



AKMERKEZ GYO A.Ş.

REAL ESTATE APPRAISAL REPORT

Akmerkez Shopping Mall_Flat_Office
Beşiktaş / İSTANBUL
2020/AKMERKEZGYO/001

EXECUTIVE SUMMARY

INFORMATION ABOUT REPORT

Client	: Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş.
Prepared By	: Ter Ra Gayrimenkul Değerleme ve Danışmanlık A.Ş.
Underlying Agreement	: Dated 01 February 2020 and 001 registry numbered
Valuation Date	: 24 December 2020
Report Date	: 31 December 2020
Report Preparation Period	: 5 business days
Report No	: 2020/AKMERKEZGYO/001
Ownership Rights Valued	: Full ownership
Subject	: This report prepared at the request of Akmerkez GYO A.Ş. in order to determine the market value of the 473 individual units in Turkish Liras.

INFORMATION ABOUT PROPERTY

Address of the Property	: Akmerkez Shopping Mall, Kültür Mahallesi, Nispetiye Caddesi, No: 54, 445 individual units, No: 56, 1 individual units, Akmerkez Rezidans, Kültür Mahallesi, Ahmet Adnan Saygun Caddesi, No: 3, 27 individual units, Beşiktaş/İSTANBUL
Summary of Title Deed	: 445 individual units in Mall Block, 27 individual units in Hotel-A Block, and 1 individual unit in E3 Block, with a surface area of 22.557 m ² , registered in title deed at parcel No 1, Lot No 83, Map Section No 76, Arnavutköy Neighborhood, Beşiktaş Town, Istanbul City
Owner	: Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş.
Current Use	: See Report / 5.4. General Features Of Individual Units
Examination of Title Deed	: There is no restrictive encumbrance established on the properties. (See Report / 4.2.1. Examination of Title Deed Records)
Zoning Status	: On Implementary Land Use Plan, scale 1/1000, designated as "Tourism Facility (Hotel-Motel-SM) Area" on which hotel, motel, SM can be built.
The Most Efficient and Best Use	: Shop, residential, and office

VALUE APPRAISED FOR THE PROPERTY

	Excl. VAT	Incl. VAT
Total Market Value of 473 Individual Units	TRY 1.513.290.000	TRY 1.785.682.200

AUTHOR(S)

Valuation Expert In Charge	Batuhan BAŞ (CMB License No: 403692)
Valuation Expert In Charge	Nurettin KULAK (CMB License No: 401814)

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1. SECTION INFORMATION ABOUT REPORT

- Report Date and Number** : This valuation report is prepared by our company for Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş. with report number 020/AKMERKEZGYO/001 on the date of 31.12.2020.
- Names of Report Authors and Name of the Valuation Expert-In-Charge** : Batuhan BAŞ - CMB License No: 403692 (Valuation Expert In Charge)
Nurettin KULAK - CMB License No: 401814 (Valuation Expert In Charge)
- Valuation Date** : For this valuation report, valuation experts of our company started their works on 24.12.2020 upon which they prepared this report on the date of 31.12.2020. In this period, in situ surveys, including investigations at the title deed offices, and office works were carried out.
- Date and Number of Underlying Agreement** : This valuation report is prepared by and between our company and Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş. on the basis of the provisions of underlying agreement No 001 of 01 December 2020 which sets out the rights and obligations of the parties.
- Disclosure as to whether this report is prepared within the scope of Article 1 of Applicable Communiqué** : This report is prepared within the scope of the International Valuation Standards 2017 in accordance with Decision of Capital Market Board Decision-Making Body No 25/856 of 22.06.2017 pursuant to the provisions of "Communiqué on Property Valuation Companies Operating in Capital Market", Series No III-62.3, of Capital Market Board, "the Minimum Requirements for the Contents of Valuation Reports", annexed to said Communiqué, and the "Communiqué on the Valuation Standards in Capital Market", Series No III-62.1 of 01.02.2017. This report is prepared within the scope of paragraph 2 of Article 1 of Communiqué, No III-62.3, of Capital Market Board.
- Information about Recent Three Valuations Made by Our Company for Subject Property, if any** : There are three valuation reports prepared by our company for the subject property according to CMB legislation, and information about reports are provided as an attachment to this report.

2. SECTION INFORMATION ABOUT COMPANY AND CLIENT

2.1. INFORMATION ABOUT COMPANY

COMPANY TITLE	: Terra Gayrimenkul Değerleme ve Danışmanlık A.Ş.
COMPANY ADDRESS	: Gazi Umur Paşa Sokak, Balmumcu Plaza-3, No: 34/11, Balmumcu - Beşiktaş / İSTANBUL
PHONE NUMBER	: +90 (212) 216 18 88
FAX NUMBER	: +90 (212) 216 19 99
DATE OF INCORPORATION	: 13.08.2014
PAID-IN CAPITAL	: TRY 1.000.000
TRADE REGISTRY NO	: 934372
CMB LICENSE DATE	: Company is included in "List of Property Valuation Companies" of Capital Market Board (CMB) of Prime Ministry on 12/3/2014.
BRSA LICENSE DATE	: Company is licensed on 4/2/2015 by Banking Regulation and Supervision Agency (BRSA) to provide the service "valuation of properties, property projects and the benefits and rights related to a property".
BUSINESS SUBJECT	: To carry out on-site identification and valuation of the properties, property projects and rights and benefits related to properties as well as securities, owned by any public or private, real or legal persons and institutions, to issue any reports, analyses and feasibility studies in order to appraise their values as well as submit opinion reports in the cases of the issues.

2.2. INFORMATION ABOUT CLIENT

COMPANY TITLE	: Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş.
COMPANY ADDRESS	: Kültür Mahallesi, Nispetiye Caddesi, Akmerkez, No: 56/1 Beşiktaş/İSTANBUL
PHONE NUMBER	: +90 (212) 282 01 70
FAX NUMBER	: +90 (212) 282 01 15
REGISTRATION DATE	: 8 December 1989
PAID-IN CAPITAL	: TRY 37.264.000
REGISTERED CAPITAL CEILING	: TRY 75.000.000
TRADE REGISTRY NO	: 260139 PM -207711 PM
BUSINESS SUBJECT	: To engage in the purposes and subjects set out in the regulations of Capital Market Board in regards to Real Estate Investment Partnerships, and mainly invest in real estates, property-based capital market instruments, real estate projects and property-based securities and other areas as written in its Articles of Association.

2.3. SCOPE OF THE CUSTOMER REQUEST, AND RESTRICTIONS, IF ANY, AND SCOPE OF THE WORK

This report is prepared at the request of Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş. for determination of the market value in Turkish Liras of 473 individual units within the scope of the International Valuation Standards 2017 in accordance with Decision of Capital Market Board Decision-Making Body No 25/856 of 22.06.2017 pursuant to the provisions of "Communique on Property Valuation Companies Operating in Capital Market", Series No III-62.3, of Capital Market Board, "the Minimum Requirements for the Contents of Valuation Reports", annexed to said Communique, and the "Communique on the Valuation Standards in Capital Market", Series No III-62.1. This report is prepared within the scope of paragraph 2 of Article 1 of Communique, No III-62.3, of Capital Market Board.

This valuation report may not be used for the purposes other than its intended purpose. No restrictions required by client in valuation of the property.

3. SECTION DEFITINON OF VALUE, VALIDITY CONDITIONS AND CONFORMITY STATEMENT

3.1. VALUE DEFITINON AND VALIDITY CONDITIONS

Market Value : An estimated price found suitable as of the valuation date for use in exchange of an asset or liability between a willing seller and willing buyer acting in an informed and prudent manner, free of any pressure, and using proper marketing practices through a non-collusive transaction.

In this valuation study, the validity of following issues is assumed:

- With respect to the type of the property, it is assumed that there is an existing market.
- Buyer and seller act in an reasonable and logical manner.
- Parties have full knowledge about the property and act in a manner that will provide the maximum benefit to themselves.
- A reasonable period is allowed for the sale of the property.
- Payment made in cash or done with similar instruments in advance.
- The funding which may be required during the property buying and selling transaction is transacted over the market interest rates.
- The most likely value under the reasonable conditions is appraised for the property.
- Valuation value is found as of, and valid for, the valuation date.

3.2. CONFORMITY DECLARATION

We hereby confirm, to the best of our knowledge and belief, that:

- The findings provided in this report are true to the best of our knowledge.
- Analyses and conclusions provided in this report are restricted only to the specified assumptions and conditions and reflect personal, objective and unbiased professional analyses, opinions and results.
- We do not have any current or future interests in regards to property of this valuation report. We do not have any personal interest or bias against parties to this report.
- The service provided, and fee received in return, by us are not preconditioned to the development and notification of results that will result in favor of the purpose of the client or such pre-defined results, or to the occurrence of a subsequent event that is directly related to the planned use of this valuation.
- Valuation Expert conducted the valuation in accordance with ethical guidelines and performance standards.
- People engaged in the preparation of this report have the requisite professional educational background.
- Subject property is personally surveyed and reviewed on site. People engaged in the valuation study have prior experience on the location and type of the property being appraised.
- Except for persons stated in the report, no other persons has provided professional assistance in preparation of this report.
- Our report is prepared in strict compliance with the principles and rules of accountability, independence, acceptance and transfer of the work, professional care and diligence, non-disclosure obligations as required by relevant communique of the Capital Market Board. In our company, regular audits are conducted to verify if these principles and rules are constantly observed in accordance with "Quality Assurance System".

4. SECTION INFORMATION ABOUT LEGAL STATUS OF PROPERTY

4.1. INFORMATION ABOUT TITLE DEEDS, PLAN, PROJECT, LICENSE, DIAGRAM ETC. DOCUMENTS OF PROPERTY

4.1.1. STATUS OF PROPERTY

OWNER : Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş.
PROVINCE : İstanbul
TOWN : Beşiktaş
NEIGHBORHOOD : Arnavutköy
SECTION NO : 76
LOT NO : 83
PARCEL NO : 1
MAIN PROPERTY'S TYPE : Masonry Building of Four Blocks (*)
LAND AREA : 22.557 m²
JOURNAL NO : 8535
TITLE DEED DATE : 28.07.2009

(*) Converted into flat ownership.

LIST OF THE SUBJECT INDIVIDUAL UNITS

ITEM NO	BLOCK NAME	IND. UNIT NO	FLOOR NO	FUNCTION	LAND SHARE	VOLUME NO	PAGE NO
1	Mall	1	2. Basement	Garage 1	2105600/25600000	24	2318
2	Mall	2	3. Basement	Garage 2	2437200/25600000	24	2319
3	Mall	3	4. Basement	Shop	8400/25600000	24	2320
4	Mall	4	4. Basement	Shop	5200/25600000	24	2321
5	Mall	5	4. Basement	Shop	9200/25600000	24	2322
6	Mall	6	4. Basement	Shop	8400/25600000	24	2323
7	Mall	7	2. Basement	Duplex Shop	118400/25600000	24	2324
8	Mall	8	3. Basement	Shop	8800/25600000	24	2325
9	Mall	9	3. Basement	Shop	9000/25600000	24	2326
10	Mall	10	3. Basement	Shop	9200/25600000	24	2327
11	Mall	11	3. Basement	Shop	8800/25600000	24	2328
12	Mall	12	2. Basement	Shop	8800/25600000	24	2329
13	Mall	13	2. Basement	Shop	9200/25600000	24	2330
14	Mall	14	2. Basement	Shop	9200/25600000	24	2331
15	Mall	15	2. Basement	Shop	8800/25600000	24	2332
16	Mall	16	1. Basement	Shop	6000/25600000	24	2333
17	Mall	17	1. Basement	Shop	13600/25600000	24	2334
18	Mall	18	1. Basement	Shop	13600/25600000	24	2335
19	Mall	19	1. Basement	Shop	6000/25600000	24	2336
20	Mall	20	1. Basement	Shop	27200/25600000	24	2337
21	Mall	21	1. Basement	Shop	18800/25600000	24	2338
22	Mall	22	1. Basement	Shop	16800/25600000	24	2339
23	Mall	23	1. Basement	Shop	98400/25600000	24	2340
24	Mall	24	1. Basement	Four-story shop	113600/25600000	24	2341
25	Mall	25	1. Basement	Shop	49200/25600000	24	2342
26	Mall	26	1. Basement	Shop	24400/25600000	24	2343
27	Mall	27	1. Basement	Shop	16400/25600000	24	2344
28	Mall	28	1. Basement	Shop	16800/25600000	24	2345
29	Mall	29	1. Basement	Shop	18400/25600000	24	2346
30	Mall	30	1. Basement	Shop	26000/25600000	24	2347
31	Mall	31	1. Basement	Shop	10000/25600000	24	2348
32	Mall	32	1. Basement	Shop	28800/25600000	24	2349
33	Mall	33	1. Basement	Shop	23600/25600000	24	2350

ITEM NO	BLOCK NAME	IND. UNIT NO	FLOOR NO	FUNCTION	LAND SHARE	VOLUME NO	PAGE NO
34	Mall	34	1. Basement	Shop	23600/25600000	24	2351
35	Mall	35	1. Basement	Shop	25200/25600000	24	2352
36	Mall	36	1. Basement	Shop	25200/25600000	24	2353
37	Mall	37	1. Basement	Shop	25200/25600000	24	2354
38	Mall	38	1. Basement	Shop	24400/25600000	24	2355
39	Mall	39	1. Basement	Shop	23200/25600000	24	2356
40	Mall	40	1. Basement	Shop	24400/25600000	24	2357
41	Mall	41	1. Basement	Shop	24800/25600000	24	2358
42	Mall	42	1. Basement	Shop	26000/25600000	24	2359
43	Mall	43	1. Basement	Shop	24000/25600000	24	2360
44	Mall	44	1. Basement	Shop	18400/25600000	24	2361
45	Mall	45	1. Basement	Shop	4400/25600000	24	2362
46	Mall	46	1. Basement	Shop	4400/25600000	24	2363
47	Mall	47	1. Basement	Shop	4400/25600000	24	2364
48	Mall	48	1. Basement	Shop	2800/25600000	24	2365
49	Mall	49	1. Basement	Shop	2800/25600000	24	2366
50	Mall	50	1. Basement	Shop	4400/25600000	24	2367
51	Mall	51	1. Basement	Shop	4400/25600000	24	2368
52	Mall	52	1. Basement	Shop	4400/25600000	24	2369
53	Mall	53	1. Basement	Shop	2800/25600000	24	2370
54	Mall	54	1. Basement	Shop	5200/25600000	25	2371
55	Mall	55	1. Basement	Shop	4800/25600000	25	2372
56	Mall	56	1. Basement	Shop	4000/25600000	25	2373
57	Mall	57	1. Basement	Shop	3600/25600000	25	2374
58	Mall	58	1. Basement	Shop	2400/25600000	25	2375
59	Mall	59	1. Basement	Shop	3200/25600000	25	2376
60	Mall	60	1. Basement	Shop	4400/25600000	25	2377
61	Mall	61	1. Basement	Shop	4800/25600000	25	2378
62	Mall	62	1. Basement	Shop	1200/25600000	25	2379
63	Mall	63	1. Basement	Shop	1200/25600000	25	2380
64	Mall	64	1. Basement	Shop	12800/25600000	25	2381
65	Mall	65	1. Basement	Shop	8000/25600000	25	2382
66	Mall	66	1. Basement	Shop	6400/25600000	25	2383
67	Mall	67	1. Basement	Shop	6000/25600000	25	2384
68	Mall	68	1. Basement	Shop	6400/25600000	25	2385
69	Mall	69	1. Basement	Shop	15200/25600000	25	2386
70	Mall	70	1. Basement	Shop	23600/25600000	25	2387
71	Mall	71	1. Basement	Shop	13600/25600000	25	2388
72	Mall	72	1. Basement	Shop	9600/25600000	25	2389
73	Mall	73	1. Basement	Shop	4400/25600000	25	2390
74	Mall	74	1. Basement	Shop	8800/25600000	25	2391
75	Mall	75	1. Basement	Shop	14800/25600000	25	2392
76	Mall	76	1. Basement	Shop	12000/25600000	25	2393
77	Mall	77	1. Basement	Shop	14000/25600000	25	2394
78	Mall	78	1. Basement	Shop	20400/25600000	25	2395
79	Mall	79	1. Basement	Shop	19200/25600000	25	2396
80	Mall	80	1. Basement	Shop	20800/25600000	25	2397
81	Mall	81	1. Basement	Shop	26400/25600000	25	2398
82	Mall	82	1. Basement	Shop	26000/25600000	25	2399
83	Mall	83	1. Basement	Shop	25600/25600000	25	2400
84	Mall	84	1. Basement	Shop	25600/25600000	25	2401
85	Mall	85	1. Basement	Shop	25600/25600000	25	2402
86	Mall	86	1. Basement	Shop	38400/25600000	25	2403
87	Mall	87	1. Basement	Shop	15600/25600000	25	2404
88	Mall	88	1. Basement	Shop	1200/25600000	25	2405

ITEM NO	BLOCK NAME	IND. UNIT NO	FLOOR NO	FUNCTION	LAND SHARE	VOLUME NO	PAGE NO
89	Mall	89	1. Basement	Shop	76800/25600000	25	2406
90	Mall	95	1. Basement	Shop	51200/25600000	25	2412
91	Mall	98	1. Basement	Shop	5200/25600000	25	2415
92	Mall	99	1. Basement	Shop	4000/25600000	25	2416
93	Mall	100	1. Basement	Shop	4000/25600000	25	2417
94	Mall	101	1. Basement	Shop	5200/25600000	25	2418
95	Mall	104	1. Basement	Shop	1600/25600000	25	2421
96	Mall	105	1. Basement	Shop	8800/25600000	25	2422
97	Mall	108	1. Basement	Shop	5200/25600000	25	2425
98	Mall	109	1. Basement	Shop	4800/25600000	25	2426
99	Mall	110	1. Basement	Shop	5200/25600000	25	2427
100	Mall	111	1. Basement	Shop	6400/25600000	25	2428
101	Mall	112	1. Basement	Shop	6400/25600000	25	2429
102	Mall	113	1. Basement	Shop	4400/25600000	25	2430
103	Mall	114	1. Basement	Shop	3600/25600000	25	2431
104	Mall	115	1. Basement	Shop	4000/25600000	25	2432
105	Mall	116	1. Basement	Shop	4000/25600000	25	2433
106	Mall	117	1. Basement	Shop	4000/25600000	25	2434
107	Mall	123	1. Basement	Shop	33200/25600000	25	2440
108	Mall	124	1. Basement	Shop	23600/25600000	25	2441
109	Mall	125	1. Basement	Shop	23200/25600000	25	2442
110	Mall	126	1. Basement	Shop	26000/25600000	25	2443
111	Mall	127	1. Basement	Shop	23600/25600000	25	2444
112	Mall	128	1. Basement	Shop	22400/25600000	25	2445
113	Mall	129	1. Basement	Shop	23200/25600000	25	2446
114	Mall	130	1. Basement	Shop	18800/25600000	25	2447
115	Mall	131	1. Basement	Shop	18800/25600000	25	2448
116	Mall	132	1. Basement	Shop	18800/25600000	25	2449
117	Mall	133	1. Basement	Shop	20800/25600000	25	2450
118	Mall	134	1. Basement	Shop	9600/25600000	25	2451
119	Mall	137	1. Basement	Shop	14400/25600000	25	2454
120	Mall	138	1. Basement	Shop	12800/25600000	25	2455
121	Mall	139	1. Basement	Shop	10400/25600000	25	2456
122	Mall	140	1. Basement	Shop	10000/25600000	25	2457
123	Mall	141	1. Basement	Shop	10000/25600000	25	2458
124	Mall	142	1. Basement	Shop	10400/25600000	25	2459
125	Mall	143	1. Basement	Shop	9600/25600000	25	2460
126	Mall	144	1. Basement	Shop	129600/25600000	25	2461
127	Mall	145	1. Basement	Shop	8800/25600000	25	2462
128	Mall	146	1. Basement	Shop	8000/25600000	25	2463
129	Mall	147	1. Basement	Shop	8000/25600000	25	2464
130	Mall	148	1. Basement	Shop	16800/25600000	25	2465
131	Mall	149	1. Basement	Shop	6400/25600000	25	2466
132	Mall	150	1. Basement	Shop	7200/25600000	25	2467
133	Mall	151	1. Basement	Shop	8000/25600000	25	2468
134	Mall	152	1. Basement	Shop	13200/25600000	25	2469
135	Mall	153	1. Basement	Shop	12400/25600000	26	2470
136	Mall	154	1. Basement	Shop	12000/25600000	26	2471
137	Mall	155	1. Basement	Shop	12400/25600000	26	2472
138	Mall	156	1. Basement	Shop	14400/25600000	26	2473
139	Mall	157	1. Basement	Shop	12400/25600000	26	2474
140	Mall	158	1. Basement	Shop	12000/25600000	26	2475
141	Mall	159	1. Basement	Shop	12400/25600000	26	2476
142	Mall	161	1. Basement	Shop	12400/25600000	26	2478
143	Mall	162	1. Basement	Shop	5600/25600000	26	2479

