

ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD BY AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ FOR THE YEAR 2016

The Ordinary General Assembly Meeting of our Company for the year 2016 shall be held on 27.04.2017 at 11:00 am at the address of Nispetiye Caddesi, Akmerkez Ticaret Merkezi, E-3 Blok, Kat: 1, Etiler, Beşiktaş, İstanbul in order to negotiate and resolve the following agenda items.

AGENDA OF 2016 ORDINARY GENERAL ASSEMBLY FOR AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ

1. Opening, and Establishment of the Meeting Presidency,
2. Reading and discussion of the Annual Report prepared by the Board of Directors for the year 2016,
3. Reading of the Independent Audit Report prepared for the year 2016,
4. Reading, discussion, and approval of the Financial Statements of the year 2016,
5. Release of the Members of the Board of Directors separately for the activities of the Company in 2016,
6. Determination of the manner of usage of the profit, of the rates of profits to be distributed, and of profit shares,
7. Approval of the appointment effected by the Board of Directors due to the vacancy in the Board of Directors during the operating year,
8. Election of a Board member from among the candidates to be nominated by the majority of the bearer shares of Group D, in lieu of Mr. Frederic Yves Marcel Fontaine, a member elected from among the candidates as nominated by the majority of the bearer shares of Group D, since he has declared that he would leave his seat as of April 26, 2017, for the remaining term in office of the leaving member,
9. Determination of remunerations payable to the Members of the Board of Directors and the Independent Members of the Board of Directors,
10. Submission for approval of the election of an Independent Auditor pursuant to the respective decision of the Board of Directors in accordance with the Communiqué on the Independent Audit Standards at the Capital Market as published by the Capital Markets Board, and the Turkish Commercial Code,
11. Providing of information on whether the shareholders having managerial control, members of the board of directors, managers having administrative responsibilities, and their spouses and relatives by blood or marriage up to second degree have been involved in any transactions which may pose a conflict of interests with the Company or its affiliates and/or been involved in any process within scope of commercial activities of the Company or its affiliates in their own names or on behalf of third parties, or been involved in any other company dealings within scope of commercial activities as an unlimited partner of the shareholders in accordance with the communique on corporate governance as issued by the Capital Market Board,
12. Providing Members of the Board of Directors with Consents and Powers defined in Article 396 of the Turkish Commercial Code,

13. Providing the shareholders with information on donations and grants made by our Company in 2016 in accordance with applicable capital market regulations; and presenting of the upper limit determined for donations to be made in 2017 to the general assembly meeting for approval,
14. Providing to the shareholders with information about mortgages, liens, bails, and securities issued on behalf of third parties, and about revenues and interests earned in 2016 in accordance with Article 12 of the Corporate Governance Communiqué,
15. Providing the shareholders with information about purchases, sales, and leases conducted in 2017 as per article 37 of the Communiqué on Principles of Real Estate Investment Trusts,
16. Submission to the general assembly of draft amendments to Article 6 ‘Capital and Shares’, Article 3 ‘Objectives, Fields of Operation, Forbidden Activities, and Investment Restrictions of the Company’, Article 14 ‘Special Decisions, and Compliance to Corporate Governance Principles’, article 17 General Manager and Managers’, Article 21 ‘Audit’, Article 22 ‘General Assembly Meetings and Quorums’ as laid down in the Company’s Articles of Association, for the purpose of extending the validity term of the registered capital ceiling of our Company that is subject to the Registered Capital System, in a format that would be approved by the Capital Markets Board and the Ministry of Customs and Commerce of the Republic of Turkey, to cover the period of time between 2017-2021 (e.g. for five years), subject to the obtaining of necessary consents from the Capital Markets Board and the Ministry of Customs and Commerce of the Republic of Turkey, and addition of the article 19 ‘Supporting the Participation of Beneficiaries in the Company’s Management’ into the Company’s Articles of Association in lieu of the cancelled article 19.