

Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş.
2018 Corporate Governance Information Form (CGIF)

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	1
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	N/A
The number of special audit requests that were accepted at the General Shareholders' Meeting	N/A
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	Ordinary General Assembly Meeting dated 28.03.2018: https://www.kap.org.tr/tr/Bildirim/662798 and Extraordinary General Assembly Meeting dated 17.10.2018: https://www.kap.org.tr/tr/Bildirim/708828
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	No, the documents related to the general assembly meeting were drafted in both Turkish and English languages. The corporate website contains English version of the general meeting invitation, power of attorney and statement.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	Pursuant to principle 1.3.9, none of the resolutions was made in the absence of the approval of the majority of independent directors or the unanimous votes of attendees.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	None of the related party transactions performed under article 9 of the Corporate Governance Communiqué (II-17.1).
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	https://www.kap.org.tr/tr/Bildirim/667389
The name of the section on the corporate website that demonstrates the donation policy of the company	Corporate Website/ Investor Corner/ Corporate Management/ Policies/ Donations and Aids Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	Ordinary General Assembly Meeting dated 27.03.2013: https://www.kap.org.tr/tr/Bildirim/269489
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	22
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Stakeholders and their attorneys, the Chairman of Board of Directors, some of the Directors, General Manager, Representative of the Independent Audit Firm and authorized employee of the company attended the Ordinary General Meeting for 2017 which was held on 28.03.2018.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	No
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	N/A
The percentage of ownership of the largest shareholder	31,52%
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	No
If yes, specify the relevant provision of the articles of association	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Corporate Website/ Investor Corner/ Corporate Management/ Policies / Profit Distribution Policy
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend	The distribution of dividends was confirmed at the ordinary general meeting for 2017 which was held in 2018.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

General Assembly Meetings									
General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
28.03.2018	0	97,0%	0,1%	99,9%	Kurumsal İnternet Sitesi/ Yatırımcı Köşesi/ Genel Kurul/ Toplantı Tutanakları	Kurumsal İnternet Sitesi/ Yatırımcı Köşesi/ Genel Kurul/ Toplantı Tutanakları	N/A	0	https://www.kap.org.tr/tr/Bildirim/662798
17.10.2018	0	96,9%	0%	100%	Kurumsal İnternet Sitesi/ Yatırımcı Köşesi/ Genel Kurul/ Toplantı Tutanakları	Kurumsal İnternet Sitesi/ Yatırımcı Köşesi/ Genel Kurul/ Toplantı Tutanakları	N/A	0	https://www.kap.org.tr/tr/Bildirim/708653

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Corporate Website / Corporate and Investor Corner
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Corporate Website / Corporate / Shareholding Structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Annual Report/ A. General Information/ 1.4.1.1. Members of Board of Directors and their external duties and 1.4.1.2. Statements of Independent Directors
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Annual Report/ A. General Information/ 1.4.1.4. Committees under the Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Annual Report/ A. General Information/ 1.4.1.5. Meetings held by the board of directors and attendance of directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Annual Report/ Ç. Corporate Activities and Important Developments Regarding the Activities/ k) Information about regulatory modifications which might have a significant impact on the corporate activities
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Annual Report/ F. Other Matters/ o) Information about Important Litigations Filed against the Company and Potential Results
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Annual Report/ F. Other Matters/ p) Information about Conflicts of Interest between the Company and External Companies Providing Services on Investment Consultancy, Rating and the like and Measures Taken for Preventing Conflict of Interest
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Annual Report/ F. Other Matters/ r) Information about Reciprocal Affiliates Involving a Direct Capital Subscription of More than 5%
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Annual Report/ F. Other Matters/ s) Information about the Benefits and Professional Training Provided to Employees and Other Corporate Social Responsibility Activities Conducted for Dealing with Social and Environmental Impacts

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Corporate Website/ Investor Corner/ Corporate Management/ Policies/ Employee Compensation Policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	N/A
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Corporate Governance Committee and Audit Committee
The contact detail of the company alert mechanism.	kurumsalyonetimkomitesi@akmerkez.com.tr denetimdenorsorumlukomite@akmerkez.com.tr
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies.	Corporate Website / Investor Corner/ Corporate Management/ Articles of Association/ Article 19 Encouragement of Beneficiaries to Participate in the Management of the Company
Corporate bodies where employees are actually represented	Employees shall be ensured to participate in management through annual performance assessment meetings, suggestion systems and annual meetings held in the company.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The board of directors is currently preparing the necessary succession plan.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	This is available in the Human Resources Policy and Recruitment Criterias of the company although it is not published on the corporate website.
Whether the company provides an employee stock ownership programme	There isn't an employee stock ownership programme.
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	This is available in the Personnel Regulation of the company and the mentioned regulation is signed by the personnel although it is not published on the corporate website.
The number of definitive convictions the company is subject to in relation to health and safety measures	N/A
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Corporate Website/ Investor Corner/ Corporate Management/ Ethical Principles
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	N/A. Maximum care is given to adoption and application of technologies which are innovative and compatible with the environment in accordance with the environmental policy and the quality policy of the Company. The Company is sensitive regarding its social responsibilities, as well as complying with the regulations and ethical rules concerning environment, consumers and public health. The Company supports and respects the human rights recognized throughout the world.
Any measures combating any kind of corruption including embezzlement and bribery	Corporate Website/ Investor Corner/ Corporate Management/ Ethical Principles