ITEM NO	BLOCK NAME	IND. UNIT NO	FLOOR NO	FUNCTION	LAND SHARE	VOLUME NO	PAGE NO
144	Mall	163	1. Basement	Shop	18400/25600000	26	2480
145	Mall	164	1. Basement	Shop	8000/25600000	26	2481
146	Mall	165	1. Basement	Shop	12000/25600000	26	2482
147	Mall	166	1. Basement	Shop	127200/25600000	26	2483
148	Mall	167	1. Basement	Shop	11600/25600000	26	2484
149	Mall	168	1. Basement	Shop	14400/25600000	26	2485
150	Mall	169	1. Basement	Shop	10000/25600000	26	2486
151	Mall	170	1. Basement	Shop	10000/25600000	26	2487
152	Mall	171	1. Basement	Shop	10400/25600000	26	2488
153	Mall	172	1. Basement	Shop	13200/25600000	26	2489
154	Mall	173	1. Basement	Shop	8400/25600000	26	2490
155	Mall	174	1. Basement	Shop	6400/25600000	26	2491
156	Mall	175	Ground	Shop	23600/25600000	26	2492
157	Mall	176	Ground	Shop	59600/25600000	26	2493
158	Mall	177	Ground	Shop	49200/25600000	26	2494
159	Mall	178	Ground	Shop	24400/25600000	26	2495
160	Mall	179	Ground	Shop	18400/25600000	26	2496
161	Mall	180	Ground	Shop	21200/25600000	26	2497
162	Mall	181	Ground	Shop	10000/25600000	26	2498
163	Mall	182	Ground	Shop	12000/25600000	26	2499
164	Mall	183	Ground	Shop	21200/25600000	26	2500
165	Mall	184	Ground	Shop	26800/25600000	26	2501
166	Mall	185	Ground	Shop	26400/25600000	26	2502
167	Mall	186	Ground	Shop	4800/25600000	26	2503
168	Mall	187	Ground	Shop	32400/25600000	26	2504
169	Mall	188	Ground	Shop	23600/25600000	26	2505
170	Mall	189	Ground	Shop	21600/25600000	26	2506
171	Mall	190	Ground	Shop	24000/25600000	26	2507
172	Mall	191	Ground	Shop	34000/25600000	26	2508
173	Mall	192	Ground	Shop	26000/25600000	26	2509
174	Mall	193	Ground	Shop	34400/25600000	26	2510
175	Mall	194	Ground	Shop	5200/25600000	26	2511
176	Mall	195	Ground	Shop	6000/25600000	26	2512
177	Mall	196	Ground	Shop	16400/25600000	26	2513
178	Mall	197	Ground	Shop	63200/25600000	26	2514
179	Mall	198	Ground	Shop	54400/25600000	26	2515
180	Mall	199	Ground	Shop	15200/25600000	26	2516
181	Mall	200	Ground	Shop	7200/25600000	26	2517
182	Mall	201	Ground	Shop	18400/25600000	26	2518
183	Mall	202	Ground	Shop	17600/25600000	26	2519
184	Mall	203	Ground	Shop	37200/25600000	26	2520
185	Mall	204	Ground	Shop	21600/25600000	26	2521
186	Mall	205	Ground	Shop	20800/25600000	26	2522
187	Mall	206	Ground	Shop	20800/25600000	26	2523
188	Mall	207	Ground	Shop	20800/25600000	26	2524
189	Mall	208	Ground	Shop	24000/25600000	26	2525
190	Mall	209	Ground	Shop	16800/25600000	26	2526
191	Mall	210	Ground	Shop	17600/25600000	26	2527
192	Mall	211	Ground	Shop	22000/25600000	26	2528
193	Mall	212	Ground	Shop	31600/25600000	26	2529
194	Mall	213	Ground	Shop	15200/25600000	26	2530
195	Mall	214	Ground	Shop	9200/25600000	26	2531
196	Mall	215	Ground	Shop	76800/25600000	26	2532
197	Mall	216	Ground	Restaurant	160800/25600000	26	2533
198	Mall	217	Ground	Shop	76800/25600000	26	2534

ITEM NO	BLOCK NAME	IND. UNIT NO	FLOOR NO	FUNCTION	LAND SHARE	VOLUME NO	PAGE NO
199	Mall	219	Ground	Shop	6000/25600000	26	2536
200	Mall	220	Ground	Shop	11200/25600000	26	2537
201	Mall	221	Ground	Shop	11600/25600000	26	2538
202	Mall	222	Ground	Shop	19200/25600000	26	2539
203	Mall	223	Ground	Shop	14400/25600000	26	2540
204	Mall	224	Ground	Shop	20400/25600000	26	2541
205	Mall	225	Ground	Shop	12800/25600000	26	2542
206	Mall	226	Ground	Shop	34400/25600000	26	2543
207	Mall	227	Ground	Shop	24000/25600000	26	2544
208	Mall	228	Ground	Shop	32400/25600000	26	2545
209	Mall	229	Ground	Shop	21600/25600000	26	2546
210	Mall	230	Ground	Shop	12400/25600000	26	2547
211	Mall	232	Ground	Shop	20000/25600000	26	2549
212	Mall	233	Ground	Shop	6800/25600000	26	2550
213	Mall	235	Ground	Shop	6000/25600000	26	2552
214	Mall	236	Ground	Shop	8000/25600000	26	2553
215	Mall	237	Ground	Shop	10800/25600000	26	2554
216	Mall	238	Ground	Shop	12000/25600000	26	2555
217	Mall	239	Ground	Shop	21200/25600000	26	2556
218	Mall	241	Ground	Shop	17600/25600000	26	2558
219	Mall	242	Ground	Shop	19600/25600000	26	2559
220	Mall	243	Ground	Shop	12000/25600000	26	2560
221	Mall	244	Ground	Shop	13200/25600000	26	2561
222	Mall	245	Ground	Shop	12400/25600000	26	2562
223	Mall	246	Ground	Shop	14400/25600000	26	2563
224	Mall	247	Ground	Shop	7600/25600000	26	2564
225	Mall	248	Ground	Shop	8000/25600000	26	2565
226	Mall	249	Ground	Shop	5200/25600000	26	2566
227	Mall	250	Ground	Shop	9200/25600000	26	2567
228	Mall	251	Ground	Shop	18400/25600000	26	2568
229	Mall	252	Ground	Shop	17200/25600000	27	2569
230	Mall	253	Ground	Shop	17600/25600000	27	2570
231	Mall	254	Ground	Shop	17600/25600000	27	2571
232	Mall	255	Ground	Shop	17600/25600000	27	2572
233	Mall	256	Ground	Shop	17600/25600000	27	2573
234	Mall	257	Ground	Shop	14000/25600000	27	2574
235	Mall	258	Ground	Shop	11600/25600000	27	2575
236	Mall	259	Ground	Shop	6400/25600000	27	2576
237	Mall	260	Ground	Shop	10800/25600000	27	2577
238	Mall	261	Ground	Shop	4000/25600000	27	2578
239	Mall	262	Ground	Shop	4000/25600000	27	2579
240	Mall	263	Ground	Shop	12000/25600000	27	2580
241	Mall	264	Ground	Shop	13600/25600000	27	2581
242	Mall	265	Ground	Shop	13600/25600000	27	2582
243	Mall	266	Ground	Shop	12000/25600000	27	2583
244	Mall	267	Ground	Shop	23200/25600000	27	2584
245	Mall	268	Ground	Shop	28800/25600000	27	2585
246	Mall	269	Ground	Shop	21600/25600000	27	2586
247	Mall	271	Ground	Shop	13200/25600000	27	2588
248	Mall	272	Ground	Shop	9600/25600000	27	2589
249	Mall	273	1	Shop	24000/25600000	27	2590
250	Mall	274	1	Shop	19600/25600000	27	2591
251	Mall	275	1	Shop	17600/25600000	27	2592
252	Mall	276	1	Shop	112800/25600000	27	2593
253	Mall	277	1	Shop	75600/25600000	27	2594

ITEM NO	BLOCK NAME	IND. UNIT NO	FLOOR NO	FUNCTION	LAND SHARE	VOLUME NO	PAGE NO
254	Mall	278	1	Shop	28800/25600000	27	2595
255	Mall	279	1	Shop	13600/25600000	27	2596
256	Mall	280	1	Shop	13200/25600000	27	2597
257	Mall	281	1	Shop	19200/25600000	27	2598
258	Mall	282	1	Shop	24000/25600000	27	2599
259	Mall	283	1	Shop	15600/25600000	27	2600
260	Mall	285	1	Shop	29600/25600000	27	2602
261	Mall	286	1	Shop	28800/25600000	27	2603
262	Mall	287	1	Shop	26000/25600000	27	2604
263	Mall	288	1	Shop	22400/25600000	27	2605
264	Mall	289	1	Shop	20800/25600000	27	2606
265	Mall	290	1	Shop	22800/25600000	27	2607
266	Mall	291	1	Shop	26400/25600000	27	2608
267	Mall	292	1	Shop	29600/25600000	27	2609
268	Mall	293	1	Shop	25600/25600000	27	2610
269	Mall	294	1	Shop	20400/25600000	27	2611
270	Mall	295	1	Shop	8000/25600000	27	2612
271	Mall	296	1	Shop	9600/25600000	27	2613
272	Mall	297	1	Shop	9200/25600000	27	2614
273	Mall	298	1	Shop	21200/25600000	27	2615
274	Mall	299	1	Shop	110000/25600000	27	2616
275	Mall	300	1	Shop	71200/25600000	27	2617
276	Mall	301	1	Shop	15200/25600000	27	2618
277	Mall	302	1	Shop	6800/25600000	27	2619
278	Mall	303	1	Shop	98800/25600000	27	2620
279	Mall	304	1	Shop	24400/25600000	27	2621
280	Mall	305	1	Shop	26400/25600000	27	2622
281	Mall	306	1	Shop	51200/25600000	27	2623
282	Mall	307	1	Shop	48400/25600000	27	2624
283	Mall	308	1	Shop	48400/25600000	27	2625
284	Mall	310	1	Shop	33600/25600000	27	2627
285	Mall	311	1	Shop	46800/25600000	27	2628
286	Mall	312	1	Shop	13600/25600000	27	2629
287	Mall	313	1	Shop	86400/25600000	27	2630
288	Mall	314	1	Shop	14000/25600000	27	2631
289	Mall	315	1	Shop	13600/25600000	27	2632
290	Mall	316	1	Shop	10000/25600000	27	2633
291	Mall	317	1	Shop	5600/25600000	27	2634
292	Mall	318	1	Shop	12000/25600000	27	2635
293	Mall	319	1	Shop	9200/25600000	27	2636
294	Mall	320	1	Shop	11600/25600000	27	2637
295	Mall	321	1	Shop	10000/25600000	27	2638
296	Mall	322	1	Shop	16000/25600000	27	2639
297	Mall	323	1	Shop	10000/25600000	27	2640
298	Mall	324	1	Shop	12000/25600000	27	2641
299	Mall	325	1	Shop	8400/25600000	27	2642
300	Mall	326	1	Shop	14800/25600000	27	2643
301	Mall	327	1	Shop	6400/25600000	27	2644
302	Mall	328	1	Shop	7200/25600000	27	2645
303	Mall	329	1	Shop	7200/25600000	27	2646
304	Mall	330	1	Shop	36800/25600000	27	2647
305	Mall	331	1	Shop	62000/25600000	27	2648
306	Mall	332	1	Shop	17600/25600000	27	2649
307	Mall	333	1	Shop	18000/25600000	27	2650
308	Mall	334	1	Shop	26000/25600000	27	2651

ITEM NO	BLOCK NAME	IND. UNIT NO	FLOOR NO	FUNCTION	LAND SHARE	VOLUME NO	PAGE NO
309	Mall	335	1	Shop	23600/25600000	27	2652
310	Mall	336	1	Shop	26800/25600000	27	2653
311	Mall	337	1	Shop	23200/25600000	27	2654
312	Mall	338	1	Shop	25600/25600000	27	2655
313	Mall	339	1	Shop	29600/25600000	27	2656
314	Mall	340	1	Shop	36800/25600000	27	2657
315	Mall	341	1	Shop	15600/25600000	27	2658
316	Mall	342	1	Shop	6800/25600000	27	2659
317	Mall	343	1	Shop	6800/25600000	27	2660
318	Mall	345	1	Shop	11600/25600000	27	2662
319	Mall	346	1	Shop	12000/25600000	27	2663
320	Mall	347	1	Shop	14800/25600000	27	2664
321	Mall	348	1	Shop	17200/25600000	27	2665
322	Mall	349	1	Shop	27600/25600000	27	2666
323	Mall	350	1	Shop	27600/25600000	27	2667
324	Mall	351	1	Shop	11200/25600000	28	2668
325	Mall	352	1	Shop	12400/25600000	28	2669
326	Mall	353	1	Shop	11600/25600000	28	2670
327	Mall	354	1	Shop	12400/25600000	28	2671
328	Mall	355	1	Shop	8400/25600000	28	2672
329	Mall	356	1	Shop	8000/25600000	28	2673
330	Mall	357	1	Shop	4400/25600000	28	2674
331	Mall	358	1	Shop	9600/25600000	28	2675
332	Mall	359	1	Shop	26400/25600000	28	2676
333	Mall	360	1	Shop	26400/25600000	28	2677
334	Mall	361	1	Shop	26400/25600000	28	2678
335	Mall	362	1	Shop	26400/25600000	28	2679
336	Mall	363	1	Shop	10000/25600000	28	2680
337	Mall	364	1	Shop	12000/25600000	28	2681
338	Mall	365	1	Shop	5600/25600000	28	2682
339	Mall	366	1	Shop	8400/25600000	28	2683
340	Mall	367	1	Shop	4400/25600000	28	2684
341	Mall	368	1	Shop	10800/25600000	28	2685
342	Mall	369	1	Shop	19200/25600000	28	2686
343	Mall	370	1	Shop	16400/25600000	28	2687
344	Mall	371	1	Shop	14000/25600000	28	2688
345	Mall	372	1	Shop	27200/25600000	28	2689
346	Mall	373	1	Shop	26400/25600000	28	2690
347	Mall	374	1	Shop	21600/25600000	28	2691
348	Mall	378	Terrace	Shop	4400/25600000	28	2695
349	Mall	379	Terrace	Shop	6400/25600000	28	2696
350	Mall	380	Terrace	Shop	4400/25600000	28	2697
351	Mall	381	Terrace	Shop	12800/25600000	28	2698
352	Mall	382	Terrace	Shop	8000/25600000	28	2699
353	Mall	383	Terrace	Shop	36400/25600000	28	2700
354	Mall	384	Terrace	Shop	36400/25600000	28	2701
355	Mall	385	Terrace	Shop	14000/25600000	28	2702
356	Mall	386	Terrace	Shop	11200/25600000	28	2703
357	Mall	387	Terrace	Shop	10400/25600000	28	2704
358	Mall	388	Terrace	Shop	10800/25600000	28	2705
359	Mall	389	Terrace	Shop	6800/25600000	28	2706
360	Mall	390	Terrace	Shop	7200/25600000	28	2707
361	Mall	391	Terrace	Shop	4400/25600000	28	2708
362	Mall	392	Terrace	Shop	5600/25600000	28	2709
363	Mall	393	Terrace	Shop	7200/25600000	28	2710

ITEM NO	BLOCK NAME	IND. UNIT NO	FLOOR NO	FUNCTION	LAND SHARE	VOLUME NO	PAGE NO
364	Mall	394	Terrace	Shop	11200/25600000	28	2711
365	Mall	395	Terrace	Shop	10000/25600000	28	2712
366	Mall	396	Terrace	Shop	7200/25600000	28	2713
367	Mall	397	Terrace	Shop	6800/25600000	28	2714
368	Mall	398	Terrace	Shop	6400/25600000	28	2715
369	Mall	399	Terrace	Shop	7600/25600000	28	2716
370	Mall	400	Terrace	Shop	6800/25600000	28	2717
371	Mall	401	Terrace	Shop	7200/25600000	28	2718
372	Mall	402	Terrace	Shop	11200/25600000	28	2719
373	Mall	403	Terrace	Shop	11200/25600000	28	2720
374	Mall	404	Terrace	Shop	11200/25600000	28	2721
375	Mall	405	Terrace	Shop	11200/25600000	28	2722
376	Mall	406	Terrace	Shop	14800/25600000	28	2723
377	Mall	407	Terrace	Shop	7600/25600000	28	2724
378	Mall	408	Terrace	Shop	10000/25600000	28	2725
379	Mall	409	Terrace	Shop	10000/25600000	28	2726
380	Mall	410	Terrace	Shop	10000/25600000	28	2727
381	Mall	411	Terrace	Shop	10000/25600000	28	2728
382	Mall	412	Terrace	Shop	67600/25600000	28	2729
383	Mall	413	Terrace	Shop	50400/25600000	28	2730
384	Mall	414	Terrace	Shop	20800/25600000	28	2731
385	Mall	415	Terrace	Shop	4800/25600000	28	2732
386	Mall	416	Terrace	Shop	31600/25600000	28	2733
387	Mall	417	Terrace	Shop	38000/25600000	28	2734
388	Mall	418	Terrace	Shop	4000/25600000	28	2735
389	Mall	419	Terrace	Shop	6400/25600000	28	2736
390	Mall	420	Terrace	Movie Theater 2-3	191600/25600000	28	2737
391	Mall	421	Terrace	Movie Theater 1	67600/25600000	28	2738
392	Mall	422	Terrace	Shop	6800/25600000	28	2739
393	Mall	423	Terrace	Shop	9200/25600000	28	2740
394	Mall	424	Terrace	Shop	6800/25600000	28	2741
395	Mall	425	Terrace	Shop	6400/25600000	28	2742
396	Mall	426	Terrace	Shop	6400/25600000	28	2743
397	Mall	427	Terrace	Shop	6400/25600000	28	2744
398	Mall	428	Terrace	Shop	6400/25600000	28	2745
399	Mall	429	Terrace	Shop	6400/25600000	28	2746
400	Mall	430	Terrace	Shop	6400/25600000	28	2747
401	Mall	431	Terrace	Shop	5600/25600000	28	2748
402	Mall	432	Terrace	Shop	5600/25600000	28	2749
403	Mall	433	Terrace	Shop	11200/25600000	28	2750
404	Mall	434	Terrace	Shop	7600/25600000	28	2751
405	Mall	435	Terrace	Shop	7600/25600000	28	2752
406	Mall	436	Terrace	Shop	7600/25600000	28	2753
407	Mall	437	Terrace	Shop	7600/25600000	28	2754
408	Mall	438	Terrace	Shop	7600/25600000	28	2755
409	Mall	439	Terrace	Shop	7600/25600000	28	2756
410	Mall	440	Terrace	Shop	7600/25600000	28	2757
411	Mall	441	Terrace	Shop	7600/25600000	28	2758
412	Mall	442	Terrace	Shop	10000/25600000	28	2759
413	Mall	443	Terrace	Shop	11200/25600000	28	2760
414	Mall	444	Terrace	Shop	10000/25600000	28	2761
415	Mall	445	Terrace	Shop	53600/25600000	28	2762
416	Mall	446	Terrace	Shop	50400/25600000	28	2763
417	Mall	447	Terrace	Shop	74000/25600000	28	2764
418	Mall	448	Terrace	Shop	52000/25600000	28	2765

