



 **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 2025 ORDINARY GENERAL ASSEMBLY MEETING

Dear Shareholders,

Our Board of Directors resolved to hold the Annual Ordinary General Assembly Meeting for the year 2025 on 28.04.2026 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.

2025 Board of Directors Annual Report, Auditors Report, Independent Audit Company Report, 2025 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.

1. 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 Ortaliđı 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.	47.568.791,28	4.756.879.127	16,42	16.467.000	-	4.740.412.128
Alsim Alarko Sanayi Tesisleri ve Ticaret A.Ş.	100.800.045,44	10.080.045.944	34,78	-	23.500.000	10.056.545.944
Diđer	93.946,12	9.394.612	0,03	33.000	-	9.361.612
Halka Açık	141.336.803,16	14.133.680.316	48,77	-	-	14.133.680.316
Total	289.800.000,00	28.980.000.000	100,00	16.500.000	23.500.000	28.940.000.000

(*) 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.

2. 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:

There have been no changes in the management or operations of our company that would significantly impact past financial periods or planned activities for future periods.

3. 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:

There will be no changes in the Board of Directors of Alarko Real Estate Investment Company.

4. 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 2025 Ordinary General Assembly Meeting which will be held on 28.04.2026 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.

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

It has been resolved to increase the Company's issued share capital from TL 289,800,000 to TL 2,028,600,000, representing an increase of TL 1,738,800,000, through the issuance of 173,880,000,000 registered (bearer) Group C shares, each with a nominal value of 1 Kuruş. It has further been resolved that the entire amount of the capital increase shall be covered from Capital Adjustment Differences, in accordance with both Tax Procedural Law (VUK) records and financial statements prepared under TFRS (Turkish Financial Reporting Standards). The newly issued shares, corresponding to 600% of the existing capital and representing the increased amount of TL 1,738,800,000, shall be distributed to shareholders free of charge (bonus shares) in proportion to their existing shareholdings, in compliance with the applicable procedures.

An application regarding the capital increase was submitted to the Capital Markets Board (CMB) on August 29, 2025. The required approvals for the issuance certificate related to the capital increase and for the amendments to Articles 6 and 7 of the Company's Articles of Association were obtained from the Capital Markets Board, pursuant to its decision dated January 5, 2026 and numbered E-12233903-340.05.05-83742. The relevant amendments were subsequently registered with the Istanbul Trade Registry Office on January 13, 2026.

EXPLANATIONS REGARDING THE AGENDA OF THE ANNUAL ORDINARY GENERAL ASSEMBLY MEETING IN 28.04.2026

1- Opening and stand of silence.

2- Deliberation and decision on the election of the Chairman of the Meeting.

In accordance with the provisions of the Turkish Commercial Code (TCC) and "Regulation on the Procedures and Principles of the General Assembly Meetings of Corporations and Ministry Representatives to Attend These Meetings" (Regulation), the Chairmanship Council that will chair the General Assembly Meeting will be established.

3- Deliberation and decision on granting the Chairman of the Meeting the authority to sign the minutes of the General Assembly Meeting.

Voting will be held to authorize the Chairman of the Meeting to sign the Minutes of the Meeting and List of Attendees in line with the TTC, Regulation and related regulations.

4- Reading and deliberating the Board of Directors Activity Report, Audit Report and the Report of the Independent Audit Company regarding the fiscal year 2025.

Board of Directors Annual Report, Auditors Report, and Independent Audit Company Report regarding the 01.01.2025-31.12.2025 fiscal period, which have been drafted in accordance with TTC, Capital Markets Law and relevant regulations, will be presented at the General Assembly Meeting.

Above-mentioned documents have been made available at headquarters of our Company and on our website.

5- Reading, deliberating and approving the Statement of Financial Standing and the Statement of Comprehensive Income of the fiscal year 2025.

Financial Statements regarding year 2025, which have been drafted in accordance with Capital Markets Legislation, will be presented and deliberated and be submitted to approval in the General Assembly Meeting.

Above-mentioned documents have been made available at headquarters of our Company and on our website.

6- Acquittal of the members of the Board of Directors regarding their operations in 2025.

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 2025 will be submitted for the approval of the General Assembly

7- Informing the shareholders on the donations made by the Company in 2025.

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 2026.

The proposal to determine the donation limit for the 2026 fiscal year will be submitted for the approval of the General Assembly by our Board of Directors.

9- Deliberation and resolution on the reading, discussion and approval of the amendment to Article (6) of the Company's Articles of Association, including the permission letter obtained from the Capital Markets Board and the General Directorate of Domestic Trade of the Ministry of Trade, as well as the comparison of the former and amended versions of the relevant article.

