

INFORMATIVE DOCUMENT
İŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
ORDINARY GENERAL ASSEMBLY MEETING FOR 2018

The Ordinary General Assembly Meeting for the accounting period 2018 will be held at the address of İş Sanat Kültür Merkezi İş Kuleleri Levent-Beşiktaş/Istanbul at 10:00 on Tuesday, 26 March 2019 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.

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) of the Ministry of Customs and Trade 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. The reading and discussion of the Annual Report of the Board of Directors on the Company’s activities in 2018 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.gov.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 Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst&Young Global Limited) will also be read at the general assembly meeting and submitted to our shareholders’ information.

3. The reading, discussion and approval of the financial statements of the year 2018.

Pursuant to the provisions of the Turkish Commercial Law and the Regulation, the financial statements for 2018 will be read and submitted to our shareholders' consideration and approval.

4. Discharge of the Board Members for their activities in 2018.

The discharge of our Board Members for their activities in 2018 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 operating profit in 2018.

Our Company’s net profit in the period is TL 341,610,873 in the financial statements dated 31 December 2018 prepared in accordance with the Capital Markets Board’s Communiqué No II-14.1 on the “Principles Regarding the Financial Reports in Capital Markets” and TL 127,762,164.37 in legal records kept according to the Tax Procedure Law.

The profit distribution proposal, prepared by our Board of Directors in accordance with the CMB Regulations, Company's Profit Distribution Policy and Company's Articles of Association, will be submitted to the approval of our shareholders at the General Assembly meeting.

6. Election of the Board Members and determining the term of their service.

Election will be held for our 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.

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.

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

8. Election of the Auditor.

In the Board of Directors' meeting dated 24.02.2017, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst&Young Global Limited), which was proposed by the Audit Committee, was chosen as the auditor for 3 year period as of 31.03.2017.

As per the Article 399 of Turkish Commercial Code and the Regulation, the independent audit company Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. 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 shareholders on the Company's donations in 2018 and setting the limit for the donations to be made in 2019.

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. The Company has not made any donations in 2018.

The limit of the donations to be made by companies is required to be determined in the General Assembly according to Article 19 of the Capital Markets Board. The budget allocated for the planned donations of our Company in 2019 is TL 125,000 and this amount will be submitted to the approval of our 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.

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.

The partnership structure of our Company as of 31.12.2018 is as follows:

Trade 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	453.430.939	47,29%
Anadolu Hayat Emeklilik A.Ş.	B	68.151.714	7,11%
Other	B	435.797.704	45,45%
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 2019 accounting period.

3. In case the General Assembly Meeting agenda includes dismissal, change or election of board of directors members, the grounds for their dismissal and change and information about the board member candidates:

Board member candidates who will be selected instead of board members who completed their term of service will be submitted to the approval of the General Assembly.

One of the Board Members is elected from among the candidates proposed by the Group B shareholders and the remaining Board Members are elected from among the candidates proposed by Group A shareholders who have the privilege to nominate candidates for the Board Members. Nomination and election of the independent board members is based on the regulations of the CMB regarding the independent board members.

The candidates list for board members has not been finalized yet. When the list is finalized, it will be disclosed to the public with the résumés of the candidate board members.

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

No such request has been received by the Investor Relations Department of our Company during the preparation of our agenda items for 2018 Ordinary General Shareholders' Meeting.

5. Information about the amendment of the articles of association:

There is no amendment to the Articles of Association.