ITEM NO	BLOCK NAME	IND. UNIT NO	FLOOR NO	FUNCTION	LAND SHARE	VOLUME NO	PAGE NO
419	Mall	449	Terrace	Shop	22400/25600000	28	2766
420	Mall	450	Terrace	Shop	18400/25600000	28	2767
421	Mall	451	Terrace	Shop	20000/25600000	28	2768
422	Mall	452	Terrace	Shop	12400/25600000	29	2769
423	Mall	453	Terrace	Shop	18400/25600000	29	2770
424	Mall	454	Terrace	Shop	25600/25600000	29	2771
425	Mall	455	Terrace	Shop	15600/25600000	29	2772
426	Mall	456	Terrace	Shop	12800/25600000	29	2773
427	Mall	457	Terrace	Shop	7600/25600000	29	2774
428	Mall	458	Terrace	Shop	6400/25600000	29	2775
429	Mall	459	Terrace	Shop	5600/25600000	29	2776
430	Mall	460	Terrace	Shop	8400/25600000	29	2777
431	Mall	461	Terrace	Shop	6400/25600000	29	2778
432	Mall	462	Terrace	Shop	6400/25600000	29	2779
433	Mall	463	Terrace	Shop	8400/25600000	29	2780
434	Mall	464	Terrace	Shop	8400/25600000	29	2781
435	Mall	465	Terrace	Shop	6400/25600000	29	2782
436	Mall	466	Terrace	Shop	6400/25600000	29	2783
437	Mall	467	Terrace	Shop	8000/25600000	29	2784
438	Mall	468	Terrace	Shop	25600/25600000	29	2785
439	Mall	469	Terrace	Shop	54000/25600000	29	2786
440	Mall	470	Terrace	Shop	24400/25600000	29	2787
441	Mall	471	Terrace	Shop	4400/25600000	29	2788
442	Mall	472	Terrace	Shop	5200/25600000	29	2789
443	Mall	473	Terrace	Shop	7600/25600000	29	2790
444	Mall	474	Terrace	Cafe Court	197200/25600000	29	2791
445	Hotel-A	475	1	A1 Flat	42400/25600000	29	2792
446	Hotel-A	476	1	B1 Flat	20800/25600000	29	2793
447	Hotel-A	477	1	C Flat	52800/25600000	29	2794
448	Hotel-A	478	1	B2 Flat	20800/25600000	29	2795
449	Hotel-A	479	1	A2 Flat	42400/25600000	29	2796
450	Hotel-A	480	2	A1 Flat	42400/25600000	29	2797
451	Hotel-A	481	2	B1 Flat	20800/25600000	29	2798
452	Hotel-A	482	2	C Flat	52800/25600000	29	2799
453	Hotel-A	483	2	B2 Flat	20800/25600000	29	2800
454	Hotel-A	484	2	A2 Flat	42400/25600000	29	2801
455	Hotel-A	485	3	A1 Flat	42400/25600000	29	2802
456	Hotel-A	487	3	C Flat	52800/25600000	29	2804
457	Hotel-A	489	3	A2 Flat	42400/25600000	29	2806
458	Hotel-A	490	4	A1 Flat	42400/25600000	29	2807
459	Hotel-A	492	4	C Flat	52800/25600000	29	2809
460	Hotel-A	494	4	A2 Flat	42400/25600000	29	2811
461	Hotel-A	495	5	A2 Flat	42400/25600000	29	2812
462	Hotel-A	499	5	A2 Flat	42400/25600000	29	2816
463	Hotel-A	504	6	A2 Flat	42400/25600000	29	2821
464	Hotel-A	509	7	A2 Flat	42400/25600000	29	2826
465	Hotel-A	513	8	B2 Flat	20800/25600000	29	2830
466	Hotel-A	514	8	A2 Flat	42400/25600000	29	2831
467	Hotel-A	518	9	B2 Flat	20800/25600000	29	2835
468	Hotel-A	519	9	A2 Flat	42400/25600000	29	2836
469	Hotel-A	523	10	B2 Flat	20800/25600000	29	2840
470	Hotel-A	524	10	A2 Flat	42400/25600000	29	2841
471	Hotel-A	537	13	D2 Flat	63200/25600000	29	2854
472	E3	583	Garden	Office	230000/25600000	30	2900
473	Mall	600	Garden	Mini Golf	408400/25600000	30	2917

4.1.2. EXAMINATION OF TITLE DEED REGISTRY

According to the "Title Deed Records" documents obtained from the Webtapu Portal System between 08.12.2020 and 10.12.2020, the following annotations are found out with respect to the subject properties.

On all individual units, collectively:

Declarations section:

- Management Plan: Dated 03.03.1994.

Annotations section:

- Lease in favor of Turkish Electricity Administration. (journal number 5538 dated 31.12.1992)

Note: Some properties have extension areas for storage according to the title deed record documents provided as an attachment to this report.

4.1.3. CADASTRAL EXAMINATION

The cadastral borders, area and location of the subject property is identified through map sections at Beşiktaş Cadastral Office and via online parcel query system at <https://parselsorgu.tkgm.gov.tr>.

4.1.4. ZONING INFORMATION ABOUT PROPERTY

The following details are provided on the zoning status letter issued by Zoning and Urbanization Directorate of Beşiktaş Metropolitan Municipality (No 24864664-115-E.6527/11883 - date 11.12.2020);

- Parcel 1, Lot 83, Section 76, Kültür Neighborhood, Beşiktaş Town is classified as "**Tourism Facility (Hotel + Motel + SM)**" area according to the Amended Master Land Use Plan, Scale 1/5000, approved on 22.07.2011, and Implementary Land Use Plan, Scale 1/1000, approved on 07.02.2013.
 - In addition to the building façade contour, specified in the Architectural Project, Approval Date: 16.02.1994, and provided not to expand the area of occupancy, and only for purposes of aesthetics and urban design, it is permissible to apply curtain walls in various formats but not to protrude beyond 1.20 meter from building side, and +13,40 above the top elevation, make alterations inside the building, and build transparent skylights but not to protrude beyond + 5.00 meter above maximum permissible building height, except for rising blocks, with the preliminary project to be approved by Town Municipality.
 - It is prohibited to enlarge the occupiable building area as indicated in the building occupancy permit No 288 of 24.04.1999 of the building via alterations in the building and curtain wall applications.
 - In any application, the affirmative opinion shall be obtained from Regional Committee of Natural Heritage.
- As above information is in the nature of written information about zoning status, therefore, it does not include all information about plans, and no application can be made on this basis.

All information included in the plan notes are as follows:

- Plan approval border is delimited to 1 parcel, Lot 83, Section 76, Beşiktaş Town.
- The function of the area remaining in the plan approval border is OM (Tourism Facility Area) area. Hotel, motel and Shopping Mall can be built on OM area.
- As indicated in the Architectural Project, Approval Date: 16.02.1994, it is permissible to make building façade applications, and alterations in the building, and transparent skylight applications but not to protrude beyond 5.00 above the maximum permissible building height, except for rising blocks, provided that the preliminary project is amended, which will be approved by town municipality, for this purpose.
- It is prohibited to enlarge the occupiable building area as indicated in the building occupancy permit No 228 of 24.04.1999 of the building via alterations in the building and curtain wall applications.
- The conditions of applicable zoning plan and the regulations shall apply to the matters not explicitly regulated here.
- In any application, the affirmative opinion shall be obtained from Regional Committee of Conservation of Natural Heritage.

Also, information about plans with upper scales are provided in the zoning status letter (No 91442078-10.01.02/2019/BN:7697, date: 30.07.2019) issued by City Planning Department of Zoning and Urbanization Directorate of Istanbul Metropolitan Municipality, which is provided as an attachment to this report.

4.1.5. INFORMATION ABOUT PROJECT, LICENSE, DIAGRAM ETC. DOCUMENTS OF PROPERTY

As a result of the investigation of archive files belonging to the parcel, on which subject properties are located, at the Archive of Zoning and Urbanization Directorate of Beşiktaş Municipality, the following information is accessed:

- **Architectural Projects:**

- Architectural project No 10225, issued on 23.12.1987
- Architectural project No 7008, issued on 19.10.1989
- Architectural project No 7847, issued on 27.12.1990
- Architectural project No 1672, issued on 11.04.1991
- Architectural project No 691, issued on 16.02.1994 (construction servitude project)
- Architectural project No 95/4304, issued on 08.09.1995
- Alteration project, issued on 04.12.2003, an attachment to license No 2013/6122, issued on 06.12.2013
- Architectural project No 2015/130, approval date: 24.02.2015

- **Building Licenses:**

- Building License No B3-28, issued on 25.01.1988, for a total area of 181.229 m², consisting of 49.504 m² for shop-store, 72.800 m² for business places, and 58.925 m² for hotel
- Property has following additional building licenses according to the official documents found in the file of the property.
 - Building license, issued on 23.10.1989
 - Building license, issued on 17.01.1991
 - Building license, issued on 19.06.1991
 - Building license, issued on 17.02.1994
 - Building license, issued on 13.09.1995
- Building alteration license No 2013/6122, issued on 06.12.2013 for 42,205 m² (business areas)
- Building alteration license No 2015/130 issued on 03.06.2015 for a total area of 42,205 m², consisting of 35,149.68 m² for office and business areas and 7,055.32 m² for common area

- **Building Occupancy Permit Certificates:**

- Building Occupancy Permit Certificate No 1153 issued on 16.03.1994, which certifies that 5 basement floors, ground floor and 2 low-ceiling shop floors are constructed and ready for occupancy, and includes 474 individual units.
- Building Occupancy Permit Certificate No 95/5102, issued on 24.10.1995, which certifies that alterations in the shop located in 2nd low-ceiling shop floor to convert it into movie theater completed and ready to use.
(Contains the sentence "2nd low-ceiling shop floor contains 94 shops and movie theaters.)
- Building Occupancy Permit Certificate No 228, issued on 03.03.1999, covering a total of 126 units, which certifies the completion of the construction of Apart Otel G Block which contains 14 units at office block B3, 17 units at office unit E3, and 94 units at block G, and a mini golf venue at elevation of 13.70
- Building occupancy permit certificate No 2016/565 issued on 19.12.2016 for a total area of 42,205 m², consisting of 35,149.68 m² for office and business areas and 7,055.32 m² for common area

- **Order to Stop Building Reports and Council Decisions**
 - **Order to Stop Building Report, Item No 24 and Volume No 28, issued on 08.05.2009**
 - In contravention of Scaffolding License No 2009/880-408143-606 issued on 08.05.2009;
 - Pursuant to the letter No 4531, and the report annexed thereof, issued by Land Development Directorate of Metropolitan Municipality on 07.05.2009 as a result of the on-site inspections, which states that, in contravention of the Scaffolding License No 2009/880-408143-606 issued on 11.02.2009, the following items are observed to have been built along with the railing, flooring and siding at the shopping floors of the building which is in a usable condition;
 - The existing gallery spaces are covered partially,
 - An additional escalator leading up to top floor to shopping floors is built,
 - Terrace belonging to shopping block is partially covered with window walls by installing steel profiles.
 - Steel profiles belonging to glass curtain wall are installed on the external façade of the shopping block,
 - A roof structure is built using steel beams under the existing roofing of shopping block which interconnects 3 blocks,
 - Ad Billboards are installed on the external façade, therefore, the construction activities are suspended, and the terrace section of the shopping building is sealed off as a representative of all activities done in contravention of the scaffolding license.
 - **Municipality Council Decision No K1-84-113-428351-151, issued on 26.05.2009**
 - Decided on demolition of constructions, as described in the Order to Stop Building, Item No 24, Volume No 28 issued on 08.05.2009, and make them aligned with project pursuant to Article 13 of Bosphorus Act No 2960.
 - **Order to Stop Building Report, Item No 25 and Volume No 29, issued on 19.10.2009**
 - This order to stop building is issued and signed to form the basis of further legal proceedings for the alterations and additions, made in the shopping block of Akmerkez as indicated in the inspection report No 2009/5909 issued as a result of the on-site inspections carried out pursuant to the letter No M.34.0.İBB.0.13.24/2009/2088670 (TN) ibb:135111, issued by Land Development Directorate of Metropolitan Municipality on 06.10.2009.
 - **Municipality Council Decision No K1-207-274-458821-317, issued on 17.11.2009**
 - Decided on making the constructions indicated in the order to stop construction report, Item No 25, Volume No 29, issued on 19.10.2009 aligned with the project and issue a license for other matters indicated in the report.
 - **Demolishment Reports of Beşiktaş Municipality**
 - With respect to the aforementioned municipality council decision issued on 17.11.2009, there are demolition reports issued on 18.11.2009, 19.11.2009, 20.11.2009, 23.11.2009 and 24.11.2009, provided as an attachment to this report.
 - **Order to Stop Building Report, Item No 35 and Volume No 0007, issued on 17.09.2015**
 - This Order to Stop Building Report is issued for observation that the common area, on the side of Nispetiye Street and Adnan Saygun Street, of Akmerkez AVM, shown as dismountable material in the approved architectural project, are made for private use by enclosing it with side partitions on the ground terraces and by closing the corridor passages. The total area used such in contravention of the project is 316.25 m².

- **Municipality Council Decision, Decision No 050.02.04-277, Record No 444, Release No 948039-484 issued on 03.11.2015**
 - Decided on demolition of constructions, as described in the Order to Stop Building, Item No 35, Volume No 0007 issued on 17.09.2015, and make them aligned with project pursuant to Article 13 of Bosphorus Act No 2960.
- **Municipality Council Decision, Decision No 050.02.04-278, Record No 445, Release No 948044-485 issued on 03.11.2015**
 - Decided on imposing a total fine of TRY 9,383.77 on Akmerkez GYO A.Ş. for the constructions indicated in the order to stop building report, Item No 0007, Volume No 35, issued on 17.09.2015, pursuant to Article 42 of Zoning Act No 3194.
- **Order to Stop Building Report, Item No 37 and Volume No 0049, issued on 05.07.2017**
 - This Order to Stop Building Report is issued for observation that the ground terraces, on the side of Nispetiye Street, of Akmerkez AVM, shown as dismountable material in the approved architectural project, are made for private use by enclosing it with side partitions on the ground terraces and by closing the corridor passages. The total area used such in contravention of the project is 419.21 m².
- **Municipality Council Decision No 2017/233, issued on 10.08.2017**
 - Decided on demolition of constructions, as described in the Order to Stop Building, Item No 37, Volume No 0049 issued on 05.07.2017, and make them aligned with project pursuant to Article 13 of Bosphorus Act No 2960.
- **Court Decisions Relating to Lawsuit Filed Against Order to Stop Building Reports and Municipality Council Decisions**
 - **2 court decisions are found out, which are issued during 2009 after Order to Stop Building Report, Item No 24 and Volume No 28, issued on 08.05.2009, and Municipality Council Decision No K1-84-113-428351-151, issued on 26.05.2009, and lawsuit names are provided below. (For Details / See Attachments: Court Decisions)**
 - Decision of Istanbul 6th Administrative Court, Docket No: 2009/1326, issued on 11.08.2009
 - Decision of Istanbul 6th Administrative Court, Docket No: 2009/1326, issued on 09.10.2009
 - **Many court decisions are found out, which were issued after Order to Stop Building Report, Item No 37 and Volume No 0049, issued on 05.07.2017, and Municipality Council Decision No 2017/233, issued on 10.08.2017, and lawsuit names are provided below. However, building registry documents were issued for disputed individual units while said lawsuits were pending. (For Details / See Attachments: Court Decisions)**
 - Decision of Istanbul 2nd Administrative Court, Docket No: 2018/35, issued on 11.01.2018
 - Decision of Istanbul 1st Administrative Court, Docket No: 2018/41, issued on 11.01.2018
 - Decision of Istanbul 9th Administrative Court, Docket No: 2018/40, issued on 12.01.2018
 - Decision of Istanbul 10th Administrative Court, Docket No: 2018/58, issued on 12.01.2018

- Decision of Istanbul 13th Administrative Court, Docket No: 2018/82, Decision No: 2018/52, issued on 11.01.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/168 Y.D. issued on 06.02.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/224 Y.D. issued on 13.02.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/248 Y.D. issued on 14.02.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/354 Y.D. issued on 27.02.2018
- Referral Decision of Istanbul 2nd Administrative Court, Docket No: 2018/35, Decision No: 2018/621, issued on 27.03.2018
- Referral Decision of Istanbul 10th Administrative Court, Docket No: 2018/58, issued on 18.04.2018, due to the relation
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/1419 Y.D. issued on 03.07.2018
- Decision of Istanbul 9th Administrative Court, Docket No: 2018/40, issued on 16.08.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/1756 Y.D. issued on 25.09.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/1822 Y.D. issued on 02.10.2018
- Decision of Istanbul 1st Administrative Court, Docket No: 2018/669, issued on 12.10.2018
- Decision of Istanbul 1st Administrative Court, Docket No: 2018/929, issued on 12.10.2018
- Decision of Istanbul 1st Administrative Court, Docket No: 2018/930, issued on 12.10.2018
- Decision of Istanbul 1st Administrative Court, Docket No: 2018/41, issued on 15.10.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/2153 Y.D. issued on 14.11.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/2237 Y.D. issued on 21.11.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/2239 Y.D. issued on 21.11.2018
- Decision of 5th Administrative Chamber of Istanbul District Administrative Court, Appeal No: 2018/2256 Y.D. issued on 28.11.2018
- Decision of Istanbul 1st Administrative Court, Docket No: 2018/41, Decision No: 2019/162, issued on 30.01.2019
- Decision of Istanbul 1st Administrative Court, Docket No: 2018/669, Decision No: 2019/163, issued on 30.01.2019
- Decision of Istanbul 1st Administrative Court, Docket No: 2018/930, Decision No: 2019/164, issued on 30.01.2019
- Decision of Istanbul 1st Administrative Court, Docket No: 2018/929, Decision No: 2019/165, issued on 30.01.2019

- Decision of Istanbul 9th Administrative Court, Docket No: 2018/40, Decision No: 2019/195, issued on 30.01.2019
- Decision of Fifth Administrative Chamber of Istanbul District Administrative Court, Docket No: 2019/2250, Decision No: 2019/2586, issued on 24.09.2019
- Decision of Istanbul 1st Administrative Court, Docket No: 2019/1723, Decision No: 2020/140, issued on 27.01.2020
- Decision of 6th Chamber of Court of Cassation, Docket No: 2019/10946, Decision No: 2020/9852, issued on 21.10.2020
- Decision of 6th Chamber of Court of Cassation, Docket No: 2020/2855, Decision No: 2020/9853, issued on 21.10.2020

Lastly, the following table provides the issuance date, document number and application number of building registry documents obtained for Shopping Block on which subject individual units are located. In addition, the sketch map showing the relevant areas provided by Akmerkez GYO with respect to the building registry documents are provided as an attachment to this report.

BUILDING REGISTRY DOCUMENTS			
ISSUED ON	DOCUMENT	APPLICATION NUMBER	APPLICATION AREA
08.09.2018	OO6N73KG	1314191	383.80
26.09.2018	5ONE0JBY	1832064	571.87
26.09.2018	BB82MHUA	1842688	261.65
26.09.2018	YK9ZZ5HR	1842798	444.10
26.09.2018	MD3KB3CI	1866466	267.97
26.09.2018	Y1T8ELMK	1866551	910.10
26.09.2018	ZZFIL8GI	1866790	326.90
26.09.2018	OA2ZFSH6	1867144	336.03
02.01.2019	NBR243D1	3724078	415.89
02.01.2019	G4T58TSM	3724357	415.89
02.01.2019	YML5JNPH	3724594	377.18
02.01.2019	5NRZY6PZ	3724740	775.55
04.01.2019	TLA5ARTL	3723782	121.95
04.01.2019	MZHJ6CF4	3725250	1,678.87
29.01.2019	715UPRRF	4907686	1,307.27
TOTAL			8,595.02

Sub-paragraph 3 of Article 6 "Usage Areas of Building Registry Document" of Regulation on Principles and Procedures for Issuance of Building Registry Document, promulgated in Official Journal No 30443 of 06.06.2018, provides for "**With respect to the buildings issued with Building Registry Document, the demolition decisions given pursuant to Act No 3194 and the uncollectible administrative fines shall be cancelled.**" Therefore, all order to stop building reports and municipality council decisions issued with respect to the properties before coming into force of the building registry documents have become moot and invalid.

There is no order to stop building reports and municipality council decisions issued before the coming into force of the building registry documents for the subject properties and the real estate they are located pursuant to Articles 32 and 42 of Zoning Act No 3194.

4.2. INFORMATION AS TO WHETHER ENCUMBRANCES ANY RESTRICTION OF TRANSFER EXIST WITH RESPECT TO THE PROPERTY

Management plan, lease annotation and outbuildings as indicated in the title deed records are not of restrictive nature and have no adverse impact on transfer and value of the property under the provisions of (c) and (j) of 22(1) of Communique on Principles of Real Estate Investment Partnerships.

Actual use of the properties conform to the function of properties as indicated in the title deed records. As a result of our examination on the title deed records, we have the opinion and conclude that there is no risk against inclusion of the properties in the "buildings" title of a portfolio of Real Estate Investment Partnership under the provisions of capital market legislation.

4.3. INFORMATION ABOUT, IF ANY, THE ACQUISITION AND SALES TRANSACTIONS AND THE CHANGES IN LEGAL STATUS (CHANGES IN ZONING PLAN, EXPROPRIATION PROCEDURES ETC.) OF PROPERTIES IN THE RECENT THREE YEARS

4.3.1. CHANGES IN CADASTRAL STATUS

As a result of the examinations, no change is found out in the cadastral status of the parcel on which the subject properties are located in the last 3 years.

4.3.2. CHANGES IN OWNERSHIP

As a result of the examinations, no change is found out in the ownership of the parcel on which the subject properties are located in the last 3 years.

