

INFORMATIVE DOCUMENT
İŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
ORDINARY GENERAL ASSEMBLY MEETING FOR 2024

The Ordinary General Assembly Meeting for the accounting period 2024 will be held at the address of İş Sanat Kültür Merkezi İş Kuleleri Levent-Beşiktaş/Istanbul at 10:00 on Thursday, 20 March 2025 for discussing and deciding the following agenda items.

The Ordinary General Assembly Meeting will be conducted in accordance with the provisions of the “Internal Regulation on the Operation Principles and Procedures of the General Assembly Meeting of İş Gayrimenkul Yatırım Ortaklığı A.Ş.”(Internal Regulation) and explanations on the agenda items have been given below.

Meeting Agenda:

1. Opening, establishment of the Chairmanship Council.

After the opening speech to be delivered by the Chairman of the Board of Directors, the Chairman and the Chairmanship Council who will chair the general assembly will be elected pursuant to the provisions of the Turkish Commercial Law, the Regulation on the Method and Principles of General Assembly Meetings of Joint-Stock Companies and on the Representatives of the Ministry of Customs and Trade Who Will be Present in These Meetings (Regulation) and the Internal Regulation.

The Chairmanship Council is authorized to sign the minutes of the General Assembly meeting and other documents referencing and supporting such minutes in accordance with the Internal Regulation.

2. Reading and discussion of the Annual Report of the Board of Directors on the Company’s activities in 2024 and the reading of the Auditor’s Report.

Pursuant to the provisions of the Turkish Commercial Law and the Regulation, and within the framework of the Corporate Governance Principles (CGP) of the Capital Markets Board of Turkey (CMB), the Annual Report of the Board of Directors that was submitted to the examination of our shareholders at the Company’s Headquarters, at the address of www.kap.org.tr, at E-GEM (Electronic General Meeting System), and at the Company's website www.isgyo.com.tr, will be read at the general assembly meeting and submitted to our shareholders' consideration.

The Auditor’s Report prepared by the independent auditing firm PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (a member firm of PricewaterhouseCoopers) will also be read at the general assembly meeting and submitted to our shareholders' information.

3. Reading, discussion and approval of the financial statements of the year 2024.

Pursuant to the provisions of the Turkish Commercial Law and the Regulation, the financial statements for 2024 will be read and submitted to our shareholders' consideration and approval.

4. Discharge of the Board Members for their activities in 2024

The acquittal of our Board Members for their activities in 2024 will be submitted to the approval of the General Assembly in accordance with the provisions of the Turkish Commercial Law and the Regulation.

5. Discussion and decision of the Board of Directors' proposal on the distribution of the profit in 2024.

The Board of Directors' proposal, prepared in accordance with the capital market regulations, Company's Profit Distribution Policy and Company's Articles of Association will be submitted to the approval of our shareholders.

6. Determining the number and the term of office of Board members and electing members of the Board of Directors.

The board members of the Company were elected to serve for 1 year period at the General Assembly Meeting held on 26.03.2024. For this reason, the number and term of office of Board members will be determined and election will be held for Board Members in accordance with the provisions of the Turkish Commercial Law and the Regulation, and the relevant clauses of our Company's Articles of Association.

In accordance with our Company's Articles of Association, the Board of Directors consists of at least five and at most eleven members, the majority of whom are non-executive, elected by the General Assembly for a maximum of 3 years. Pursuant to Principle No 4.3.4 of the Corporate Governance Principles, the number of independent board members should be at least one third of the total number of board of directors.

In accordance with the Company's Articles of Association; one of the Members of the Board of Directors is selected from among the candidates nominated by the Group B shareholders, while the rest are all selected from the candidates nominated by the Group A shareholders, who have the privilege to nominate candidates in the election of the Members of the Board of Directors. The nomination and election of independent board members is based on the CMB's regulations regarding independent board members.

In line with the relevant evaluation report of the Corporate Governance Committee, our Board of Directors determined Mr. Mehmet Gökpınar, Prof. Dr. Oğuz Cem Çelik and Mr İlkey Arıkan whom are currently serving as independent members of the Board of Directors to be submitted for approval at our Company's General Assembly meeting. The resumes and declarations of independence of the Independent Board Member candidates are given in Annex-1.

