

DISCLOSURE DOCUMENT
ON ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD BY AKMERKEZ
GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ FOR THE YEAR 2024
(ORIGINALLY ISSUED IN TURKISH)

The Ordinary General Assembly Meeting of our Company for the year 2024 shall be held on 28.03.2025 at 11:00 am at the address of Kültür Mahallesi Nispetiye Caddesi, Akmerkez, No:56/1, E-3 Blok, Kat: 1, Etiler, Beşiktaş, İstanbul in order to negotiate and resolve the following agenda items.

Our partners who would not be able to attend the meeting in person are required to issue a power of attorney in conformity with sample power of attorney available in the annex hereto (ANNEX-1), or obtain it from the Company's head office located at the address of Kültür Mahallesi Nispetiye Caddesi, Akmerkez , No:56/1, E-3 Blok, Kat: 1, Etiler, Beşiktaş, İstanbul, or from the official website of our Company hosted at www.akmgyo.com, and also to fulfil such requirements that are listed in the Communique on Voting by Attorneys and Calls for Gathering of Proxies (Communique) No. (II-30.1) of the Capital Market Board, published in the Official Gazette No. 28862 of 24.12.2013. The Representation by a proxy at the General Assembly Meeting shall only be possible through the utilization of the sample power of attorney available in the Annex 1 hereto. In case of appointment of an attorney through the Electronic General Assembly System ("EGBS") in accordance with applicable regulations of the Central Registry Agency ("CRA"), then the utilization of the power of attorney available in the Annex 1 shall not be required provided that it must conform to the principles detailed in the Communique. Shareholders having the right to vote may appoint their attorneys by approving the signature available on the power of attorney issued physically or through the EGBS, or by attaching a signature declaration drawn up before a notary public to the signed power of attorney form.

Pursuant to Article 1527 of the Turkish Commercial Code No. 6102, the shareholders may attend General Assembly Meetings in person, or may also attend them in an electronic environment and cast their votes as such. Attendance to these meetings in electronic environment shall only be possible with the use of secured electronic signatures of the shareholders or representatives. The shareholders who will make EGBS transactions must first have a secure electronic signature and make a one-time phone and e-mail verification on the e-GBS application home page at <https://egk.mkk.com.tr>. In order to participate in the meeting, it is necessary to enter the e-GBS with a secure electronic signature until 21.00 the day before the meeting and it is required to log in to the system with a secure electronic signature starting from 06:00 on the day of the meeting until five minutes before the start of the meeting. Comprehensive information can be found on <https://egk.mkk.com.tr>.

The shareholders or their attorneys wishing to attend the General Assembly Meeting in electronic environment must complete necessary formalities laid down in the "Regulation on General Assembly Meetings of Stock Companies to be held in Electronic Environment" as published via the Official Gazette No. 28395 of 28.08.2012 as well as in the "Communique on Electronic General Assembly System to be Used for in General Assembly Meetings of Stock Companies" as published via the Official Gazette No. 28396 of 29.08.2012. Otherwise they will not be able to attend the meeting.

As the general assembly meeting shall be held in electronic environment, it is kindly requested that the shareholders be ready at the venue of meeting before the meeting time in order to start the meeting in time.

The Activity Report of the Board of directors, Independent Audit Report and Financial Statements for the year 2024, prepared in accordance with applicable provisions of relevant communiques of the Capital Market Board and of the Turkish Ministry of Trade, the proposal on distribution of profits, draft amendment to the articles of association and the detailed disclosure document that includes necessary explanations and documents regarding articles of the agenda in accordance with mandatory Corporate Management Principles shall be published for our shareholders' examination in the legal period three weeks before the meeting date except for the announcement and meeting dates, in the company's central office, on the company's official website which is www.akmgyo.com, and on the Public Disclosure Platform (PDP) on the website www.kap.org.tr.

Please kindly be advised.

Best regards,

AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ

OUR ADDITIONAL DISCLOSURES AS PER APPLICABLE CMB REGULATIONS

Out of such additional disclosures that are required to be made pursuant to the Corporate Governance Principle laid down in the Corporate Governance Communiqué No. II-17.1 as issued by the Capital Market Board, the ones that relate to agenda items are available in relevant agenda items below, and we deliver general remarks in this section.

1. Total Number of Shares Reflecting the Partnership Structure of the Partnership, the Number of Shares Representing Each Group of Privileged Shares, if any, and Information on the Rights to Vote and Attributes of Privileges

The Company's fully paid up capital, issued out of the registered capital cap of the Company in the sum of TL 75.000.000,00, amounts to TL 37.264.000.000. The issued capital is divided into a total of 3.726.400.000 shares, each having a par value of 1 (one) Turkish Piastre, and each share is entitled to one vote at general assembly meetings.

The partnership structure of our Company and voting rights of our shareholders are given in the table below.

Name Surname/Title of Partner	Nominal Value (TL)	Share in Capital (%)	Percentage of Voting Rights (%)
Klepierre S.A.	16.713.907,88	44,85	44,85
Akkök Holding A.Ş.	4.369.354,00	11,73	11,73
Tekfen Holding A.Ş.	3.901.279,04	10,47	10,47
Davit Braunştayn	2.534.461,82	6,80	6,80
Other	9.744.997,26	26,15	26,15
TOTAL	37.264.000,00	100,00	100,00

Details of Shares Representing Capital

The following table shows details of the shares that represent our Company's capital.

Group	Registered/Bearer	Number of Shares	Total Nominal Value (TL)	Capital Percentage(%)	Type of Privilege	Whether Traded on the Stock Exchange
A	Bearer	407.575.000	4.075.750,00	10,93	To propose four nominees for the board of directors	Not traded at the stock exchange.
B	Bearer	284.138.000	2.841.380,00	7,63	To propose three nominees for the board of directors	Not traded at the stock exchange.
C	Bearer	239.887.000	2.398.870,00	6,44	To propose two nominees for the board of directors	Not traded at the stock exchange.
D	Registered	2.794.800.000	27.948.000,00	75,00	To propose one nominee for the board of directors	76,59% traded at the stock exchange.
	TOTAL	3.726.400.000	37.264.000,00	100,00		57,44% traded at the stock exchange.

As of 31.12.2023, the Company has a free float rate of 57.44%.

Pursuant to Article 11(2) of the Company's Articles of Association, the Company's board of directors shall compose of a total of ten (10) members to be elected at the General Assembly Meeting from among the following candidates: four (4) candidates nominated by the majority of Group A registered shares; Three (3) candidates nominated by the majority of Group B registered shares; Two (2) candidates nominated by the majority of Group C registered shares; and one (2) candidate nominated by the majority of Group D bearer shares which have been offered to public, and are represented at the meeting.

However, pursuant to the third paragraph of said article, in the event that class (D) bearer shares comprised of shares subject to public offering and represented in the General Assembly do not nominate a director and/or are not able to decide on a nominee with majority, the board of directors shall be comprised of 9 (nine) directors of whom 4 shall be elected by the majority of the registered class (A) shares, 3 by the majority of

the registered class (B) shares, and 2 by the majority of the registered class (C) shares.

2. Information on changes in the management and activities of our company and in affiliates that occurred in preceding account period, or that are planned to be performed during subsequent account periods, which may significantly affect the Company's activities; together with reasons of these changes

Our Company does not have any affiliates or subsidiaries. No changes occurred in the management and activities of our Company during the account period of 2024, and no changes are planned to be performed during the next account period, which can significantly affect the Company's activities.

3. Information on reasons for discharges of or changes in, if any, or selection of, members of the board of directors as per the agenda of general assembly meeting; resumes of persons whose nominations as member of the board of directors have been submitted to the partnership; their business performances realized in the last ten years and reasons for their quit; nature of their relationships with partnership and related parties and level of priority; whether they have independence or not; and issues that may affect the partnership activities if these persons are elected as members of the board of directors

The agenda of the ordinary general assembly meeting to be held for the year 2024 contains an agenda item regarding the election of members of the board of directors. ANNEX-2 includes resumes of persons nominated as members of the board of directors and duties undertaken outside of the Company and also includes declarations of independency submitted by persons nominated as independent members of the board of directors.

4. Proposals made by the shareholders for inclusion of items into the meeting agenda by submitting the same to the Investor Relations Department in written form; proposals which are rejected and reasons for rejection in case any proposals of the shareholders are rejected by the board of directors:

No proposal was forwarded for inclusion of any additional items into the agenda for the ordinary general assembly meeting to be held on 28.03.2025 where the activities of 2024 shall be discussed.

5. In case there are any changes in the articles of association, relevant decision of the board of directors together with new and previous forms of the articles of association:

In accordance with the 9th item of the meeting agenda, in condition to provide the necessary consents that are obtained from the Capital Markets Board and the Ministry of Commerce of the Republic of Turkey and in a format that would be approved by the Capital Markets Board and the Ministry of Commerce of the Republic of Turkey, Board resolution regarding the amendments to the Article 6 titled 'Capital and Shares' for the purpose of extending the validity term of the registered capital ceiling of our Company that is subject to the Registered Capital System, to cover the period of time between 2025-2029 (e.g. for five years), and also Article 11 titled 'Board of Directors and Term of Office' of the Company's Articles of Association and appended amendment text are submitted in ANNEX-3.