4.3.3. CHANGES IN ZONING STATUS

As a result of the examinations, no change is found out in the zoning status of the parcel on which the subject properties are located in the last 3 years.

4.3.4. CHANGES IN LEGAL STATUS

The archive file belonging to the parcel, on which subject properties located, retained at the archive of Zoning and Urbanization Directorate of Beşiktaş Municipality contains Order to Stop Building Report, Item No 24 and Volume No 28, issued on 08.05.2009; Municipality Council Decision No K1-84-113-428351-151, issued on 26.05.2009; Lawsuits filed against and many court decisions given with respect to the Order To Stop Building Report, Item No 37, Volume No 0049, issued on 05.07.2017; and Municipality Council Decision No 2017/233 issued on 10.08.2017; and description about court decisions are provided in the "Information About Project, License, Diagram Etc. Documents Of Property" section of this report. Lawsuits are currently pending and examples of the court decisions are provided as an attachment to this report. However, building registry documents were issued for disputed individual units while said lawsuits were pending.

4.4. INFORMATION ABOUT ZONING STATUS OF THE REGION IN WHICH PROPERTY IS LOCATED

Property is situated within the "**Tourism Facility (Hotel + Motel + SM) Area**". In the region, along the same axis of the property, there, in general, are parcels on which buildings with residential and business function are located.

4.5. DESCRIPTIONS ABOUT ORDERS TO STOP BUILDING, DEMOLISHMENT DECISIONS, BUILDING AT RISK REPORT ETC. WITH RESPECT TO THE PROPERTY

There are orders to stop building, and council decisions, details of which are provided in the "Information About Project, License, Diagram Etc. Documents Of Property" section of this report. However, building registry documents are later obtained with respect to said decisions, and there is no adverse document (order to stop building decisions, demolition decisions and building at risk report) issued after the coming into force of building registry documents.

4.6. INFORMATION ABOUT AGREEMENTS MADE WITH RESPECT TO THE PROPERTY (PRELIMINARY SALES AGREEMENTS, FLAT-FOR-LAND AGREEMENTS AND REVENUE SHARING AGREEMENTS, ETC.)

No preliminary sales agreement, flat-for-land agreements and revenue sharing agreement made with respect to subject properties has been submitted to us.

4.7. INFORMATION ABOUT BUILDING LICENSES OBTAINED, AMENDMENT LICENSES, BUILDING OCCUPANCY LICENSES OBTAINED FOR PROPERTIES AND PROPERTY PROJECTS, AND AS TO WHETHER THE ALL LICENSES AND PERMITS ARE OBTAINED PURSUANT TO APPLICABLE LEGISLATION, AND LEGAL DOCUMENTS ARE AVAILABLE IN FULL AND ACCURATELY

According to Article 22(1)(b) of the Communiqué on Principles of Real Estate Investment Partnerships, "For any kind of buildings and similar structures to be included in their portfolios, it is mandatory that the relevant building occupancy permit has previously been obtained and relevant flat ownership has been established. However, in case structures such as hotel, shopping mall, business center, hospital, commercial warehouse, factory, office building and branches, owned solely or jointly, are fully or partly used only for earning lease revenue, it is deemed to be satisfactory to obtain relevant building occupancy permit and that the type indicated in the relevant title deed certificate is appropriate to the current status of the property. Also, for satisfaction of the foregoing condition to obtain building occupancy license, it is deemed sufficient to have obtained the building registry documents under the Provisional Article 16 of Zoning Act No 3194 of 3/5/1985."

Necessary licenses and permits have been obtained for the buildings located on the parcel pursuant to applicable legislation, and building registry documents have been issued as part of "zoning peace" pursuant to Provisional Article 16 of Zoning Act No 3194. Details about legal documents are provided in the "Information About Project, License, Diagram Etc. Documents Of Property" section of this report.

4.8. INFORMATION ABOUT INSPECTIONS CONDUCTED ON THE SUBJECT PROPERTY BY CONSTRUCTION INSPECTION FIRM (TRADE TITLE, ADDRESS ETC.) WHICH CONDUCTED SAID INSPECTION PURSUANT TO CONSTRUCTION INSPECTION CODE NO 4708 OF 6/29/2001;

Property being appraised is not at the stage of project. There are, on the parcel, buildings for which building occupancy licenses and building registry documents are obtained, and existing buildings are not subject to the building inspection.

4.9. IF VALUATION IS CARRIED OUT PURSUANT TO A CERTAIN PROJECT, DETAILED INFORMATION ABOUT THE PROJECT AND EXPLANATION THAT THE SAID VALUE PERTAINING ONLY TO THE EXISTING PROJECT, AND DIFFERENT VALUES MAY BE CALCULATED IF A DIFFERENT PROJECT IS APPLIED

This valuation report is not prepared for a project valuation work.

4.10. INFORMATION ABOUT ENERGY EFFICIENCY CERTIFICATE OF THE PROPERTY, IF ANY

The buildings which contain the subject properties have energy efficiency certificates, which are provided as an attachment to this report.

5. SECTION PHYSICAL PROPERTIES OF PROPERTY

5.1. ANALYSIS OF THE REGION IN WHICH PROPERTY IS LOCATED, AND DATA USED

The subject properties include 445 individual units, contained in the Akmerkez Shopping Mall at Door Number 54 and 1 individual unit contained in said Shopping Mall at Door Number 56, located on the Nispetiye Street, and 27 individual units contained within Akmerkez Residence at Door Number 3, located on the Adnan Saygun Street, all located in Kültür Neighborhood, Beşiktaş town, Istanbul city.

Access to Akmerkez Shopping Mall which contain the subject properties is via the Büyükdere Street along which Istanbul's the most important business centers, plazas, shopping malls and residence projects are located. Akmerkez Shopping Mall is situated on the right side of the Nispetiye Street, a continuation of the Aytar Street which remains at right side while travelling along the Büyükdere Street in the direction of Beşiktaş - Maslak.

Akmerkez Shopping Mall is surrounded by the adjacent Etiler Anatolian High School, and Municipality Estate, Levent Vocational and Technical Anatolian High School, Hisarüstü-Levent Subway Nispetiye station, and 7-8 story buildings which ground floors are used as business places, and regular floors as office or residence, and the villas and residential estates used by the families in high-revenue group.

The factors such as being located in the city center in a region with high rent revenue, ease of access, high customer attraction, high commercial potential of the vicinity and completed infrastructure positively affects the value of the properties.

Region is located within territory of Beşiktaş Municipality and has a completed infrastructure.



5.2. PHYSICAL, STRUCTURAL, TECHNICAL AND CONSTRUCTION PROPERTIES OF THE PROPERTY

5.2.1. TECHNICAL AND STRUCTURAL PROPERTIES OF THE BUILDING

CONSTRUCTION TYPE	Reinforced Concrete Framing
CONSTRUCTION ORDER	Discrete (Block)
AGE OF THE BUILDING	~ 27
NUMBER OF FLOORS	According to the approved architectural project and existing situation: Shopping Mall: 8 floors (5 Basements + Ground Floor + 2 Regular Floor) Residence: 23 floors Office: Block B3: 14 floors Office: Block E3: 17 floors
TOTAL CONSTRUCTION AREA OF BUILDING	181.229 m ² (according to building license dated 25.01.1988)
ELECTRICITY	City grid
GENERATOR	CAT brand - 3 units with 1,100 KVA capacity Cummins brand - 2 units with 1,000 KVA capacity, 2 units with 530 KVA capacity, 1 unit with 1,400 KVA capacity, AKSA brand - 1 unit with 400 KVA capacity
LIGHTNING ROD	Available (Faraday Cage)
HEATING/COOLING SYSTEM	Chiller group YORK, TRANE and DAIKIN branded 3 units centrifugal, 2 units water-cooling screw, 6 units air cooling, 2 units 4900 kw, 2 units 2092 kw, 2 units 2558 kw, 2 units 1433 kw, 1 units 870 kw capacity hot water boiler, and 2 units 2000 kw, 2 units 1400 kw, 3 units 490 kw, 3 units 540 kw and 1 units 300 kw capacity cooling group
AIR CONDITIONING PLANTS	A total of 43 units consisting of 33 units Flakt, 9 units Alarko, 1 unit Ventas branded air conditioners
ELEVATOR / ESCALATOR	31 units Buga Otis Elevator / 35 units Escalator
WATER-SEWERAGE SYSTEM	City grid
HOT WATER BOILER	7 units Selnikel brand, 2 units Buderus brand
WATER STORAGE	Available (A total capacity of 1.200 ton)
WATER BOOSTER	25 units Grundfos branded water booster
SECURITY	CCTV System (477 cameras and 30 DVR), Non-CCTV places (40 cameras and 3 DVR), card access system, 8 X-Ray devices, 8 door-type metal detectors, and 26 magnetic doors. Also, as part of the "Integrated Security Solutions System", 15 monitoring camera, 5 PTS monitoring camera, and connected intercom system and 4 automatic barriers connected to the system.
FIRE INSTALLATION	Entire building has water sprinkler system and hydrants). Electric rooms have FM 200 gas suppressors.
FIRE SYSTEM	Fire boards, smoke and heat detectors, fire phones and denunciation units
AUTOMATION SYSTEM	Honeywell Automation System (22 units automation board connected to the 27 units C-BUS communication line, and 114 controllers connected to them)
GARAGE	There is a garage available.

5.2.2. GENERAL PROPERTIES OF BUILDING

- Akmerkez complex is designed by Architect Fatih URAN - Di Design Group Development, and constructed by Yüksel İnşaat A.Ş. Construction of shopping mall and other blocks were completed in 1993 - 1994.
- Complex is constructed as reinforced concrete framing. Curtain walls are used on higher blocks.
- Akmerkez complex has been serving as multi-purpose shopping mall, office and residence since 18 December 1993.
- Sitting on a triangle area formed by two 14- and 17-floor office towers, one 23-floor residential building, and one 4-floor shopping mall, Akmerkez has a central and prestigious location with faces to the Nispetiye Street and Ulus Road in Etiler region.
- There are 14 offices in B Block among 2 office towers, called as Block B and E, all of which is owned by third parties. In Block E, all individual units except for Floor No 1 used as office, are owned by third parties.
- The block called as Block G and used for residential purposes has 23 floors, and only 27 of the residential individual units are owned by Akmerkez GYO A.Ş.
- Operations of Akmerkez is managed by Üçgen Bakım ve Yönetim Hizmetleri A.Ş. which is a tenant of Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş. and using a section of 1st Floor of Block E offices.
- Garages have commercial storages as an outbuilding to the individual units.
- Shopping Mall has 2 entrance gates at Ahmet Adnan Saygun Street, and 3 entrance gates at Nispetiye Street. The main entrances to the office blocks are located at the ground floor of the shopping mall. Main entrance of the residential block is located at Ahmet Adnan Saygun Street. Office and residential blocks are also accessible with security passes from the garages and shopping mall floors.
- As the shopping mall contained in the property is the first of its kind in our country, it became the one of the first projects which needed renovation. Therefore, it underwent renovation during 2013 - 2015.
- Access to the subject property is easy via public transportation, and located at walk distance to the M6 Levent-Hisarüstü Subway Station.

5.2.3. SM BLOCK:

- The block which contains shops are 4-floors excluding garage. SM has a total lettable area of 33,054.52 m² under the ownership of Akmerkez GYO. There is a total of 445 individual units which ownership belongs to Akmerkez GYO A.Ş.
- There is a total storage area of 2,207.59 m² as of valuation date, which are located outside the commercial areas of SM, in the form of outbuilding (or not), mostly at basement floors. In Akmerkez, there is a shopping area of 1,227 m² sold to other parties, not owned by Akmerkez GYO A.Ş. During alteration, some shops are used by combining them fully or in part.
- Garage area is located across 4 basement floors under the Shopping Mall. According to the title deed records, 2nd and 3rd basement floors used as garage area are owned by Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş.
- Some individual units are used in combination in order to provide shops larger areas of use in line with the current retailing trends.

- Listed below is the distribution of shopping mall area by categories of the existing tenant shops in Shopping Mall.

SHOP TYPE	LETTABLE 2020 AREA (m ²)	YEAR 2020 DISTRIBUTION (%)
ACCESSORIES	223.95	0,68%
SHOES&BAG	863.79	2,61%
ANCHORS	11,952.07	36,16%
ENTERTAINMENT	1,127.94	3,41%
ELECTRONICS&WHITE GOODS	866.99	2,62%
HOME&DECORATION	2,305.30	6,97%
CLOTHING	6,907.55	20,90%
SERVICE	855.85	2,59%
BOOK&STATIONERY&TOY	1,268.62	3,84%
OPTICS	233.13	0,71%
WATCH&JEWELLERY	183.74	0,56%
HEALTH&COSMETICS	1,236.58	3,74%
SPORT	730.85	2,21%
FOOD&BEVERAGE	3,173.06	9,60%
OTHERS	96.81	0,29%
VACANT	1,028.29	3,11%
TOTAL	33,054.52	100,00%

- Grounds are coated with ceramic in circulation areas, and concrete in garage areas. Walls are painted with satin in circulation areas, and plastic in garage areas.
- Grounds are coated with ceramic in circulation areas, and concrete in garage areas.
- Exterior façade is aluminium joinery and glass.
- Lighting is spotlight in circulation areas, fluorescent in garage areas.
- At Akmerkez SM, rent includes general expenses, and no separate general expenses are charged to tenants.
- Also, in terms of the average lease areas, the leased volumes observed to have sizes below the average of the counterparts. In this respect, it is possible to say the number of tenants at Akmerkez SM is more than the number of shops at SMs of same size.

5.2.4. OFFICE BLOCKS

- Office Blocks B3 and E3 rise as round shaped towers above the shopping mall.
- Block B3 contains a total of 14 individual units in the nature of office, and Block E contains a total of 17 individual units in the nature of office.
- 1 office owned by Akmerkez GYO A.Ş. is located in Block E3 at 1st floor, and has a usable area of 900 m² according to title deed project. This area is jointly used by Akmerkez GYO A.Ş. and management company Üçgen Bakım ve Yönetim Hizmetleri A.Ş.

5.2.5. RESIDENCE (HOTEL-A) BLOCK

- Residence (Hotel-A) block rises as a triangle shaped tower above SM.
- Block contains a total of 95 individual units, consisting of 1 individual unit as multipurpose hall, cafe, and 94 individual units as apartments.
- Among these units, 27 individual units as apartment are owned by Akmerkez GYO A.Ş.

5.2.6. GENERAL FEATURES OF INDIVIDUAL UNITS

- The individual units in the Shopping Block are delivered to the tenants without fine constructions works (but with cement-finished floors, and grouted walls and ceilings), and each tenant can build decoration and alterations suitable to its own business activity provided that it follows the architecture of the facility with the permission of SM Management. Any kind of removable decoration material is procured by tenant.
- These structures in the indoor spaces are installed using simple construction methods, and, when necessary, these can be removed or restored to initial condition without damaging the static of the building. These structures are installed for only purposes of tenant, and can easily be restored to the initial conditions at the end of lease period, or when necessary.
- Subject property Residence (Hotel A) Block contains 27 individual units. 6 of these individual units have been combined by twos to form 3 apartments. Provided following is the individual unit numbers, floors, apartment types, and gross areas for sales of these 24 apartments:

IND. UNIT NO	FLOOR NAME	APARTMENT TYPE	GROSS AREA FOR SALES (m ²)
475	1	A1 Flat	210
476	1	B1 Flat	96
477	1	C Flat	238
478	1	B2 Flat	96
479	1	A2 Flat	210
480	2	A1 Flat	210
481	2	B1 Flat	96
482	2	C Flat	238
483	2	B2 Flat	96
484	2	A2 Flat	210
485	3	A1 Flat	210
487	3	C Flat	238
489	3	A2 Flat	210
490	4	A1 Flat	210
492	4	C Flat	238
494	4	A2 Flat	210
495	5	A1 Flat	210
499	5	A2 Flat	210
504	6	A2 Flat	210
509	7	A2 Flat	210
513 - 514	8	D2 Flat	306
518 - 519	9	D2 Flat	306
523 -524	10	D2 Flat	306
537	13	D2 Flat	306
TOTAL			5080

- Currently, types A2 and B2 located on Floors 8, 9 and 10 are combined to form Type D2 Apartment:
- Subject office, individual unit number 583, is located in Block E3 at 1st floor, and has a usable area of 900 m² according to title deed project. Property consists of a reception area, 4 meeting rooms, 5 manager rooms, personnel offices, open office areas, archive, storage, mechanic room, toilets and kitchen sections. Flooring is laminate parquet in some sections and ceramic in other sections, walls are satin paint, and ceilings are plastic painted suspended type.

5.3. ADVERSE OR RESTRICTIVE FACTORS ON VALUATION

For subject properties, 15 "**Building Registry Documents**" are issued in accordance with Provisional Article 16 of Act No 3194. Pursuant to Act No 3194, Building Registry Document is valid until reconstruction of the building, or application of the urban transformation. In case of renewal of the buildings issued with Building Registry Document, provisions of applicable zoning legislation shall apply. The earthquake resistance and conformity of the building to scientific and craft norms and standards are under responsibility of the landlord.

5.4. INFORMATION ABOUT, IF ANY, ESTABLISHED INCONSISTENCIES WITH LICENSE IN RESPECT OF THE EXISTING BUILDING, OR PROJECT UNDER CONSTRUCTION

As a result of the examinations conducted on the archive file pertaining to the parcel on which subject properties are located at the zoning archive of Zoning Directorate of Beşiktaş Municipality, there are many orders to stop building reports and municipality decisions issued for the properties. However, building registry documents are later issued for areas claimed to be inconsistent, legalizing said inconsistencies. Detailed information about said reports and decisions, and the building registry documents issued later are provided in the "Information About Project, License, Diagram Etc. Documents Of Property" section of this report.

5.5. INFORMATION AS TO WHETHER ALTERATIONS IN LICENSED BUILDINGS REQUIRE RE-LICENSING UNDER ARTICLE 21 OF ZONING ACT NO 3194.

Necessary licenses and permits have been obtained for the buildings located on the parcel pursuant to applicable legislation, and building registry documents have been issued as part of "zoning peace" pursuant to Provisional Article 16 of Zoning Act No 3194.

5.6. INFORMATION ABOUT ACTUAL USE OF THE PROPERTY, AND, IF LAND OR PLOT, IF THERE IS ANY BUILDING ON IT AND, IF EXISTS, ACTUAL USE OF THESE BUILDINGS

As of the valuation date, all buildings existing on the subject property have their building occupancy licenses and building registry documents, and actual use of them are consistent with their pre-defined functions.

6. SECTION ANALYSIS OF MARKET DATA

6.1. ECONOMIC OUTLOOK

The period from the last quarter of 2019, and first two months of 2020 was mainly characterized with a high level of economic and commercial activity, on the course of the accelerating economic recovery. However, as of March 2020, when the disease started in China in the last months of 2019 has stormed the entire world, including Turkey, economic activity observed to have been slowing down.

Despite March data of consumer confidence index pointed out a rather limited downturn, real industry confidence index and manufacturing industry purchasing managers' index (PMI) showed a sharp fall. Effects of pandemic on the economic activity have deepened in April. Slowing economic activity and activities in some industry which almost came to a standstill put pressure on the cash flows of the real industry, ramping up demand for precautionary liquidity in the economy. Just like in most countries, policy-makers in our country has taken policy steps in order to restrict the negative effects of the pandemic.

In the first quarter of 2020, annual growth of GDP realized at the level of 4.5%. Being 753.7 billion USD at the end of 2019, annualized GDP in USD is increased to 758.1 billion USD as of first quarter.

Following the sharp decline of the economic activities in April, normalization course in May and April points out that a recovery has been commenced. Having contracted by 30.2% in April compared to the previous month, industrial production grew by 17.4% in May. Likewise, following the sharp decline, retail sales and turnover index has gradually entered in recovery course in May. In the normalization course starting by June, recovery in economic activity started to become more evident. Seeing bottom levels in April with 33.4, manufacturing industry purchasing managers index (PMI) reached the highest level of the last two and half years, with 53.9, as of June. Industrial confidence indices point out to a relatively slow recovery in services and retailing, while a rapid recovery in construction and manufacturing industry. According to some evaluations, said development was enabled by the campaigns housing and automobile loan campaigns launched in June.

