

**INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY
MEETING BY THE BOARD OF DIRECTORS OF
TEKFEN HOLDING A.Ş.**

At our Company's Ordinary General Assembly meeting for the year 2024, held on 07.05.2025, it was resolved that the General Assembly meeting regarding the agenda items postponed within the scope of Article 420 of the Turkish Commercial Code (TCC) will be held on June 17, 2025, at 11:00 a.m., at the Tekfen Tower Building Conference Hall, located at Büyükdere Caddesi No.209, 34394, 4. Levent – Istanbul.

The Consolidated Financial Statements and Notes, the Board of Directors' Annual Activity Report, the Profit Distribution Proposal, the Independent External Audit Report, and the detailed Information Document, which includes necessary explanations regarding the agenda items within the framework of the Corporate Governance Principles, as well as the prepared responses to the questions raised regarding the postponed agenda items, will be made available for the review of our shareholders at the Company headquarters, on the Company's website at www.tekfen.com.tr, on the Public Disclosure Platform (PDP) (<http://www.kap.org.tr>), and on the Electronic General Assembly System of the Central Registry Agency, at least three weeks prior to the meeting date.

Our shareholders may attend the general assembly to be held at the address specified above either in person or through their representatives. Shareholders who cannot attend the meeting in person may authorize their representatives either by using the Electronic General Assembly System or by preparing a proxy in accordance with the sample attached and, within the framework of the Capital Markets Board's Communiqué No. II-30.1 on "Voting by Proxy and Collection of Proxies by Way of Call," by completing the proxy form (ANNEX-1: Sample Proxy) below or the proxy form available at our Company's headquarters or on the Company's website at <http://www.tekfen.com.tr>, and either having their signatures notarized, or by appending a notarized signature circular to the proxy form bearing their signatures. If the representative is appointed electronically via the Electronic General Assembly System, no physical proxy document is required.

Shareholders who will vote via the Electronic General Assembly System are kindly requested to obtain information from the Central Registry Agency (CRA) and to declare their preferences through the Electronic General Assembly System (EGAS) provided by the CRA, no later than one (1) day prior to the General Assembly meeting, in order to fulfill their obligations under the "Regulation on General Assemblies of Joint Stock Companies to be Held Electronically" and the "Communiqué on the Electronic General Assembly System to be Used in the General Assemblies of Joint Stock Companies." Shareholders wishing to attend the General Assembly Meeting via EGAS must have a secure electronic signature and log into the system starting at 06:00 a.m. on the day of the meeting until five minutes before the meeting begins. Representatives who will attend via EGAS are also required to have a secure electronic signature. In accordance with Article 1526 of the Turkish Commercial Code, notifications to be made via EGAS on behalf of legal entity shareholders must be signed with the secure electronic signature generated in the name of the authorized signatory of the legal entity acting on behalf of the company. Comprehensive and up-to-date information is available on the CRA's website: <https://egk.mkk.com.tr>.

Within this framework, the following documents must be submitted for physical participation in the General Assembly Meeting:

- Real person shareholders: their identity cards,
- Legal entity shareholders: authorization documents along with the identity cards of the persons authorized to represent and bind the legal entity,
- Representatives of real or legal persons: their identity cards along with notarized proxies or signed proxies accompanied by a notarized statement of signature,
- Representatives authorized via the Electronic General Assembly System: their identity cards,

They may participate in the meeting by signing the list of attendees.

Presented for our esteemed shareholders' information.

Best Regards

Tekfen Holding A.Ş.

Company Address: Kültür Mahallesi, Tekfen Sitesi Budak Sokak, A Blok, No:7 Ulus - Beşiktaş 34340 İstanbul

Place and number of Trade Registry: İstanbul/111233

Central Registration System (MERSIS) No: 0834005201400018

**AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF TEKFEN
HOLDING A.Ş. TO BE HELD ON JUNE 17th, 2025**

1. Opening, and election of the Chairman for the Meeting,
2. Reading, discussion and approval of the 2024 Annual Report prepared by the Company's Board of Directors,
3. Reading, discussion and approval of the Independent Audit Report Summary and Financial Statements for the 2024 fiscal year,
4. Release of each member of the Board of Directors from liability for the Company's activities for the year 2024,
5. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the 2024 fiscal year,
6. Wishes and opinions.

POWER OF ATTORNEY

Tekfen Holding A.Ş.

I hereby appoint, whose detailed information is provided below, as my proxy to represent me, vote, make proposals, and sign necessary documents at the Extraordinary General Assembly meeting to be held at Tekfen Tower Building Conference Hall, located at Büyükdere Caddesi No.209, 34394, 4. Levent – Istanbul, on Tuesday, June 17th, at 11:00 a.m., where the agenda items postponed pursuant to Article 420 of the Turkish Commercial Code will be discussed, which were carried over from the Ordinary General Assembly meeting regarding the 2024 fiscal year held on 07.05.2025, in line with the opinions I have indicated below.

