

NOTICE OF MEETING FOR GENERAL ASSEMBLY
ALARKO HOLDİNG ANONİM ŐİRKETİ
Trade Register Number : 118376

Dear Shareholders,

Our Board of Directors resolved to hold the Annual Ordinary General Assembly Meeting for the year 2019 on 14.07.2020 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.

2019 Board of Directors Annual Report, Auditors Report, Independent Audit Company Report, 2019 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.com.tr internet site and in Central Registry Agency e-GKS.

Best Regards,

Board of Directors



AGENDA OF THE ORDINARY GENERAL ASSEMBLY DATED.....

- 1- Opening of the meeting.
- 2- Negotiation and establishment of the Board of the General Assembly.
- 3- Authorization of the Board of the General Assembly to sign the meeting minutes and list of attendees.
- 4- Reading out and discussion of the Annual Report of the Board of Directors for the year 2019, Audit Report and Independent Audit Report.
- 5- Reading out, discussion and approval of the Financial Statements for the fiscal year 2019 prepared in accordance with the regulations of CMB.
- 6- Acquittal of the members of the Board of Directors regarding their operations in 2019.
- 7- Informing the shareholders on the donations made by the Company.
- 8- Discussion and approval of the Board of Directors' proposal on the ceiling of donations to be made in 2020.
- 9- According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by the Company by granting collaterals, pledges and mortgages in favor of third persons.
- 10- Discussion and approval of the change in dividend distribution policy.
- 11- Discussion and approval of the proposal of the Board of Directors on profit distribution.
- 12- Discussion and approval of appointments of board members, determine the terms of office and remuneration.
- 13- Authorization of the members of the Board of Directors about the transactions and operations in the context of the Articles 395 and 396 of the Turkish Commercial Code.
- 14- Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communique (II-17.1.) of the Capital Markets Board.
- 15- Selection of the independent audit company for the audit of the financial statements and reports for the year 2020 in accordance with the Article 399 of the Turkish Commercial Code numbered 6102, Capital Markets Law numbered 6362.
- 16- Read out, discussion and approval of the old and new Articles of Association with the grant received from the Capital Markets Board, General Directorate of Domestic Trade (Ministry of Commerce) on the amendment of article 8 of the Articles of Association.
- 17- Wishes and requests.

POWER OF ATTORNEY

ALARKO HOLDİNG 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 Holding A.Ş., scheduled for 15.00 on July 14, 2020, Tuesday, 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:

- The Proxy is authorized to vote at its own discretion.
- The Proxy is authorized to vote in accordance with the proposals of the Company management.
- 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 of the meeting.			
2- Negotiation and establishment of the Board of the General Assembly.			
3- Authorization of the Board of the General Assembly to sign the meeting minutes and list of attendees.			
4- Reading out and discussion of the Annual Report of the Board of Directors for the year 2019, Audit Report and Independent Audit Report.			
5- Reading out, discussion and approval of the Financial Statements for the fiscal year 2019 prepared in accordance with the regulations of CMB.			
6- Acquittal of the members of the Board of Directors regarding their operations in 2019.			
7- Informing the shareholders on the donations made by the Company.			
8- Discussion and approval of the Board of Directors' proposal on the ceiling of donations to be made in 2020.			
9- According to the regulations laid down by the Capital Markets Board, informing the shareholders on any income and benefits obtained by the Company by granting collaterals, pledges and mortgages in favor of third persons.			
10- Discussion and approval of the change in dividend distribution policy.			
11- Discussion and approval of the proposal of the Board of Directors on profit distribution.			
12- Discussion and approval of appointments of board members, determine the terms of office and remuneration.			
13- Authorization of the members of the Board of Directors about the transactions and operations in the context of the Articles 395 and 396 of the Turkish Commercial Code.			

14- Informing the General Assembly of the transactions, if any, within the context of Article 1.3.6. of the Corporate Governance Communiqué (II-17.1.) of the Capital Markets Board			
15- Selection of the independent audit company for the audit of the financial statements and reports for the year 2020 in accordance with the Article 399 of the Turkish Commercial Code numbered 6102, Capital Markets Law numbered 6362.			
16- Read out, discussion and approval of the old and new Articles of Association with the grant received from the Capital Markets Board, General Directorate of Domestic Trade (Ministry of Commerce) on the amendment of article 8 of the Articles of Association.			
17- 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:**
- 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

