

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

Tekfen Holding A.Ş.'s Extraordinary General Assembly Meeting shall convene on December 21st 2023 Thursday at 14:00 at the Conference Hall of Tekfen Tower Building located at Büyükdere Caddesi No.209 34394, 4. Levent – Istanbul.

In accordance with the legal requirements, the documents regarding the demerger transaction to be discussed along with the following agenda and the Information Document containing the necessary explanations about the current agenda items within the framework of Corporate Governance Principles will be made ready at the Company headquarters, on the Company's corporate website at www.tekfen.com.tr, at the Electronic General Meeting System (e-GEM) of the Central Securities Depository of Turkey (CSD) for the reviews of our partners at least 1 month before the meeting date.

Our shareholders may attend the general meeting to be convened at the abovementioned address either personally or through their representatives. Shareholders who will not be able to attend the meeting themselves may authorize their representatives using the e-GEM and issue a power of attorney using the attached sample and in accordance with the "Communiqué on Voting by Proxy and Proxy Solicitation" of the Capital Markets Board of Turkey (CMB), numbered: II-30.1. Power of attorneys may also be issued filling out the power of attorney form that can be obtained from the Company headquarters or the www.tekfen.com.tr Company website, followed by the approval of their signature by public notary or attaching the signature circular, which is approved by the notary service and includes their signature, to the power of attorney form with their signature on it. The proxy who has been appointed electronically via the e-GEM is not required to present a power of attorney.

For them to fulfill their responsibilities within the scope of the "Regulation on Electronic General Assembly Meetings of Joint Stock Corporations" and the "Communiqué on the Electronic General Assembly System to be used in the General Assembly Meetings of Joint Stock Corporations", our stakeholders who will be voting via e-GEM are requested to obtain information from the CSD and submit their preference until one (1) day before the General Assembly Meeting, via e-GEM provided by the CSD. Those who wish to attend the General Assembly Meeting via e-GEM should register to the e-Investor: Investor Information Center Portal and have a secure electronic signature to participate directly in the General Assembly or appoint a proxy through the e-GEM. In addition, proxies who will attend the meeting via e-GEM must also have a secure electronic signature. According to Article 1526 of the Turkish Commercial Code (TCC), the declarations to be made on behalf of the legal entity partners should be signed by the legal entity signature authority with the secure electronic signature created for them.

In this context, the below parties can attend the General Assembly Meeting by presenting the following and signing the participants list:

- Natural person shareholders with their IDs,
- Legal entity shareholders with the IDs of the persons authorized to represent and bind the legal entity, together with the authorization documents,
- Representatives of natural and legal persons with their IDs and notarized powers of attorney or their signed powers of attorney with an attached affidavit of signature issued before a notary service,
- Representatives authorized by the Electronic General Meeting System with their IDs.

Presented for our esteemed shareholders' information.

Tekfen Holding A.Ş.

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

Place and number of Trade Registry: Istanbul/111233

Central Registration System (MERSIS) No: 0834005201400018

**AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
OF TEKFEN HOLDING A.Ş.
TO BE HELD ON DECEMBER 21st, 2023**

1. Opening, and election of the Chairman for the Meeting,

2. Negotiation and submission of (i) the transfer of the real estates of our company over the registered values, together with their active and passive items; to the newly established company titled "Tekfen Immovable Investment and Management Inc." through partial division in a facilitated manner through a subsidiary model within the framework of the provisions of the Turkish Commercial Code, Corporate Tax Law, Capital Markets Law, Trade Registry Regulation and other relevant legislation and (ii) the "Partial Demerger Report" and the "Partial Demerger Plan" prepared for this transaction,

3. Wishes and opinions.

POWER OF ATTORNEY

Tekfen Holding A.Ş.

