



ALARKO

REAL ESTATE INVESTMENT COMPANY



ALARKO GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

General Assembly Information Document

INFORMATION DOCUMENT FOR ALARKO GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.'S 2022 ORDINARY GENERAL ASSEMBLY MEETING

Dear Shareholders,

Our Board of Directors resolved to hold the Annual Ordinary General Assembly Meeting for the year 2021 on 31.03.2023 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.

2022 Board of Directors Annual Report, Auditors Report, Independent Audit Company Report, 2022 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.alarkoyatirim.com.tr website and in Central Registry Agency e-GKS.

Best Regards,

Board of Directors



ADDITIONAL EXPLANATIONS REGARDING CMB REGULATIONS

Additional explanations to be made in accordance with the article (1.3.1) of the Corporate Governance Principles attached to the "Corporate Governance Communiqué" (II-17.1) of the Capital Markets Board are provided for your information below.

A. Shareholding Structure and Voting Rights

There are no privileged shares among the shares representing the paid-in capital of our company. The shareholders shall have one vote for each share they hold.

Alarko Gayrimenkul Yatırım Ortaliğı A.Ş. Shareholding Structure:

Shareholder	Share (TL)	# of Shares	Ownership (%)	# of (*) A Group Share	# of (**) B Group Share	# of C Group Share
Alarko Holding A.Ş.	10.570.842,51	1.057.084,251	16,42	16.467.000	-	1.040.617.251
Alsim Alarko Sanayi Tesisleri ve Ticaret A.Ş.	22.400.102,10	2.240.010.210	34,78	-	23.500.000	2.216.510.210
Diğer	20.876,92	2.087.692	0,03	33.000	-	2.054.692
Halka Açık	31.408.178,47	3.140.817.847	48,77	-	-	3.140.817.847
Total	64.400.000,00	6.440.000.000	100,00	16.500.000	23.500.000	6.400.000.000

(*) Owners of A Group shares have a privilege to nominate 4 board members.

(**) Owners of B Group shares have a privilege to nominate 3 board members.

There has been no other privileges attached to the shares.

B. Information about the management and operational changes that affected the Company's or its subsidiaries' operations in the previous fiscal period and the changes that are planned in the following fiscal periods and the reasons on the back of these changes:

Management and operational changes which have taken place in 2022 and are planned to take place in 2023 are announced to public through special case announcements through PDP and are available on the Company's website.

C. Information on the Dismissal of the Members of the Board of Directors, the Resolution and Reasons for the Change of the Board of Directors and the Persons to be Nominated for the Board of Directors:

The agenda of the General Assembly does not consist the approval of the nominated members.

D. Information on Requests by Shareholders, Capital Markets Board (CMB) or Other Public Authorities to Include Items on the Agenda:

While preparing the agenda of the 2022 Ordinary General Assembly Meeting which will be held on 31.03.2023 there has not been any written requests that the shareholders sent to the Investor Relations Unit in a written format to be included on the agenda. Likewise, shareholders, CMB or other government institutions, which are related to the company, have not sent any agenda item requests to be added to the agenda.

E. Information on the changes made in the Company's Articles of Association and Board of Director' Resolution

None

EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL ASSEMBLY MEETING IN 31.03.2023

1- Opening of the meeting.

2- Negotiation and establishment of the Chairmanship of the General Assembly.

The Chairmanship Council that will chair the General Assembly Meeting will be established pursuant to the relevant regulations.

3- Authorization of the Chairmanship of the General Assembly to sign the meeting minutes and list of attendees.

In line with the related regulations, authorization of the Board of Assembly to sign the meeting minutes and list of attendees will be voted.

4- Reading out and discussion of the Annual Report of the Board of Directors for the year 2022, Audit Report and Independent Audit Report.

Pursuant to the relevant regulations, the report of the Annual Report, Audit Report and Independent External Audit Company for the fiscal year 2022 will be read in the General Assembly Meeting.

The above-mentioned report has been made available for the review of our Shareholders at the Company Head Office and our website.

5- Reading out, discussion and approval of the Financial Statements for the fiscal year 2022 prepared in accordance with the regulations of CMB.

Pursuant to the relevant regulations, 2022 Financial Statements will be read, discussed in the General Assembly Meeting and submitted to approval of our Shareholders.

The documents have been made available for review of our Shareholders at the Company Head Office and our website.

6- Acquittal of the members of the Board of Directors regarding their operations in 2022.

Pursuant to the relevant regulations, the acquittal of the members of the Board of Directors separately for their activities, procedures and accounts for the year 2022 will be submitted for the approval of the General Assembly

7- Informing the shareholders on the donations made by the Company in 2022.

The General Assembly will be informed about the donations made within the calendar year.

8- Discussion and approval of the Board of Directors' proposal on the ceiling of donations to be made in 2023.

According to Capital Markets Board's article 19, paragraph 5, ceiling for donations to be made throughout the calendar year should be determined by the General Assembly. With this decree, the ceiling for the donations to be made in 2023 will be determined by General Assembly.

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 favour of third persons.

The shareholders will be informed about any income and benefits obtained by the Company granting collaterals, pledges and mortgages in favour of third persons.

10- Discussion and approval of the proposal of the Board of Directors on profit distribution.

