

VAKIF GAYRİMENKUL YATIRIM ORTAKLIĞI A. Ş.
INFORMATION FILE FOR THE ORDINARY GENERAL ASSEMBLY MEETING TO
BE HELD ON August 09, 2023

Our Company's Ordinary General Assembly Meeting will be held on Wednesday, **August 09, 2023**, at 14:30, at the the address of **Saray Mahallesi Dr. Adnan Büyükdeniz Caddesi No:7/B Ground Floor Conference Hall Ümraniye/İstanbul**.

Shareholders whose names are included in the "Shareholders List" to be received electronically from the Central Registry Agency (MKK) on the meeting day will be able to attend the Ordinary General Assembly Meeting.

Our shareholders can attend the meeting physically or electronically.

Our shareholders or their proxies who want to attend the meeting physically should be present at the specified address on the mentioned day and time, together with their identity documents with Turkish Identity Number,

Our shareholders or their proxies who want to participate in the electronic environment must have a secure electronic signature to directly attend the General Assembly Meeting or appoint a representative via the Electronic General Assembly System (EGKS), and register on the e-MKK Information Portal until 21.00 one day before the meeting at the latest. All details regarding this matter can be accessed from the EGKS special area of the e-MKK Information Portal.

It will not be possible for our shareholders who have declared that they will attend the meeting electronically.

It is possible for our shareholders, who cannot attend the meeting physically or electronically, to represent themselves by proxy. Proxies and representatives to be sent by legal entity shareholders are required to present **a power of attorney or representation documents prepared in accordance with the attached sample** when they come to the meeting. Voting holders who want to give a power of attorney must fill out the power of attorney form and have it notarized or attach the notarized circular of signature to the power of attorney form bearing their own signature. Otherwise, **the power of attorney will be deemed invalid**.

It is possible for depository institutions to participate in the General Assembly as "Depositing Representative" by being defined on the EGKS portal representing our shareholders holding shares in their accounts. In this case, if the said institutions authorize their employees to attend the meeting physically, **they must submit** the "Representation Document Regarding the Consigned Shares" and "Instruction Notification Form" prepared in accordance with the attached sample.

Financial Statements and General Assembly Annual Report for the fiscal year 2022 will be available for review by our shareholders at our Company's Headquarters building, on our website at www.vakifgyo.com.tr, and on MKK's e-Company Information Portal and EGKS portal 3 weeks before the meeting date.

The Meeting Agenda and a Power of Attorney Sample are attached (Annex-1), and can also be accessed via the "Yatırımcı İlişkileri (=Investor Relations)" section of the www.vakifgyo.com.tr website.

Additional disclosure to be made regarding the Ordinary General Assembly in accordance with the II-17.1 "Corporate Governance Communiqué" of the Capital Markets Board are given in Annex-2.

For information on Participation in the General Assembly, you can contact us at <https://www.vakifgyo.com.tr/#!bize-ulasin>.

Annex 1- Meeting Agenda and Sample Power of Attorney

Annex-2 Additional Disclosures to Be Made Pursuant to the CMB's Corporate Governance Communiqué

Annex-3 Profit Distribution Table

Annex-4 Amendment Text of Articles of Association

Annex 1

SUMMON FROM THE BOARD OF DIRECTORS OF VAKIF GAYRİMENKUL YATIRIM ORTAKLIĞI A. Ş., TO THE ORDINARY GENERAL ASSEMBLY MEETING

Our Company's Ordinary General Assembly Meeting will be held on Wednesday, August 09, 2023, at 14:30, at the address of Saray Mahallesi Dr. Adnan Büyükdeniz Caddesi No:7/B Ground Floor Conference Hall Ümraniye/İstanbul.

The Agenda and Sample Power of Attorney regarding the subject are given below. We ask our shareholders or their proxies to be present at the mentioned day and time.

It is possible for the shareholders who cannot attend the meeting personally to represent themselves by proxy. Proxies and representatives of Public Institutions or legal entity shareholders must present a power of attorney or representation documents prepared in accordance with the example below, when they come to the meeting. Voting holders who want to give a power of attorney must complete the power of attorney form bearing their own signature. Otherwise, the power of attorney will be deemed invalid.