OUR EXPLANATIONS REGARDING AGENDA ITEMS FOR ORDINARY GENERAL ASSEMBLY MEETING OF 2024 TO BE HELD ON 28.03.2025

1. Opening, and Establishment of the Meeting Presidency,

A President who will direct the general assembly meeting shall be elected and such president shall organize the Meeting Presidency as per Turkish Commercial Code ("TCC"), Regulation on Principles and Procedures of General Assembly Meetings of Joint Stock Companies and the Representatives of Ministry of Trade to Attend those Meetings ("the Regulation") and provisions of the General Assembly Internal Directive of the Company.

2. Reading and discussion of the Annual Report prepared by the Board of Directors for the year 2024,

It shall be prepared in line with the relevant regulations of the Capital Market Board and Turkish Ministry of Trade announced at the Company's head office, the corporate website at www.akmgvyo.com, Electronic General Assembly

Portal of the Central Depository (MKK) and Public Disclosure Platform at www.kap.org.tr within the legal period which is three (3) weeks before the general assembly meeting excluding the announcement and meeting dates so that the Annual Report of the Board of Directors may be notified to and negotiated by our shareholders.

3. Reading of the Independent Audit Report prepared for the year 2024,

The Independent Audit Report shall be announced to our shareholders at the Company's head office, MKK's electronic general assembly portal, the corporate website at www.akmgvyo.com and Public Disclosure Platform at www.kap.org.tr within the legal period which is three (3) weeks before the general assembly meeting excluding the announcement and meeting dates in line with the relevant regulations of the Capital Market Board and provisions of TCC and Regulation and it shall be duly read.

4. Reading, discussion, and approval of the Financial Statements of the year 2024,

Financial Statements shall be announced to our shareholders at the Company's head office, MKK's electronic general assembly portal, the corporate website at www.akmgvyo.com and Public Disclosure Platform at www.kap.org.tr within the legal period which is three (3) weeks before the general assembly meeting excluding the announcement and meeting dates in line with the relevant regulations of the Capital Market Board and provisions of TCC and Regulation and shareholders shall be duly informed about the statements at the general assembly meeting during which it shall be negotiated and approved by the shareholders.

5. Release of the Members of the Board of Directors separately for the activities of the Company in 2024,

General Assembly shall be asked to approve release of the members of board of directors separately for the activities of the Company in 2024 in line with the provisions of TCC and the Regulation.

6. Determination of the manner of usage of the profit, of the rates of profits to be distributed, and of profit shares,

Profit Distribution Proposal of the Board of Directors shall be announced to our shareholders at the Company's head office, MKK's electronic general assembly portal, the corporate website at www.akmgvyo.com and Public Disclosure Platform at www.kap.org.tr within the legal period which is three (3) weeks before the general assembly meeting excluding the announcement and meeting dates in line with the relevant regulations of the Capital Market Board and provisions of TCC and Regulation and it shall be negotiated and approved by the shareholders.

Table of Distribution of Profits is presented in ANNEX-4 whereas the Profit Distribution Proposal is provided in ANNEX-5.

7. Determination of remunerations payable to the Members of the Board of Directors and the Independent Members of the Board of Directors,

The monthly remunerations payable to the members of the Board of Directors shall be determined with due regard for the suggestions made by Corporate Governance Committee in line with the relevant provisions of the regulations of the Capital Market Board, TCC and the Regulation as well as the principles indicated in the Articles of Association and wage policy.

8. Approval of the appointment made by the Board of Directors due to the decrease of membership in the Board of Directors in 2024,

The appointment of Damla Tolga BİROL as a member of the Board of Directors to the vacant Board of Directors membership due to the resignation of one of our Board Members, Mr. İhsan Gökşin DURUSOY, as of 13.11.2024, will be submitted to the approval of the general assembly in accordance with the provision of the first paragraph of Article 363 of the TCC.

9. Submission to the general assembly of draft amendments, subject to the obtaining of necessary consents from the Capital Markets Board and the Ministry of Commerce of the Republic of Turkey and in a format that would be approved by the Capital Markets Board and the Ministry of Commerce of the Republic of Turkey, to Article 6 titled 'Capital and Shares' for the purpose of extending the validity term of the registered capital ceiling of our Company that is subject to the Registered Capital System, to cover the period of time between 2025-2029 (e.g. for five years), and Article 11 titled 'Board of Directors and Term of Office' of the Company's Articles of Association,

In condition to provide the necessary consents that are obtained from the Capital Markets Board and the Ministry of Commerce of the Republic of Turkey and in a format that would be approved by the Capital Markets Board and the

Ministry of Commerce of the Republic of Turkey, the amendments to Article 6 titled 'Capital and Shares' of 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, to cover the period of time between 2025-2029 (e.g. for five years); Article 11 titled 'Board of Directors and Term of Office' of the Company's Articles of Association for the purpose of achieve a stronger Board of Directors structure by increasing diversification within the framework of full compliance with the corporate governance principles of the Capital Markets Board's will be submitted to the general assembly.

10. Election of the Members of the Board of Directors and Independent Members of the Board of Directors and determination of their term of office,

Pursuant to this agenda item, members and independent members of the board of directors shall be elected with their terms in office to be fixed in accordance with applicable provisions of regulations adopted by the Capital Market Board, applicable provisions of Turkish Commercial Code, and Article 11 of the Company's Articles of Association. **ANNEX-2** includes resumes of nominees proposed as members of the board of directors, duties undertaken outside of the Company and statements of declaration issued by nominees proposed as independent members of the board of directors.

11. 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,

Shareholders shall be asked to approve the election of the independent auditor suggested by the Board of Directors in line with the report issued by the Auditing Committee for the audit of the financial statements and reports of the Company in 2025 pursuant to Turkish Commercial Code and provisions of the "Communiqué on Independent Audit Standards at Capital Market" issued by the Capital Market Board.

12. 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 communiqué on corporate governance as issued by the Capital Market Board,

Members of the Board of Directors may perform transactions under article 395 of TCC regarding "Prohibition on Transaction with the Company and Borrowing from the Company" and article 396 regarding "Non-Competition" only through the approval of the general assembly.

Pursuant to the mandatory Corporate Governance Principle of the Corporate Governance Communiqué (1.3.6) of the Capital Market Board, if 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 are involved in any significant transaction which may pose a conflict of interests with the Company or its affiliates and/or 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 involved in any other company dealings within scope of commercial activities as an unlimited partner, such transactions shall be discussed as part of another agenda item at the general assembly so as to provide the general assembly with detailed information and the matter shall be entered into the minutes of the general assembly accordingly.

Shareholders shall be duly informed at the General Assembly under the abovementioned corporate governance principle of the Corporate Governance Communiqué.

13. Providing Members of the Board of Directors with Consents and Powers defined in Article 396 of the Turkish Commercial Code,

Shareholders shall be asked to approve the granting of consents and powers to the directors as indicated in article 396 of Turkish Commercial Code.

14. Providing the shareholders with information on donations and grants made by our Company in 2024 in accordance with applicable capital market regulations; and presenting of the upper limit determined for donations to be made in 2025 to the general assembly meeting for approval,

Pursuant to corporate governance principle no. 1.3.10 of the Corporate Governance Communiqué (II-17.1) of the Capital Market Board, the Company shall inform the shareholders of the TRY 120,000.00 (TRY 158,853.00 after inflation adjustment) donations made by the Company in 2024. Again, within the scope of this agenda item, the shareholders shall be asked to approve the determination of the upper limit of donations to be made by the Company in 2025 as TRY

2,000.000.00 under the relevant regulations of the Capital Market Board, Articles of Association and Donation and Aid Policy of the Company.

15. 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 2024 in accordance with Article 12 of the Corporate Governance Communiqué,

Pursuant to article 12 of the Corporate Governance Communiqué (II-17.1) of the Capital Market Board, it is mandatory to discuss the guarantees, mortgages, liens, bails, and securities issued for the benefit of third parties under a separate agenda item at the ordinary general assembly meeting. In that respect, the Company shall inform the shareholders as to whether or not guarantees, mortgages, liens, bails, and securities were issued for the benefit of third parties by the Company in 2024 during the General Assembly.

16. Providing the shareholders with information about purchases, sales, and leases conducted in 2024 as per article 37 of the Communiqué on Principles of Real Estate Investment Trusts,

Pursuant to article 37 of the Communiqué on Principles of Real Estate Investment Trusts no. (III-48.1) of the Capital Market Board, shareholders shall be duly informed about purchases, sales and leases conducted in 2024 under the relevant article.

