ALARKO HOLDİNG A.Ş.

ALARKO HOLDİNG A.Ş.

General Assembly Information Document

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

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	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 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 2022 which will be held on 29.05.2023 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 29.05.2023

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- 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.

Pursuant to the Resolution of the Board of Directors dated 01.12.2022 and in accordance with Article 363 of TCC; it has been decided to appoint Nihal Mashaki Seçkin, for the place of Burak Koçer who resigned from his duty as independent board member of the Board of Directors and in that regard necessary application has been made to the CMB. As per the letter of CMB dated 23.12.2022 and numbered E-29833736-110.07.07-30672, it has been decided to not submit any adverse opinion on the above named independent board member candidate of the Board of Directors. Within this scope and in accordance with the Article 363 of the TTC, Nihal Mashaki Seçkin has been appointed as the member of the Board of Directors to fulfill the duty term of the resigned board member, and this appointment will be presented to the approval of our shareholders. Resume and independence statement of Nihal Mashaki Seçkin, which have been drafted in accordance with the Corporate Governance Principle numbered 1.3.1 of the CMB, are presented under the Annex-2.

Pursuant to the Resolution of the Board of Directors dated 13.04.2023 and in accordance with Article 363 of TCC; it has been decided to appoint Lale Ergin, for the place of Mahmut Tayfun Anık who resigned from his duty as independent board member of the Board of Directors and in that regard necessary application has been made to the CMB. In the case, CMB does not submit any adverse opinion on the above named independent board member candidate of the Board of Directors; Lale Ergin will be appointed as the member of the Board of Directors to fulfill the duty term of the resigned board member in accordance with the Article 363 of TTC, and this appointment will be presented to the approval of our shareholders. Resume and independence statement of Lale Ergin, which have been drafted in accordance with the Corporate Governance Principle numbered 1.3.1 of the CMB, are presented under the Annex-2.

5- Presentation and deliberation of the Board of Directors Annual Report, Auditors Report and Independent Audit Company Report for the year 2022.

Board of Directors Annual Report, Auditors Report and Independent Audit Company Report regarding the 01.01.2022-31.12.2022 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.

6- Presentation, deliberation and approval of the Statement of Financial Standing and Statement of Comprehensive Income for the year 2022.

Financial Statements regarding year 2022, 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.

7- Decision regarding the release of the members of the Board of Directors for the activities of the year 2022.

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 2022 will be submitted to the approval of the General Assembly.

8- Deliberation and decision on the submission of information and approval of Donation and Aid Policy of our Company.

Pursuant to Resolution of the Board of Directors dated 16.09.2022, it has been decided to submit the amended and the new Donation and Aid Policy which can be found under Annex-3, to the approval of the shareholders in the General Assembly Meeting.

9- Deliberation and decision on the submission of information and approval on the changes in Dividend Policy of our Company.

Pursuant to the Resolution of the Board of Directors dated 26.04.2023, it has been decided; to amend the Dividend Policy in accordance with the Communiqué on Dividends numbered II-19.1, with the intent of granting the Board of Directors the authorization in regards to the distribution of dividend advances, and to present the Dividend Policy which can be found under the Annex-4 to the approval of the shareholders in the General Assembly Meeting.

10- Submission of information on the amendments in "Remuneration Policy for Directors and Senior Executives of Alarko Holding A.Ş.".

Pursuant to the Resolution of the Board of Directors dated 30.09.2022, it has been decided; to amend the Remuneration Policy for Directors and Senior Executives of Alarko Holding A.Ş., with the intent of enabling to make the portion of the premium payments to be made to the senior executives in the form of shares within the scope of the specific performance criterion, in accordance with the mandatory Corporate Governance Principle numbered 4.6.2 of the CMB and to present the Remuneration Policy for Directors and Senior Executives of Alarko Holding A.Ş., which can be found under Annex-5, to the information of the shareholders in the General Assembly Meeting.

11- Presentation of the donations made by our Company during the year 2022.

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 2022 is TRY 1.588.550,44.

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.