AGENDA FOR THE ORDINARY GENERAL ASSEMBLY MEETING OF VAKIF GAYRİMENKUL YATIRIM ORTAKLIĞI A. Ş. (09 August 2023)

1. Opening and establishment of the Meeting Chair,
2. Authorizing the Chairman and Vote Collectors to sign the Minutes of the General Assembly Meeting,
3. Reading and discussion of the Annual Report of the Board of Directors and the Independent Audit Report on the activities and accounts of 2022,
4. Negotiation and approval of the independently audited 2022 financial statements and annexes whereto,
5. Discharge of the Members of the Board of Directors regarding the activities in 2022,
6. Submitting the amendments made in the Article with the title of "Capital and Shares" of the Articles of Association regarding the increase of our Company's Registered Capital Ceiling to the approval of the General Assembly,
7. Submitting the proposal of the Board of Directors regarding the distribution of the profit for the year 2022 to the General Assembly for approval,
8. Submitting the capital increase to be made from internal resources of our company for the approval of the General Assembly,
9. Election of the Members of the Board of Directors, submission of the appointment of the Independent Members of the Board of Directors to the approval of the General Assembly,
10. Determining the financial rights of the Members of the Board of Directors,
11. Approval of the selection of the Independent Audit Firm,
12. Submitting to the information of the partners and approving the donations made due to the earthquake in 2023 within the scope of the Presidential Decree No. 124,
13. Informing the General Assembly on donations and aids,
14. Informing the General Assembly about the remuneration principles of the Members of the Board of Directors and senior executives,
15. Informing the General Assembly regarding related party transactions in accordance with the regulations of the Capital Markets Board,
16. Wishes and closing,

SAMPLE POWER OF ATTORNEY

POWER OF ATTORNEY

Vakıf Gayrimenkul Yatırım Ortaklığı A. Ş.

I hereby appoint, who is introduced in detailed below as my proxy to be authorized representing me, voting me and making a proposal at the Ordinary General Assembly Meeting of Vakıf Gayrimenkul Yatırım Ortaklığı A.Ş., to be held on Wednesday, August 09, 2023, at 14:30 at the address Saray Mahallesi Dr. Adnan Büyükdeniz Caddesi No:7/B Ground Floor Conference Hall Ümraniye/İstanbul, in line with the views I have stated below.

Proxy(*);

Name Surname/Trade Name:

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

(*) For proxies of foreign nationality, it is obligatory to submit the aforementioned information, if any, equivalents of the same.

A) SCOPE OF AUTHORITY TO REPRESENT

For the sections 1 and 2 given below, one of the options (a), (b) or (c) should be chosen to determine the scope of the representation authority.

1.Regarding the Matters in the Agenda of the General Assembly:

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

Instructions:

In case the option (c) is chosen by the shareholder, instructions specific to the agenda item are given by marking one of the options (accept or reject) opposite the relevant general assembly agenda item, and by stating the dissenting opinion, if any, that is requested to be written in the general assembly minutes if the reject option is selected.

Agenda Items (*)	Aye	Nay	Dissenting Opinion
1.			
2.			
3.			

(*) Items included in the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure voting by proxy.

2. Special instruction regarding other issues that may arise in the General Assembly meeting and especially the use of minority rights:

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

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the proxy shall be specified here.

B) The shareholder chooses one of the options below and specifies the shares he wants the proxy to represent.

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

a) Arrangement and series:*

b) Number/Group:**

c) Number-Nominal value:

ç) Whether there is a voting privilege:

d) Either Bearer or Registered share:*

e) Ratio of shareholder to total shares/voting rights:

* This information is not requested for the dematerialized shares.

** For the dematerialized shares, information about the group, if any, will be given instead of the number.

2. I hereby approve the representation by the proxy of all my shares in the list of shareholders who can attend the general assembly prepared by MKK one day before the general assembly day.