17. Within the framework of Article 30 of the Company's Articles of Association titled 'Profit Distribution' and the Capital Markets Board's Dividend Communiqué dated January 23, 2014 and numbered II-19.1, authorizing the Board of Directors to decide on the distribution of Advance Dividends in the event of a profit occurring within the 2025 accounting period,

Considering the relevant legal regulations and the Company's articles of association, authorizing the Board of Directors to distribute advance dividends up to the amount allowed by the relevant legislation in case of distributable profit for the 2025 accounting period will be submitted to the approval of the shareholders at the Ordinary General Assembly meeting.

In cases of insufficient profit or loss at the end of the 2025 accounting period, the issue of deducting the dividend advance to be distributed from the resources that can be subject to profit distribution in the annual financial position table for the 2025 accounting period will also be submitted to the approval of our shareholders at the General Assembly.

ANNEXES :

1. Sample Power of Attorney,
2. Resumes and Duties Undertaken Outside of the Company of Persons Nominated for Membership of the Board of Directors, and Statements of Independence for Persons Nominated for Independent Membership of the Board of Directors,
3. Board Resolution for Amendment to Articles of Association and Appended Amendment Text,
4. Table of Distribution of Profits,
5. Profit Distribution Proposal.

ANNEX 1
POWER OF ATTORNEY

I/We hereby appoint, who has been introduced in detail below as my/our attorney to be authorized to represent me/ our company, to vote, to make proposal and to sign the necessary documents in accordance with the remarks which I/we have expressed below in the Ordinary General assembly Meeting of AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ for the year 2024 to be held on 28.03.2025 at 11:00 at the address of Kültür Mahallesi, Nispetiye Caddesi, Akmerkez, No:56/1, E-3 Blok, Kat: 1, Etiler, Beşiktaş, İstanbul.

Of the Attorney (*):

Name Surname/ Trade Title:

National Identity No/ Taxpayer ID No, Trade Registry and Registration Number and MERSIS (Central Reg. System) Number:

(*) It is obligatory that equivalent of above-mentioned information be presented for foreign attorneys.

A) SCOPE OF REPRESENTATION AUTHORITY

The scope of the representation authority must be determined by selecting either of the clauses (a), (b) or (c) below for sections no. 1 and 2 given below.

1. Items included in the Agenda of General Assembly

- a) The attorney is authorized to vote in accordance with his/her own opinions.
- b) The attorney is authorized to vote in accordance with proposals of partnership management.
- c) The attorney is authorized to vote in accordance with directives given in the table below.

Directives:

In the case that clause (c) is selected by the shareholder, the directives regarding the articles of the agenda shall be made by marking any of the options (accepted or rejected) given next to the corresponding article of the General assembly's agenda and by stating the dissenting opinion, in case of rejection, which is required to be written in the minutes of the General assembly.

Agenda Items (*)	Accepted	Rejected	Dissenting Opinions
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 2024,			
3. Reading of the Independent Audit Report prepared for the year 2024,			
4. Reading, discussion, and approval of the Financial Statements of the year 2024,			
5. Release of the Members of the Board of Directors separately for the activities of the Company in 2024,			
6. Determination of the manner of usage of the profit, of the rates of profits to be distributed, and of profit shares,			
7. Determination of remunerations payable to the Members of the Board of Directors and the Independent Members of the Board of Directors,			
8. Approval of the appointment made by the Board of Directors due to the decrease of membership in the Board of Directors in 2024			
9. Submission to the general assembly of draft amendments to Article 6 titled 'Capital and Shares', for the purpose of extending the validity term of the registered capital ceiling of our Company that is subject to the Registered Capital System, to cover the period of time between 2025-2029 (e.g. for five years) and Article 11 titled 'Board of Directors and Term of Office' of the Company's Articles of Association; subject to the obtaining of necessary consents from the Capital Markets Board and the Ministry of Commerce of the Republic of Turkey and in a format that would be approved by the Capital Markets Board and the Ministry of Commerce of the Republic of Turkey.			
10. Election of the members of the Board of Directors and independent members of the Board of Directors and determination of their term of office,			
11. 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,			

Agenda Items (*)	Accepted	Rejected	Dissenting Opinions
12. 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,			
13. Providing Members of the Board of Directors with Consents and Powers defined in Article 396 of the Turkish Commercial Code,			
14. Providing the shareholders with information on donations and grants made by our Company in 2024 in accordance with applicable capital market regulations; and presenting of the upper limit determined for donations to be made in 2025 to the general assembly meeting for approval,			
15. 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 2024 in accordance with Article 12 of the Corporate Governance Communique,			
16. Providing the shareholders with information about purchases, sales, and leases conducted in 2024 as per article 37 of the Communique on Principles of Real Estate Investment Trusts,			
17. Within the framework of Article 30 of the Company's Articles of Association titled 'Profit Distribution' and the Capital Markets Board's Dividend Communiqué dated January 23, 2014 and numbered II-19.1, authorizing the Board of Directors to decide on the distribution of Advance Dividends in the event of a profit occurring within the 2025 accounting period.			

(*) The items included in the Agenda of General assembly are outlined one by one. If the minority has a separate draft resolution, then it shall be specified separately in order to ensure that votes can be cast by proxies.

2. Special directive about other issues that may arise during the general assembly meeting, especially including the utilization of dissenting rights:

- a) The attorney is authorized to vote in accordance with his/her own opinions.
- b) The attorney is not authorized to represent in these issues.
- c) The attorney is authorized to vote in accordance with special directives given below.

SPECIAL DIRECTIVES: The special directives to be given to an attorney by the shareholder, if any, are defined here.

B) The shareholder shall specify the shares for which he requests to be represented by the attorney by selecting one of the clauses below.

1.I hereby approve the representation of my shares, details of which are given below, by my attorney.

- a) Class and series: *
 - b) Number / Group:**
 - c) Quantity / Par Value:
 - d) Whether they have any priorities with respect to voting:
 - e) Whether they registered or bearer shares: *
 - f) The proportion of total shares/ voting rights owned by the shareholder:
- *This information is not required for shares that are monitored in record.
** Details of group, if any, shall be given instead of the numbers for shares that are monitored in record.

2. I hereby approve the representation by the attorney of all of my shares specified in the list of shareholders who may attend the General Assembly Meeting as prepared by the CRA one day before the date of General Assembly Meeting.

NAME AND SURNAME / TRADE TITLE OF SHAREHOLDER (*)

National Identity No/ Taxpayer ID No, Trade Registry and Registration Number and MERSIS (Central Reg. System) number:

Address:

SIGNATURE

(*) It is obligatory that equivalent of above-mentioned information shall be presented for foreign attorneys.

ANNEX 2
RESUMES AND DUTIES UNDERTAKEN OUTSIDE OF THE COMPANY OF PERSONS
NOMINATED FOR MEMBERSHIP OF THE BOARD OF DIRECTORS, AND STATEMENTS OF
INDEPENDENCE FOR PERSONS NOMINATED FOR INDEPENDENT MEMBERSHIP OF THE
BOARD OF DIRECTORS