Donations that are made during the year 2023 will be presented to the information and approval of the shareholders in the general assembly. In accordance with the fifth paragraph of the Article 19 of Communiqué on Dividends numbered II-19.1 of CMB, the upper limit for the donations to be made in year 2023 must be determined by the shareholders in the general assembly meeting. As per this provision, upper limit for the donations to be made during the year 2023 will be determined by the General Assembly.

13- 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.

14- 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 01.01.2022 – 31.12.2022, 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 11.440.784.915.

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.

15- 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 Neslihan Tonbul, 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, Neslihan Tonbul (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, and necessary application has been made to the CMB regarding the independent board membership of the Lale Ergin.

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 2023 will be determined by our shareholders at the General Assembly meeting.

16- 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, to revise the maximum amount of funds allocated for share buy-back as TRY 380.000.000 (three hundred and eighty million Turkish Liras) to be covered from the internal sources, which was previously determined as TRY 180.000.000 (one hundred and eighty million Turkish Liras), to revise the nominal value of the maximum amount of shares which may be subject to buy-back as TRY 5.600.000 (five million six hundred thousand Turkish Liras), with the intent of protecting the interests of our shareholders and contributing the fair price formation of the shares of our Company. Information will be given regarding the transactions carried out in this context.

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.

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 2023 fiscal period will be submitted to the approval of the shareholders in the General Assembly.

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.

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.

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.

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 2022.

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.

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.

21- Wishes and requests.

ANNEX-1: Dividend Distribution Table

ALARKO HOLDİNG A.Ş.

DIVIDEND DISTRIBUTION TABLE FOR YEAR 2022 (TL)

1. Paid-in/Issued Capital		**435.000.000,00**
2. General Legal Reserves (Based on the Legal Records)		**33.502.496,13**
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	11.510.008.866,00	149.920.003,90
4. Taxes (-)	353.633.614,00	15.430.999,92
5. Net Profit for the Period (*) (=)	11.440.784.915,00	134.489.003,98
6. Previous Years' Losses (-)	-	-
7. General Legal Reserves (-)	6.724.450,00	6.724.450,20
8. NET DISTRIBUTABLE PROFIT (=)	11.434.060.465,00	127.764.553,78
9. Donations Within The Year (+)	1.588.550,44	
10. Net Distributable Profit Including the Donations	11.435.649.015,44	
11. First Category Dividend for Shareholders		
– Cash	47.165.000,00	
– Bonus Issue	-	
– Total	47.165.000,00	
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	-	
16. General Legal Reserves	-	
17. Statutory Reserves	-	
18. Special Reserves (**)	80.381.324,42	80.381.324,42
19. EXTRAORDINARY RESERVES	11.306.514.140,60	218.229,36
20. Other Resource Planned for Distribution	96.385.000.00	96.385.000,00
- Extraordinary Reserves	96.385.000,00	96.385.000,00

(*) Period net profit of the company is TRY 11.863.642.480, however the dividend distribution is based on period net profit of TRY 11.440.784.915 considering the period profit of TRY 422.857.565 relating to the non-controlling shares which is included in this amount.

(**) 75% of the sales profit of the participation shares which is exempted from corporate tax pursuant to the subparagraph (e), paragraph 1, Article 5 of the Corporate Tax Law numbered 5520.

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		129.195.000,00	**-**	1,13	0,2970	29,70
	TOTAL	**129.500.000,00**	**-**	**1,13**	**0,2970**	**29,70**

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

Neslihan TONBUL

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.

Name Surname : Neslihan Tonbul

Date : 18.01.2023

Neslihan TONBUL

Resume

Born in İstanbul, in 1959, Ms. Neslihan Tonbul, received a BA degree in economics and political science from Rutgers University (USA), and was awarded an MA degree in development economics and international relations from the Fletcher School of Law and Diplomacy at Tufts University.

After beginning her international banking career in 1983 at the Irving Trust Company, New York, she moved to İstanbul in 1988, as the Middle East Region Manager. She has been a pioneer in the development of the finance industry, and continued to work for BNY Mellon until 2008. In 2009, Ms. Tonbul became a board member for Yaşar Holding, and then served on the boards of Prysmian, Turcas, Petrol, and ANEL, and she is currently serving as an Independent Board Member for Vakıfbank International AG, Tofaş, and Petkim.

