



KAMUYU AYDINLATMA PLATFORMU

ALARKO HOLDİNG A.Ş. Corporate Governance Information Form 2025 - Annual Notification

Summary

2025 CORPORATE GOVERNANCE INFORMATION FORM



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Sektör ve Veri Depolama Kuruluşu

1. SHAREHOLDERS

Related Companies 0

Related Funds 0

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	49 physical, 72 virtual meetings
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	Request for appointment of special auditor is not governed by our Articles of Association separately, and pursuant to Article 438 of the Turkish Commercial Code, even if it is not included in the agenda, any shareholder may request the general assembly to clarify certain events with a special audit, if it is necessary for the exercise of shareholder rights and the right to receive information or review has already been exercised. No such request has been received in 2025.
The number of special audit requests that were accepted at the General Shareholders' Meeting	Shareholders have not had a request to this effect
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/1407068
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	-
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	-
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	-
	https://www.alarko.com.tr/en/investor-relations/

The name of the section on the corporate website that demonstrates the donation policy of the company	corporate-governance/ policies/ donations-and-aids-policy/
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/1154479
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Articles No: 19 - 20
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	-
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 17,68
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	https://www.alarko.com.tr/en/investor-relations/corporate-governance/policies/dividend-distribution-policy/
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	Dividend distribution was made
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	Dividend distribution was made

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
14/04/2025	0	% 64,92	% 46,83	% 18,09	https://www.alarko.com.tr/en/investorrelations/corporategovernance/general-assembly-participation-and-minutes	https://www.alarko.com.tr/en/investor-relations/corporate-governance/general-assembly-participation-and-minutes	-	0	https://www.kap.org.tr/tr/Bildirim/1425393

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	https:// www.alarko.com.tr/en/ investor-relations/ corporate-governance/
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	https:// www.alarko.com.tr/en/ investor-relations/ corporate-governance/ shareholder-structure/
List of languages for which the website is available	Turkish, English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Board of Directors/ Additional Information Regarding Our Activities/ The Structure and Composition of the Board of Directors
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Additional Information Regarding Our Activities/ Assessment on the Operating Principles of the Board of Directors? Committees and their Effectiveness
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Additional Information Regarding Our Activities/ Board of Directors/ Principles of Conduct of the Board of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Additional Information Regarding Our Activities - Page no: 99 Article no: 3
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Annual Report of the Board of Directors - Page no: 25 Article no: 10

e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Additional Information Regarding Our Activities - Page no: 99 Article no: 11
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Additional Information Regarding Our Activities/ Shares of Entities Subject to Consolidation in the Parent Capital
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Additional Information Regarding Our Activities/ Social and Industrial Activities

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	https://www.alarko.com.tr/en/investor-relations/corporate-governance/policies/compensation-policy/
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Investor Relations Director
The contact detail of the company alert mechanism	Özgür Kalyoncu - 0212 310 33 00 - ozgur.kalyoncu@alarko.com.tr
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	-
Corporate bodies where employees are actually represented	-
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Succession plan is being conducted by the Board of Directors
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Annual Report/Additional Information Regarding Our Activities/ Human Resources Policy
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Annual Report/Additional Information Regarding Our Activities/ Human Resources Policy
The number of definitive convictions the company is subject to in relation to health and safety measures	-
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	https://www.alarko.com.tr/en/investor-relations/corporate-governance/code-of-ethics-and-standards-of-professional-conduct/

The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.

<https://www.alarko.com.tr/en/sustainability/>

Any measures combating any kind of corruption including embezzlement and bribery

Annual Report /Corporate Governance / Code of Ethics and Standards of Professional Conduct

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	31.12.2025
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	-
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	2
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Additional Information Regarding Our Activities / Risk Management and Internal Control Mechanism
Name of the Chairman	İzzet GARİH
Name of the CEO	President of the Executive Board - Ümit Nuri YILDIZ
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	https://www.alarko.com.tr/en/investor-relations/corporate-governance/policies/policy-on-female-members-of-the-board-of-directors/
The number and ratio of female directors within the Board of Directors	3 - %33,3

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
		Bağımsız üye değil (					

İzzet GARİH	İcrada Görevli Değil (Non-executive)	Not independent director)	07/04/2000	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Vedat Aksel ALATON	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	07/04/2000	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Ayhan YAVRUCU	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/03/1986	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Leyla ALATON	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2002	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Niv GARİH	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	30/04/2014	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
Ümit Nuri YILDIZ	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	14/07/2020	-	İlgisiz (Not applicable)	İlgisiz (Not applicable)	İlgisiz (Not applicable)
İzzet Cemal KİŞMİR	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	27/05/2024	https://www.kap.org.tr/tr/Bildirim/1251201	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Nihal MASHAKİ SEÇKİN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	09/01/2023	https://www.kap.org.tr/tr/Bildirim/1251201	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Lale ERGİN	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	16/05/2023	https://www.kap.org.tr/tr/Bildirim/1251201	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	39
Director average attendance rate at board meetings	% 99
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	3
The name of the section on the corporate website that demonstrates information about the board charter	Annual Report/Additional Information Regarding Our Activities/ Board of Directors/Principals of Conduct of the Board of Directors
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	-
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Additional Information Regarding Our Activities/ Assessment on the Operating Principles and Effectiveness of the Committees of the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/198410 , https://www.kap.org.tr/tr/Bildirim/229346 , https://www.kap.org.tr/tr/Bildirim/89

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not

Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Nihal Mashaki Seçkin	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	İzzet Garih	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Vedat Aksel Alaton	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	Özgür Kalyoncu	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)	-	İzzet Cemal Kışmır	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	-	Nihal Mashaki Seçkin	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Lale Ergin	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	İzzet Garih	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	Vedat Aksel Alaton	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Additional Information Regarding Our Activities/ Assessment on the Operating Principles and Effectiveness of the Committees of the Board of Directors
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Additional Information Regarding Our Activities/ Assessment on the Operating Principles and Effectiveness of the Committees of the Board of Directors
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Corporate Governance Committee carries out the duties of the Nomination Committee.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Additional Information Regarding Our Activities/ Assessment on the Operating Principles and Effectiveness of the Committees of the Board of Directors
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Corporate Governance Committee carries out the duties of the Remuneration Committee.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Annual Report / Board of Directors? Annual Report
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://www.alarko.com.tr/en/investor-relations/corporate-governance/policies/remuneration-policy/

Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)

Additional Information Regarding Our Activities / Remuneration of Board Members and Top Executives

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)	-	% 100	% 100	6	6
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	-	% 75	% 25	3	3
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	-	% 100	% 33	1	6