

**MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING
OF ALARKO HOLDİNG ANONİM ŐİRKETİ
HELD ON 27 MAY 2024**

The General Assembly Meeting of Alarko Holding Anonim Őirketi related to the fiscal year 2023 is held at the headquarters of the Company, located at the address of ‘‘Muallim Naci Cad. No. 69 Ortak y/İstanbul’’ on 27 May 2024 at 3:00 pm, under the supervision of the Ministry Representative DEMET BOZER, authorized by the letters of the Provincial Directorate of Commerce of Governorship of Istanbul of the Republic of T rkiye, numbered 97152698 and dated 24 May 2024.

As it is foreseen by the law and the articles of association of the Company, the invitation of the meeting, which also includes the agenda, is made in due time by means of announcing in the Turkish Trade Registry Gazette numbered 11074, dated 3 May 2024, in the gazette named ‘‘Yenig n’’ numbered 14252, dated 3 May 2024, published in the location where the Company’s headquarters is situated, on the website of the Company www.alarko.com.tr, on the Public Disclosure Platform and on the Electronic General Meeting System (*e-GKS*) of the Central Depository Institution (*Merkezi Kayıt KuruluŐu Anonim Őirketi*).

With the examination of the attendance list, it is understood that 27,535,197,410 shares which is equal to the nominal value of TRY 275,351,974.10- has been represented in person and 2,648,571,463 shares which is equal to the total nominal value of TRY 26,485,714.63- has been represented in the meeting by means of proxies, out of the total nominal value of TRY 435,000,000.- of the Company’s shares thereby, it is ascertained that the minimum meeting quorum foreseen by the law and the articles of association is reached. Thereafter, the meeting has been started at the same time in the physical and electronic environment by **Mr.  MİT NURİ YILDIZ** (Member of the Board of Directors) with the presence of **Mr. İZZET GARİH** (Chairman of the Board of Directors), **Mr. VEDAT AKSEL ALATON** (Vice Chairman of the Board of Directors), **Ms. LEYLA ALATON**, **Mr. NİV GARİH**, **Ms. NİHAL MASHAKİ SEÇKİN**, **Ms. LALE ERGİN** and **Ms. NESLİHAN TONBUL** (Members of the Board of Directors) and **Mr. TACEDDİN YAZAR** representing BDO Denet Bağımsız Denetim ve DanıŐmanlık A.Ő. and it has been proceeded with the discussion of the agenda.

1. The General Assembly stood in silence.
2. It has been resolved to appoint **MEHMET AHKEMOĐLU** as the Chairman of the Meeting by a majority vote of TRY 300,850,787.73 in favor, opposed by TRY 986,901. The Chairman has appointed (i) **Z MR T DİLEK ELMAS** as the Vote Collector, (ii) **NİLAY FULYA KURUTÇU** as the Secretary and (iii) **Mr. S LEYMAN SAMİ İNAL** as the person in charge of carrying out the Electronic General Meeting System, as he has the relevant license.

The Chairman of the Meeting announced to the General Assembly that the representatives of the consigned shares which is equal to the nominal value of TRY 14,237,985 have been present at the meeting.

Agenda items are read to the General Assembly and the deliberation of the said items has been continued with the same order as it has been announced, as there has been no proposal to change the order of the agenda items.

3. It has been unanimously resolved to grant the Presidency of the Meeting the authority to sign the minutes of the General Assembly Meeting.
4. The annual activity report of the Board of directors has been read by the members of the said Board, the Audit Report has been read by Mr. TACEDDİN YAZAR representing the auditor “BDO Denet Bağımsız Denetim ve Danışmanlık A.Ş.”. The Independent Audit Company’s report has been read as well and thereafter, they have been submitted to deliberation. There has been no statement regarding the said reports.
5. The Financial Situation Statement and the Comprehensive Income Statement related to the fiscal year 2023 have been read and submitted to deliberation. There has been no statement regarding the said statements. As a result of the voting, it has been resolved to approve these statements by a majority vote of TRY 301,759,088.03 in favor, opposed by TRY 78,600.70.
6. It has been separately voted and resolved to discharge the members of the Board of directors for their acts performed in the fiscal year 2023 by a majority vote of TRY 300,822,291.73 in favor, opposed by TRY 1,015,397. The members of the Board of directors did not cast votes regarding their own discharge.
7. It has been presented by the Board of directors that the amount of donations made is TRY 4,381,540.- during the year 2023.

The Chairman of the Meeting declared that this item of the agenda is for information purposes and will not be voted.

8. The limit of the donations that shall be made during the year 2024 has been submitted to the deliberation. In accordance with the written proposal, it has been decided that the limit of the donations shall be TRY 15,000,000.- by a majority vote of TRY 287,674,164.03 in favor, opposed by TRY 14,163,524.70.
9. The information regarding the assurances, pledges, mortgages and surety ships granted by our Company for the benefit of third-parties, is presented by the Board of directors.

The Chairman of the Meeting stated that this item of the agenda is for information purposes and will not be voted.

10. The proposal of the Board of directors regarding the distribution of dividend has been read. The proposals of the shareholders have been read and as a consequence of the casted votes, in accordance with the proposal made by the Board of directors’ decision and in direction of the given proposal; it has been resolved by a majority vote of TRY 300,800,703.03 in favor, opposed by TRY 1,036,985.70 that;
 - From the total period profit of TRY 6,907,066,467 reflected in our company's consolidated financial statements regarding fiscal year 2023, after allocating TRY 281,745,307 for non-controlling interests and TRY 46,773,053.67 for the first tier legal reserves as mandated by Capital Markets Legislation, the Company's Articles of Association, and other relevant regulations, the remaining net period profit stands at TRY 6,578,548,106.33.