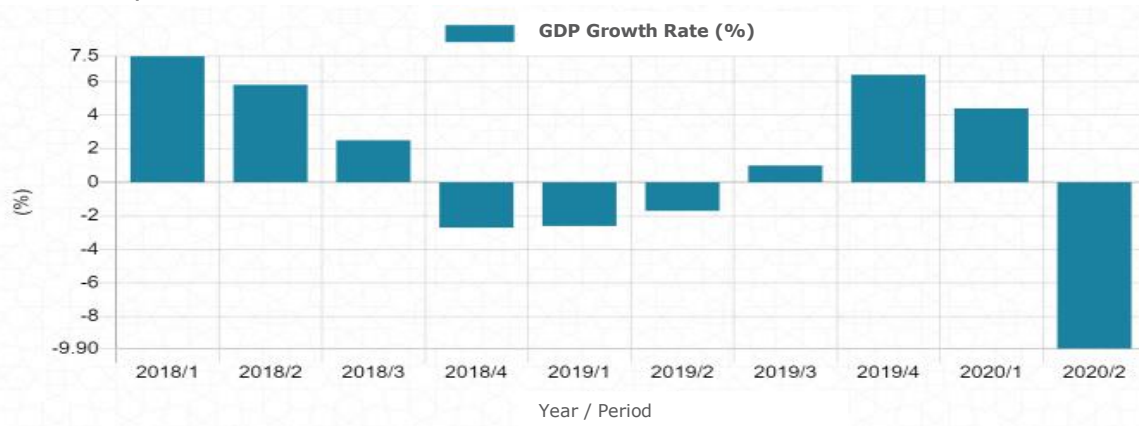
Continuing to decline in April with the effects of declining international commodity prices, inflation started to rise due to the effects of normalization course in May and June. Annual General Consumption Prices Index (TUFİ) inflation recorded as 11.86% at the end of first quarter of 2020 declined to 10.94% in April. However, it rose to 11.39% and 12.62% in May and June, respectively. On the other hand, producer price index (UFE) inflation follows a fluctuating course. Recorded as 8.50% in March, general UFE annual inflation continued to regress in May declining to 5.53%. And it rose to the level of 6.17% in June.

As the foreign demand was weaker than the domestic demand during the pandemic, trade balance continued to deteriorate in the second quarter. In the second quarter, trade deficit swelled up to 10.8 billion USD Dollar compared to 7.9 billion US Dollar in the same period of 2019. In the first half, export shrunk by 15.1%, and 3.2%, for import, on annual basis. Trade deficit grew up to 23.8 billion US Dollar in the first half of 2020, compared to 13.8 billion US Dollar in the first half of 2019. To restrict the effects of the pandemic, besides reduction in interest rates, Central Bank of Turkey implemented liquidity measures, continuing these measures in the second quarter despite slowing them down. In addition to the 100 base-points reduction in April, Central Bank of Turkey reduced interest rates by a further 50 base-points. However, reductions discontinued in June taking account of the growing risks on the inflation.(*)

(* Source: GYODER Turkish Real Estate Industry 2020 - Q2 Report

6.1.1. GDP GROWTH RATE

Turkish Economy shrunk by 9.9% in the second quarter of 2020, compared to the same period in previous year. In the period of 2003 to 2019, Turkish Economy grew by, on average, 5.3% annually.



Source: TUIK

6.1.2. INFLATION

According to the Inflation Report of Central Bank of Turkey, in the third quarter, annual consumer inflation, with 11.75, followed a course close to the upper limit estimate provided in the Inflation. Despite the past evaluations predicting that inflation will enter into a declining course in the second half of the year once demand-side disinflationist effects become evident, inflation followed a higher course than predictions due to the strong acceleration in loans, and value loss in Turkish Lira. Annual inflation declined to 11.75% from 12.62% in June thanks to the base effects in alcoholic beverage, tobacco products and energy groups, while trends in core inflation indicators remained at high levels. In this period, quarter increase in seasonally-adjusted consumer prices recorded as 2.92 percent. Despite declining as a result of the normalization measures, the effects of the pandemic on the unit costs was still felt in third quarter. On the other hand, high increases in the producer prices depending on the foreign exchange rates and petroleum prices continued to put pressure on the consumer prices. In this period, while inflation expectations were raising, it is important to note that there were differences between industries in terms of pricing behaviors. Cost increases in durable goods groups, where demand still strong, are observed to be reflected in the prices strongly, whilst inflation in the groups which were significantly affected by the pandemics such as readywear and services, follows a relatively low levels. Yet, a distinct differentiation is observed in inflation of basic goods and service due to the effects of developments in foreign exchange rates.

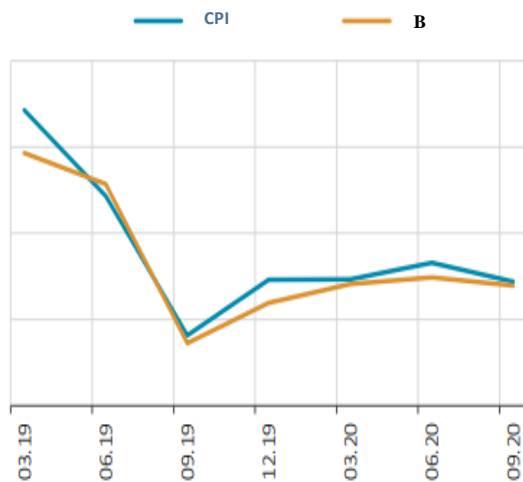


Chart: CPI and B Index* (Annual % Change)

Source: TUIK

* CPI excluding Unprocessed Food, Energy, Gold and Alcoholic - Tobacco Products

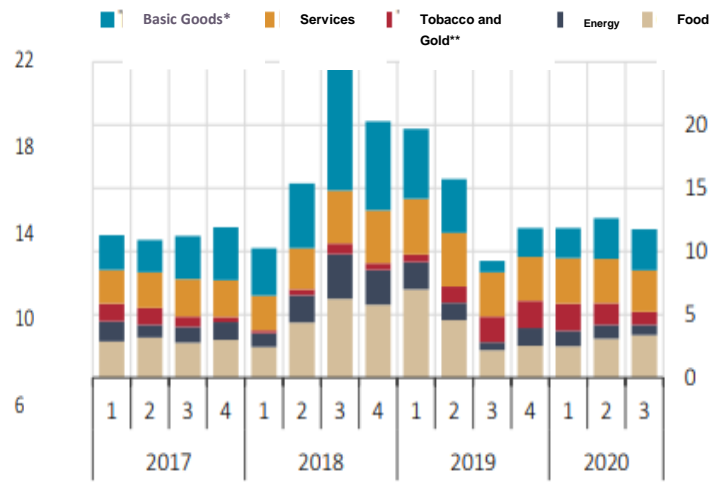


Chart: Contribution in Annual Consumer Inflation (% Point)

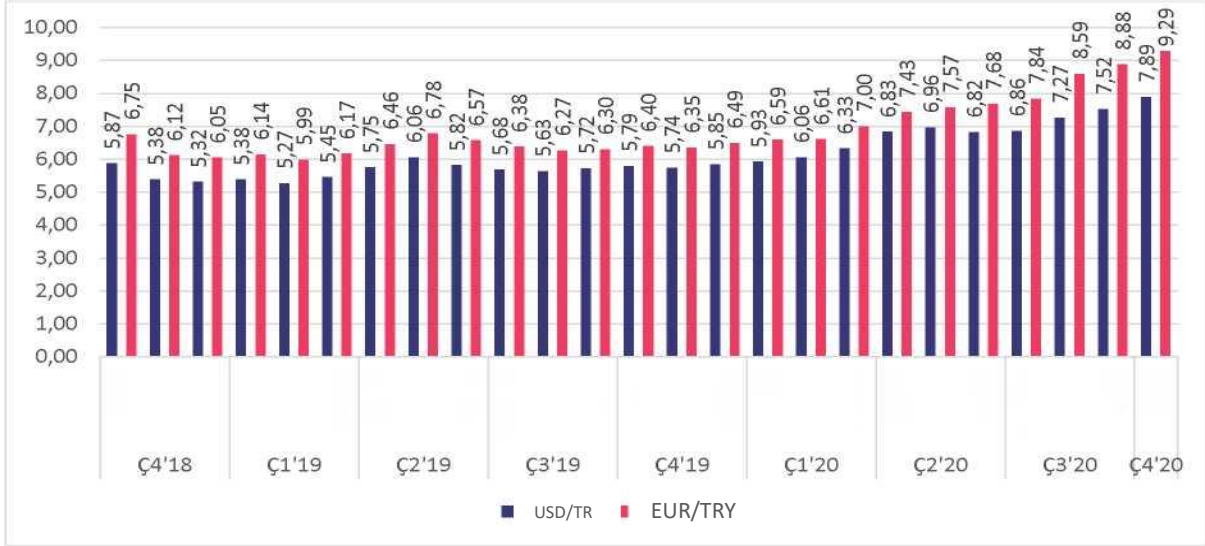
Source: Turkish Central Bank, Turkish Statistics Agency

*Basic Goods: Goods excluding food, energy, alcoholic drinks and tobacco.

**Tobacco and Gold: Alcoholic drinks, tobacco and gold

6.1.3. FOREIGN EXCHANGE RATES

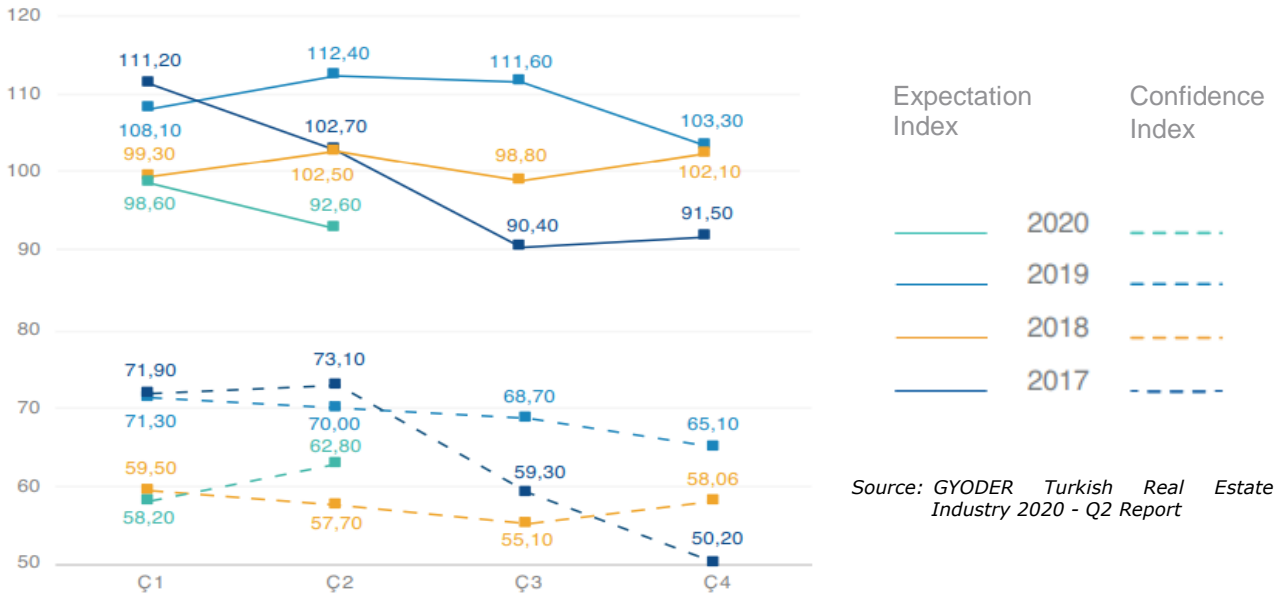
Closing 2020 Q2 at the level of 7.52 and 8.88, respectively, US Dollar and Euro reached to the level of 7.89 and 9.29 in October 2020, respectively.



Source: Central Bank of Turkey

6.1.4. EXPECTATION AND CONFIDENCE INDICES

Expectation Index published as 92.60, Confidence Index as 62.80 in 2020 Q2, with a decline by 9.7% and rise by 8.8% respectively compared to the same period of last year.

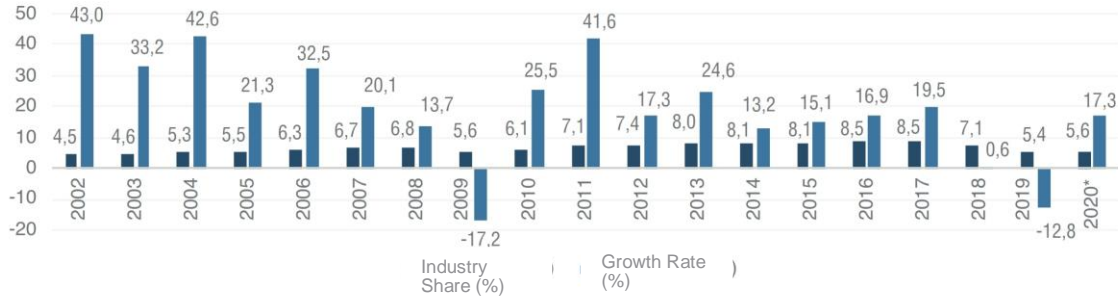


Source: GYODER Turkish Real Estate Industry 2020 - Q2 Report

6.1.5. TURKISH CONSTRUCTION INDUSTRY DATA

Construction Industry's share in GPI realized as 4.8% by the end of 2020 Q3, in current prices via production method. In the same period, construction industry grew by 25.3%, while growth rate in real estate activities realized as 11.5%. GPI increased by 22.6% reaching up to TRY 1 trillion 419 billion 483 million.

Share in GDP (%) and Growth Rate - (Annually)



Source: TÜİK
*Data at the end of 3rd quarter of 2020.
**Figures of previous period updated.

Figures of Construction Industry vs. National revenue Growth (%)*



Source: TÜİK
*Figures of previous period updated.

Quarterly Growth (%)*



Source: TÜİK
*Comparison with same period of last year.
**Figures of previous period updated.

Quarterly Share in GDP (%)



Source: TÜİK

6.1.6. OUTLOOK OF HOUSE SALES

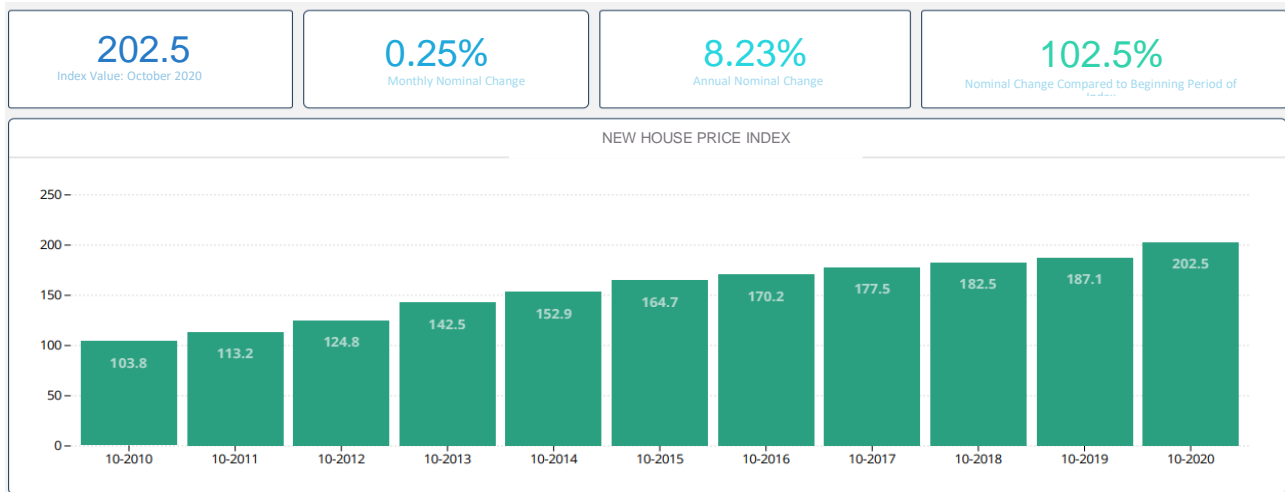
Despite the economy stagnation in the April and May due to the global pandemic, house sales in the second quarter of 2020 rose by 14% closing the period at the level of 283,731 units, compared to the same period of the previous year. Accordingly, as of May, the housing prices have witnessed the highest monthly change ever seen so far, with 6.4%, which is partly thanks to the mortgage campaigns launched by public banks as of June having a positive effect on the house sales, as well as delayed demand due to the global pandemic.

In the second quarter of 2020, first-hand sales declined by 8.1% and second-hand sales rose by 28%, compared to the same period of the previous year. The share of the first-hand sales in the total sales recorded an increase compared to previous quarter and realized as 31.8% quarterly, whilst regressed in June to 30.9% which is the lowest level in the dataset. Mortgage sales increased by 206.7% compared to the same period of past year thanks to the reduction in mortgage interest rates, while other sales had the lowest number of sales in quarterly basis since the first publication of the data, falling by 28.3% compared to the same period of the past year.

Increased demand thanks to the mortgage campaign and delayed demand has positively affected the housing prices as of the second quarter, and house pricing index on real basis has increased by 23.1% annually in May, 2020, compared to the 1.5% in May, 2019.

Sales made to foreigners continued to decline realized at the level of 0.9% due to the combined effects of high domestic demand, global pandemic and travel restrictions. However, it increased by 93.5% in June on the monthly basis. In the housing sales made to foreigners in the second quarter, Istanbul ranks first with a share of 46.1%, followed by Antalya with 16.80%.

According to the results of October 2020 of REIDIN-GYODER New Housing Price Index, a nominal increase by 0.25% realized in October compared to previous month, by 8.23% to the same period of previous year, and by 102.50% to the January 2010, the first year of the Index.



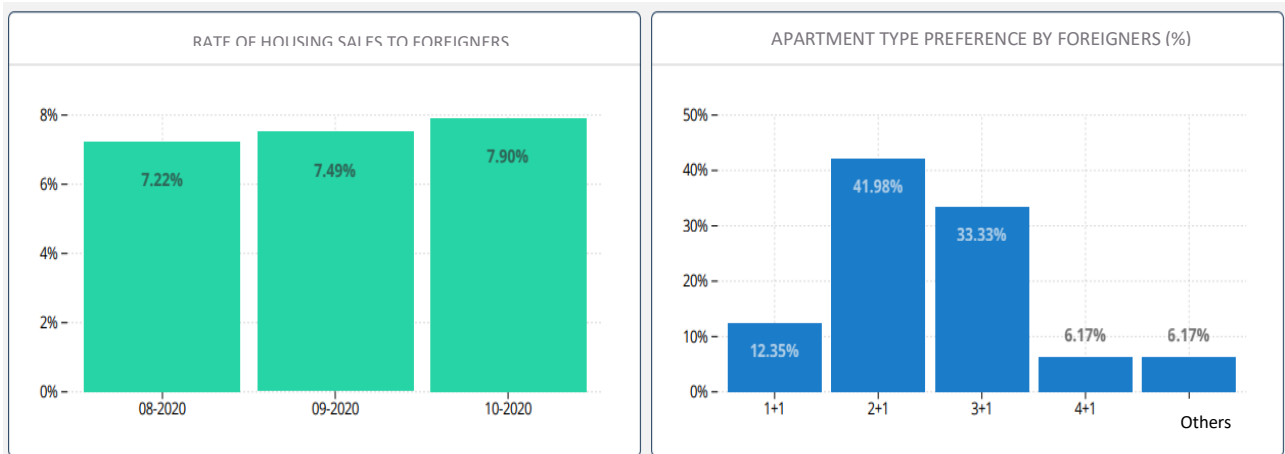
New Housing Price Index realized a nominal increase in October by 0.42% for 1+1 house type, 0.21% for 2+1 house type, 0.15% for 3+1 house type, 0.18% for 4+1 house type, compared to the previous month.



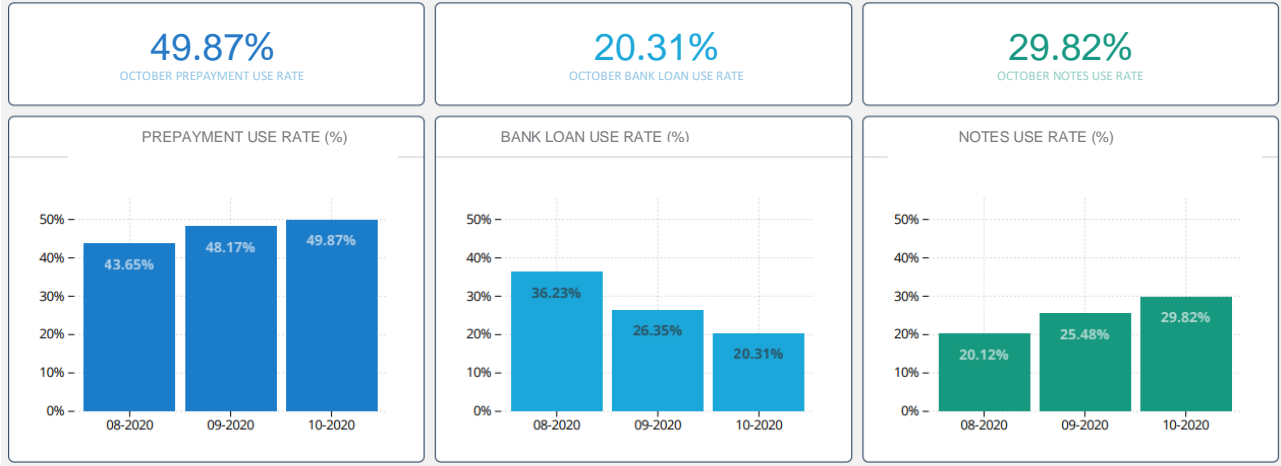
In October, Sales as part of branded housing projects has been observed to fall by 7,46%. Branded houses sold in July consists of completed house stocks with 45.60%, and stocks of houses under construction with 54.40%.