The approval letter obtained from the Capital Markets Board and the General Directorate of Domestic Trade of the Ministry of Trade regarding the amendment to Article (6) of the Company's Articles of Association, together with the annexed amendment text, shall be read and discussed, and the amendment to Article (6) of the Articles of Association and its revised version shall be submitted to the General Assembly for deliberation and approval (**APPENDIX-2**).

10- 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.

11- 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.

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

The remuneration to be made to board members in 2025, will be determined in the General Assembly.

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

Information will be provided at the General Assembly meeting regarding the share buyback program initiated by the Board of Directors and the transactions carried out.

14- 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.

15- 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 2025.

16- Selection of the independent audit company for the audit of the financial statements and reports for the year 2026 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.

17- Wishes and requests.

APPENDIX :

APPENDIX-1 : Dividend Distribution Table

APPENDIX-2: Amendment to the Articles of Association

APPENDIX-3: Power of Attorney

APPENDIX-1: Dividend Distribution Table**ALARKO GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.****DIVIDEND DISTRIBUTION TABLE FOR 2025 (TL)**

1. Paid-in Capital		2.028.600.000,00
2. General Legal Reserves (Based on the Legal Records)		490.442.149,93
Information regarding the privilege, if there is any dividend privilege in accordance with the Articles of Association		-
	CMB	Legal Records
3. Profit / (Loss)	(2.032.343.878)	320.574.225,92
4. Taxes (-)	90.489.248	16.730.968,55
5. Net Profit (=)	(2.122.833.126)	303.843.257,37
6. Previous Years' Losses (-)	-	-
7. General Legal Reserves (-)	15.192.163	15.192.162,87
8. NET DISTRIBUTABLE PROFIT (=)	(2.138.025.289)	288.651.094,50
9. Donations Within The Year (+)	3.750	-
10. Net Distributable Profit Including the Donations	(2.138.021.539)	288.651.094,50
11. First Dividend to Shareholders of Ordinary Shares	-	-
– Cash	-	-
– Bonus Issue	-	-
– Total	-	-
12. Dividend Distributed to Privileged Shareholders	-	-
13. Other Distributed Dividend	-	-
– To Member of Board of Directors	-	-
– To Employees	-	-
– To Other Persons Excluding Shareholders	-	-
14. Dividends to the holders of Redeemed Shares	-	-
15. Second Dividend to Shareholders of Ordinary Shares	-	101.430.000
16. General Legal Reserves	10.143.000	10.143.000
17. Statutory Reserves	-	-
18. Special Reserves	-	-
19. EXTRAORDINARY RESERVES	-	177.078.094,50
20. Distributable Other Sources	101.430.000	-

**ALARKO****REAL ESTATE INVESTMENT COMPANY**

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	8.250	0,00	0,00	0,0500000	5,00000
	B	11.750	0,00	0,00	0,0500000	5,00000
	C	101.410.000	0,00	0,00	0,0500000	5,00000
	TOTAL	101.430.000	0,00	0,00	0,0500000	5,00000

APPENDIX-2:

Amendment to the Articles of Association

ALARKO GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ
AMENDMENT TO ARTICLES OF ASSOCIATION

<u>PREVIOUS TEXT</u>	<u>NEW TEXT</u>
<p><u>ARTICLE 6 – CAPITAL</u></p> <p>The Company has adopted the registered capital system pursuant to the provisions of the Capital Markets Law and transitioned to this system with the permission of the Capital Markets Board dated 30 May 1996 and numbered 744.</p> <p>The registered capital of the Company is TRY 500,000,000 (Five Hundred Million Turkish Lira), divided into 50,000,000,000 shares, each with a nominal value of 1 Kr (One Kuruş).</p> <p>The issued capital of the Company, all of which has been fully paid, amounts to TRY 2,028,600,000 (Two Billion Twenty-Eight Million Six Hundred Thousand Turkish Lira).</p> <p>The issued capital of TRY 2,028,600,000 is divided into 202,860,000,000 shares, each with a nominal value of 1 Kr (One Kuruş).</p> <p>The authorization granted by the Capital Markets Board for the registered capital ceiling is valid for the years 2024–2028 (5 years). Even if the permitted registered capital ceiling is not reached by the end of 2028, in order for the Board of Directors to resolve on a capital increase after 2028, it must obtain authorization from the General Assembly for a new period by securing approval from the Capital Markets Board for the previously approved ceiling or for a new ceiling amount. In the absence of such authorization, the Board of Directors may not increase the capital by a board resolution.</p> <p>The Board of Directors is authorized to increase the issued capital up to the registered capital ceiling, when deemed necessary, in accordance with the Capital Markets Law and the relevant legislation, between the years 2024–2028.</p> <p>The shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p> <p>Of the issued capital, TRY 235,000 was covered by capital in kind, TRY 1,000,000 from issued</p>	<p><u>ARTICLE 6 – CAPITAL</u></p> <p>The Company has adopted the registered capital system pursuant to the provisions of the Capital Markets Law and transitioned to this system with the permission of the Capital Markets Board dated 30 May 1996 and numbered 744.</p> <p>The registered capital ceiling of the Company is TRY 10,000,000,000 (Ten Billion Turkish Lira), divided into 1,000,000,000,000 shares, each with a nominal value of 1 Kr (One Kuruş).</p> <p>The issued capital of the Company, all of which has been fully paid, amounts to TRY 2,028,600,000 (Two Billion Twenty-Eight Million Six Hundred Thousand Turkish Lira).</p> <p>The issued capital of TRY 2,028,600,000 is divided into 202,860,000,000 shares, each with a nominal value of 1 Kr (One Kuruş).</p> <p>The authorization granted by the Capital Markets Board for the registered capital ceiling is valid for the years 2026–2030 (5 years). Even if the permitted registered capital ceiling is not reached by the end of 2030, in order for the Board of Directors to resolve on a capital increase after 2030, it must obtain authorization from the General Assembly for a new period not exceeding 5 years by securing approval from the Capital Markets Board for the previously approved ceiling or for a new ceiling amount. In the absence of such authorization, the Board of Directors may not increase the capital by a board resolution.</p> <p>The Board of Directors is authorized to increase the issued capital up to the registered capital ceiling, when deemed necessary, in accordance with the Capital Markets Law and the relevant legislation, between the years 2026–2030.</p> <p>The shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.</p> <p>Of the issued capital, TRY 235,000 was covered by capital in kind, TRY 1,000,000 from issued</p>



ALARKO

REAL ESTATE INVESTMENT COMPANY

share premium, TRY 500,000 from 1998 dividend, TRY 519,000 from the share issuance premium fund, TRY 106,000 from the revaluation surplus of tangible fixed assets, TRY 65,000 from the equity of Konut İnşaat ve Ticaret A.Ş. due to merger, TRY 375,000 from 2000 dividend, TRY 1,925,100 from 2005 dividend, TRY 5,160,694 from 2008 dividend, and TRY 53,749,206 from capital adjustment differences added to capital; TRY 765,000 was paid in cash; TRY 80,500,000 from 2022 dividend, TRY 144,900,000 from 2023 dividend, and TRY 1,738,800,000 from capital adjustment differences were added to capital.

The portion covered from funds and dividends was distributed to the shareholders as bonus shares in proportion to their shareholdings.

share premium, TRY 500,000 from 1998 dividend, TRY 519,000 from the share issuance premium fund, TRY 106,000 from the revaluation surplus of tangible fixed assets, TRY 65,000 from the equity of Konut İnşaat ve Ticaret A.Ş. due to merger, TRY 375,000 from 2000 dividend, TRY 1,925,100 from 2005 dividend, TRY 5,160,694 from 2008 dividend, and TRY 53,749,206 from capital adjustment differences added to capital; TRY 765,000 was paid in cash; TRY 80,500,000 from 2022 dividend, TRY 144,900,000 from 2023 dividend, and TRY 1,738,800,000 from capital adjustment differences were added to capital.

The portion covered from funds and dividends was distributed to the shareholders as bonus shares in proportion to their shareholdings.



ALARKO

REAL ESTATE INVESTMENT COMPANY

APPENDIX-3:

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 April 28th, 2026, 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 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 2025, Audit Report and Independent Audit Report.			
5. Reading out, discussion and approval of the Financial Statements for the fiscal year 2025 prepared in accordance with the regulations of CMB.			
6. Acquittal of the members of the Board of Directors regarding their operations in 2025.			
7. Informing the shareholders on the donations made by the Company in 2025.			
8. Discussion and approval of the Board of Directors' proposal on the ceiling of donations to be made in 2026.			
9. Deliberation and resolution on the reading, discussion and approval of the amendment to Article (6) of the Company's Articles of Association, including the permission letter obtained from the Capital Markets Board and the General Directorate of Domestic Trade of the Ministry of Trade, as well as the comparison of the former and amended versions of the relevant article.			
10. 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.			
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. Informing the Shareholders on and approval of share buy-back transactions carried out in accordance with the decision taken by the Board of Directors			
14. 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.			
15. 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.			
16. Selection of the independent audit company for the audit of the financial statements and reports for the year 2026 in accordance with the Article 399 of the Turkish Commercial Code numbered 6102, Capital Markets Law numbered 6362.			
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