NAME SURNAME or TRADE NAME OF THE SHAREHOLDER(*)

Turkish Identity No/Tax No, Trade Registry and Number and MERSIS number:

Address:

(*)For proxies of foreign nationality, it is obligatory to submit the aforementioned information, if any, equivalents of the same.

SIGNATURE

Additional Disclosures Pursuant to the CMB's Corporate Governance Communiqué

Additional explanations to be made regarding the Ordinary General Assembly to be held on August 09, 2023 are included in accordance with the II-17.1 "Corporate Governance Communiqué" of the Capital Markets Board.

1. Information on the total number of shares and voting rights reflecting the shareholding structure of the company as of the date of the announcement, if there are preference shares in the company capital, the number of shares representing each preference share group and the voting right and the nature of the privileges.

SHAREHOLDING STRUCTURE OF THE COMPANY:

The issued capital of the Company is fully paid and amounts ₺1,717,500,000,-. It has been divided into 171,750,000,000 shares, each with a nominal value of 1 Kr. Group A shares are registered shares and cannot be transferred. In the election of the members of the Board of Directors, each of the Group A shares has 15 voting rights, and each of the Group B shares has 1 vote.

Real and Legal Persons with 5% or More Shares or Voting Rights Directly in the Capital(*)

Shareholder	Share in Capital (TL)	Share in Capital (Number)	Share in Capital (%)	Voting Rights (%)
TÜRKİYE VAKIFLAR BANKASI T. A. O.	923.506.537,81	92.350.653.781	53,77	70,49
VAKIFBANK PERS. ÖZ. SOS. GÜV. HİZM.	126.411.116,46	12.641.111.646	7,36	14,29
VAKIFBANK M.ve HİZ. E.ve SAĞ. YR. SAN. VK.	115.371.811,94	11.537.181.194	6,72	7,65
OTHERS	552.210.533,79	55.221.053.379	32,15	7,56
TOTAL	1.717.500.000	171.750.000.000	100	100

(*) CRA data in the PDP Company Information section dated July 11, 2023 were obtained.

2. Information on the changes in the management and activities of the company and its subsidiaries that have taken place in the previous accounting period or planned in the future accounting periods that will significantly affect the company activities and the reasons for these changes.

There is no significant change that will significantly affect the activities of our company for the 2022 accounting period and the planned activities for the next accounting period. You can access our company's 2022 Annual Reports and Financial Statements from [here](#).

3. Information on the reasons for dismissal, replacement or election, if any, of dismissal and replacement of the members of the board of directors in the agenda of the general assembly meeting, the CVs of the persons whose candidacy for the board of directors has been submitted to the shareholding, the duties they have held in the last ten years and the reasons for leaving, the nature and materiality of the shareholding and its relationship with the related parties of the shareholding and similar matters that may affect the activities of the shareholding, whether they are independent or not and if these persons are elected as members of the board of directors,

Since the office term of office of the Members of the Board of Directors will expire, new members will be elected from among the members who will be candidates for their place. Our company has not received any application for candidacy.

4. The requests of the shareholders of the company in writing to the Investor Relations Department regarding the inclusion of an item on the agenda, in cases where the board of directors does not accept the agenda proposals of the shareholders, the unaccepted proposals and the reasons for rejection.

There is no written request received by our company.

5. In case of a change in the articles of association on the agenda, the former and new forms of the amendments to the articles of association, together with the relevant decision of the board of directors.

Included in Annex-4.

VAKIF GAYRİMENKUL YATIRIM ORTAKLIĞI A. Ş.
DISCLOSURE ON THE AGENDA ITEMS OF THE ORDINARY GENERAL
ASSEMBLY MEETING TO BE HELD ON August 09, 2023

1. Opening and creation of the Meeting Chair,

A Meeting Chair will be established to manage the General Assembly meeting in accordance with the provisions of the Turkish Commercial Code No. 6102 ("TCC"), the articles of association, the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Regulation on the Ministry Commissioners to Attend These Meetings ("Regulation").