It is observed that 7,90% of the sales realized as part of branded housing projects in October 2020 made to foreign investors (the last 6-months average is 6%). In October, 2+1 houses are seen to have the highest sales ratio, with 41.98%.

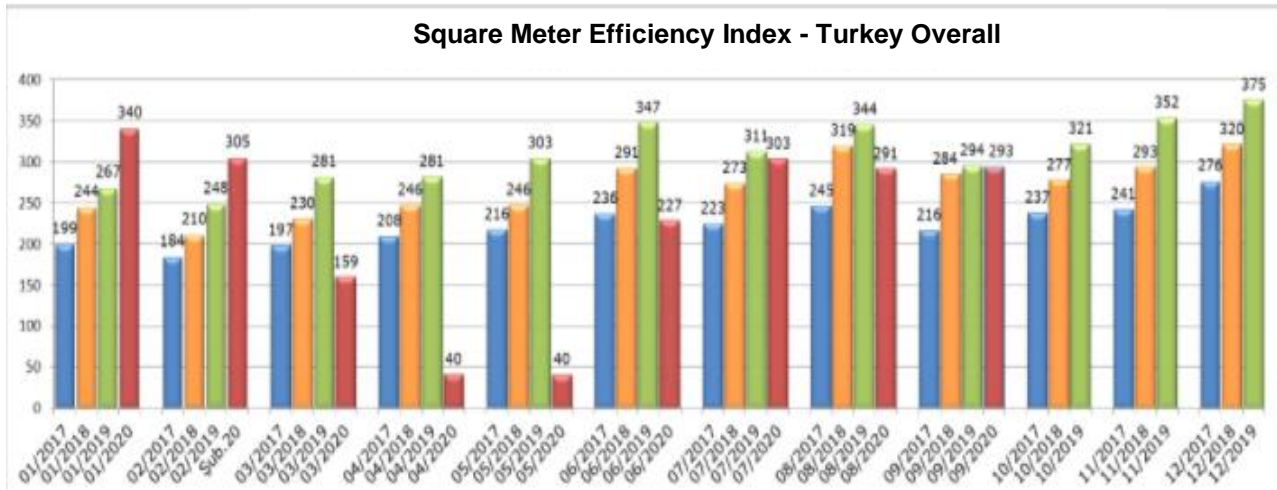
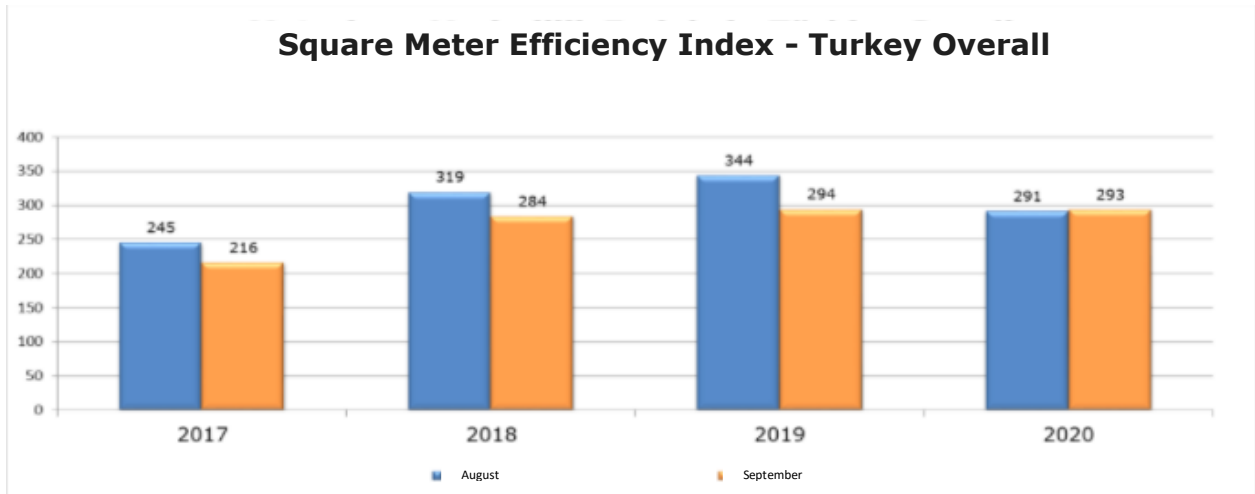


In an analyses on advance payment, notes and bank loans preferences of the customers who purchased houses from branded projects, in October, 49,87% preferred advance payment, 20,31% notes, %29,82 bank loan.



6.1.7. TURKISH RETAILING MARKET AND SHOPPING MALLS

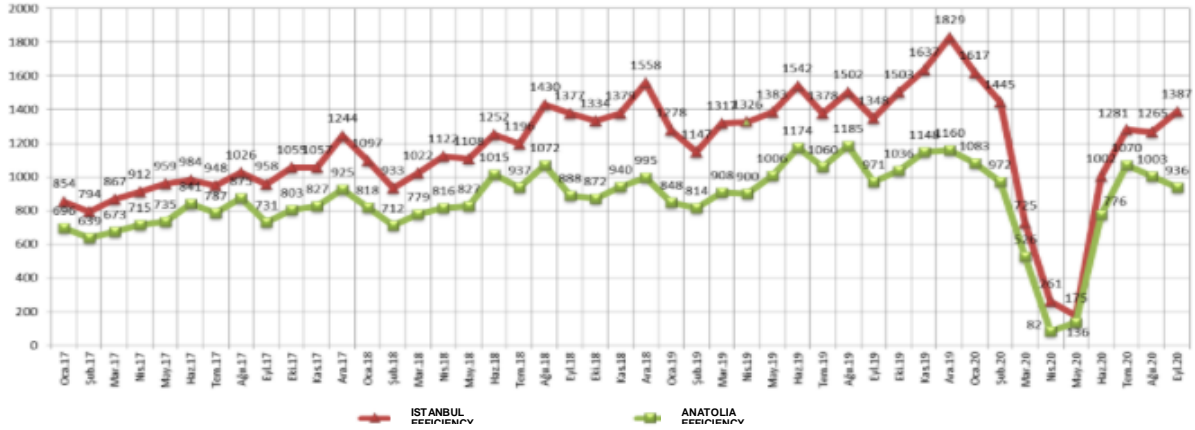
According to the results of September results of the SM Retailing Index, created as a joint effort of Association of Shopping Malls and Investors and Akademetre Research Company; turnover index increased by 0.7 points reaching up to 293 points, before inflation adjustment, compared to the August 2020.



*Turnover index is calculated by taking weight of GLA sizes of Anatolia and Istanbul.

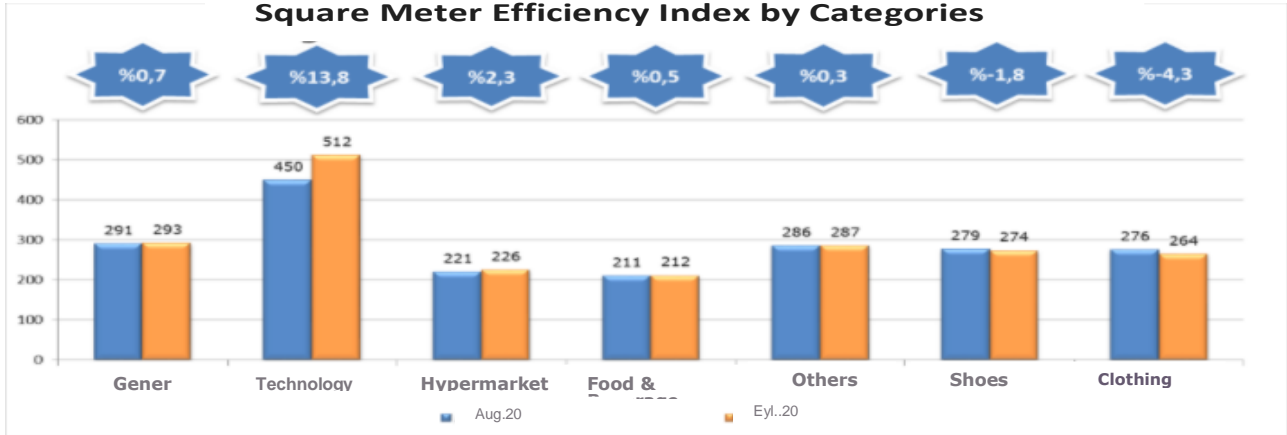
In September 2020, turnovers per lettable area in SMs realized as TRY 1,387 in Istanbul, TRY 936 in Anatolia. Square Meter Efficiency overall Turkey realized as TRY 1,116 in September 2020.

Monthly Turnover Analysis per m2 (Turnover/m2)

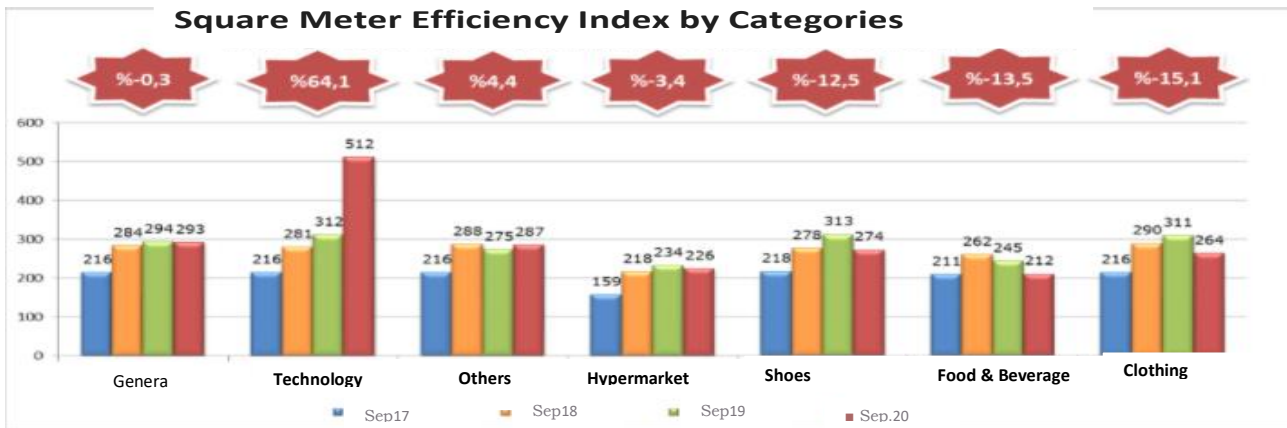


In September 2020, square meter efficiency index by categories reached up to 264 points in Ready-wear, 274 points in Shoes, before inflation adjustment, compared to August 2020. Technology category increased by 13.8 percent reaching up to 512 points, Hypermarket by 2.3 percent up to 226 points, Food & Beverage by 0.5 percent up to 212 points, and others category by 0.3 percent up to 287 points.

Square Meter Efficiency Index by Categories



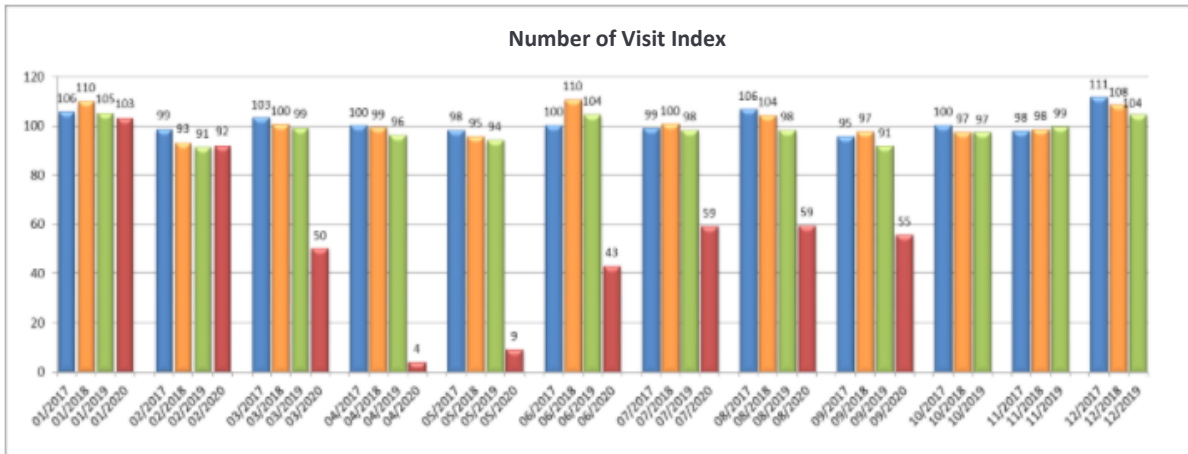
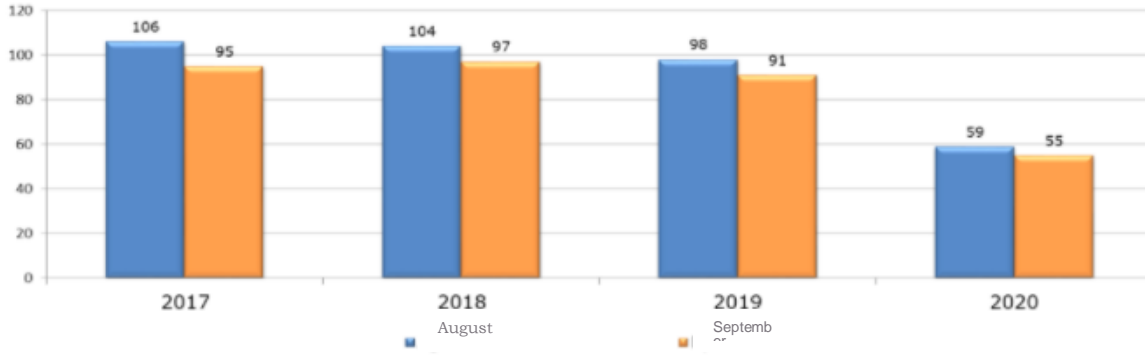
Square Meter Efficiency Index by Categories



* Others category includes stores such as construction market, furniture, home textile, gift items, toys, movie theatre, personal care and cosmetics, jewelry, hobby, pet shop, tailor and shoe repair services, exchange services, dry cleaning and pharmacy.

In September 2020, number of visits declined by 6.8 percent compared to August 2020, and realized as 55 points.

Number of Visit Index



The following table shows the standards created by International Council of Shopping Malls, and accepted and implemented by Association of Shopping Malls and Retailers, and the shopping malls which conform to these standards.

SHOPPING MALLS STANDARDS		
SM Type	Size	Lettable Area (m2)
TRADITIONAL	Very Large	80,000 and above
	Large	40,000 - 79,999
	Medium	20,000 - 39,999
	Small	5,000 - 19,999
SPECIALTY	Large Retailing Park	20,000 and above
	Medium Retailing Park	10,000 - 19,999
	Small Retailing Park	5,000 - 9,999
	Outlet	5,000 and above
	Theme (Entertainment Focused)	5,000 and above
	Center (Not Entertainment Focused)	5,000 and above

The following table summarizes the information about some shopping malls located in Istanbul.

SHOPPING MALL	STORE NO	OPENING DATE	TOTAL LETTABLE AREA (m ²)	PROJECT TYPE PER ITS STANDARDS
Marmara Forum	320	31.03.2011	135,000	Very wide
İstanbul Cevahir AVM	330	15.10.2005	117,972	Very wide
Marmara Park	250	18.10.2012	100,000	Very wide
İstinye Park	279	21.09.2007	86,026	Very wide
Square	50	15.08.2007	70,000	Wide
Zorlu Center AVM	185	26.10.2013	66,600	Wide
Tepe Nautilus	117	24.09.2002	51,776	Wide
CarrefourSA İçerenköy	129	01.04.1996	47,250	Wide
Maxi City - Silivri	36	14.07.1998	45,000	Wide
Aqua Florya	140	04.10.2012	45,000	Wide
Galleria	149	14.07.1988	42,974	Wide
M1 Tepe Kartal	42	06.07.2000	41,000	Wide
Profilo AVM	207	09.05.1998	40,800	Wide
Kanyon	160	01.05.2006	40,600	Medium
Nişantaşı City's	126	18.01.2008	36,800	Medium
Palladium	233	25.09.2008	35,809	Medium
Akmerkez	164	18.12.1993	33,048	Medium
Migros Beylikdüzü	105	13.12.1997	33,000	Medium
Metrocity	141	30.04.2003	32,638	Medium
Capitol	158	18.09.1993	31,000	Medium
CarrefourSA Maltepe	106	01.06.2005	30,500	Medium
Sapphire	245	04.03.2011	27,000	Medium
CarrefourSA Bayrampaşa	73	01.06.2003	25,030	Medium
Astoria	110	23.01.2008	25,000	Medium
Carousel	117	29.01.1995	24,400	Medium
Beylicium	128	01.06.2006	20,000	Medium
CarrefourSA Haramidere	60	01.10.2001	17,831	Small
MKM	21	24.09.2005	15,000	Small
Atrium	193	12.08.1989	11,232	Small
Atrius	80	17.12.2005	11,000	Small
Maxi City İstinye	19	11.09.2003	11,000	Small

6.1.8. ISTANBUL OFFICE MARKET

Istanbul Office market is overshadowed by COVID-9 Pandemic and economic indicators, which was the main issue for all markets in the world in 2020. Despite strict measures implemented to combat with the pandemic which affected the entire world as of March was loosened as of June, the increasing number of the cases towards the end of the summer has urged Turkish government, like many countries, to resume the strict measures. Therefore, Istanbul Office market entered the period of "wait and see" in the third quarter.

Despite the general supply in the Istanbul Office remains at the same level of 6.46 Million m² due to the pandemics, the necessity of the solutions for the health working spaces will require supply to be restructured. While leasing transactions amounted to approx. 41,255 m² in the second quarter, total leasing transactions in the first half of the year realized as 132,118 m². In this present 2020 Q3 period, the companies which shifted to home-office work system and/or alternating working at office due to the pandemic, have accelerated the optimization efforts in the office areas. Most international companies announced that they will start working at offices in full time in the second half of 2021, whilst they started to give signals that home-office work system may become permanent. In this transition period, it is observed that many companies reduced the sizes of their office areas, or shifted to the flexible leasing model.

The market, except relatively highly-demanded regions such as Levent, Maslak, Kozyatağı, had a stagnant period in the third quarter of 2020. Vacancy rate in CBA Class A office buildings is calculated as 31%, whilst vacancy rate in Levent rose up to 38.8%.

Situation of the markets and declined demand caused new project to be postponed. No evident growth was observed in Istanbul office stock. In the 3rd quarter of the 2020, only a few small-scale office buildings are opened for use. According to the current stock size, in the third quarter of 2020, the share of CBA is calculated as 34%, Non-CBA-Europe as 18%, Non-CBA Asia as 23% and Developing Office Regions (Kağıthane, Bomonti-Piyalepaşa, Kartal-Maltepe, Batı Ataşehir) as 25%.

In the third quarter of 2020, average rents in Class A office buildings continued to decline. Average rent of CBA Class A office buildings was regressed to 16,10 USD/m²/month in this quarter, whilst the decline at the end of last four quarters is found out to be 11%. It is important to note that the decline in the average rents is mainly caused by fast devaluation in Turkish Liras, rather than effects of the pandemic. As long as pandemic continues, uncertainty over office markets will stay. In the new world order after development of the vaccine, work models will be reviewed again. In this transition period, Istanbul Office Market will undergo a uncertainty period in parallel with other office markets. In the period until when office use methods become clear, it is expected to have increased rates of vacancy depending on the downsizing and decreased average rents.

The vacancy rate of Class-A office buildings in Non-CBA-Europe declined in the last four quarters. In the fourth quarter of 2019, vacancy rate is calculated at the level of 26.4%. The vacancy rate of NON-CBA-Europe Class B office buildings has preserved its level of 25%² in beginning of 2020 in the following period as well. The vacancy rate of Class B office buildings in Non-CBA-Europe realized as 25.3% in 3rd Quarter of 2020. (*)

(*) Source: Propin Istanbul Office Market Outlook 2020 - Q2 Report

6.2. REGIONAL ANALYSIS

6.2.1. BEŞİKTAŞ TOWN

Beşiktaş town is located in European Side of Istanbul city. Town is surrounded by Sarıyer town in the north, Şişli and Kağıthane towns in the west, and Beyoğlu town in the south-east, and Istanbul Strait in the east. Region has no high elevations. However, neighborhoods such as Levent, Etiler, Yıldız are located at high altitude compared with the neighborhoods located along the shore. It has a surface area of 11 km² and a shore length of 8.375.