I hereby name and appoint, whose details are specified below, to be my lawful proxy to represent me and vote, propose and sign the necessary documents on my behalf and in accordance with my below views, in the Extraordinary General Assembly Meeting of Tekfen Holding A.Ş. which will be held at 14:00 hours on December 21st, 2023 at the Conference Hall of Tekfen Tower, located at Büyükdere Cad. No. 209 34394 4. Levent, Istanbul.

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;

- The proxy is authorized to vote in line with his/her opinion.
- The proxy is authorized to vote in line with the proposals of the partnership management.
- 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. Negotiation and submission of (i) the transfer of the real estates of our company over the registered values, together with their active and passive items; to the newly established company titled "Tekfen Immovable Investment and Management Inc." through partial division in a facilitated manner through a subsidiary model within the framework of the provisions of the Turkish Commercial Code, Corporate Tax Law, Capital Markets Law, Trade Registry Regulation and other relevant legislation and (ii) the "Partial Demerger Report" and the "Partial Demerger Plan" prepared for this transaction,			
3. 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:

- The proxy is authorized to vote in line with his/her opinion.
- The proxy is not authorized to represent in these matters.
- 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.

- Group and series:*
- 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 DECEMBER 21st, 2023

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" will be conducted.

2. Negotiation and submission of (i) the transfer of the real estates of our company over the registered values, together with their active and passive items; to the newly established company titled "Tekfen Immovable Investment and Management Inc." through partial division in a facilitated manner through a subsidiary model within the framework of the provisions of the Turkish Commercial Code, Corporate Tax Law, Capital Markets Law, Trade Registry Regulation and other relevant legislation and (ii) the "Partial Demerger Report" and the "Partial Demerger Plan" prepared for this transaction,

In order to establish a more effective and focused structure in real estate activities, ensuring flexible, effective management and efficiency, increasing market share and competitiveness, take rapid action by monitoring market conditions, real estate assets of our company, the details of which are included in the Partial Division Report in Annex 2 will be transferred to the newly established Tekfen Real Estate Investment and Management Inc. as a 100% subsidiary of Tekfen Holding A.Ş. through partial demerger in a simplified procedure with the participation model.

TRY28,854,154.82, which is the sum of the advance collection of rental payments accounted in the "Income Relating to Future Months " item on the balance sheet related to the real estate properties subject to demerger, will also be transferred to the new company. All kinds of contracts, lease agreements and documents obtained within the scope of Law No. 3194 regarding these real estate properties will be transferred to the new company that will be established automatically upon division.

The founding capital of the newly established Tekfen Real Estate Investment and Management Inc. company will be TRY121,000,000 and all partnership shares will be held by Tekfen Holding A.Ş., where TRY120,144,749.73 of the capital invested will be covered by adding the registered value of the real estate owned by our company within the scope of partial demerger, and the balance TRY855,250.27 has been committed by our company in cash and will be paid in full before registration.

Tekfen Real Estate Investment and Management Inc. is planning to operate, manage, rent the real estate registered in its assets and the real estate to be acquired later by purchasing and other methods, to add value to them by including them within the scope of construction, investment and construction projects, and to earn profits by operating the relevant portfolio created in this way and operating in the works written in the draft articles of association.

In accordance with Article 8 of the Capital Markets Board's II-23.2 Merger and Demerger Communiqué, notifications are made within 30 days before the general assembly date where the Partial Demerger will be discussed and submitted for approval, in accordance with Article 8 of the Capital Markets Board's II-23.2 Merger and Demerger Communiqué.; The Announcement Text approved by the CMB, Demerger Report, Demerger Plan, Tekfen Holding A.Ş.'s last 3-year financial reports and independent audit reports and the Expert Report was disclosed to the public on Public Disclosure Platform and also available on our company's website (<http://www.tekfen.com.tr/>) in accordance with the schedule determined in the

Communiqué. The information and documents in question will be available on our company's website for 5 years.

3. Wishes and opinions

APPENDICES:

Appendix/1: Announcement Document

Appendix/2: Partial Demerger Report

Appendix/3: Partial Demerger Plan