Full Name	Gender	Position	Occupation	Positions Undertaken in the Company for the Last 5 Years	Duties Undertaken Outside of the Company Currently
Raif Ali Dinçkök	Male	Chairman	Industrialist	Chairman	Chairman of Akkök Holding A.Ş., Vice Chairman or Member of Board of Directors at Aksa Akrilik, Akiş GYO, Akkim Kimya, Akkök Next Yatırım Holding A.Ş. and various Group Companies of Akkök
Hakan Dündar	Male	Vice Chairman	Manager	-	Board Member of Tekfen Turizm ve İşletmecilik A.Ş., Tekfen Taşınmaz Yatırım ve Yönetim A.Ş., Tekfen Yenilenebilir Enerji Çözümleri A.Ş., Tekfen Sigorta Aracılık Hizmetleri A.Ş., Babadağ Elektrik Üretim Sanayi Ticaret A.Ş., Tekfen İnşaat ve Tesisat A.Ş., Azfen Mmc., Cenup Tikinti Servis, Tekfen Derince Gayrimenkul A.Ş., Toros Tarım Sanayi ve Ticaret A.Ş.
Sinan Kemal Uzan	Male	Director	Manager	Director	Board Member of Tekfen Holding A.Ş., General Manager of Tekfen Venture Management, Youth Working Group and Entrepreneurship Ecosystem Working Group of TUSIAD, Member of Hisar Eğitim Vakfı Board of Trustees
Davit Braunştayn	Male	Director	Industrial Engineer	Director	Chairman of Lignadekor Üretim ve Pazarlama A.Ş., Director of Üçgen Bakım ve Yönetim Hizmetleri A.Ş. and Akmerkez Lokantacılık Gıda Sanayi ve Ticaret A.Ş.
Alize Dinçkök	Female	Director	Industrialist	Director	Board Member in Akkök Holding A.Ş., Chairman, Vice Chairman or Member of Aksa Akrilik, Akiş GYO, Akmerkez Lokantacılık, Üçgen Bakım, Ak-Pa Tekstil, Akyaşam, Aktek, Akkim Kimya, Akcoat, Dinkal and various Group Companies of Akkök
İhsan Gökşin Durusoy	Male	Director	Manager	Director	Chairman of the Executive Board of Akkök Holding A.Ş., Chairman, Vice Chairman or Member of Aksa Akrilik Kimya Sanayii A.Ş., Akiş Gayrimenkul Yatırım Ortaklığı A.Ş., Aktek Bilgi İletişim Teknolojisi Sanayi ve Ticaret A.Ş., Akkim Kimya Sanayi ve Ticaret A.Ş., Akkök Next Yatırım Holding A.Ş., Aksu Real Estate E.A.D. Bulgaria and various Akkök Group Companies
KLE DIR SAS (Real Person Acting on Behalf of Legal Person Member: Cyrille François Paul Deslandes)	Male	Director	Manager	Director	General Manager of Klepierre Management Deutschland GmbH, Director of Klepierre Management Nederland B.V., Klepierre Alexandrium B.V., Klepierre Villa Arena B.V., Klepierre Markthal B.V. and Klepierre Management B.V., Board Member of Foncière de Louvain-la-Neuve SA., Chairman of the Board of Directors of Klepierre Gayrimenkul, Real person delegate of KLE DIR SAS, Chairman of the Board of Directors of Tan Gayrimenkul Yatırım İnşaat Turizm Pazarlama ve Ticaret Anonim Şirketi, Real person delegate of KLE DIR SAS, Board Member of Üçgen Bakım ve Yönetim Hizmetleri A.Ş.
Metin Bonfil	Male	Independent Director	Manager	Independent Director	Partner and manager of Total Management Consultancy Ltd.
Özge Bulut Maraşlı	Female	Independent Director	Manager	Independent Director	Chairman of the Board of Fabu Engineering, Managing Partner of MAY Production, Independent Board Member of İş Girişim GSYF, Türk Tuborg and Fark Holding, Investment Committee of Two Zero Venture Capital Fund and Advisory Board Member of Arya GSYF. Board Member of Women on Board Association, IWF, Re-We Board Member, International Academy of Television Arts & Sciences, Arya Women Platform Challenge Club Presidents Committee Member, High Advisory Board Member of Turkish Investor Relations Association, Sabancı University MBA Program and PWN Advisory Board Member, TKYD, WPO and G20 Young Global Leaders Member, WEF MEI Strategy Managers Board Member, TUSIAD Corporate Entrepreneurship Working Group and Endeavor Business Mentor
Ömer Egesel	Male	Independent Director	Manager	Independent Director	Qatari Diar Real Estate Investment Country Manager
Damla Tolga Birol	Female	Independent Director	Manager	Independent Director	General Manager of Türk Tuborg A.Ş., Member of the Board of the Directors of Eti Gıda, Doğan Publications, İstanbul Museum of Modern Art, Woman's Association in the Board of Directors, Re-We Board Member, YASED and member of TUSIAD

Raif Ali DİNÇKÖK

Mr. Raif Ali Dinçkök was born in 1971 in Istanbul. After receiving his bachelor's degree from the Department of Business Management in Boston University in 1993, he began his professional career at different group companies of Akkök Holding A.Ş. He worked at the Purchasing Department in Ak-Al Tekstil San. A.Ş. from 1994 to 2000. Acted as the Coordinator of Akenerji Elektrik Üretim A.Ş. between 2000 and 2003. Raif Ali Dinçkök functioned as the Board Member and Vice Chairman of Executive Board of Akkök Holding A.Ş. before he was assigned as the Chairman of Akkök Holding. Raif Ali Dinçkök is the Chairman of the Board of Directors of Akkök Holding as well as the Chairman of Aksa Akrilik, Akkim Kimya, Akiş REIT and Akkök Next. He also serves as Vice Chairman and Board Member in other group companies within Akkök Holding A.Ş.

According to the Corporate Governance Principles of the Capital Market Board, Mr. Raif Ali Dinçkök is not qualified as an independent member. He has held the above-mentioned positions within the Company during the last ten years, and there are no issues that might affect corporate activities if he is elected as a member of the board of directors.

Hakan DÜNDAR

Born in 1976 in Istanbul, Hakan Dünder graduated from Marmara University, Department of Economics in 1999. After completing his master's degree in finance at the University of Baltimore, Mr. Dünder began his professional career at the independent audit firm Deloitte, where he held various positions between 2001 and 2007.

Mr. Dünder joined Tekfen Group in October 2007 as Audit Manager and subsequently served as Financial Control and Reporting Coordinator and Financial Control and Reporting Group Companies Director. Between 2019 and 2023, he served as Tekfen Holding's Deputy Vice President in charge of Financial Affairs. Mr. Dünder assumed the position of Vice President in charge of Financial Affairs in March 2023.

As of April 2016, Mr. Dünder is a Board Member and Vice Chairman of various group companies, primarily Tekfen Construction, and holds a Certified Public Accountant (CPA) certificate.

According to the Corporate Governance Principles of the Capital Market Board, Mr. Hakan Dünder is not qualified as an independent member. He has held the above-mentioned positions within the Company during the last ten years, and there are no issues that might affect corporate activities if he is elected as a member of the board of directors.

Sinan Kemal UZAN

Sinan Kemal Uzan was born in New York in 1986. After receiving his Bachelor's degree from the International Business Administration program in Pepperdine University (USA) in 2008, he participated in the program of Family Undertakings Management in the Northwestern University Kellogg School of Management (Illinois) in 2012. He acted as the Vice Chairman of StarClub, a company that is involved in the fields of music production and internet strategies in Los Angeles, California, and as the Azerbaijan Project Coordinator for Tekfen İnşaat ve Tesisat A.Ş. respectively during his business career.

Mr. Sinan Kemal Uzan was elected as a member of the Tekfen Holding Board of Directors in 2014. He continues this duty and is also a member of the Board of Trustees of Hisar Education Foundation.

According to the Corporate Governance Principles of the Capital Market Board, Mr. Sinan Kemal Uzan is not qualified as an independent member. He has held the above-mentioned positions within the Company during the last ten years, and there are no issues that might affect corporate activities if he is elected as a member of the board of directors.

Davit BRAUNŞTAYN

Born in İstanbul in 1964, Davit Braunştayn graduated from the Industrial Engineering Department of the Boğaziçi University and received MBA degree in finance from Columbia University. Having started his career as analyst at the Investment Banking department of Lazard Frenes&Co. in the United States, Mr. Braunştayn took another position in Lignadekor Üretim ve Pazarlama A.Ş. where he is currently the Chairman of the Board of Directors. Mr. Braunştayn speaks English, French and German.

Mr. Davit Braunştayn is a member of the Board of Directors of Üçgen Bakım ve Yönetim Hizmetleri A.Ş. and Akmerkez Lokantacılık Gıda Sanayi ve Ticaret A.Ş.

According to the Corporate Governance Principles of the Capital Market Board, Mr. Davit Braunştayn is not qualified as an independent member. He has held the above-mentioned positions within the Company during the last ten years, and there are no issues that might affect corporate activities if he is elected as a member of the board of directors.

Alize DİNÇKÖK

Born 1983 in İstanbul, Alize Dinçkök received her bachelor's degree from the Business Administration Department of Sawyer School of Management of Suffolk University in 2004. She completed General Management program at Harvard Business School successfully in 2015. She completed the Innovative Thinking program at MIT Sloan School of Management in 2018. She started her career at Ak-Al Tekstil Sanayi A.Ş. as the Strategic Planning Specialist in 2005. In 2006, she joined the newly established Akiş Gayrimenkul Yatırım A.Ş. and worked there as the Project Coordinator, the Sales and Marketing Manager and the Assistant General Manager in charge of Sales and Marketing, respectively. Currently acting as a member of the Board of Directors of Akkök Holding A.Ş., Alize Dinçkök is also the Chairwoman of Akmerkez Lokantacılık, Ak-Pa Tekstil, Dinkal Sigorta, Üçgen Bakım ve Yönetim Hizmetleri and Akyaşam Yönetim Hizmetleri. Also, she assumes several positions at the Board of Directors of companies of Aksa Akrilik, Akkim, Akcoat, Akiş REIT, Akgirişim and Aktek Bilişim. Ms. Alize Dinçkök is also in charge of Akkök Group Marketing Platform, which was established in 2015.

According to the Corporate Governance Principles of the Capital Market Board, Ms. Alize Dinçkök is not qualified as an independent member. She has held the above-mentioned positions within the Company during the last ten years, and there are no issues that might affect corporate activities if she is elected as a member of the board of directors.

İhsan Gökşin DURUSOY

Born in Denizli in 1964, İhsan Gökşin Durusoy received his master's degree in Industrial Engineering from Boğaziçi University in 1987 and started his career as Production Engineer in Arçelik. Working as Finance and IT Executive at İzmir Demir Çelik A.Ş. from 1988 to 1989, Durusoy joined Akkök Group in 1989 as Chief Budget Planner at Ak-Al Tekstil Sanayii A.Ş. Here, he later served first as Budget Planning Manager and then as Strategic Planning Director. In 2007, he became Assistant General Manager at Akiş REIT, which was founded with the aim of developing unique and large scale real estate projects. Between 2009 and 2022, he served as the General Manager and Member of the Board of Directors. İhsan Gökşin Durusoy, who has been a Member of the Board of Directors at various Akkök Group Companies, has become the Chief Executive Officer of Akkök Holding as of January 2023.