Proxy's(*);

Name, Last Name/Trade Name:

Turkish Citizenship ID No/Tax ID, Place and number of Trade Registry, and Central Registration System No: (*)

If any, the equivalents of the said information for foreign nationality representatives must be presented.

A) CONTENTS OF POWER OF ATTORNEY

For the sections 1 and 2 given below, the contents of the power of attorney should be determined by selecting one of the choices of (a), (b) and (c).

1. About the Matters on the General Assembly Agenda;

- a) The proxy is authorized to vote in line with his/her opinion.
- b) The proxy is authorized to vote in line with the proposals of the partnership management.
- c) The proxy is authorized to vote in accordance with the instructions given in the table below.

Instructions:

In case the (c) choice is selected by the shareholder, the instructions exclusive to the agenda item are given by marking one of the options ('for' or 'against') for the agenda item of the general assembly concerned and by stating the dissenting opinion, if any, in the minutes of the general assembly meeting as requested, in case the 'against' option is selected.

Agenda Items	For	Against	Dissenting Opinion
1. Opening, and election of the Chairman for the Meeting			
2. Reading, discussion and approval of the 2024 Annual Report prepared by the Company's Board of Directors			
3. Reading, discussion and approval of the Independent Audit Report Summary and Financial Statements for the 2024 fiscal year			
4. Release of each member of the Board of Directors from liability for the Company's activities for the year 2024			
5. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the 2024 fiscal year			
6. Wishes and opinions.			

2. Special instructions on other issues that may arise during the General Assembly meeting and especially on the use of minority rights:

- a) The proxy is authorized to vote in line with his/her opinion.
- b) The proxy is not authorized to represent in these matters.
- c) The proxy is authorized to vote in accordance with the following special instructions.

SPECIAL INSTRUCTIONS; If any, special instructions to be given to the proxy by the shareholder are stated here.

B) The shareholder specifies the shares to be represented by the proxy by selecting one of the following options.

1. I approve the representation of my shares mentioned below by the proxy.

- a) Group and series:*
- b) Number/Group:**
- c) Number of shares-Nominal value:
- ç) Whether it is a privileged voting share:
- d) Whether it is payable to bearer-order:*

e) The ratio of the shares to the total shares/voting rights the shareholder holds:

*This information is not required for registered shares.

**If any, information about the group will be written instead of the number for registered shares.

2. I approve the representation of all of my shares listed in the list of shareholders who may attend the general meeting prepared by the CSD one day before the general assembly day.

NAME, LAST NAME or TITLE of THE SHAREHOLDER (*)

Turkish Citizenship ID No/Tax ID, Place and number of Trade Registry, and Central Registration System No:

Address:

(*) If any, the equivalents of the said information for foreign nationality representatives must be presented.

SIGNATURE

EXPLANATIONS ON THE AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON JUNE 17th, 2025

1. Opening and election of the Chairman for the Meeting

Elections of the Chairman of the Meeting that will lead the General Assembly Meeting in accordance with the provisions of the Regulation of the Turkish Commercial Code on “Principles and Procedures of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Trade to Attend These Meetings” (“the Regulation”) will be conducted.

2. Reading, discussion and approval of the 2024 Annual Report prepared by the Company’s Board of Directors

The Board of Directors’ Annual Activity Report for the 2024 fiscal year, which was made available for the review of our shareholders for three weeks prior to the General Assembly meeting at our Company headquarters, on the Company’s website (www.tekfen.com.tr), on the Public Disclosure Platform (PDP) (<http://www.kap.org.tr>), and on the Electronic General Assembly portal of the Central Registry Agency (CRA), will be submitted for discussion and approval.

3. Reading, discussion and approval of the Independent Audit Report Summary and Financial Statements for the 2024 fiscal year

The Independent Audit Report and Financial Statements for the 2024 fiscal year, which were made available for the review of our shareholders for three weeks prior to the General Assembly meeting at our Company headquarters, on the Company’s website (www.tekfen.com.tr), on the Public Disclosure Platform (PDP) (<http://www.kap.org.tr>), and on the Electronic General Assembly portal of the Central Registry Agency (CRA), will be presented to the General Assembly for information, and submitted for the views and approval of our shareholders.

4. Release of each member of the Board of Directors from liability for the Company’s activities for the year 2024

In accordance with the provisions of the Turkish Commercial Code and the Regulation, release of each member of the Board of Directors from liability for the Company’s activities for the year 2024 will be submitted for the approval of the General Assembly.

5. Discussion and resolution of the proposal of the Board of Directors regarding the distribution of the profit for the 2024 fiscal year

According to the financial statements of our company for the 2024 fiscal year, which were audited by Güney Bağımsız Denetim Serbest Muhasebeci Mali Müşavirlik A.Ş., the Consolidated Net Income for the Parent Company for this period totaled to an amount of TRY 404,091,000 and the table related to the distribution of 30% dividend over the Net Distributable Profit of the Period which is submitted to the General Assembly for approval is presented in **Appendix 1**. It is proposed that the profit for the period be distributed 31.12.2025.