7. Determining the remuneration of the Board Members.

Monthly salaries of the Board of Directors will be decided in the General Assembly meeting in accordance with the provisions of the Turkish Commercial Law and the Regulation and the pertinent principles of our Company's Articles of Association.

Accordingly, the remuneration of our Board Members in accordance with the proposal of the Corporate Governance Committee will be submitted to the opinion and approval of the shareholders in the General Assembly meeting.

8. Selection of the Audit Company.

The selection of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the independent audit company of our Company's financial statements for the year 2025 and the sustainability assurance audit of the reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority for the years 2024 and 2025 will be submitted to the approval of the General Assembly.

9. Authorization of the Board Members to conduct the transactions provided under the Articles 395 and 396 of the Turkish Commercial Law.

Accordingly, Board Members are required to get the approval of the General Assembly in order to conduct the transactions referred in Articles 395 and 396 of the Turkish Commercial Law.

10. Informing the General Assembly within the frame of principle numbered 1.3.6. of the Corporate Governance Principles.

Under the Principle No. 1.3.10 of the Corporate Governance Principles and Article 6 of the Capital Markets Board's Communiqué No. II-19.1, the General Assembly should be informed about the donations made during the year.

In 2024, a total of TL 200,000 was donated to KAÇUV (Hope Foundation for Children with Cancer) and Tohum Turkey Autism Early Diagnosis and Education Foundation TL 100,000 each.

Within the framework of Article 19 of the Capital Markets Law, the limit of donations to be made by companies must be determined at the General Assembly. The limit determined for the donations to be made by the company in 2025 is 2.025.000 TL, and this donation limit will be submitted to the approval of the General Assembly.

11. Informing the General Assembly under the principle 1.3.6. of the Corporate Governance Principles.

The General Assembly will be informed in accordance with the principle 1.3.6. of the Corporate Governance Principles.

12. Informing shareholders in accordance with Article 37 of the Capital Markets Board's Communiqué numbered III-48.1.

The general assembly will be informed in accordance with Article 37 of the CMB's Communiqué numbered III-48.1.

13. Wishes and closing.

Additional Announcements as per the Capital Markets Board’s regulations

Please find below information on subjects which are not related with our agenda items but are required to be submitted under the Capital Markets Board’s “Corporate Governance Communiqué” No. II-17.1.

1. Shareholders’ Structure and Voting Rights:

Our Company’s issued capital is TL 958,750,000, which is fully paid.

Issued capital is consisted of 95,875,000,000 shares, each with a nominal value of 1 Kuruş, and all of these shares are registered shares.

The portion with a value of TL 1,369,642.817 is Group A shares and the remaining with a value of TL 957,380,357.183 is Group B shares. Group A shares have the privilege of nominating a candidate during the election of the Board Members. One of the Board Members is elected from among the candidates nominated by Group B shareholders, and the rest from among the candidates nominated by Group A shareholders.

The Articles of Association of our Company provides no privilege regarding the voting. Each 1 TL nominal value in the Company provides one voting right.

The partnership structure of our Company as of 31.12.2024 is as follows:

Name of The Shareholders	Share Group	Value of share, TL	Ratio (%)
Türkiye İş Bankası A.Ş.	A	1.369.643	0,14%
Türkiye İş Bankası A.Ş.	B	499.268.622	52,07%
Anadolu Hayat Emeklilik A.Ş.	B	67.476.714	7,04%
Other	B	390.635.021	40,74%
Total		958.750.000	100%

2. Information on the changes in the administration and operations of the Company and its affiliates that could have major impact on the activities of the Company:

Currently, Our Company has only one subsidiary, Kanyon Yönetim İşletim ve Pazarlama A.Ş. (a jointly controlled entity). Our Company and Kanyon Yönetim İşletim ve Pazarlama A.Ş. have had no changes in its administration and operation in the previous accounting period that could influence the Company’s activities seriously, nor has it any such scheduled change for 2024 accounting period.

3. Information on the requests of the shareholders to include an agenda item:

No such request has been received by the Investor Relations and Sustainability Department of our Company during the preparation of our agenda items for 2025 Ordinary General Shareholders’ Meeting.