She is a senior advisor for the New Zealand Development Agency and Cambridge Family Enterprise Group since 2014, and she also gives lectures at Koç University, Economics and Administrative Sciences Faculty. In addition to her professional work, Ms. Tonbul is also an active member of the civil society. Ms. Tonbul is a Trustee of the American Research Institute in Turkey (ARIT), Young Presidents Organization (YPO), and Turkish Education Volunteers Foundation (TEGV), and she is among founders of Turkish American Business Forum. She has been mentoring Women Entrepreneurs at the EBRD since 2014.

Ms. Tonbul is fluent in English, French, Azerbaijani, and she is also studying Italian and Persian.

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

Nihal Mashaki SEÇKİN

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.

Name Surname : Nihal MASHAKİ SEÇKİN

Date : 18.01.2023

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.

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

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 4.37 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 : Lale ERGİN

Date : 12.04.2023

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.

ANNEX-3: Donation and Aid Policy

Pursuant to Article 33 of the Articles of Association of Alarko Holding A.Ş., the Board of Directors is authorized to make donations on behalf of the company up to the cap set by the shareholders at the General Assembly meeting. The Board of Directors acts in accordance with the principles determined in the Donation and Aid Policy and with the applicable regulations of the Capital Markets Board.

Principles Regarding Donations and Aids:

- Alarko Holding A.Ş. may make donations and aids with education, health and social solidarity purposes or to individuals, associations, foundations, non-governmental organizations, and public institutions and organizations that are engaged in the company's field of activity.
- The cap for the total amount of donations and aids that can be made by Alarko Holding A.Ş. in each financial year is submitted by the Board of Directors to the approval of the shareholders at the ordinary General Assembly meeting to be held regarding the previous financial year.
- The Board of Directors is authorized to decide on making donations and aids up to the cap set in the ordinary General Assembly meeting.
- It is essential that the donations and aids to be made by Alarko Holding A.Ş. are in accordance with company strategies, fundamental corporate values, and ethical standards and that they contribute to the social development.
- Information regarding the total amount of all donations and aids made in each financial year and the people who benefited from them are presented to the shareholders under a separate agenda item at the General Assembly meeting.
- Amendments proposed by the Board of Directors in the Donation and Aid Policy are also submitted to the information of our shareholders at the General Assembly Meeting and they enter into force with General Assembly resolution.
- In accordance with the Articles of Association of Alarko Holding, 1% of the Company's net distributable profit for the period before deducting corporate tax and similar taxes and funds, is donated to the Alarko Eğitim ve Kültür Vakfı (Alarko Education and Culture Foundation, provided that tax exemption is applicable and there is no prejudice to the dividend that may be required to be paid by the Capital Markets Board. The cap on the total amount of donations to be made in each financial year is determined at the General Assembly meeting.
- The cap on aids and donations shall not exceed 5% of the corporate income calculated according to the tax laws applicable in the relevant year, which is allowed to be deducted from the Corporate Tax base, taking into account the minimum rate. It is essential that all donations to be made must be presented to the information of the shareholders at the General Assembly meeting, that the aids do not violate the concealed gain transfer rules of the Capital Markets Legislation, that the necessary material disclosures are made, and that the donations made during the year do not hinder the purpose and activities of the company.
- Under Article 58(b) of the Articles of Association of Alarko Holding A.Ş., the donations made by the Company within the relevant financial year are added to the distributable profit base.

This Donation and Aid Policy has been accepted by the resolution of the Board of Directors, dated 16/09/2022 and numbered 870 and shall be presented to the opinion of the shareholders at the first ordinary General Assembly meeting to be held and disclosed to the public on the corporate website of the company. Amendments to this Policy shall enter into force and be announced in the same manner.

ANNEX-4: Dividend Policy

Our Company distributes dividends in accordance with the Turkish Commercial Code, Capital Markets Legislation, Tax Legislation, other relevant legislation and the provisions of the Articles of Association.

Annual dividend distribution proposal of the Board of Directors, which carries the particularities stipulated under the Dividend Policy and the Capital Markets Board ("**CMB**") Corporate Governance Principles, can be found in the annual report.