6. Wishes and opinions

APPENDICES:

Appendix/1: Profit Distribution Table for the year 2024.

Appendix/1 PROFIT DISTRIBUTION TABLE FOR THE YEAR 2024.

Tekfen Holding A.Ş. 2024 Distribution of Profit (TL)			
1. Paid-in Capital			370,000,000.00
2. Total legal reserves (as per legal records)			74,000,000.00
Information regarding the privilege in profit distribution, if any, according to the articles of association			There is no privileged shares
		As per Capital Markets Board	As Per Legal Records (LR)
3.	Profit	339,714,936	1,736,460,104.84
4.	Taxes (-)	64,376,064	-
5.	Net Profit	404,091,000	1,736,460,104.84
6.	Prior Years' Loss (-)	-	-
7.	First Series of Legal Reserve Fund (-)	-	-
8.	Net Distributable profit for the period	404,091,000	1,736,460,104.84
9.	Donations made in the year (+)	5,194,000	
10.	Net distributable period profit including donations	409,285,000	
11.	First Dividend to Shareholders	-	
	- Cash	122,785,610	
	- Bonus		
12.	Dividends to Preferred Shareholders	-	
13.	Other Profit Distributed	-	
	- To employees		
	- To the members of the Board of Directors		
	- To the people other than the shareholders		
14.	Dividends to dividend-right certificates	8,439,162	
15.	Second dividend to shareholders	-	
16.	General legal reserve fund	-	
17.	Status Reserves	-	-
18.	Special Reserves	-	-
19.	Extraordinary Reserves	272,866,228	1,605,235,332.84
20.	Other Resources foreseen to be Distributed	-	-

DIVIDEND PER SHARE						
DIVIDEND PAYOUT TABLE						
	GROUP ⁽¹⁾	TOTAL DIVIDEND (TL)		TOTAL DIVIDEND PAYOUT/NET DISTRIBUTABLE PROFIT (PAYOUT RATIO)	DIVIDEND PER SHARE WITH TL 1 NOMINAL VALUE	
		CASH (TL)	NON-CASH	RATIO (%)	AMOUNT (TL)	SHARE (%)
GROSS	-	122,785,610.00	0,00	30.00	0.331853	33.1853
NET	-	104,367,768.50	0,00	25.50	0.282075	28.2075

(1) There are no privileged rights in profit distribution.

Additional Disclosures within the Scope of CMB Regulations

A. Partnership Structure

Each share with a nominal value of TL 1 has one vote in General Assembly meetings. There are no privileged shares in our Company's capital.

Name of the shareholder	Share in capital (TL)	Share in capital (%)
ARY HOLDİNG ANONİM ŞİRKETİ	68.107.772,90	18,41
ALİ NİHAT GÖKYİĞİT YATIRIM HOLDİNG AŞ	32.868.939,45	8,88
NİLGÜN ŞEBNEM BERKER	46.683.570,45	12,62
MELTEM BERKER	46.683.572,22	12,62
CAN KÜLTÜR SANAT EĞİTİM KURUMLARI İŞLETMECİLİĞİ AŞ*	41.654.732,57	11,26
Other	13.430.000,00	3,63
Repurchased Shares	120.571.412,41	32,59
Grand Total	370.000.000,00	100,00
<i>*Can Kültür Sanat Eğitim Kurumları İşletmeciliği A.Ş., in its Material Event Disclosure dated 07.05.2025, together with the notification published at https://www.kap.org.tr/tr/Bildirim/1434538 has disclosed that:</i>		
<i>a) MCN Gayrimenkul Yatırım A.Ş. holds 16,582,649 shares, corresponding to a 4.48% shareholding.</i>		
<i>b) KCN Gayrimenkul Yatırım A.Ş. holds 6,370,526 shares, corresponding to 1.72%,</i>		
<i>c) Together, the companies acting in concert hold a total of 64,607,907.57 shares, corresponding to a 17.46% shareholding.</i>		

B. Information on the Requests of Shareholders, CMB or Other Public Authorities to Add Items to the Agenda

No such request has been submitted regarding the Extraordinary General Assembly meeting to be held on June 17, 2025.

C. Legislative changes that may significantly affect the Company's operations

None.

D. Changes in the Management and Operations of our Company and our Subsidiaries that will have a Significant Impact on the Company's Operations

With the election held at the Ordinary General Assembly meeting of our Company on 07.05.2025, the Board of Directors has been composed of 9 members. 6 members have been elected to serve for the first time.

There are no management and operational changes that will significantly affect the activities of our Company and its subsidiaries. Material event disclosures made by our Company within the scope of the relevant legislation can be accessed at <http://www.kap.org.tr/>