

INVITATION TO ANNUAL MEETING
AS NOTIFIED BY ALARKO CARRIER SANAYİ VE TİCARET ANONİM ŞİRKETİ
Trade Registry No: 85696

Dear Shareholders,

Our Board of Directors resolved to hold the Annual Ordinary General Assembly Meeting for the year 2023 on 15.05.2024 at 15:00 at the address “Muallim Naci Cad. No.69 Alarko Merkezi, Ortaköy/İSTANBUL”

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

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

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

Our shareholders willing to participate to the meeting in Electronic Platform have to complete the procedures as of the clauses of “Regulations Regarding General Assemblies of Corporations to be Held in Electronic Platform” published in the 28.08.2012 dated and 28395 numbered official gazette and “Communiqué Regarding Electronic General Assembly System to be Applied in General Assemblies of Corporations” published in the 29.08.2012 dated and 28396 numbered official gazette. If not, they will not be able to participate to the meeting. Our shareholders who will participate to the meeting in person can attend with their ID’s. Our shareholders who will not be present at the assembly can choose an agent, using the sample “proxy” attached (in the Turkish version). For the agent to join the assembly the proxy issued according to the sample attached has to be submitted to the company. The proxy should be notarized or the notarized circular of signatures should be attached to the proxy.

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

2023 Board of Directors Annual Report, Auditors Report, Independent Audit Company Report, 2023 Financial Statements, Dividend Proposal will be held ready starting 21 days prior to the meeting date for the examination

of our esteemed shareholders at the company headquarters at the address Muallim Naci Cad No: 69 Alarko Merkezi Ortaköy/İSTANBUL, at www.kap.gov.tr, www.alarko-carrier.com.tr website and in Central Registry Agency e-GKS.

Best Regards,
Board of Directors

ALARKO CARRIER SANAYİ VE TİCARET ANONİM ŞİRKETİ

15.05.2024 AGENDA OF THE ANNUAL GENERAL ASSEMBLY MEETING

1. Opening and moment of silence.
2. Deliberation and decision on the election of the Presiding Committee.
3. Deliberation and decision on authorizing the Presiding Committee to sign the minutes of the General Assembly Meeting.
4. Reading and deliberation on the Annual Report of the Board of Directors, Auditor Report and Independent Audit Company Report for 2023.
5. Reading, deliberation and approval of the Statement of Financial Position and the Statement of Comprehensive Income for 2023.
6. Deliberation and resolution for the acquittal of the Board of Directors members for the activities in 2023.
7. Presenting information about donations made by the Company in 2023.
8. Deliberation and decision on determining the upper limit of donations to be made by our company in 2024.
9. Presenting information about the guarantees, pledges, mortgages and bails given by our company in favor of third parties.
10. Deliberation and resolution on the proposal of the Board of Directors for the profit distribution in 2023.
11. Deliberation and decision on the election, duty term and determining remuneration of the Board of Directors members.
12. Deliberation and resolution regarding vesting the authority to the Board of Directors members in accordance with articles 395 and 396 of the Turkish Commercial Code.
13. Presenting information to General Assembly on procedures indicated in articles 1.3.6 of the “Corporate Governance Principles” in the annex of the Communiqué numbered II-17.1 of the Capital Markets Board.
14. Deliberation and decision on the approval for the auditing of the company’s accounts and operations for 2024 by an Independent Audit Company selected by the Board of Directors in accordance with the Capital Markets Regulations and Turkish Commercial Code.
15. Remarks and suggestions.

BOARD OF DIRECTORS



POWER OF ATTORNEY

ALARKO CARRİER SANAYİ VE TİCARET A.Ş.

ALARKO CARRİER SANAYİ VE TİCARET A.Ş

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 GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş., scheduled for 15.00 on May 15th, 2024, Wednesday 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 moment of silence.			
2- Deliberation and decision on the election of the Presiding Committee			
3- Deliberation and decision on authorizing the Presiding Committee to sign the minutes of the General Assembly Meeting.			
4- Reading and deliberation on the Annual Report of the Board of Directors, Auditor Report and Independent Audit Company Report for 2023.			
5- Reading, deliberation and approval of the Statement of Financial Position and the Statement of Comprehensive Income for 2023.			
6- Deliberation and resolution for the acquittal of the Board of Directors members for the activities in 2023.			



7- Presenting information about donations made by the Company in 2023.			
8- Deliberation and decision on determining the upper limit of donations to be made by our company in 2024.			
9- Presenting information about the guarantees, pledges, mortgages and bails given by our company in favor of third parties.			
10- Deliberation and resolution on the proposal of the Board of Directors for the profit distribution in 2023.			
11- Deliberation and decision on the election, duty term and determining remuneration of the Board of Directors members.			
12- Deliberation and resolution regarding vesting the authority to the Board of Directors members in accordance with articles 395 and 396 of the Turkish Commercial Code.			
13- Presenting information to General Assembly on procedures indicated in articles 1.3.6 of the “Corporate Governance Principles” in the annex of the Communiqué numbered II-17.1 of the Capital Markets Board.			
14- Deliberation and decision on the approval for the auditing of the company’s accounts and operations for 2024 by an Independent Audit Company selected by the Board of Directors in accordance with the Capital Markets Regulations and Turkish Commercial Code.			
15- Remarks and suggestions.			

(*) 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:**
- 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 SEAL / SIGNATURE

ALARKO CARRIER SANAYİ VE TİCARET A.Ş.

LIST OF INDEPENDENT BOD CANDIDATES

- 1. BEDRİYE BANU KÖKER** (T.C. Identify No: *****)
- 2. SİLA BAŞARAN** (T.C. Identify No: *****)

BOARD OF DIRECTORS