According to the Corporate Governance Principles of the Capital Market Board, Mr. İhsan Gökşin Durusoy is not qualified as an independent member. He has held the above-mentioned positions within the Company during the last ten years, and there are no issues that might affect corporate activities if he is elected as a member of the board of directors.

KLE DIR SAS (Natural person representative Cyrille François Paul DESLANDES)

KLE DIR SAS is a Company which based in France and is fully owned by KLEPIERRE SA. The natural person determined by KLE DIR SAS in accordance with the second paragraph of Article 359 of Turkish Commercial Code is Cyrille François Paul Deslandes. Cyrille François Paul Deslandes is the Regional President of the Germany, Netherlands and Turkey in Klepierre Group. Prior to this appointment he served as

Chief Investment Officer (member of the group's executive committee / coordination of the group's investment committee) since 2018. From 2014 - 2017 he was Group Head of M&A at Klepierre.

Before joining Klepierre, Cyrille worked for HSBC Investment Banking in Paris as Director M&A – Real Estate, Lodging and Leisure – between 2007 and 2014. Prior to that he gained experience at Deloitte & Touche LLP in Los Angeles, New York and Paris.

He holds a Master's degree in Corporate Finance and Strategy from EM Lyon.

Cyrille François Paul Deslandes, General Manager of Klepierre Management Deutschland GmbH, Director of Klepierre Management Netherland B.V., Klepierre Alexandrium B.V., Klépierre Villa Arena B.V., Klépierre Markthal B.V. and Klépierre Management B.V., Board member of Foncière de Louvain-la-Neuve SA. Real person delegate of KLE DIR SAS, Chairman of the Board of Directors of Tan Gayrimenkul, Real person delegate of KLE DIR SAS, Chairman of the Board of Directors of Üçgen Bakım.

According to the Corporate Governance Principles of the Capital Market Board, KLE DIR SAS is not qualified as an independent member. Cyrille François Paul Deslandes the natural person determined by KLE DIR SAS in accordance with the second paragraph of Article 359 of Turkish Commercial Code has held the above-mentioned positions within the Company during the last ten years, and there are no issues that might affect corporate activities if KLE DIR SAS is elected as a member of the board of directors.

Metin BONFİL

Born in 1961 in Istanbul, Metin Bonfil attended Maçka Elementary School, English High School, Robert High School and Vassar College New York and received his bachelor's degree in mathematics and economics in 1983. Mr. Bonfil started his banking career in the New York office of Manufacturers Hanover Trust Co. in the same year. After the opening of the bank's Istanbul branch, he worked as Credit and Marketing Manager for 3 years and then as Credit Marketing Manager and Assistant General Manager at Tekstilbank for 7 years. Since 1994, he founded Total Finans Ltd. and has been providing consultancy services on establishing partnerships with foreign investors, buying and selling companies, public offerings and capital markets. Since 2001, Total Finans has been the exclusive Turkish partner of the 30-country ReachMA investment banking advisory network. Metin is currently the chairman of the global relations committee of this organization.

Mr. Bonfil has been a member of various organizations such as GYIAD, TUSIAD, Yüzyıl Işıl Education Foundation and Endeavor Turkey in the past. He has also served as an independent board member in companies such as Erkunt Döküm Sanayi A.Ş., Edip Gayrimenkul A.Ş., Bilim Pharmaceuticals, Kopaş and Yataş. Bonfil is married with two children and speaks fluent English and French, intermediate German, Spanish and Italian.

Mr. Metin Bonfil is a nominee proposed as an independent member of the board of directors.

According to the Corporate Governance Principles of the Capital Market Board, Mr. Metin Bonfil is qualified as an independent member. He has held the above-mentioned positions during the last ten years, and he has no association with Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş. or its related parties.

Özge Bulut MARAŞLI

Özge Bulut Maraşlı was born in 1970, graduated from Boğaziçi University Department of Economics and has a master degree from Sabancı University Department of Business Administration. Having worked for Hacı Ömer Sabancı Holding AŞ and its subsidiaries between 1993 and 2006, Ms. Bulut Maraşlı took part in various roles in finance and business development management at MarSA Kraft, a JV company in partnership with Kraft Foods International, in the fast moving consumer goods sector in the first 10 years. Afterwards, she worked as a consultant in many sectors such as strategic planning, business development, M&A, privatization

and restructuring of energy projects, telecom, food, retail, automotive and cement business units under the direction of the Holding CEO. Ms. Bulut Marařlı, who assumed senior management positions at Doęan Holding between 2006-2018, still continues to be a Consultant to the Board of Directors of the Holding. She served as the Head of the Investor Relations and Corporate Relations Department of the company, and a Consultant to the Board of Directors of Doęan Enerji, Doęan Organic Products, Milpa, Ditař and elik Halat Ař between 2006 and 2011. She then served as the CEO of Kanal D and D Yapım companies, and a Deputy CEO of Doęan TV Holding until May 2018.

Marařlı is a member of the Board of Directors of Women on Board Association, IWF, Re-We, International Academy of Television Arts & Sciences, member of Arya Women Platform Challenge Club Presidents Committee, member of the High Advisory Board of Turkish Investor Relations Association, member of Sabancı University MBA Program and PWN Advisory Board, member of TKYD, WPO and G20 Young Global Leaders, member of WEF MEI Strategy Executives Board, she is also a member of TUSİAD Corporate Entrepreneurship Working Group and Endeavor Business Mentors.

Ms. zge Bulut Marařlı is a nominee proposed as an independent member of the board of directors.

According to the Corporate Governance Principles of the Capital Market Board, Ms. zge Bulut Marařlı is qualified as an independent member. She has held the above-mentioned positions during the last ten years, and she has no association with Akmerkez Gayrimenkul Yatırım Ortaklıęı A.ř. or its related parties.

mer EGESEL

Born in Ankara in 1963, mer Egesel started his professional career as an engineer at STFA Construction CO. Libya, after graduating from Middle East Technical University, Civil Engineering Faculty. He continued his career in various managerial positions (e.g., manager, coordinator, assistant general manager, general manager, member of the board of directors) in Retail and Real Estate sectors. mer Egesel also served as a Member of the Executive and Advisory Board in non-governmental organizations such as ULI and GYODER periodically.

mer Egesel served as DiaSA General Manager in the retail industry between 1998 and 2008, and as general manager and board member at Tekfen Holding and Sanko Holding companies between 2008 and 2020, respectively. Egesel has been working as Qatari Diar REIC Country Manager since the beginning of 2021. He speaks English and beginner level Spanish.

Mr. mer Egesel is a nominee proposed as an independent member of the board of directors.

According to the Corporate Governance Principles of the Capital Market Board, Mr. mer Egesel is qualified as an independent member. He has held the above-mentioned positions during the last ten years, and he has no association with Akmerkez Gayrimenkul Yatırım Ortaklıęı A.ř. or its related parties.

Damla Tolga BİROL

Damla Birol was born in Ankara in 1964 and completed her high school education at Istanbul Robert College in 1982. Then, she graduated from Boęazii University, Department of Business Administration in 1986 and received a Fulbright scholarship and received his MBA degree from Indiana University in 1989. Birol started his career as a Product Manager at Procter & Gamble Canada in Toronto in 1989 and then worked as Marketing Manager at Procter & Gamble Turkey. Between 1996 and 2003, she worked as Sales and Marketing Director

at Emsan Holding and as a consultant at companies such as Türk Tuborg, Pınar, Pamukbank and Türk Nokta Net.

In 2003, Ms. Birol joined Türk Tuborg as Vice President of Marketing and later served as Vice President of Sales and Marketing and Deputy CEO of the same company. She has been the CEO of Türk Tuborg A.Ş. since 2007 and has been a member of the Board of Directors since 2012.

In addition to her duties at Türk Tuborg, Damla Birol is a member of the Board of Directors of Eti Gıda, Doğan Publishing and Istanbul Museum of Modern Art. In the past, she was a member of the Board of Directors at Pınar Su and Dyo Boya. Damla Birol is also a member of the Board of Directors of Women on the Board of Directors and Yeniden Biz Associations, which support the advancement of women in business life, as well as a member of the Board of Directors of YASED and TÜSİAD. She has 30 years of experience in sales, marketing, brand creation and demand generation, focusing large teams, creating excellent execution in the field, supply chain, corporate governance, general management and M&A in different sectors.

Mr. Damla Tolga Birol is a nominee proposed as an independent member of the board of directors.

According to the Corporate Governance Principles of the Capital Market Board, Ms. Daml Tolga Birol is qualified as an independent member. She has held the above-mentioned positions during the last ten years, and he has no association with Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş. or its related parties.