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	20.02.2019
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes, all board members have been released.
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Raif Ali Dinçkök (Chairman of the Board of Directors), Murat Gigin (Vice Chairman of the Board of Directors), Atilla Altınordu (Chairman of Audit Committee and Corporate Governance Committee), F. Dilek Bil (Chairman of the Committee of Early Detection of Risk, member of Audit Committee and Corporate Governance Committee), Davit Braunştayn (member of Corporate Governance Committee), Alize Dinçkök Eyüboğlu (member of the Committee of Early Detection of Risk), Sinan Kemal Uzan (member of the Committee of Early Detection of Risk). There is no transfer of authority except for the task distribution.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Annual Report/ Ç. Corporate Activities and Important Developments Regarding the Activities/ b) Information about the internal control system and internal audit activities of the Company along with the opinion of the board of directors
Name of the Chairman	Raif Ali Dinçkök
Name of the CEO	Murat Kayman (General Manager)
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	The General Manager and the Chairman are not the same persons.
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	https://www.kap.org.tr/tr/Bildirim/721164
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	N/A
The number and ratio of female directors within the Board of Directors	There are three female members in the Board of Directors. In other words, 30% of the directors are female.

Composition of Board of Directors							
Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link to PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
Raif Ali Dinçkök	Non-executive	Not independent director	30.03.2016	-	-	-	-
Alize Dinçkök Eyüboğlu	Non-executive	Not independent director	30.03.2016	-	-	-	-
Ahmet Cemal Dördüncü	Non-executive	Not independent director	30.03.2016	-	-	-	-
Murat Gigin	Non-executive	Not independent director	30.03.2016	-	-	-	-
Sinan Kemal Uzan	Non-executive	Not independent director	30.03.2016	-	-	-	-
Davit Braunştayn	Non-executive	Not independent director	30.03.2016	-	-	-	-
Benat Ortega	Non-executive	Not independent director	27.04.2017	-	-	-	-
Fatma Dilek Bil	Non-executive	Independent director	06.05.2016	https://www.kap.org.tr/tr/Bildirim/597393	Considered	No	Yes
Atilla Altınordu	Non-executive	Independent director	30.03.2016	https://www.kap.org.tr/tr/Bildirim/512768	Considered	No	Yes
Lina Filiba	Non-executive	Independent director	30.03.2016	https://www.kap.org.tr/tr/Bildirim/512768	Considered	No	No

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	4
Director average attendance rate at board meetings	93%
Whether the board uses an electronic portal to support its work or not	No
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	The information and documents related to the meeting agenda of the board of directors are made available to the examination of the members of the board of directors within an adequate time before the meeting by ensuring equal information flow.
The name of the section on the corporate website that demonstrates information about the board charter	Corporate Website/ Investor Corner/ Corporate Management/ Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There are no policies restricting members from taking on other duties outside the company.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented.	Annual Report/ A. General Information/ 1.4.1.4. Committees under the Board of Directors
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/432407

Composition of Board Committees-I				
Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Audit Committee		Atilla Altınordu	Yes	Board member
Audit Committee		Fatma Dilek Bil	No	Board member
Corporate Governance Committee		Atilla Altınordu	Yes	Board member
Corporate Governance Committee		Fatma Dilek Bil	No	Board member
Corporate Governance Committee		Davit Braunştayn	No	Board member
Corporate Governance Committee		Ayşegül Canbaz	No	Not board member
Corporate Governance Committee		Hilal Kayalar	No	Not board member
Committee of Early Detection of Risk		Fatma Dilek Bil	Yes	Board member
Committee of Early Detection of Risk		Alize Dinçkök Eyüboğlu	No	Board member
Committee of Early Detection of Risk		Sinan Kemal Uzan	No	Board member

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report/ A. General/ 1.4.1.4. Committees Under the Board of Directors
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report/ A. General/ 1.4.1.4. Committees Under the Board of Directors
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	The duties and responsibilities of the Nomination stipulated in the Corporate Governance Communiqué are performed and fulfilled by the Corporate Governance Committee. Annual Report/ A. General/ 1.4.1.4. Committees Under the Board of Directors
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report/ A. General/ 1.4.1.4. Committees Under the Board of Directors
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	The duties and responsibilities of the Wage Committee stipulated in the Corporate Governance Communiqué are performed and fulfilled by the Corporate Governance Committee. Annual Report/ A. General/ 1.4.1.4. Committees Under the Board of Directors
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Annual Report / F. Other Matters/ t) Assessment as to Achievement of Operational and Financial Performance Objectives and Justifications for Failure to Achieve, if applicable
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Corporate Website/ Investor Corner/ Corporate Management/ Policies/ Wages Policy for the Board of Directors and Senior Managers
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Annual Report/ B. Financial Benefits Provided to Directors and Senior Managers

Composition of Board Committees-II					
Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number of Reports on its Activities Submitted to the Board
Audit Committee	-	100%	100%	8	8
Corporate Governance Committee	-	60%	40%	7	7
Committee of Early Detection of Risk	-	100%	33%	8	8