2. Authorizing the Chairman and Vote Collectors to sign the Minutes of the General Assembly Meeting,

Authorizing the Chairman and Vote Collectors to sign the Minutes of the General Assembly Meeting shall be submitted for approval of the General Assembly.

3. Reading and discussion of the Annual Report of the Board of Directors and the Independent Audit Report on the activities and accounts of 2022,

The Annual Report of the Board of Directors and the Independent Audit Report, which are presented within the framework of the provisions of the TCC and the Regulation, on the Electronic General Assembly System page on the MKK website, on the Public Disclosure Platform, on the "Investor Relations" page on the website of our Company, <https://www.vakifgyo.com.tr/#!investor-relations>, to our shareholders at our company's headquarters, will be read and discussed at the General Assembly.

4. Negotiation and approval of the independently audited 2022 financial statements and annexes whereto,

The independently audited financial statements for 2022 and their annexes will be negotiated and submitted to the General Assembly for approval.

5. Discharge of the Members of the Board of Directors regarding the activities in 2022,

The discharge of the Members of the Board of Directors separately for their activities, transactions and accounts in 2021 will be submitted to the approval of the General Assembly.

6. Submitting the amendments made in the Article with the title of "Capital and Shares" of the Articles of Association regarding the increase of our Company's Registered Capital Ceiling to the approval of the General Assembly,

The Increase of Registered Capital Ceiling in Article 7 of the Company's Articles of Association increased from 1,750,000,000,- (One billion seven hundred and fifty million TL) to 5,000,000,000,-TL. (Five billion million TL) in accordance with the Turkish Commercial Code and Capital Market Legislation, and submitting the amendment text of the articles of association in Annex-4 regarding the said amendment to the General Assembly for approval,

7. Submitting the proposal of the Board of Directors regarding the distribution of the profit for the year 2022 to the General Assembly for approval,

Regarding the profit distribution of our company in 2022; In accordance with the Company's profit distribution policy and the Company's articles of association, within the framework of the Capital Markets legislation, 788,106,823 TL of the net profit, corresponding to 34,4247% of the net distributable profit for the period from which the first dividend will be calculated, is distributed in the form of bonus shares, the remaining The issue of transferring the amount to extraordinary reserves will be proposed to the General Assembly by the Board of Directors, and the table regarding the profit distribution proposal is in Annex-3.Article 19 with the title "General Assembly Meetings",

8. Submitting the capital increase to be made from internal resources of our company for the approval of the General Assembly,

A total of 444,393,177, consisting of "Capital Adjustment Differences" amounting to TL 21.599.008,-, "Premiums related to shares" amounting to TL 301.118.336,- TL 121.675.833,- "Retained Earnings" in our legal records, The issue of adding the internal resource of TL 00,- to the capital will be submitted to the approval of the General Assembly by the Board of Directors..

9. Election of the Members of the Board of Directors, submission of the appointment of the Independent Members of the Board of Directors to the approval of the General Assembly,

Members of the Board of Directors and Independent Members of the Board of Directors will be elected by the General Assembly.

10. Determining the financial rights of the Members of the Board of Directors,

The financial rights of the members of the Board of Directors will be determined by the General Assembly.

11. Approval of the selection of the Independent Audit Firm,

The independent audit firm that will audit the financial statements of our company for the year 2023 will be submitted to the approval of the General Assembly.

12. 12. Submitting to the information of the partners and approving the donations made due to the earthquake in 2023 within the scope of the Presidential Decree No. 124,

The donations made by our company in 2023 due to the earthquake will be submitted to the approval of the partners.

13. Informing the General Assembly on donations and aids,

In accordance with Article 1.3.10 of the Corporate Governance Principles, the fact that our Company has not made any donations in 2022 will be submitted to the information of the General Assembly.

14. Informing the General Assembly about the remuneration principles of the Members of the Board of Directors and senior executives,

Pursuant to the Capital Markets Board's communiqué number II-17.1, the General Assembly will be informed about the remuneration principles of the Members of the Board of Directors and senior executives.