REPUBLIC OF TURKEY
44th Notary Public of Beyoğlu
Journal Entry Date: 20th Jan 2025
Journal Entry No.: 261

DECLARATION OF INDEPENDENCE

I hereby declare that I am a candidate to perform duty as "Independent Member" in the Board of Directors of AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ (the "Company") in accordance with the relevant legislation, Articles of Association and the criteria included in the Corporate Governance Principles as provided for in the Corporate Governance Communiqué no. (II-17.1) issued by the Capital Market Board.

I hereby represent that:

- (a) There isn't any employment relationship between the partners controlling the company or the management of the company or the legal entities owned by such partners and I myself, my spouse or my relatives by blood or marriage which may lead to the assumption of important tasks and responsibilities during the last five (5) years and I don't have jointly or lonely more than 5% of the capital or voting rights or privileged shares in, or I did not conduct any commercial relation with, such companies during the last five years;
- (b) I haven't been a shareholder (with a share of 5% and over), an employee or Board member in a managerial position which may lead to the assumption of important tasks or responsibilities during the periods of purchasing or selling any service in the companies to which the company sells products or from which the company purchases products in considerable quantities within the framework of agreements executed for performing such functions as the auditing of the company (including tax auditing, legal auditing and internal auditing) during the last five (5) years;
- (c) I have the necessary professional education, knowledge and experience required to fulfill the tasks which I am going to assume to perform as an independent Board member;
- (ç) I haven't worked or will not work on full-time basis as a member in any public institution or organizations except the business of an academician in any university, provided that the same complies with the relevant legislation;
- (d) I am a resident in Turkey according to the Income Tax Law no. 193 dated 31/12/1960;
- (e) I have strong ethical standards, professional reputation and experience enabling me to make positive contributions to the activities of the Company, to maintain my impartiality in the conflicts between the Company and the shareholders and to make decision freely taking into consideration the rights of stakeholders;
- (f) I will allocate sufficient time required for tracking the conduction of the activities of the Company and for the fully fulfillment of the tasks I am going to assume to perform;
- (g) I did not perform duty on the Board of the Company more than six years during the last ten years;
- (ğ) I haven't performed any duty as independent Board member in more than three companies in the companies controlling the Company or the board of directors or the companies owned by such companies and more than five companies whose shares are traded in the stock exchange.
- (i) I haven't registered and announced as a board member representing a legal entity.

Independent Board Member Candidate's:

Name – Surname : METİN BONFİL
TR Identity Number :
(signature)

REPUBLIC OF TURKEY
13th Notary Public of Beyoğlu
Journal Entry Date: 23rd Jan 2025
Journal Entry No.: 01343

DECLARATION OF INDEPENDENCE

I hereby declare that I am a candidate to perform duty as "Independent Member" in the Board of Directors of AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ (the "**Company**") in accordance with the relevant legislation, Articles of Association and the criteria included in the Corporate Governance Principles as provided for in the Corporate Governance Communiqué no. (II-17.1) issued by the Capital Market Board.

I hereby represent that:

- (a) There isn't any employment relationship between the partners controlling the company or the management of the company or the legal entities owned by such partners and I myself, my spouse or my relatives by blood or marriage which may lead to the assumption of important tasks and responsibilities during the last five (5) years and I don't have jointly or lonely more than 5% of the capital or voting rights or privileged shares in, or I did not conduct any commercial relation with, such companies during the last five years;
- (b) I haven't been a shareholder (with a share of 5% and over), an employee or Board member in a managerial position which may lead to the assumption of important tasks or responsibilities during the periods of purchasing or selling any service in the companies to which the company sells products or from which the company purchases products in considerable quantities within the framework of agreements executed for performing such functions as the auditing of the company (including tax auditing, legal auditing and internal auditing) during the last five (5) years;
- (c) I have the necessary professional education, knowledge and experience required to fulfill the tasks which I am going to assume to perform as an independent Board member;
- (ç) I haven't worked or will not work on full-time basis as a member in any public institution or organizations except the business of an academician in any university, provided that the same complies with the relevant legislation;
- (d) I am a resident in Turkey according to the Income Tax Law no. 193 dated 31/12/1960;
- (e) I have strong ethical standards, professional reputation and experience enabling me to make positive contributions to the activities of the Company, to maintain my impartiality in the conflicts between the Company and the shareholders and to make decision freely taking into consideration the rights of stakeholders;
- (f) I will allocate sufficient time required for tracking the conduction of the activities of the Company and for the fully fulfillment of the tasks I am going to assume to perform;
- (g) I did not perform duty on the Board of the Company more than six years during the last ten years;
- (ğ) I haven't performed any duty as independent Board member in more than three companies in the companies controlling the Company or the board of directors or the companies owned by such companies and more than five companies whose shares are traded in the stock exchange.
- (i) I haven't registered and announced as a board member representing a legal entity.

Independent Board Member Candidate's:

Name – Surname : ÖZGE BULUT MARAŞLI
TR Identity Number :
(signature)

DECLARATION OF INDEPENDENCE

I hereby declare that I am a candidate to perform duty as "Independent Member" in the Board of Directors of AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ (the "**Company**") in accordance with the relevant legislation, Articles of Association and the criteria included in the Corporate Governance Principles as provided for in the Corporate Governance Communiqué no. (II-17.1) issued by the Capital Market Board.

I hereby represent that:

(a) There isn't any employment relationship between the partners controlling the company or the management of the company or the legal entities owned by such partners and I myself, my spouse or my relatives by blood or marriage which may lead to the assumption of important tasks and responsibilities during the last five (5) years and I don't have jointly or lonely more than 5% of the capital or voting rights or privileged shares in, or I did not conduct any commercial relation with, such companies during the last five years;

(b) I haven't been a shareholder (with a share of 5% and over), an employee or Board member in a managerial position which may lead to the assumption of important tasks or responsibilities during the periods of purchasing or selling any service in the companies to which the company sells products or from which the company purchases products in considerable quantities within the framework of agreements executed for performing such functions as the auditing of the company (including tax auditing, legal auditing and internal auditing) during the last five (5) years;

(c) I have the necessary professional education, knowledge and experience required to fulfill the tasks which I am going to assume to perform as an independent Board member;

(ç) I haven't worked or will not work on full-time basis as a member in any public institution or organizations except the business of an academician in any university, provided that the same complies with the relevant legislation;

(d) I am a resident in Turkey according to the Income Tax Law no. 193 dated 31/12/1960;

(e) I have strong ethical standards, professional reputation and experience enabling me to make positive contributions to the activities of the Company, to maintain my impartiality in the conflicts between the Company and the shareholders and to make decision freely taking into consideration the rights of stakeholders;

(f) I will allocate sufficient time required for tracking the conduction of the activities of the Company and for the fully fulfillment of the tasks I am going to assume to perform;

(g) I did not perform duty on the Board of the Company more than six years during the last ten years;

(ğ) I haven't performed any duty as independent Board member in more than three companies in the companies controlling the Company or the board of directors or the companies owned by such companies and more than five companies whose shares are traded in the stock exchange.

(i) I haven't registered and announced as a board member representing a legal entity.

Independent Board Member Candidate's:

Name – Surname : ÖMER EGESEL
TR Identity Number :
(signature)

DECLARATION OF INDEPENDENCE

I hereby declare that I am a candidate to perform duty as "Independent Member" in the Board of Directors of AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ (the "**Company**") in accordance with the relevant legislation, Articles of Association and the criteria included in the Corporate Governance Principles as provided for in the Corporate Governance Communiqué no. (II-17.1) issued by the Capital Market Board.

I hereby represent that:

(h) There isn't any employment relationship between the partners controlling the company or the management of the company or the legal entities owned by such partners and I myself, my spouse or my relatives by blood or marriage which may lead to the assumption of important tasks and responsibilities during the last five (5) years and I don't have jointly or lonely more than 5% of the capital or voting rights or privileged shares in, or I did not conduct any commercial relation with, such companies during the last five years;

(i) I haven't been a shareholder (with a share of 5% and over), an employee or Board member in a managerial position which may lead to the assumption of important tasks or responsibilities during the periods of purchasing or selling any service in the companies to which the company sells products or from which the company purchases products in considerable quantities within the framework of agreements executed for performing such functions as the auditing of the company (including tax auditing, legal auditing and internal auditing) during the last five (5) years;

(j) I have the necessary professional education, knowledge and experience required to fulfill the tasks which I am going to assume to perform as an independent Board member;

(ç) I haven't worked or will not work on full-time basis as a member in any public institution or organizations except the business of an academician in any university, provided that the same complies with the relevant legislation;

(k) I am a resident in Turkey according to the Income Tax Law no. 193 dated 31/12/1960;

(l) I have strong ethical standards, professional reputation and experience enabling me to make positive contributions to the activities of the Company, to maintain my impartiality in the conflicts between the Company and the shareholders and to make decision freely taking into consideration the rights of stakeholders;

(m) I will allocate sufficient time required for tracking the conduction of the activities of the Company and for the fully fulfillment of the tasks I am going to assume to perform;

(n) I did not perform duty on the Board of the Company more than six years during the last ten years;

(ğ) I haven't performed any duty as independent Board member in more than three companies in the companies controlling the Company or the board of directors or the companies owned by such companies and more than five companies whose shares are traded in the stock exchange.