- TRY 978,141,000 (Gross), constituting 14.85% of the TRY 6,582,929,646.33 derived by adding TRY 4,381,540 of donations to the net period profit, will be allocated as dividends to the shareholders.
 - After offsetting the TRY 556,800,000 (Gross) dividend advance paid in cash during the year 2023 from the distributable dividends, the remaining portion of TRY 421,341,000 (Gross) will be distributed as dividends to the shareholders.
 - Necessary tax withholdings will be made on the portion of dividends subject to tax withholding.
 - The remaining amount will be added to extraordinary legal reserves.
 - Commencement dividend distribution will take place on May 30, 2024.
11. A proposal was made regarding the election of the members of the Board of directors, their term and fees. In accordance with the proposal given; it has been resolved to terminate the duties of the current Board members, to set the number of Board members to 9, to appoint **İZZET GARIH, VEDAT AKSEL ALATON, LEYLA ALATON, NİV GARIH, AYHAN YAVRUCU, ÜMİT NURİ YILDIZ** as the member of Board of directors, **İZZET CEMAL KİŞMİR, NİHAL MASHAKİ SEÇKİN** and **LALE ERGİN** as independent members for a term of 1 (one) year, and to grant monthly gross remuneration of TRY 40,000.- to **İZZET CEMAL KİŞMİR, NİHAL MASHAKİ SEÇKİN** and **LALE ERGİN** and not to grant remuneration to the other members of the Board of directors, by a majority vote of TRY 291,970,458.03 in favor, opposed by TRY 9,867,230.70.

It has been conveyed that no negative opinions were expressed about **İZZET CEMAL KİŞMİR, LALE ERGİN** and **NİHAL MASHAKİ SEÇKİN** with the CMB's letter dated 20 February 2024.

12. The shareholders have been informed regarding the share buyback program and the purchases made within the scope of the program.
13. In accordance with the articles of association of the Company and the Communiqué on Dividends numbered II-19.1 of the Capital Markets Board, authorizing the Board of Directors to decide on the dividend advance distribution for the fiscal year 2024 has been negotiated, submitted for approval, and as a result of the voting, it has been resolved to approve by a majority vote of TRY 301,837,558.73 in favor, opposed by TRY 130.
14. Deducting the advance dividend to be distributed from the sources that can be subject to the profit distribution in the statement of financial standing for year 2024, in the event that there is not enough profit or that there is loss at the end of the 2024 accounting period has been negotiated, submitted to the approval and approved by a majority vote of TRY 301,837,558.73 in favor, opposed by TRY 130.
15. Granting the authorities foreseen in Article 395 and 396 of the Turkish Commercial Code to the members of the Board of Directors has been opened for discussion. No comments were made. It has been resolved to grant the authorization by a majority vote of TRY 301,837,558.73 in favor, opposed by TRY 130.
16. The shareholders have been informed that no transactions stated under the Article (1.3.6) of the “Corporate Governance Principles”, which are provided in the annex of the Communiqué numbered II-17.I of the Capital Markets Board, have been made by the

shareholders having the control of the management of the Company, the members of the Board of directors, the managers having an administrative responsibility or their spouses or relatives with blood or with marriage until the second degree.

The Chairman of the Meeting stated that this item of the agenda is for information purposes and will not be voted.

17. It has been decided to appoint the Independent Audit Company BDO Denet Bağımsız Denetim ve Danışmanlık A.Ş. registered before Istanbul Trade Registry with the number 254683-0 chosen by the Board of directors for the purpose of inspection of the accounts and transactions of 2024 in accordance with the Turkish Commercial Code and the Capital Markets legislation by a majority vote of TRY 287,757,078.73 in favor, opposed by TRY 14,080,610.
18. Wishes and requests have been submitted to deliberation.

In the physical setting, our shareholder Uğur Odabaşı took the floor and expressed gratitude regarding the management of the companies. He has requested information about share sales of the shareholders and share buybacks. Mentioning that the portfolio returns in Azimut and the performance of the investment group are very good, he has asked for general information about company returns. He has conveyed his wishes regarding stock movements and their reflections on the stock market. In response, Board Member Ümit Nuri Yıldız provided information about stock sales and stated that share buybacks may be made in compliance with laws. He generally informed about the principles of the investment group and the returns of the energy group.

In the electronic setting, our shareholder Ahmet Doğan has requested information about the investment to be made jointly with Gotion and the ratio of this investment to turnover and profitability. Board Member Ümit Nuri Yıldız stated that a feasibility study is being conducted regarding the investment in question and provided general information on the subject, mentioning that it is anticipated that there will not be a very high cost associated with the investment.

In the physical setting, our shareholder İrfan Sezer, has stated that the decision to grant incentive shares to employees, as announced in the Public Disclosure Platform on 30 September 2021, was a successful one. He has requested further information on this matter. In response, Board Member Ümit Nuri Yıldız has stated that the shares would be distributed to the company's middle and senior-level executives, subject to certain time and conditions, based on both their performance and their contribution to the company's market value. He has added that the initial implementation had been carried out.

Since there is no other agenda item, the Chairman of the Meeting stated that the meeting has ended, the present minutes are issued at the place of the meeting and has been signed as per the above-mentioned 3rd decision. The necessary copies of the meeting's documents have been delivered to the Ministry Representative and the rest has been delivered to Mr. ÜMİT NURİ YILDIZ, member of the Board of Directors.

MINISTRY REPRESENTATIVE
DEMET BOZER

signature

CHAIRMAN OF THE MEETING
MEHMET AHKEMOĐLU

Signature

VOTE COLLECTOR
ZÜMRÜT DİLEK ELMAS

signature

SECRETARY
NİLAY FULYA KURUTÇU

signature