in accordance with the provisions of the repealed Capital Markets Law No. 2499 and has switched to this system with the permission of the Capital Markets Board dated 6.11.1985 and numbered 390.</p> <p>The Company's authorized capital is TRY 2,000,000,000,000 (Two Billion) divided into 200,000,000,000,000 (Two Hundred Billion) shares each with a nominal value of 1 (One) Kurush.</p> <p>The Company has an issued capital of TRY 435,000,000,000 (Four hundred and thirty five million) consisting of a total of 43,500,000,000 (Forty three billion five hundred million) bearer shares with a nominal value of 1 Kurush. The above issued capital has been fully paid in free of collusion.</p> <p>The authorized capital allowed by the Capital Markets Board is valid from 2024 to 2028 (5 years). At the end of 2028, even if the authorized capital has not been reached, it shall be obligatory to seek the authorization of the general assembly for a new period not exceeding 5 years by obtaining permit from the Capital Markets Board for the previously permitted upper limit or a new upper limit amount. If such authorization is not obtained, no capital increase can be made relying on a resolution of the Board of Directors.</p> <p>The Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the authorized capital whenever it deems necessary in accordance with the provisions of the Capital Markets Law and the relevant legislation, to restrict the rights of privileged shareholders, to limit the shareholders' right to purchase new shares and</p>	<p>The Company has adopted registered capital system in accordance with the provisions of the repealed Capital Markets Law No. 2499 and has switched to this system with the permission of the Capital Markets Board dated 6.11.1985 and numbered 390.</p> <p>The Company's authorized capital is TRY 2,000,000,000,000 (Two Billion) divided into 200,000,000,000,000 (Two Hundred Billion) shares each with a nominal value of 1 (One) Kurush.</p> <p>The Company has an issued capital of TRY <u>417,000,000 (Four hundred seventeen million)</u> consisting of a total of <u>41,700,000,000 (Forty-one billion seven hundred million)</u> bearer shares with a nominal value of 1 Kurush. The above issued capital has been fully paid in free of collusion.</p> <p><u>The Company's previously issued capital of TRY 435,000,000 has been reduced by TRY 18,000,000 through the cancellation of 1,800,000,000 shares with a nominal value of TRY 18,000,000 acquired by the Company, and has thereby been decreased to TRY 417,000,000.</u></p> <p>The authorized capital allowed by the Capital Markets Board is valid from 2024 to 2028 (5 years). At the end of 2028, even if the authorized capital has not been reached, it shall be obligatory to seek the authorization of the general assembly for a new period not exceeding 5 years by obtaining permit from the Capital Markets Board for the previously permitted upper limit or a new upper limit amount. If such authorization is not obtained, no capital increase can be made relying on a resolution of the Board of Directors.</p>

Former Version of The Article	New Version of The Article
<p>to issue shares at a premium or below their nominal value. The authorization to restrict the right to purchase new shares may not be used in a way that may lead to inequality among shareholders.</p> <p>In the capital increases to be made, the shares must be payable to bearer.</p> <p>When necessary, the capital of the Company may be increased or reduced in accordance with the provisions of the Turkish Commercial Code and Capital Market Legislation.</p> <p>Shares representing the capital shall be held in dematerialized form in accordance with the principles of dematerialization.</p>	<p>The Board of Directors shall be authorized to increase the issued capital by issuing new shares up to the authorized capital whenever it deems necessary in accordance with the provisions of the Capital Markets Law and the relevant legislation, to restrict the rights of privileged shareholders, to limit the shareholders' right to purchase new shares and to issue shares at a premium or below their nominal value. The authorization to restrict the right to purchase new shares may not be used in a way that may lead to inequality among shareholders.</p> <p>In the capital increases to be made, the shares must be payable to bearer.</p> <p>When necessary, the capital of the Company may be increased or reduced in accordance with the provisions of the Turkish Commercial Code and Capital Market Legislation.</p> <p>Shares representing the capital shall be held in dematerialized form in accordance with the principles of dematerialization.</p>