(i) I haven't registered and announced as a board member representing a legal entity.

Independent Board Member Candidate's:

Name – Surname : DAMLA TOLGA BİROL
TR Identity Number :
(signature)

ANNEX 3
AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ
BOARD RESOLUTION FOR AMENDMENT TO ARTICLES OF ASSOCIATION AND
APPENDED AMENDMENT TEXT

It is resolved that:

- I. 2024 ordinary general assembly meeting of the company shall be held on 28.03.2025 at 11:00 a.m. at the address of Kültür Mahallesi, Nispetiye Caddesi, Akmerkez, No:56/1, E-3 Blok, Kat: 1, Etiler, Beşiktaş, İstanbul,
- II. An application shall be filed to the Provincial Directorate of T.C. Trade affiliated to the Ministry of Trade to invite a superintendent to the meeting,
- III. The agenda of the General Assembly meeting shall be prepared as provided below.

Appendix: Articles of Association Amendment Text

FORMER VERSION	NEW VERSION
<p>ARTICLE 6 – CAPITAL AND SHARES</p> <p>As per the provisions of the Capital Market Law, the Company has a registered capital ceiling in the amount of TL 75,000,000 (seventy five million Turkish liras) divided into 7,500,000,000 (seven billion five hundred million) shares at par value of 1 (one) kurus each.</p> <p>The permission for registered capital granted by the Capital Market Board is valid for 5 years between 2021 and 2025. Even if the permitted registered capital ceiling cannot be attained at the end of 2025, in order that the board of directors of the Company can take resolution to raise the capital, it is mandatory to obtain authorization of the shareholders in the first general meeting for an extended period after having obtained permission from the Capital Market Board for the previously permitted ceiling or a new ceiling. The term of such authorization may be extended by resolution of the general meeting for five year periods. If the said authorization is not obtained, the Company may not increase capital based on the resolution of the board of directors.</p> <p>The issued capital of the Company is TL 37,264,000.00 (thirty-seven million two hundred and sixty-four thousand Turkish Liras), and such capital is divided into 3,726,400,000 (three billion seven hundred and twenty six million four hundred thousand) at par value of 1 (one) kurus each.</p> <p>Of the issued capital of the Company, TL 5,255,032.08 has been paid in kind, and TL 32,008,967.92 in cash.</p> <p>Groups of shares representing the issued capital of the Company consist of Group (A) comprising 407,575,000 nominative shares corresponding to TL 4,075,750, Group (B) comprising 284,138,000</p>	<p>ARTICLE 6 – CAPITAL AND SHARES</p> <p>As per the provisions of the Capital Market Law, the Company has a registered capital ceiling in the amount of TL 75,000,000 (seventy five million Turkish liras) divided into 7,500,000,000 (seven billion five hundred million) shares at par value of 1 (one) kurus each.</p> <p>The permission for registered capital granted by the Capital Market Board is valid for 5 years between 2025 and 2029. Even if the permitted registered capital ceiling cannot be attained at the end of 2029, in order that the board of directors of the Company can take resolution to raise the capital, it is mandatory to obtain authorization of the shareholders in the first general meeting for an extended period after having obtained permission from the Capital Market Board for the previously permitted ceiling or a new ceiling. The term of such authorization may be extended by resolution of the general meeting for five year periods. If the said authorization is not obtained, the Company may not increase capital based on the resolution of the board of directors.</p> <p>The issued capital of the Company is TL 37,264,000.00 (thirty-seven million two hundred and sixty-four thousand Turkish Liras), and such capital is divided into 3,726,400,000 (three billion seven hundred and twenty six million four hundred thousand) at par value of 1 (one) kurus each.</p> <p>Of the issued capital of the Company, TL 5,255,032.08 has been paid in kind, and TL 32,008,967.92 in cash.</p> <p>Groups of shares representing the issued capital of the Company consist of Group (A) comprising 407,575,000 nominative shares corresponding to TL 4,075,750, Group (B) comprising 284,138,000</p>

<p>nomivative shares corresponding to TL 2,841,380, Group (C) comprising 239,887,000 nominative shares corresponding to TL 2,398,870 and Group (D) comprising 2,794,800,000 bearer shares corresponding to TL 27,948,000. Without prejudice to the requirements of the Capital Market Board, transfer of the nominative shares may not be restricted.</p> <p>For matters involving the transfer of shares and the qualifications required from the persons intending to take transfer of the shares, the provisions of the capital market board shall be complied with.</p> <p>The board of directors is authorized to raise the issued capital by issuing new shares up to the registered capital ceiling, to take resolutions to restrict the right of the existing shareholders to purchase new shares, to take resolutions that restrict the rights of the holders of privileged shares, and to issue premium-bearing shares, during the period of 2021-2025 in accordance with the provisions of the Capital Market Law and the regulations of the Capital Market Board. The power to restrict the right of purchasing new shares may not be used in a manner that will cause inequality between the shareholders. Announcements in this respect shall be made in compliance with the article hereof regulating the procedure for announcements.</p> <p>In the event of capital raises, the shares remaining after the use of the preemption right and, in the case that the use of the preemption right has been restricted, all of the newly issued shares shall be offered to the public for the then current market price, which may not be less than the par value of the shares.</p> <p>No new shares may be issued unless the ones that were issued are sold in whole and their values are paid up.</p> <p>The shares representing the capital shall be tracked by book-entry in accordance with the dematerialization rules.</p>	<p>nomivative shares corresponding to TL 2,841,380, Group (C) comprising 239,887,000 nominative shares corresponding to TL 2,398,870 and Group (D) comprising 2,794,800,000 bearer shares corresponding to TL 27,948,000. Without prejudice to the requirements of the Capital Market Board, transfer of the nominative shares may not be restricted.</p> <p>For matters involving the transfer of shares and the qualifications required from the persons intending to take transfer of the shares, the provisions of the capital market board shall be complied with.</p> <p>The board of directors is authorized to raise the issued capital by issuing new shares up to the registered capital ceiling, to take resolutions to restrict the right of the existing shareholders to purchase new shares, to take resolutions that restrict the rights of the holders of privileged shares, and to issue premium-bearing shares, during the period of 2025-2029 in accordance with the provisions of the Capital Market Law and the regulations of the Capital Market Board. The power to restrict the right of purchasing new shares may not be used in a manner that will cause inequality between the shareholders. Announcements in this respect shall be made in compliance with the article hereof regulating the procedure for announcements.</p> <p>In the event of capital raises, the shares remaining after the use of the preemption right and, in the case that the use of the preemption right has been restricted, all of the newly issued shares shall be offered to the public for the then current market price, which may not be less than the par value of the shares.</p> <p>No new shares may be issued unless the ones that were issued are sold in whole and their values are paid up.</p> <p>The shares representing the capital shall be tracked by book-entry in accordance with the dematerialization rules.</p>
<p>ARTICLE 11 – BOARD OF DIRECTORS AND TERM OF OFFICE</p> <p>The company shall be managed, represented and obligated by a board of directors elected by the general assembly for a period of maximum 3 (three) years and having the qualifications specified in Turkish Commercial Code and capital</p>	<p>ARTICLE 11 – BOARD OF DIRECTORS AND TERM OF OFFICE</p> <p>The company shall be managed, represented and obligated by a board of directors elected by the general assembly for a period of maximum 3 (three) years and having the qualifications specified in Turkish Commercial Code and capital</p>