The dividend distribution proposal made by the Board of Directors to General Assembly, is presented in **APPENDIX-1**, and prepared in accordance with the Turkish Commercial Code, CMB Regulation, and our Articles of Association, and is subject to approval of the General Assembly.

11- Discussion and approval of appointments of board members, determine the terms of office and remuneration.

The remuneration to be made to board members in 2023, will be determined in the General Assembly.

12- Informing the Shareholders on and approval of share buy-back transactions carried out in accordance with the decision taken by the Board of Directors



On August 29, 2022 The Board of Directors of Alarko Gayrimenkul Yatırım Ortaklığı A.S. determined to initiate a share buy-back program to protect all shareholder's rights, minority shareholders in particular, and contribute during the formation of price, thus lowering the discount on the net asset value. At the General Assembly meeting, summary information shall be given to the shareholders regarding the transactions and the funds used for share buyback.

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.

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled "Prohibition of Transactions and Borrowing with Company" and Article 396, titled "Non-Competition," may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

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.

According to the Article 1.3.6. of the Corporate Governance Communique (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 whether or not such a transaction took place in 2021.

15- Selection of the independent audit company for the audit of the financial statements and reports for the year 2023 in accordance with the Article 399 of the Turkish Commercial Code numbered 6102, Capital Markets Law numbered 6362.

According to the Turkish Commercial Code and CMB legislation, the opinions of the Audit Committee will also be submitted to the approval of the General Assembly of the Independent Audit Firm determined by the Board of Directors.

16- Wishes and requests.

APPENDIX :

APPENDIX-1 : Dividend Distribution Table

APPENDIX-2 : Power of Attorney

APPENDIX-1: Dividend Distribution Table**ALARKO GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.****DIVIDEND DISTRIBUTION TABLE FOR 2022 (TL)**

1. Paid-in Capital		64.400.000,00
2. General Legal Reserves (Based on the Legal Records)		12.880.000,00
Information regarding the privilege, if there is any dividend privilege in accordance with the Articles of Association		-
	CMB	Legal Records
3. Profit / (Loss)	2.753.941.111	450.664.013,07
4. Taxes (-)	0	0
5. Net Profit (=)	2.753.941.111	450.664.013,07
6. Previous Years' Losses (-)	0	0
7. General Legal Reserves (-)	0	0
8. NET DISTRIBUTABLE PROFIT (=)	2.753.941.111	450.664.013,07
– Dividend Advance Distributed During the Year (-)	0	0
– Net Distributable Profit / Loss for the Period Deducted Advance Dividends	0	0
9. Donations Within The Year (+)	1.500.000	
10. Net Distributable Profit Including the Donations	2.755.441.111	
11. First Dividend to Shareholders of Ordinary Shares	193.200.000	
– Cash	112.700.000	
– Bonus Issue	80.500.000	
12. Dividend Distributed to Privileged Shareholders	0	
13. Other Distributed Dividend	0	
– To Employees	0	
– To Member of Board of Directors	0	
– To Other Persons Excluding Shareholders	0	
14. Dividends to the holders of Redeemed Shares	0	
15. Second Dividend to Shareholders of Ordinary Shares	0	
16. General Legal Reserves	18.998.000	18.998.000
17. Statutory Reserves	0	0
18. Special Reserves	0	0
19. EXTRAORDINARY RESERVES	2.541.743.111	238.466.013,07
20. Distributable Other Sources	0	0

DIVIDEND RATES TABLE						
	Group	Total Dividend (TL)		Total Dividend/ Net Distributable Profit	Dividend Per 1 TL Nominal Valued Share	
		Cash Dividend (TL)	Bonus Issue (TL)	Rate (%)	Amount (TL)	Rate (%)
NET	A	288.750,00	206.250,00	0,02	3,0000000	300,00000
	B	411.250,00	293.750,00	0,03	3,0000000	300,00000
	C	112.000.000,00	80.000.000,00	6,97	3,0000000	300,00000
	TOTAL	112.700.000,00	80.500.000,00	7,01	3,0000000	300,00000

APPENDIX-2:

POWER OF ATTORNEY

ALARKO GAYRİMENKUL YATIRIM ORTAKLIĞI 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 March 31st, 2023, Friday, 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 Chairmanship of the General Assembly.			
3. Authorization of the Chairmanship 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 2022, Audit Report and Independent Audit Report.			
5. Reading out, discussion and approval of the Financial Statements for the fiscal year 2022 prepared in accordance with the regulations of CMB.			
6. Acquittal of the members of the Board of Directors regarding their operations in 2022.			
7. Informing the shareholders on the donations made by the Company in 2022.			
8. Discussion and approval of the Board of Directors' proposal on the ceiling of donations to be made in 2023.			
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 favour of third persons.			
10. Discussion and approval of the proposal of the Board of Directors on profit distribution.			
11. Discussion and approval of appointments of board members, determine the terms of office and remuneration.			
12. Informing the Shareholders on and approval of share buy-back transactions carried out in accordance with the decision taken by the Board of Directors			

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 2023 in accordance with the Article 399 of the Turkish Commercial Code numbered 6102, Capital Markets Law numbered 6362.			
16. 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