Each year, the Board of Directors concludes its proposal regarding the dividend distribution within the frame of the Dividend Policy and submits it to the approval of the General Assembly.

In the case dividend distribution proposal of the Board of Directors is approved by the General Assembly, it is essential to start the dividend distribution operations within 1 month at the latest.

Our company has adopted the Dividend Policy within the framework of the Capital Markets Legislation and the provisions of our Articles of Association, taking into account the company's activity report and performance, investment policy, cash requirements, financial situation and market developments. This policy is reviewed annually by the Board of Directors by considering any adverse events in national and global economic conditions and the status of the current projects and the financial resources of the company.

Our company, in principle, envisages to distribute, each year, at least 5% of the distributable profit for the term, to its shareholders in cash or in the form of bonus shares.

Within the framework of the Dividend Policy, dividends are distributed equally to all existing shares as of the relevant accounting term, and no privileges are applied.

The Board of Directors may distribute dividend advances, provided that it is authorized by the General Assembly and complies with the Capital Markets Legislation.

ANNEX-5: Remuneration Policy for Directors and Senior Executives of Alarko Holding A.Ş.

This Remuneration Policy for Directors and Senior Executives has been prepared in order to define the remuneration policies of the directors and senior executives of Alarko Holding A.Ş. within the framework of Capital Markets Board regulations.

1. Principles Governing Remuneration of Directors

1.1 Independent Directors: Fees payable to independent directors are determined every year at the General Assembly. These fees are determined at such level that will not affect the independence of the members. No performance-based remuneration or premium is paid to these independent directors.

1.2 Other Directors: Fees payable to other directors are determined every year at the General Assembly. The General Assembly may resolve that no fees shall be paid to these directors. No performance-based remuneration or premium are paid ton non-independent directors.

2. Principles Governing Remuneration of Senior Executives

The Board of Directors (Corporate Governance Committee) has taken on the function of determining the remuneration policies of senior executives and supervising the implementation of these policies. The remuneration principles determined by the Board of Directors are as follows:

Remuneration of senior executives consists of three main components. The first component is the base salary paid on a monthly basis, the second component is the fringe benefits (car, telephone, health insurance, etc.), and the third component is the premium, the amount of which varies (increases or decreases) depending on the performance of the company and the executive.

2.1 Base Salary and Fringe Benefits

The base salary is determined by taking into consideration the salaries of the same level executives in comparable companies in the sector in which the company operates as well as the general remuneration policy of the company. Base salaries are generally revised once a year, effective from the beginning of the year.

However, base salaries are subject to revisions (correction/adjustment) twice a year depending on the change trends in the general price level. Base salary payments are calculated over 12 salaries and 4 bonuses. The salary and bonus portions of base salary payments are determined by the Group Chief Executive Officer.

Fringe benefits to be offered to senior executives are determined by the Group Chief Executive Officer considering their positions.

2.2 Premium

Premium amounts are determined according to the general economic situation, the performance of the company in the relevant year, and the individual performance of the executives. The performance targets of the Group Chief Executive Officer are designated by the Board of Directors, and the performance targets of other senior executives by the Group Chief Executive Officer.

Performance criteria are of primary importance when determining premium amounts. Additionally, the relevant sector, years of service at the company, the department for which the executive is responsible, and the strategic objectives of the company are also taken into consideration when determining the premium amounts.

Premium is not a right. If the company or the executive fails to achieve their objectives, no premium may be awarded to the relevant executive. The premium may be determined as a certain percentage of the profit, or different premium determination methods may be used when deemed necessary by the Board of Directors.

The Board of Directors may decide that a certain portion of the premium may be implemented in conjunction with employee stock option plans by offering the Company's stocks traded on Istanbul Stock Exchange within the framework of certain performance criterion. This premium system is implemented in line with a plan to be devised.

The aim of vesting stocks to senior executives and ensuring retention of these stocks for certain periods is to procure that the interests of senior executives are more closely identified with the interests of the Company and its shareholders, thereby increasing their efforts on the part of the Company and nourishing their willingness to stay with the Company. In addition, the incentive stock premium system aims to ensure that senior executives focus more on the Company's long-term goals.

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