Appendix 1: Resumes and Declarations of Independent Board Member Candidates**Prof. Dr. Oğuz Cem Çelik**

Having graduated in 1987 from Istanbul Technical University, Faculty of Civil Engineering, Department of Civil Engineering, Prof. Dr. Oğuz Cem Çelik received his MSc degree in 1990 and PhD degree in 1996 from the same university.

Between 2001-2003, he was a postdoctoral researcher at the State University of New York (SUNY) at Buffalo, NY on structural earthquake engineering. Having worked as a Research Assistant between 1989-1996, Assistant Professor between 1997-2001, and Associate Professor between 2001-2010 at Istanbul Technical University, Mr. Çelik also worked as a Visiting Professor at Istanbul Bilgi University between 2010-2017 and at Beijing University of Technology between 2019-2021 Mr. Çelik continues teaching full-time as a Lecturer at Istanbul Technical University, Faculty of Architecture, Structural & Earthquake Engineering, and has been serving as a member of the “New Structural Technologies Board” within the scope of the Turkish National Risk Shield Model since March 2023.

Mr. Çelik has been serving as a Board Member at İş REIC since March, 2022 and is also the Chairman of the Committee for Audit. Mr. Çelik has no other in-group duties other than his Board Membership at İş REIC.

Mr. İlkay Arıkan

Mr. Arıkan graduated from Hacettepe University, Department of Public Administration in 1987 and received his Executive MBA degree from The Wharton School, University of Pennsylvania in 1998. Between 1989 and 2001, he worked in the Supervisory Department of the Capital Markets Board of Turkey and was appointed as a Supervisor in 1992 with a thesis on the establishment of futures exchanges in Turkey. During his tenure, Mr. Arıkan was mainly involved in the supervision and regulation of financial institutions. Between 2001 and 2021, Mr. Arıkan worked at the Turkish Capital Markets Association (TSPB), where he served as the Manager of the Investigation and Legal Affairs Department between 2001 and 2002, as the Assistant Secretary General responsible for the Investigation and Legal Affairs and Administrative and Financial Affairs Departments between 2002 and 2004, and as the Secretary General of TSPB between 2004 and 2021.

In 2004, he coordinated the establishment of Vadeli İşlemler ve Opsiyon Borsası A.Ş. in 2004, Gelişen İşletmeler Piyasaları A.Ş. in 2005, Birleşik İpotek Finansmanı A.Ş. in 2019, the establishment of the National Rating Company (Ulusal Derecelendirme Şirketi) in 2019. Mr. Arıkan coordinated the transformation of ISE into Borsa İstanbul A.Ş. in 2013, and the transformation process of TSPAKB into TSPB in 2014. He also took part in the reform of the tax regime of capital market instruments in the Income Tax Law in 2005 and the Istanbul Finance Center since the first preparatory meetings in 2007. Mr. Arıkan was a member of the Board of Directors and Vice Chairman of the Board of Directors of Merkezi Kayıt Kuruluşu A.Ş. between 2004-2006 and Sermaye Piyasası Lisanslama Sicil ve Eğitim Kuruluşu A.Ş. between 2011-2021, and served as a member of the TOBB Capital Markets Sector Council between 2006-2021 and as a member of the Tax Council between 2004-2021. The General Assembly meetings of the International Organization of Securities Commissions (IOSCO), the International Council of Securities Associations (ICSA), and the Asia Securities Forum (ASF), of which TSPB has been a member, were held in Istanbul under the coordination of Mr. Arıkan in 2012, 2010, and 2019, respectively. Mr. Arıkan has still works at Aktio Danışmanlık, where he is a Founding Partner.

Mr. Arıkan has been serving as a Board Member at İş REIC since March 23, 2022 and is also the Chairman of the Corporate Governance Committee and a member of the Committee for Audit. On 27.04.2022, Mr. Arıkan was elected as an Independent Board Member at Global Menkul Değerler A.Ş. and he holds no other titles within the group other than his Board Membership at İş REIC.

Mr. Mehmet Gökpinar

Mr. Mehmet Gökpinar graduated from Ankara University, Faculty of Political Sciences, Department of Public Administration in 1985. Mr. Gökpinar served as a member of Diyarbakır Administrative Court between 1992-1995, Manisa Administrative Court between 1995-1997 and Aydın Administrative Court between 1997-2000; served as the President of Muğla Administrative Court between 2000-2005 and as the President of Edirne Regional Administrative Court between 2005-2014. Since 2014, he served as a substitute member of the High Council of Judges and Prosecutors for 1 year. Mr. Gökpinar, who served as a Member of the 6th Chamber of the Council of State since 15.12.2014, retired as of 20.03.2024.