15. Informing the General Assembly regarding related party transactions in accordance with the regulations of the Capital Markets Board,

The General Assembly will be informed about the transactions of our company with related parties.

16. Wishes and closing,

The meeting will be terminated by taking the opinions and wishes of our shareholders.

Annex-3

VAKIF GAYRİMENKUL YATIRIM ORTAKLIĞI A. Ş. Profit Distribution Table for the year 2021 (TL)			
1. Paid in/Issued Capital		1.145.000.000	
2. Total Legal Reserves (According to Legal Records)		19.519.775	
information any privileges in profit distribution pursuant to the articles of association, if any		NONE	
		As Per MPL	As Per Legal Records (YK)
3.	Profit for the Period	2.332.117.148	855.000.211
4.	Taxes Payable (-)	-	-
5.	Net Profit for the Period (=)	2.332.117.148	855.000.211
6.	Previous Years' Losses (-)	-	-
7.	First Order Legal Reserves (-)	42.750.011	42.750.011
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	2.289.367.137	812.250.200
9.	Donations made during the year (+)	200.000	
10.	Net distributable profit for the period added to the donations for which the first dividend will be calculated	2.289.567.137	
11.	First Dividend to Shareholders	788.106.823	
	- Cash	-	
	- Bonus Shares	788.106.823	
	- Total	788.106.823	
12.	Dividend Distributed to Preference Share Holders	-	
13.	Dividends to board members, employees, etc.	-	
14.	Dividend Distributed to Usufruct Owners	-	
15.	Second Dividend to Shareholders	-	
16.	Second Order Legal Reserves	-	
17.	Status Reserves	-	-
18.	Special Reserves	-	-
19.	EXTRAORDINARY RESERVES	1.501.260.314	24.143.377
20.	Other Resources Anticipated to be Distributed	-	-
	- Previous Year	-	-
	- Extraordinary Reserves	-	-
	- Other Distributable Reserves Pursuant to the Law and Articles of Association	-	-

PROFIT SHARE RATIOS TABLE (*)						
		TOTAL DIVIDEND DISTRIBUTED		TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF 1 TL	
	GROUP	CASH (TL)	BONUS SHARE (TL)	RATE (%)	SUM (TL)	RATE (%)
NET	A	-	279.923.175,26	12,2271%	0,6883	68,83%
	B	-	508.183.647,74	22,1976%	0,6883	68,83%
	TOTAL	-	788.106.823,00	34,4247%	-	-

(*) There is no preference share group in profit distribution.

VAKIF GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ AMENDMENT TEXT

CURRENT TEXT

CAPITAL AND SHARES

ARTICLE 7. The registered capital of the company is ~~1.750.000.000,-TL (One billion seven hundred and fifty thousand Turkish Lira)~~ divided into ~~175.000.000.000 (One hundred and seventy-five billion)~~ shares, each of which with a nominal value of 1 Kr (One Kurush). The registered capital ceiling permission granted by the Capital Markets Board is valid for the years ~~2022-2026~~ (5 years). in order for the Board of Directors to take a capital increase decision after ~~2026~~ it is obligatory to obtain authorization from the General Assembly for a new period by obtaining permission from the Capital Markets Board for the previously allowed ceiling or a new ceiling amount. If the said authorization is not obtained, the Company cannot increase the capital with the decision of the Board of Directors.

The issued capital of the company is ~~1.145.000.000,-TL (one billion one hundred and forty-five million Turkish Liras)~~ fully paid in, and divided into ~~145.000.000.000 (one hundred and forty-five billion)~~ shares, each of which with a nominal value of 1 Kr (One Kurush). ~~911.490.044,-TL (Nine hundred eleven million four hundred ninety thousand and forty-four Turkish Liras)~~ of the capital was paid in cash by the shareholders, 228.809.956,-TL (two hundred and twenty eight million eight hundred nine thousand nine hundred and fifty six Turkish lira) TL 4,700,000 (four million seven hundred thousand Turkish Liras) of the profit was transferred to the capital by adding the positive differences of capital adjustment to the capital.