In the Byzantium period, Beşiktaş was a major settlement center situated by the shores of Bosphorus. Beşiktaş gained its identity of a settlement in the Ottoman Period. This is mainly due to the Ottoman State's full conquest of the Black Sea. Beşiktaş town was the home of the Ottoman throne until dissolution of the empire. Previously organized under the Beyoğlu town, Beşiktaş is given the status of town in 1930. When Beşiktaş becomes a city in 1930, it has 14 neighborhoods. In the last 50 years, the number of neighborhood increased to 23 with new

settlements. The settlements, except for the historical neighborhoods such as Beşiktaş, Ortaköy, Kuruçeşme, Arnavutköy and Bebek, which forms the core of the Beşiktaş Town, have emerged in the last fifty years. With the estate project launched on the land of historical Levent Ranch in 1950, the foundations of the Levent neighborhood are laid down, followed by Etiler, Konaklar, Akatlar, Nispetiye, Levazım, and Kültür neighborhoods in the last 40 years.

As the Beşiktaş is a central town, access and transportation is easy. Access to the town center is via public roads and sea ways. There are two stations of Şişhane-Hacıosman Subway, remaining in the Beşiktaş town, as Levent and 4th Levent.

The town hosts the central campuses of the Bosphorus, Yıldız Technical, and Galatasaray Universities, and some main units of the Bahçeşehir, Beykent, İtambul Technical and Mimar Sinan Universities. Beşiktaş Cultural Center, established by Necati Akpınar and Yılmaz Erdoğan in 1994 has become popular in Turkey in the areas of theater, television, cinema and organizations. In addition, Ortaköy, Mustafa Kemal, Levent and Akatlar Cultural Centers are among important show and performance venues.

Town is an inspiring region of the İstanbul in terms of house construction. Especially, Levent, Etiler, Bebek neighborhoods are examples of modern urbanization. Existing buildings are generally reinforced-concrete and masonry, with sporadic historical wooden masonry buildings. Also, town has skyscraper type business centers. These workplaces are located in the region of Etiler and Levent.

According to 2018 results of Address-Based Census System (ADKNS) prepared by Turkish Statistics Agency (TUIK), total population of İzmir is 181,074.

6.3. SUMMARY OF THE FACTORS AFFECTING THE VALUE OF PROPERTY

Positive Factors:

- Central location,
- Accession convenience,
- Capability of advertising,
- Customer attraction,
- Being located in a region with high rent revenue,
- Contained in a shopping mall,
- High business potential of the vicinity,
- Existence of garage,
- Flat ownership,
- Completed infrastructure of the region.

Negative Factors:

- Substantially adverse effects of the pandemic and resulting restrictions on shopping malls on the turnovers and occupancy rates,
- General decline in the demand towards properties due to the excessive exchange rate fluctuations.

6.4. ANALYSIS OF CURRENT ECONOMIC CONDITIONS, PROPERTY MARKET, CURRENT TRENDS AND UNDERLYING DATA AND THEIR EFFECTS ON PROPERTY VALUES

In an analysis of the period of 3-quarters of 2020, it is observed that inflation and indicator interest rates have increased, and house and office sales declined compared to previous year, whilst the construction costs have increased. Also, pandemic has negatively affected the property industry just as all industries. However, a notable activity was observed at the end of 2nd quarter and beginning of 3rd quarter of 2020, which is a result of reduction of the mortgage interest rates to the lowest levels in the history of our country, which is also supported by various campaigns. In addition, 2-months lockdown, and subsequent partial lockdown, as of June 1, of the SMs due to the pandemic has caused substantial loss of turnover, which case led to significant loss of lease for Shopping Malls which agreements are based on rent+turnover. In line with these information, a vicinity analysis is conducted for the region in which property is located, and it is observed that the sales/leasing prices demanded and realized are consistent in themselves, as further verified by the market research. In the region, it is observed that house and office sales price increased at a rate above the inflation band compared to previous year, whilst leases of the shopping malls and commercial properties increased very limited below the inflation band or declined. The market value of the properties are appraised hereunder by taking into account of the location, types, business potentials, advertising capabilities, and the properties provided in the "Factors Influencing Value of Real Properties (SWOT Analysis)" section of this report.

7. SECTION APPRAISAL METHODS USED

7.1. VALUATION APPROACHES

Attention must be paid on the fact that valuation approaches must be proper and associated with the contents of the assets being appraised. The three approaches defined and explained below are the basic approaches used in the valuation. All of them are based on the price balance, expected benefits or substitute economy principles. The basic valuation approaches are as follows:

- Market Approach
- Revenue Approach
- Cost Approach

7.1.1. MARKET APPROACH

Market approach refers to the approach where the indicative value of an asset is determined through identical or comparable (similar) assets which price is attainable.

In the following cases, it is found necessary to apply market approach and a significant and/or meaningful weight must be given to this approach:

- The asset being appraised was sold in the recent period at a price that is suitable to the value basis.
- The asset being appraised or assets substantially similar to it are being traded actively in the market,
- There must be frequent and/or currently observable transactions with respect to the substantially similar assets.

Although in the cases given above it is found necessary to apply the market approach and give significant and/or meaningful weight to this approach, market approach can be applied and/or significant and/or meaningful weight can be given this approach in such additional cases as follows where said criteria cannot be met. Where the market approach is applied in the following cases, the appraiser must consider if other approaches will be applied, and weighted in order to support the indicative value as calculated by the market approach:

- The transactions of the asset being appraised or such substantially similar other assets are not sufficiently up-to-date on account of the market fluctuations and dynamism,
- The asset being appraised or assets substantially similar to it are being traded but not actively in the market,
- While information about market transactions are attainable, existence of the substantial and/or meaningful differences between subject asset and comparable assets, therefore potential requirement of the subjective adjustments.
- Unreliability of the information about up-to-date transactions (for instance, uninformed, imperfect knowledge-based, synergic buyer, collusive, compulsory sales transactions, etc.)
- The important factor that affects the value of the asset being the tradeable price in the market, rather than reproduction cost or revenue generation capability.

7.1.2. REVENUE APPROACH

Revenue approach determines the indicative value by discounting the future cash flows into one single current value. In the revenue approach, the value of an asset is calculated by the present value of the revenues, cash flows or cost savings created by the asset. In the following cases, it is found necessary to apply revenue approach and a significant and/or meaningful weight must be given to this approach:

- Revenue generation capability of the asset being very important factor affecting the value from the perspective of the client,
- While there is reasonable estimates available with respect to the amounts and timing of the future revenues, there are few market benchmarks.

Although in the cases given above it is found necessary to apply the revenue approach and give significant and/or meaningful weight to this approach, revenue approach can be applied and/or significant and/or meaningful weight can be given this approach in such additional cases as follows where said criteria cannot be met. Where the revenue approach is applied in the following cases, the appraiser must consider if other approaches will be applied, and weighted in order to support the indicative value as calculated by the revenue approach:

- Revenue generation capability of the asset being only one of the many factors affecting the value from the perspective of the client,
- There are important uncertainties with regard to the amount and timing of the future revenues with respect to the asset being appraised,
- There is a lack of access to the information about subject asset (for instance, a shareholder without a controlling share may access to the past financial statements, but not to the estimates/budgets),
- Subject asset not yet started to generate revenue but planned to do so.

The basis of the revenue statement is the expectation of investors to generate revenue from their investments and requirement that such proceeds should reflect the level of perceived risks on the investment.

In general, investors are only expected to generate additional revenue for systematic risk (known as "market risk" or "risk that cannot be mitigated via diversification).

7.1.3. COST APPROACH

Cost approach is the approach where the indicative value of an asset is determined by applying the principle of "that one buyer will not pay, for a certain asset, an amount that is higher than the ownership cost of another assets which has the equal benefit to it, acquired by either purchasing or building", unless there are factors such as time causing unnecessary burden, impracticality, and risk. In this approach, the indicative value is determined by calculating the current substitution cost or reproduction cost minus all depreciation shares either in the form of physical deterioration or other forms.

In the following cases, it is found necessary to apply cost approach and a significant and/or meaningful weight must be given to this approach:

- Client capable of reproducing an asset having substantially similar benefits with the assets without subject to any legal restrictions, and client capable of reproducing an asset in a short time so that they will not liable to pay an substantial premium to start using the asset as soon as possible,
- Asset being in capable of generating revenue directly, and very nature of the asset making the revenue approach or market approach impossible to apply,
- Basis of the value used is mainly based on the substitution cost, as in the example of substitution value.

Although in the cases given above it is found necessary to apply the cost approach and give significant and/or meaningful weight to this approach, cost approach can be applied and/or significant and/or meaningful weight can be given this approach in such additional cases as follows where said criteria cannot be met. Where the cost approach is applied in the following cases, the appraiser must consider if other approaches will be applied, and weighted in order to support the indicative value as calculated by the cost approach:

- Client planning to reproduce the an asset having the same benefit, but reproduction of the asset is prohibited due to the potential legal impediments and/or requiring a significant period of time.
- Using cost approach as a cross-check for other approaches (for instance, using cost approach as a mean of confirmation if a business, which is valued on the assumption of an ongoing concern, is actually more valuable if valued on the liquidation basis),
- Asset being created so recently that will make assumptions used in the cost approach extremely reliable.

Value of a partially completed asset, in general will reflect the costs incurred until the creation of the asset (and if such costs contributed in the value), and costs required for client to complete the assets and expectations with respect to the value after considering the profit and risk-related adjustments.

7.2. IDENTIFICATION OF THE METHODS TO BE USED IN THE VALUATION

In line with the Communique of CMB on "Capital Market Valuation Standards" Series No III-62.1 dated 2/1/2017, and decision of Capital Market Board Decision-Making Body No 25/856 dated 6/22/2017, Article 10.4 "Valuation Approaches and Methods" of International Valuation Standards, 2017 UDS 105, stipulates that "Considering the information and conditions as detailed in the valuation study, where it is specially required to have a high level of reliance upon the accuracy and reliability of one single method, then appraisers do not need to use more than one valuation method for valuation of an asset."

Since different methods are used in the calculations of the land share of an individual unit in our Country, cost approach does not always produce reliable results for these properties (apartment, office, shop, etc.) Also, the cost method will not be employed in the valuation because there is no benchmark lands in the region, and subject properties are individual units contained in a main building.

Among the subject properties, 445 unit individual units contained in the Shopping Block all together form a shopping mall. Since there is no bechmark shopping mall with a size that will provide a benchmark for the shopping mall constituted by the properties as a result of the market research, therefore market approach is not employed in appraisal of the value of the properties as a whole.

As currently being an revenue-generating property, **revenue approach method** will be used in the appraisal of the market value of the 445 individual units constituting the Shopping Block as a whole.

For the appraisal of the value of the 27 apartment-type individual unit contained in the Hotel-A Block, and 1 office-type individual unit contained in the Block E3, **market approach method** will be used as there is sufficient benchmark property for sale to calculate their values.

7.3. CONCLUSIONS VIA MARKET APPROACH METHOD

Market approach method is used in order to appraise the market value of the 27 apartment-type individual unit contained in the Hotel-A Block, and 1 office-type individual unit contained in the Block E3.

7.3.1. EXPLANATIONS ABOUT MARKET APPROACH, AND REASONS BEHIND USING THIS APPROACH IN PROPERTY VALUATION

Article 20.1 of Valuation Approaches and Methods, IVS 105 International Valuation Standards provides for "Market approach refers to the approach where the indicative value of an asset is determined through identical or comparable (similar) assets which price is attainable".

By this method, m² unit value is determined for the property by taking into account the similar properties put on the market and sold in the recent period having adjusted the price according to criteria that may affect the market value.

The benchmarks found out are compared in terms of criteria such as location, construction quality, architectural feature, size, and room for negotiation, and interviews conducted with property marketing companies for a current evaluation of the property market, and also data and information available at our office are made use of for this purpose.

According to sub-paragraph (b) and (c) of Article 20.2 of Valuation Approaches and Methods, IVS 105 International Valuation Standards; "There must be frequent and/or currently observable transactions with respect to the subject asset or substantially similar assets" which allows for adoption of the market approach method.

Market approach method is adopted since there are sufficient benchmarks for sale, and regional prices follow a steady course within themselves as a result of the investigations in the overall region.

7.3.2. INFORMATION ABOUT BENCHMARKS WHICH PRICES FOUND OUT, AND SOURCE OF THESE INFORMATION

Information about the apartments put on sale in the vicinity of the properties are provided below.

- 1) The apartment, contained in the Akmerkez Residence, located at Floor 21, marketed as 306 m² is put on sale for TRY 11,000,000.
(m² unit sales price ~ TRY 35,950) Contact: 0212 282 09 09
- 2) The apartment, contained in the Akmerkez Residence, located at Floor 18, marketed as 306 m² is put on sale for TRY 11,500,000.
(m² unit sales price ~ TRY 37,580) Contact: 0212 351 72 75
- 3) The apartment, contained in the Akmerkez Residence, located at Floor 8, marketed as 250 m² is put on sale for TRY 9,500,000.
(m² unit sales price ~ TRY 38,000) Contact: 0212 282 09 09
- 4) The apartment, contained in the Akmerkez Residence, located at Floor 18, marketed as 306 m² is put on sale for TRY 12,000,000.
(m² unit sales price ~ TRY 39,220) Contact: 0532 724 18 07
- 5) The apartment, contained in the Akmerkez Residence, located at Floor 7, marketed as 256 m² is put on sale for TRY 10,500,000.
(m² unit sales price ~ TRY 41,020) Contact: 0532 202 46 20

Information about the offices put on sale in the vicinity of the properties are provided below.

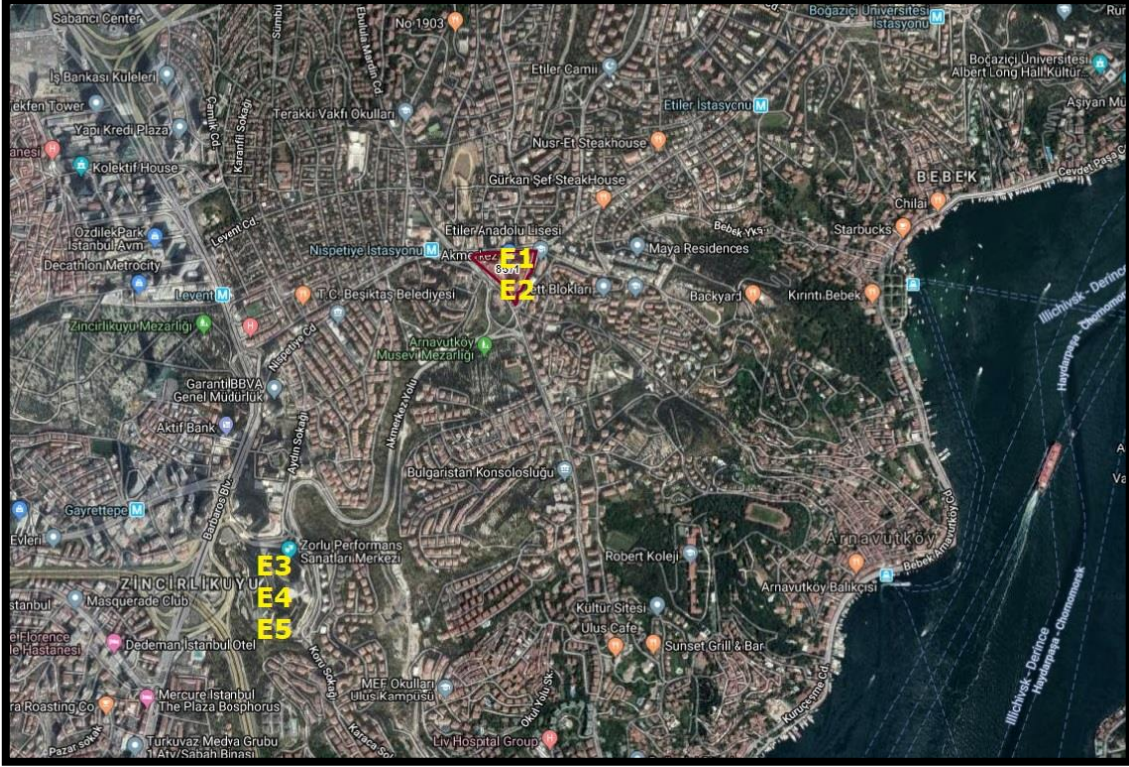
- 1) The office with decoration, contained in the Akmerkez Residence, located at Floor 7, marketed as 256 m² is put on sale for TRY 10,500,000.
(m² unit sales price ~ TRY 41,020)
Contact: 0552 759 32 68
- 2) The office with decoration, contained in the Akmerkez Residence, located at Floor 4, marketed as 750 m² is put on sale for TRY 26,000,000.
(m² unit sales price ~ TRY 34,670)
Contact: 0212 278 05 59
- 3) The office with decoration, contained in the Zorlu Center, located at garden floor, marketed as 500 m² is put on sale for TRY 20,450,000.
(m² unit sales price ~ TRY 40,900)
Contact: 0212 294 50 88
- 4) The office with decoration, contained in the Zorlu Center, located at garden floor, marketed as 341 m² is put on sale for TRY 17,550,000.
(m² unit sales price ~ TRY 51,470)
Contact: 0212 801 80 90
- 5) The office with decoration, contained in the Zorlu Center, located at Floor 3, marketed as 300 m² is put on sale for TRY 14,500,000.
(m² unit sales price ~ TRY 48,330)
Contact: 0533 696 49 61

7.3.3. MAP SKETCHES OF THE BENCHMARKS DERIVED FROM THE ONLINE MAPS, SHOWING THEIR PROXIMITY TO THE SUBJECT PROPERTY

Please find below the map sketches of the benchmarks derived from the online maps, showing their proximity to the subject residential property.



Please find below the map sketches of the benchmarks derived from the online maps, showing their proximity to the subject office-type property.



7.3.4. DETAILED EXPLANATION ABOUT HOW BENCHMARKS ARE CONSIDERED IN THE VALUATION, AND ADJUSTMENTS RELATIVE TO INFORMATION ABOUT BENCHMARK, AND DETAILED EXPLANATION ABOUT REASONS OF ADJUSTMENTS, AND OTHER ASSUMPTIONS

7.3.4.1. SCREENING OF BENCHMARKS

A research conducted on the residential properties and office-type properties of similar nature to the subject properties, located in the vicinity of them, in order to appraise the market value of the subject properties. As a result of interviews made with the property marketing firms and examinations, no information could be accessed about the data on sales concluded in the recent time, and, therefore, information about properties currently put on sale are collected. Information so collected are compared with other information available in our archive, and as a result, it is observed that benchmark information collected from property marketing companies are consistent with our information available at our archive. The following issues are considered in our benchmark research.

- Benchmarks selected by us share the same market conditions with the subject properties.
- Benchmarks selected by us are located in the same building or in the close vicinity of the subject properties, which location details are provided in the information about benchmark section. If any, goodwill difference of the benchmark located in same or close vicinity are indicated, and considered in the valuation.
- In this report, physical properties of the benchmark properties (for lands: size, topography, zoning rights, and geometric properties, etc.; for individual units and buildings: type of unit, size of usable area, building age, construction quality, technical properties, etc.) are considered, and if different, then their comparison is made as part of benchmark analysis.
- In this report, benchmarks are also selected in terms of full ownership transfer; if different (shared ownership, transfer of right of construction, time-shared property) then it is indicated in the benchmarks and these are also considered in their goodwill.
- If there are special sales terms which affect the value of the benchmark properties (marketing period, above/ below general market average, etc.), they are indicated in the market research section and their impact on the value is analyzed.

7.3.4.2. ANALYSIS OF BENCHMARKS FOR SALES

Benchmark apartments for sales are compared for Hotel-A Block, individual unit No 475 in terms of criteria such as location, architectural feature, construction quality, and size; and accordingly unit market value per m² is calculated. For other individual units, their goodwill is adjusted on the basis of value of Hotel-A Block, Individual Unit No 475 in terms of their location within the building. Details about goodwill adjustment work are provided in the work notes available at our company archive.

For location criteria of the benchmarks, adjustments are made to the values of the properties in terms of their proximity to the subject property, center, main road, transportation axes, and their floors, and location at their floors by considering their locations indicated in the benchmark map sketch provided in Section "7.3.3 Map Sketches Of The Benchmarks Derived From The Online Maps, Showing Their Proximity To The Subject Property" of this report.