Mr. Gökpinar has been serving as an Independent Board Member at İş REIC since March 26, 2024, and is also the Chairman of the Early Detection of Risk Committee. He does not have any duties within or outside the group other than being a Member of the Board of Directors at İş REIC.

Declaration of Independence

Owing to my candidacy for a seat as an Independent Board Member at your Company's ("the Company") General Assembly

Meeting, I hereby declare that:

- a) Neither I, nor my spouse, nor any relative of mine whether by blood or by marriage unto the second degree, have, within the most recent five years, entered into any employment relationship in an executive capacity involving major duties and responsibilities, collectively or individually held more than 5% of the capital or voting rights or privileged shares in, or established any commercial interest of a significant nature, with the Company, or with any companies in which the Company has management control or material influence, and with any shareholders having management control or material influence over the Company, or with any corporate entity which are controlled by these shareholders;
- b) Within the most recent five years, I have neither been a shareholder controlling 5% or higher share, or an employee in an executive position involving major duties and responsibilities nor a board member, in any company from/to which the Company purchases/sells significant amount of services or products under the agreements made during such time when services or products were purchased or sold, and particularly in companies involved in the Company's auditing, rating, or consulting;
- c) I possess the professional education, knowledge and experience for due performance of the duties I will assume in connection with being an independent board member;
- d) If elected, I shall not work on full-time basis at any public institution or organization during my term of office, apart from serving as a faculty member, provided that the same does not contradict with the legislation governing such institution;
- e) I am a resident of Türkiye for the purposes of the Income Tax Law;
- f) I possess the ethical standards and professional repute and experience sufficient to enable me to make a positive contribution to the Company's affairs, to maintain my impartiality in any conflicts of interest that may arise between the Company and its shareholders, and to come to decisions freely taking into consideration all stakeholders' rights;
- g) I am capable of devoting sufficient amount of time to follow-up the conduct of the Company's activities and to fully satisfy the requirements of the duties I will be undertaking;
- h) I have not served as a member on the Company's Board of Directors for more than six years within the most recent ten years;
- i) I am not serving as an independent board member in more than three of the companies in which the Company, or shareholders having management control over the Company, have management control, or in more than five companies, in the aggregate, traded on the stock exchange;
- j) I have not been registered and promulgated on behalf of the corporate entity elected as a member of the Board of Directors.

Prof. Dr. Oğuz Cem Çelik

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- b) Within the most recent five years, I have neither been a shareholder controlling 5% or higher share, or an employee in an executive position involving major duties and responsibilities nor a board member, in any company from/to which the Company purchases/sells significant amount of services or products under the agreements made during such time when services or products were purchased or sold, and particularly in companies involved in the Company's auditing, rating, or consulting;
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- e) I am a resident of Türkiye for the purposes of the Income Tax Law;
- f) I possess the ethical standards and professional repute and experience sufficient to enable me to make a positive contribution to the Company's affairs, to maintain my impartiality in any conflicts of interest that may arise between the Company and its shareholders, and to come to decisions freely taking into consideration all stakeholders' rights;
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- j) I have not been registered and promulgated on behalf of the corporate entity elected as a member of the Board of Directors.

İlkay Arıkan

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- f) I possess the ethical standards and professional repute and experience sufficient to enable me to make a positive contribution to the Company's affairs, to maintain my impartiality in any conflicts of interest that may arise between the Company and its shareholders, and to come to decisions freely taking into consideration all stakeholders' rights;
- g) I am capable of devoting sufficient amount of time to follow-up the conduct of the Company's activities and to fully satisfy the requirements of the duties I will be undertaking;
- h) I have not served as a member on the Company's Board of Directors for more than six years within the most recent ten years;
- i) I am not serving as an independent board member in more than three of the companies in which the Company, or shareholders having management control over the Company, have management control, or in more than five companies, in the aggregate, traded on the stock exchange;
- j) I have not been registered and promulgated on behalf of the corporate entity elected as a member of the Board of Directors.

Mehmet Gökpınar