<p>market regulations in line with the relevant provisions therein provided that the majority shall not be non-executive directors. The board of directors shall elect a chairman and a vice-chairman to act in the absence of the chairman in its first meeting.</p> <p>The board of directors shall be comprised of 10 (ten) directors of whom 4 shall be elected by the majority of the registered class (A) shares, 3 by the majority of the registered class (B) shares, 2 by the majority of the registered class (C) shares, and 1 by the majority of the bearer class (D) shares represented in the general assembly.</p> <p>In the event that class (D) bearer shares comprised of shares subject to public offering and represented in the general assembly do not nominate a director and/or are not able to decide on a nominee with majority, the board of directors shall be comprised of 9 (nine) directors of whom 4 shall be elected by the majority of the registered class (A) shares, 3 by the majority of the registered class (B) shares, and 2 by the majority of the registered class (C) shares.</p> <p>The general assembly shall appoint sufficient number of independent directors to the board of directors not to be less than 2 at all events in line with the principles of independence of directors indicated in the Corporate Management Principles issued by the Capital Market Board.</p> <p>The number and qualifications of independent directors shall be determined in line with the corporate management regulations provided by the Capital Market Board.</p> <p>Directors may be re-elected at the end of the specified term of office. In the event of any vacancy for any reason, the board of directors shall temporarily substitute a person with the qualifications specified in Turkish Commercial Code and capital market regulations in line with the privileges provided herein to be approved in the first shareholder's assembly meeting. Any such director shall complement the term of office applicable for the director vacating that position.</p> <p>Legal entity or entities may be elected as directors. In the event that a legal entity is elected as a director, only one real person elected by the legal entity will be registered and published together with the relevant legal entity in the name of the said legal entity. This shall be announced at the website of the company for which registration and announcement procedures are performed. The real</p>	<p>market regulations in line with the relevant provisions therein provided that the majority shall not be non-executive directors. The board of directors shall elect a chairman and a vice-chairman to act in the absence of the chairman in its first meeting.</p> <p>The Company's Board of Directors consists of 11 members to be elected by the General Assembly.</p> <p>The board of directors shall be directors of whom 4 shall be elected by the majority of the registered class (A) shares, 3 by the majority of the registered class (B) shares, 2 by the majority of the registered class (C) shares, and 1 by the majority of the bearer class (D) shares represented in the general assembly.</p> <p>In the event that class (D) bearer shares comprised of shares subject to public offering and represented in the general assembly do not nominate a director and/or are not able to decide on a nominee with majority, the Company's Board of Directors consists of 10 members. These Board Members of directors of whom 4 shall be elected by the majority of the registered class (A) shares, 3 by the majority of the registered class (B) shares, and 2 by the majority of the registered class (C) shares.</p> <p>The general assembly shall appoint sufficient number of independent directors to the board of directors with the principles of independence of directors indicated in the Corporate Management Principles issued by the Capital Market Board.</p> <p>The number and qualifications of independent directors shall be determined in line with the corporate management regulations provided by the Capital Market Board.</p> <p>Directors may be re-elected at the end of the specified term of office. In the event of any vacancy for any reason, the board of directors shall temporarily substitute a person with the qualifications specified in Turkish Commercial Code and capital market regulations in line with the privileges provided herein to be approved in the first shareholder's assembly meeting. Any such director shall complement the term of office applicable for the director vacating that position.</p> <p>Legal entity or entities may be elected as directors. In the event that a legal entity is elected as a director, only one real person elected by the legal entity will be registered and published together</p>
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<p>person registered in the name of the legal entity may participate in board meetings and cast vote. The legal entity director may replace its real person representative at any time.</p> <p>Directors and real person representatives of legal entity directors must have full capacity. Justifications for termination of director status shall also prevent those persons from being elected as directors.</p> <p>The board of directors shall perform the tasks attributed through Turkish Commercial Code, Capital Market Law, company articles of association, general assembly resolutions and relevant legislative provisions. The board of directors shall be empowered to make all kinds of resolutions apart from those which remain under the power of the general assembly according to the law or articles of association.</p> <p>Directors may be discharged by the general assembly at any time.</p> <p>The board of directors may establish specific committees and commissions in which the directors may take part in order to monitor the course of operations, ensure preparation of reports on specific subjects, perform the resolutions or conduct internal audit. Establishment of committees by the board of directors, their duties and working principles shall be determined in line with Turkish Commercial Code, Capital Market Law, corporate management principles introduced by the Capital Market Board and other applicable legislations.</p>	<p>with the relevant legal entity in the name of the said legal entity. This shall be announced at the website of the company for which registration and announcement procedures are performed. The real person registered in the name of the legal entity may participate in board meetings and cast vote. The legal entity director may replace its real person representative at any time.</p> <p>Directors and real person representatives of legal entity directors must have full capacity. Justifications for termination of director status shall also prevent those persons from being elected as directors.</p> <p>The board of directors shall perform the tasks attributed through Turkish Commercial Code, Capital Market Law, company articles of association, general assembly resolutions and relevant legislative provisions. The board of directors shall be empowered to make all kinds of resolutions apart from those which remain under the power of the general assembly according to the law or articles of association.</p> <p>Directors may be discharged by the general assembly at any time.</p> <p>The board of directors may establish specific committees and commissions in which the directors may take part in order to monitor the course of operations, ensure preparation of reports on specific subjects, perform the resolutions or conduct internal audit. Establishment of committees by the board of directors, their duties and working principles shall be determined in line with Turkish Commercial Code, Capital Market Law, corporate management principles introduced by the Capital Market Board and other applicable legislations.</p>
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ANNEX 4
TABLE OF DISTRIBUTION OF PROFITS

AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.			
PROFIT DISTRIBUTION PROPOSAL FOR 2024			
1.	Paid-in / Issued Capital		37.264.000,00
2.	General Legal Reserves (As per legal records)		713.806.942,73
	Information about privileges for distribution of profits if any privilege is granted in the articles of association	There is no Privilege for Distribution of Profits	
		Per CMB	Per Legal Records(LR)
3.	Period Profit	524.404.659,00	436.680.532,19
4.	Taxes (-)	-	-
5.	Net Period Profit	524.404.659,00	436.680.532,19
6.	Accumulated Losses (-)	-	-
7.	General Legal Reserves (-)	-	-
8.	NET DISTRIBUTABLE PERIOD PROFIT	524.404.659,00	436.680.532,19
9.	Donations made within the year (+)	120.000,00	120.000,00
10.	Net Distributable Period Profit Including Donations	524.524.659,00	436.800.532,19
11.	First Dividend to Shareholders	1.863.200,00	1.863.200,00
	- Cash	1.863.200,00	1.863.200,00
	- Gratis	-	-
	- Total	1.863.200,00	1.863.200,00
12.	Dividend Distributed to Privileged Shareholders	-	-
13.	Other Dividend Distributed to - Directors, - Employees, - Persons other than Shareholders	-	-
14.	Dividend Distributed to Holder of Redeemed Shares	-	-
15.	Second Dividend to Shareholders	394.625.760,00	394.625.760,00
16.	General Legal Reserves	46.915.376,00	46.915.376,00
17.	Status Reserves	-	-
18.	Special Reserves	-	-
19.	EXTRAORDINARY RESERVES	88.453.123,00	728.996,19
20.	Other Sources to be Distributed -Legal Reserves	74.528.000,00	74.528.000,00

Akmerkez Gayrimenkul Yatırım Ortaklığı A.Ş.						
Table of Dividend Ratios for 2024						
	CLASS	TOTAL DIVIDEND DISTRIBUTED		TOTAL DIVIDEND DISTRIBUTED / NET DISTRIBUTABLE PERIOD PROFIT	DIVIDEND CORRESPONDING TO A SHARE WITH A NOMINAL VALUE OF TRY 1	
		CASH (TRY)	GRATIS (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
NET	A	51.517.480,00	-	11,7975	12,64	1.264,00
	B	35.915.043,20	-	8,2246	12,64	1.264,00
	C	30.321.716,80	-	6,9437	12,64	1.264,00
	D	353.262.720,00	-	80,8973	12,64	1.264,00
	TOTAL	471.016.960,00	-	107,8631	12,64	1.264,00

ANNEX 5
PROPOSAL ON DISTRIBUTION OF PROFITS

Valuable Shareholders,

The net profit of the period for the year 2024 shown in our financial statements prepared pursuant to the provisions of the Capital Market Board's Communiqué No. II-14.1 on the Guidelines for Financial Reporting in the Capital Market is TL-524.404.659,00 and the net profit of the period shown in our financial statements prepared pursuant to the provisions of the Tax Procedure Law is TL-436.680.532,19.

It has been resolved that;

From the distributable profit shown in our financial statements prepared pursuant to the provisions of the Capital Market Board's Communiqué No. II-14.1 on the Guidelines for Financial Reporting in the Capital Market of TL-524.404.659,00:

1. The deduction by 5% for the legal reserve fund be not made for the total amount of such reserves has already reached 20% of the paid-in capital, pursuant to the provision of Section 519 of the Turkish Commercial Code,
2. TL-1.863.200,00 part of TL-524.404.659,00 be set aside for distribution in cash to the shareholders as the 1st dividend,
3. No share be set aside for the Directors from the remaining profit,
4. TL-394.625.760,00 part of the remaining profit be set aside for distribution in cash to the shareholders as the 2nd dividend,
5. TL-39.462.576,00, which represents ten percent of the part remaining after the deduction of the 5% of the paid-in capital on the dividends to be distributed to the shareholders amounting to total TL-396.488.960,00, be set aside as the general legal reserve fund pursuant to the provision of paragraph 2 of section 519 of the Turkish Commercial Code,
6. The rest of the profit for the year 2024 be not distributed but set aside as the extraordinary reserve fund,
7. To set aside TL-74.528.000,00 of the the account for the legal reserves' exceeding part of the half of the issued capital arising from the financial statements of the Company, to be distributed to the shareholders in cash and TL-7.452.800,00, which represents ten percent of the mentioned amount to be set aside as the general legal reserve fund pursuant to the provision of paragraph 2 of section 519 of the Turkish Commercial Code,
8. The total amount of the 1st and 2nd dividends and dividend from the legal reserves to be distributed to our shareholders be determined as TL-471.016.960,00 (dividend amount gross=net TL 12,64-TL corresponding to share with a nominal value of TL-1,00-dividend ratio gross=net 1264%),
9. To distribute the total dividends in cash on 09.04.2025.

BOARD OF DIRECTORS OF
AKMERKEZ GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