For the construction quality of the benchmarks, adjustments are made with respect to the criteria such as building style of the building, need for restoration, number of floors, year of construction, etc.

For the architectural features of the benchmarks, adjustments are made with respect to the criteria such as technical and infrastructure properties of the building.

For the size criteria of the benchmark, adjustments are made with respect to the areas of the benchmarks.

Bargain criteria of the counterparts; an adjustment is made by considering the negotiation room information collected from the property marketing companies.

Benchmarks For Sales are compared in terms of location, construction quality, architectural features, size and room for negotiation, and the unit market value per m is calculated and provided in the following table.

GOODWILL CRITERIA FOR APARTMENT MARKET VALUE (%)							
Benchmarks	M ² Price (TRY)	Location	Construction Quality	Architectural Feature	Size	Bargain	Benchmark Value (TRY)
Benchmark 1	35,950	-15%	0%	0%	10%	-10%	30,560
Benchmark 2	37,580	-20%	0%	0%	10%	-15%	28,190
Benchmark 3	38,000	-10%	0%	0%	5%	-15%	30,400
Benchmark 4	39,220	-20%	0%	0%	10%	-15%	29,420
Benchmark 5	41,020	-20%	0%	0%	5%	-15%	28,710
Average							29,460

Benchmark offices for sales are compared for individual unit No 583 in terms of criteria such as location, architectural feature, construction quality, and size; and accordingly unit market value per m² is calculated in the following table.

For location criteria of the benchmarks, adjustments are made to the values of the properties in terms of their proximity to the subject property, center, main road, transportation axes, and their floors, and location at their floors by considering their locations indicated in the benchmark map sketch provided in Section "7.3.3 Map Sketches Of The Benchmarks Derived From The Online Maps, Showing Their Proximity To The Subject Property" of this report.

For the construction quality of the benchmarks, adjustments are made with respect to the criteria such as building style of the building, need for restoration, number of floors, year of construction, etc.

For the architectural features of the benchmarks, adjustments are made with respect to the criteria such as technical and infrastructure properties of the building.

For the size criteria of the benchmark, adjustments are made with respect to the areas of the benchmarks.

Bargain criteria of the counterparts; an adjustment is made by considering the negotiation room information collected from the property marketing companies.

Benchmarks For Sales are compared in terms of location, construction quality, architectural features, size and room for negotiation, and the unit market value per m is calculated and provided in the following table.

GOODWILL CRITERIA FOR OFFICE MARKET VALUE (%)							
Benchmarks	M ² Price (TRY)	Location	Construction Quality	Architectural Feature	Size	Bargain	Benchmark Value (TRY)
Benchmark 1	41,020	5%	0%	-5%	-10%	-15%	30,770
Benchmark 2	34,670	0%	0%	-5%	0%	-10%	29,470
Benchmark 3	40,900	-5%	-5%	-10%	0%	-5%	30,670
Benchmark 4	51,470	-5%	-5%	-10%	-5%	-15%	30,880
Benchmark 5	48,330	-10%	5%	-10%	-5%	-15%	31,410
Average							30,640

7.3.5. CONCLUSIONS VIA MARKET APPROACH METHOD

Based upon the market data, valuation process and benchmark analysis, the unit market values per m² and market values appraised by taking into account location, construction quality, architectural features and size of the subject properties are provided in the following table.

MARKET VALUES					
ITEM	INDIVIDUAL UNIT NO	FLOOR NO	GROSS AREA INCL. OUTBUILDING (M ²)	M ² UNIT MARKET VALUE (TRY)	ROUNDED MARKET VALUE (TRY)
1	475	1	210	29,460	6,187,000
2	476	1	96	30,930	2,969,000
3	477	1	238	29,460	7,011,000
4	478	1	96	30,930	2,969,000
5	479	1	210	29,460	6,187,000
6	480	2	210	32,700	6,867,000
7	481	2	96	33,880	3,252,000
8	482	2	238	32,700	7,783,000
9	483	2	96	33,880	3,252,000
10	484	2	210	32,700	6,867,000
11	485	3	210	32,700	6,867,000
12	487	3	238	32,700	7,783,000
13	489	3	210	32,700	6,867,000
14	490	4	210	33,000	6,930,000
15	492	4	238	33,000	7,854,000
16	494	4	210	33,000	6,930,000
17	495	5	210	36,240	7,610,000
18	499	5	210	36,240	7,610,000
19	504	6	210	36,530	7,671,000
20	509	7	210	36,830	7,734,000
21	513	8	96	33,880	3,252,000
22	514	8	210	36,830	7,734,000
23	518	9	96	34,170	3,280,000
24	519	9	210	36,830	7,734,000
25	523	10	96	34,470	3,309,000
26	524	10	210	37,120	7,795,000
27	537	13	306	37,120	11,359,000
28	583	Garden	900	30,640	27,575,000
TOTAL					199,238,000

As the 513 and 514, 518 and 519, and 523 and 524 are currently combined and used, customer requested us to appraise separate value for each individual unit since they can be marketed by separating them with simple alterations.

7.4. CONCLUSIONS VIA REVENUE APPROACH METHOD

Revenue approach method is employed in the appraisal of the market value of the 445 individual units (Akmerkez Shopping Mall) contained in the Shopping Block among the subject properties.

7.4.1. EXPLANATIONS ABOUT REVENUE APPROACH, AND REASONS BEHIND USING THIS APPROACH IN PROPERTY VALUATION

Revenue approach method supports two basic methods. These methods are direct discounting approach, and return discounting approach.

Direct discounting approach is used to convert the revenue expectation of one single year into a value indicator. This conversion is made in one step by dividing revenue estimate by a suitable revenue rate, or multiplying it with a suitable revenue factor. Direct discounting approach is used when the properties are operated in a balanced way, and there exists abundant number of benchmark sales with similar risk levels, revenues, expenses, physical and locational features and expectation for future.

Return discounting approach is used in order to convert the future interests to the present value indicator by applying a suitable rate of return. This methods requires taking into consideration the potential revenues and expenses within the specified ownership period, in 5 to 10 years. Discounted Cash Flow Analysis (DCF) is the most important example of the revenue discounting. Discounted Cash Flow Analysis is a financial modelling method based upon the definite assumptions with respect to the future revenues and expenses of a property or business. The most common application of DCF analysis is the Internal Rate of Return (IRR) and Net Present Value (NPV).

In this valuation, a study is conducted for calculation of the "Net Present Value". This method assumes that the value of the property will be equal to the sum of the present values of the free cash flows generated by the property in the future years. In revenue discounting approach, net present value of the subject property is calculated for a period of 10 years. Net cash flows generated from the projection are discounted to present values with a discount rate suitable to risk level of the economy, industry and property and accordingly total value of the property is calculated. This total value expresses the (should-be) value of the properties calculated independently of current market conditions.

As currently being an revenue-generating property, **revenue approach method** is used in the appraisal of the market value of the 445 individual units constituting the Shopping Block as a whole.

7.4.2. BENCHMARK DATA USED IN THE ESTIMATION OF CASH INFLOWS AND OUTFLOWS, AND SOURCE OF THESE DATA, AND OTHER ASSUMPTIONS

- 445 individual units contained in the subject Shopping Block have a total gross area of **33,054.52 m²**, including outbuildings, for lease.
- Due to the coronavirus pandemic during 2020, subject shopping mall is exposed to the adverse situations such as lockdown, partial lockdown and visitor restrictions etc. as mandated by the governmental measures. Also, management observed to have extended partial rent discounts to protect the integrity of the shops and occupancy rates. Considering that substantial shifting of the retail sales channel to the online shopping, and change in the habits even after end of the pandemic period, it is estimated that shopping malls may have reduced turnovers compared to the past. Also, it is assumed that revenues will be lower due to the coronavirus pandemic during 2021 as well, and effects of coronavirus pandemic on the economy will be reduced significantly by 2022. Considering all these factors as well as past performance and revenue/expense ratios of the subject shopping mall, rent revenues and percentile revenue and expense distribution estimates are calculated.

- As a result of the examinations on the current monthly market rent revenues generated from properties, as obtained from officers of the landlord company, the total monthly market rent revenue generated from the current tenants of the subject properties are appraised as **TRY 7,373,069**. The figure is appraised on the basis of the last 5-month performance of the shopping mall.
- In the years, 2020 and 2021; it is projected that other total potential rent revenues potentially to be generated from the properties, other than rent revenues, will be approx. at the level of 5.5%. The rate is appraised on the basis of the last 5-month performance of the shopping mall.
- For the year 2022 and beyond; it is projected that other total potential rent revenues potentially to be generated from the properties, other than rent revenues, will be approx. at the level of 6.5%. This rate is appraised with the assumption that economic effects of the coronavirus pandemic will be significant reduced by 2022, considering the average of January and February, 2020 pre-pandemic period.
- In the years 2020 and 2021; management expenses are assumed to be 12.50% of the total revenues, and 14% for fixed expenses which include tax, property insurance and renewal funds, and, 16.50%, for general expenses. The rates are appraised on the basis of the last 5-month performance of the shopping mall.
- In the years 2022 and beyond; management expenses are assumed to be 10.50% of the total revenues, and 10.50% for fixed expenses which include tax, property insurance and renewal funds, and 17%, for general expenses. These rates are appraised with the assumption that economic effects of the coronavirus pandemic will be significant reduced by 2022, considering the average of January and February, 2020 pre-pandemic period.
- In the year 2021, it is projected that monthly rent revenue will increase by 17%, considering also the rent discounts. This rate is appraised with the projection that adverse effects of the coronavirus pandemic will be lower in 2021 than 2020, and therefore there will be an increase up to minimum nominal discount rate.
- In 2022, it is projected that monthly rent revenue will increase by 30% by considering the assumption that there will be significantly less rent discounts, and economic impacts of the coronavirus will be reduced significantly by 2022. This rate is projected by considering that past performance of the shopping mall, substantial shifting of the retail sales channel to the online shopping, and change in the habits even after end of the pandemic period.
- For 2023 and beyond; monthly rent revenue is estimated to increase by 12.50%. This rate is projected by considering the past performance of the shopping mall.
- The property has a current occupancy rate of ~ 97%. Since the monthly market rent revenue indicated in the table is generated from the currently occupied properties, the vacancy rate is disregarded in the valuation.

- Total value of the properties consists of two components as the value in explicit forecast period where cash flows are forecasted, and the value after this definite forecast period. The constant and steady growth model (Gordon Model) assumes that the cash flows to be generated by property will increase steadily and constantly after the definite forecast period. In the constant and steady growth model, the value is calculated by the equation (cash flow of first year after definite forecast period) / (Weighted average investment cost rate) - (Fixed growth rate of the cash flows after definite forecast period). Real peak growth rate is assumed as 0 (zero), used in the Gordon Growth Model, which gives the value of the cash flows after projection period as of the end of projection period.

7.4.3. DETAILED EXPLANATION ABOUT HOW DISCOUNTING RATE IS CALCULATED AND REASONS

With the risk factors summation method, as a relative comparison, the discount rate is calculated by summing the basic rate with the certain risk factors such as macroeconomic risks (country risk), specific industry risks and specific property risks. Rate of the return yielded from risk-free securities lies at the heart of the calculation, and then additional premiums are added to this rate to take into considerations the specific investment risks. With risk factors summation approach, discount rate is calculated as follows: Risk-free Rate of Return (Adjusted to country risk) + Risk Premium

Risk-free Rate of Return; is interest rate of 10-year bond, which is 12.77%, as of report date as the indicator of the returns from these assets. Therefore, risk-free rate of return is taken as 12.50 % in the projection periods.

Risk premium; risk premium added is calculated by considering country, regional, project and management risks. While adding these risks, it is aimed at identifying the liquidification risk, and operation/management risks pertaining to the property. In addition, an adjustment is made for the lower liquidity of said property compared to the financial assets. The scope of this adjustment depends on the period property stayed in the market for sales, and the amount of the profit deprived of during said period. This amount can be measured by comparing the revenues from short-term investments (for example, short-term bonds or certificates of deposit) and the revenues from long-term instruments. Risk premium is regarded as 4.50% by taking into account any kind of potential risks that may arise during sales process of the real estate projects (managerial, economic and seasonal).

After adjustments according to aforementioned factors to include the perceived risks with respect to the subject property, the discount rate taken into account in the calculations is regarded as 17 % (Risk-Free Rate of Return (12,50%) + Risk Premium (4.50)).

7.4.4. CONCLUSIONS VIA REVENUE APPROACH METHOD

As a result of the analysis conducted with the aforementioned assumptions, the results of which are provided in the Discounted Cash Flow chart enclosed herewith, the present financial value of the total revenues of Akmerkez Shopping Mall consisting of 445 individual units contained in the Shopping Block, is calculated as **~ TRY 1,314,052,000**

7.5. THE MOST EFFICIENT AND THE BEST USE VALUE ANALYSIS

The most efficient and the best use is the use of an asset by which the user can yield the highest value. The most efficient and the best use must be a use that is physically possible (feasible), financially profitable, legally allowed and resulting in the highest value. If an optimal use exists, it is possible that the most efficient and the best use of an asset is the current use. However, current use may be distinct from the most efficient and the best use, as well as it can be a proper liquidation case.

Based upon the aforementioned definition, we have the opinion and conclude that the most efficient and the best use of the subject properties will be "**shop, office and apartment**" by considering the locations, sizes, architectural features, construction quality and existing conditions".

8. SECTION EVALUATION OF ANALYSIS RESULTS AND OPINION

8.1. HARMONIZATION OF ANALYSIS RESULTS WITH DIFFERENT VALUATION METHODS AND DESCRIPTION OF METHODS USED FOR THIS PURPOSE AND REASONS

For the appraisal of the value of the 27 apartment-type individual unit contained in the Hotel-A Block, and 1 office-type individual unit contained in the Block E3, **market approach method** is used as there is sufficient benchmark property for sale to calculate their values. As currently being an revenue-generating property, **revenue approach method** is used in the appraisal of the market value of the 445 individual units constituting the Shopping Block as a whole.

Accordingly, the total market value of the 27 apartment-type individual unit contained in the Hotel-A Block, and 1 office-type individual unit contained in the Block E3 is appraised as **TRY 199,238,000 (One hundred nine million two hundred thirty eight thousand Turkish Liras)**, and the whole market value of the 445 individual units contained in Shopping Block is appraised as **TRY 1,314,052,000 (One billion three hundred fourteen million fifty-two thousand Turkish Liras)**.

Total market value of the subject 473 Individual units is appraised as TRY 1,513,290,000 (**One billion five hundred thirteen million two hundred ninety thousand Turkish Liras**).

8.2. REASONS FOR THE MINIMUM INFORMATION AND FACTS NOT INCLUDED IN THE REPORT

There is no minimum information and facts not included in this report.

8.3. OPINION ABOUT WHETHER LEGAL REQUIREMENTS ARE FULFILLED OR NOT AND WHETHER THE LEGALLY MANDATORY LICENSE AND DOCUMENTS ARE FULL AND COMPLETE.

According to Article 22(1)(b) of the Communiqué on Principles of Real Estate Investment Partnerships, "For any kind of buildings and similar structures to be included in their portfolios, it is mandatory that the relevant building occupancy permit has previously been obtained and relevant flat ownership has been established. However, in case structures such as hotel, shopping mall, business center, hospital, commercial warehouse, factory, office building and branches, owned solely or jointly, are fully or partly used only for earning lease revenue, it is deemed to be satisfactory to obtain relevant building occupancy permit and that the type indicated in the relevant title deed certificate is appropriate to the current status of the property. Also, for satisfaction of the foregoing condition to obtain building occupancy license, it is deemed sufficient to have obtained the building registry documents under the Provisional Article 16 of Zoning Act No 3194 of 3/5/1985."

Necessary licenses and permits have been obtained for the buildings located on the parcel pursuant to applicable legislation, and building registry documents have been issued as part of "zoning peace" pursuant to Provisional Article 16 of Zoning Act No 3194. Details about legal documents are provided in the "4.1.5 Information About Project, License, Diagram Etc. Documents Of Property" section of this report.

8.4. IF ANY, OPINION ABOUT ENCUMBRANCES AND MORTGAGES ESTABLISHED ON THE PROPERTY

Management plan, lease annotation and outbuildings as indicated in the title deed records are not of restrictive nature and have no adverse impact on transfer and value of the property under the provisions of (c) and (j) of 22(1) of Communique on Principles of Real Estate Investment Partnerships.

8.5. INFORMATION ABOUT AS TO WHETHER SUBJECT PROPERTY IS SUBJECT TO ANY RESTRICTIONS FOR TRANSFER, EXCEPT FOR ANY MORTGAGE, AND ANY ENCUMBRANCE WHICH MAY DIRECTLY AND SUBSTANTIALLY AFFECT THE VALUE OF THE PROPERTY

We have the opinion and conclude that there is no obstacles which prevents from transferring the subject property under the provisions of capital market legislation upon the examination of the title deed records of the subject property.

8.6. IF VALUATION IS ABOUT A LAND OR PLOT, THEN INFORMATION ABOUT AS TO WHETHER ANY ACTIONS INITIATED FOR PROJECT DEVELOPMENT ON IT WITHIN FIVE YEARS AFTER ACQUISITION DATE

Subject properties are not land or plot.

8.7. IF VALUATION IS ABOUT CONSTRUCTION RIGHT OR TIME-SHARED PROPERTY RIGHT, THEN INFORMATION IF THERE IS ANY RESTRICTIONS WITH RESPECT TO THE TRANSFER OF SAID RIGHTS EXCEPT FOR THOSE ARISING OUT OF AGREEMENTS FOR THIS PURPOSE

Subject properties are excluded from the specified scope.

8.8. OPINION ABOUT IF THE FUNCTION OF PROPERTY REGISTERED IN TITLE DEED RECORDS, ITS ACTUAL USE, AND INCLUSION IN PORTFOLIO MATCH, AND OPINION ABOUT ANY RESERVATIONS AGAINST INCLUSION IN THE PORTFOLIO

Article 22(r) of the Communique on Principles concerning of Real Estate Investment Trusts of Capital Market Board stipulates that "Title deed type, actual use and type for including the portfolio, of the properties to be included in the Trust portfolio must be in accord with each other. In case of existence of non-performing, or abandoned, risk as indicated in the statements section of the title registry, buildings on the lands and plots owned by Partnership, if said conditions are verified by a property valuation report, and if necessary, and a statement is submitted to Board that said buildings will be demolished and necessary changes will be made in the function of the properties as registered in the title deed office, then the condition defined in the first sentence shall not apply.

Actual use of the properties conform to the function of properties as indicated in the title deed records. We have the opinion and conclude that there is no risk against inclusion of the properties in the "buildings" title of a portfolio of Real Estate Investment Partnership as well as lease and transfer (sales) of the properties under the provisions of capital market legislation.

9. SECTION CONCLUSION

9.1. CONCLUDING SENTENCE OF THE APPRAISAL OFFICER-IN-CHARGE

We have the opinion and conclude that there is no risk against inclusion of the properties in the "buildings" title of a portfolio of Real Estate Investment Partnership as well as transfer (sales) and lease of the properties under the provisions of capital market legislation.

9.2. FINAL VALUE APPRAISAL

Total market value appraised for the properties described in the report upon on-site examination of the properties, by considering their locations, sizes, architectural features, construction qualities, use functions, and market research in the vicinity under the current economic conditions are provided in the following table.

	EXCL. VAT	INCL. VAT
TOTAL MARKET VALUE OF 473 INDIVIDUAL UNITS	TRY 1.513.290.000	TRY 1.785.682.200

- VAT rates are according to the current applicable legislation. Exemptions related with Value Added Tax, exceptions and provisions specific to tax rates of Tax Laws are not taken into account. VAT rate is taken as 18%.
- This report cannot be used by any person or entity other than client entity and under no circumstances, this report can be submitted to 3rd parties other than client entity. Our company disclaims any responsibility that may arise out of use of the copies.

Respectfully submitted for your information. 31 December 2020

(Valuation Date: Thursday, December 24, 2020)

Respectfully yours,

Batuhan BAŞ
(CMB License No: 403692)
Valuation Expert In Charge

Nurettin KULAK
(CMB License No: 401814)
Valuation Expert In Charge

Attachments:

- DCF Chart
- Satellite Views
- Photographs
- Copies of Title Deeds
- Title Deed Documents of Properties
- Letter of Zoning Status
- Building License and Building Occupancy Permit Certificate Details
- Other Documents Examined at Municipality
- Court Decisions
- Building Registry Documents and Map Sketches
- Energy Efficiency Certificates
- Previous Report Information Prepared by Our Company for Real Estate Subject to Appraisal
- Information About Authors of This Report
- CMB License Documents and Professional Experience Documents