The shares of the company are divided into A and B groups. Share groups representing the issued capital consist of ~~406.6686.030,768-TL for 40.668.603.076,8~~ group A shares and ~~738.313.969,232-TL for 73.831.396.923,2~~ group B bearer shares. The transfer of registered shares cannot be restricted.

The Board of Directors is authorized to increase the issued capital by issuing shares up to the registered capital ceiling between ~~2022-2026~~, in accordance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board, and to limit the shareholders' right to purchase new shares, and within the provisions of the capital market legislation, privileged or above the nominal value or is authorized to take decisions on the issuance of shares under The authority to restrict the right to buy new shares cannot be used in a way that causes inequality among the shareholders. In the election of the members of the Board of Directors, each of the Group A shares has 15 (fifteen) votes; Each of the Group B shares has 1 (One) voting right. In capital increases; Group A shares will be issued in exchange for Group A shares, and Group B shares will be issued against Group B shares. However, if the Board of Directors restricts the shareholders' right to purchase new shares, all of the new shares to be issued will be issued in writing to Group B and bearer. The amount of issued capital must be shown in the documents in which the title of the Company is used. In the election of the Members of the Board of Directors, preference shares cannot be issued, except for the shares that have the right to vote.

NEW TEXT

CAPITAL AND SHARES

ARTICLE 7. The registered capital of the company is **5.000.000.000,-TL (Five billion Turkish Lira)** divided into **500.000.000.000 (five hundred billion)** shares, each of which with a nominal value of 1 Kr (One Kurush). The registered capital ceiling permission granted by the Capital Markets Board is valid for the years **2023-2027** (5 years). in order for the Board of Directors to take a capital increase decision after **2027** it is obligatory to obtain authorization from the General Assembly for a new period by obtaining permission from the Capital Markets Board for the previously allowed ceiling or a new ceiling amount. If the said authorization is not obtained, the Company cannot increase the capital with the decision of the Board of Directors.

The issued capital of the company is **1,717,500,000,-TL (one billion seven hundred seventeen million five hundred thousand Turkish Liras)** fully paid in, and divided into **171,500,000,000 (one hundred seventy one billion five hundred million)** shares, each of which with a nominal value of 1 Kr (One Kurush). **1.483.990.044,-TL (one billion four hundred eighty three million nine hundred ninety thousand forty-four)** Turkish Liras) of the capital was paid in cash by the shareholders, 228.809.956,-TL (two hundred and twenty eight million eight hundred nine thousand nine hundred and fifty six Turkish lira) TL 4,700,000 (four million seven hundred thousand Turkish Liras) of the profit was transferred to the capital by adding the positive differences of capital adjustment to the capital.

The shares of the company are divided into A and B groups. Share groups representing the issued capital consist of **610.029.046,15 TL for 61.002.904.615,27** group A shares and **1.107.470.953,85 TL for 110.747.095.384,73** group B bearer shares. The transfer of registered shares cannot be restricted.

The Board of Directors is authorized to increase the issued capital by issuing shares up to the registered capital ceiling between **2023-2027**, in accordance with the provisions of the Capital Markets Law and the regulations of the Capital Markets Board, and to limit the shareholders' right to purchase new shares, and within the provisions of the capital market legislation, privileged or above the nominal value or is authorized to take decisions on the issuance of shares under The authority to restrict the right to buy new shares cannot be used in a way that causes inequality among the shareholders. In the election of the members of the Board of Directors, each of the Group A shares has 15 (fifteen) votes; Each of the Group B shares has 1 (One) voting right. In capital increases; Group A shares will be issued in exchange for Group A shares, and Group B shares will be issued against Group B shares. However, if the Board of Directors restricts the shareholders' right to purchase new shares, all of the new shares to be issued will be issued in writing to Group B and bearer. The amount of issued capital must be shown in the documents in which the title of the Company is used. In the election of the Members of the Board of Directors, preference shares cannot be issued, except for the shares that have the right to vote.