

VAKIF GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ
INFORMATION FILE FOR THE ORDINARY GENERAL ASSEMBLY MEETING TO
BE HELD ON June 12, 2024

Our Company's Ordinary General Assembly Meeting will be held on Wednesday, **June 12, 2024**, at 14:00, at the address of **İnşaat Mahallesi Dr. Adnan Büyükdere 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. must be. 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 2023 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 1

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

Our Company's Ordinary General Assembly Meeting will be held on Wednesday, June 12, 2024, at 14:00, at the address of İnkılap 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 AŞ (June 12, 2024)

1. Opening and formation of the Meeting Presidency,
2. Authorising 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 2023,
4. Discussion and approval of the independently audited financial statements for the year 2023 and their annexes,
5. Release of the Members of the Board of Directors in relation to the activities of 2023,
6. Submitting the proposal of the Board of Directors regarding the distribution and utilisation of the profit for the year 2023 to the approval of the General Assembly
7. Election of the Members of the Board of Directors, submission of the appointment of Independent Members of the Board of Directors to the approval of the General Assembly,
8. Determination of the financial rights of the members of the Board of Directors,
9. Approval of the selection of the Independent Audit Firm,
10. Informing the General Assembly on donations and grants,
11. Informing the General Assembly on the principles of remuneration of the members of the Board of Directors and senior executives,
12. Informing the General Assembly about related party transactions in accordance with the Capital Markets Board regulations,
13. Wishes and closing,

SAMPLE POWER OF ATTORNEY

POWER OF ATTORNEY

Vakif Gayrimenkul Yatirim Ortakligi AŞ

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 AŞ, to be held on Wednesday, June 12, 2024, at 14:00 at the address Saray Mahallesi Dr. Adnan Büyükdenez 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:

g) 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

Annex - 2

Additional Disclosures Pursuant to the CMB's Corporate Governance Communiqué

Additional explanations to be made regarding the Ordinary General Assembly to be held on June 12, 2024 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 ₺2,950,000,000,-. It has been divided into 295,000,000,000 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.	1.586.226.769,74	158.622.676.974	53,77	70,49
VAKIFBANK PERS. ÖZ. SOS. GÜV. HİZM.	216.266.546,6	21.626.654.660	7,33	14,29
VAKIFBANK M.ve HİZ. E.ve SAĞ. YR. SAN. VK.	191.016.704,03	19.101.670.403	6,48	7,61
OTHERS	956.489.979,63	95.648.997.963	32,42	7,61
TOTAL	2.950.000.000	295.000.000.000	100	100

(*) CRA data in the PDP Company Information section dated May 10, 2024 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 2023 accounting period and the planned activities for the next accounting period. You can access our company's 2023 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.

VAKIF GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ
DISCLOSURE ON THE AGENDA ITEMS OF THE ORDINARY GENERAL
ASSEMBLY MEETING TO BE HELD ON June 12, 2024

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 2023,

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 2023 financial statements and annexes whereto,

The independently audited financial statements for 2023 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 2023,

The discharge of the Members of the Board of Directors separately for their activities, transactions and accounts in 2023 will be submitted to the approval of the General Assembly.

6. Submitting the proposal of the Board of Directors regarding the distribution and utilisation of the profit for the year 2023 to the approval of the General Assembly,

Regarding the profit distribution of our company in 2023; In accordance with the Company's profit distribution policy and the Company's articles of association, within the framework of the Capital Markets legislation, 500,000,000 TL of the net profit, corresponding to 38,2189% 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",

7. 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.

8. 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.

9. 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.

10. 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 2023 will be submitted to the information of the General Assembly.

11. 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.

12. 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.

13. Wishes and closing,

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

Annex-3

VAKIF GAYRİMENKUL YATIRIM ORTAKLIĞI AŞ Profit Distribution Table for the year 2023 (TL)		
1. Paid in/Issued Capital		2.950.000.000
2. Total Legal Reserves (According to Legal Records)		62.269.785
information any privileges in profit distribution pursuant to the articles of association, if any		NONE
	As Per MPL	As Per Legal Records (LR)
3. Profit for the Period	1.335.571.137	546.330.978
4. Taxes Payable (-)	-	-
5. Net Profit for the Period (=)	1.335.571.137	546.330.978
6. Previous Years' Losses (-)	-	-
7. First Order Legal Reserves (-)	27.316.549	27.316.549
8. NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	1.308.254.588	519.014.430
9. Donations made during the year (+)	10.973.065	
10. Net distributable profit for the period added to the donations for which the first dividend will be calculated	1.319.227.653	
11. First Dividend to Shareholders	500.000.000	
- Cash	-	
- Bonus Shares	500.000.000	
- Total	500.000.000	
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	808.254.588	19.014.430
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	-	177.592.153,175	13,5747%	0,1695	16,95%
	B	-	322.407.846,825	24,6441%	0,1695	16,95%
	TOTAL	-	500.000.000,00	38,2189%	-	-

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