

**INFORMATIVE DOCUMENT**  
**AVRUPAKENT GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**  
**ORDINARY GENERAL ASSEMBLY MEETING FOR 2024**

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON APRIL 15, 2025**

Our Ordinary General Assembly meeting shall be held on April 15, 2025, at 11.00 “Radisson Collection Hotel, Vadistanbul Ayazağa Mah. Azerbaycan Cad. 1A Apt. No:3A Sarıyer/İstanbul” to discuss and take resolutions on the the agenda items stated below.

The Financial Statements and the Audit Report for the 2024 fiscal year, the Board of Directors’ Annual Report, including the Corporate Governance Principles Compliance Report and Sustainability Report, and the profit distribution proposal of the Board of Directors, along with the following agenda and the Memorandum containing the necessary explanations for compliance with the Corporate Governance Principles shall be made available to the shareholders at Company Headquarters, on the Company’s corporate website at [www.avrupakentgyo.com](http://www.avrupakentgyo.com), on the Public Disclosure Platform (“PDP”), and in the Electronic General Meeting System of the Central Registry Agency (“CRA”) three weeks (21 days) prior to the meeting. Our shareholders may participate and vote at the General Assembly in person, either physically or electronically, or through their representatives (by granting a proxy).

Our shareholders who wish to attend the Ordinary General Assembly Meeting are required to fulfill the procedures announced to the public by the CRA. The "Shareholders List" regarding the right holders and their representatives attending the meeting is taken from the Electronic General Assembly System (“EGKS”) before the meeting starts. The "Shareholders List" is used for the formation of the list of attendees. The control of whether the persons who physically come to the meeting hall to attend the Ordinary General Assembly Meeting are shareholders or their representatives will be made through the aforementioned list.

Participation electronically in the General Assembly is possible only with the secure electronic signatures of shareholders or proxies. Therefore, shareholders who will carry out a transaction in Electronic General Meeting System, first of all, have to register their contact information in e-MKK information portal of CRA as well as having to have a secure electronic signature.

Shareholders or proxies who would like to participate electronically in the meeting are supposed to fulfill their obligations in accordance with the provisions of “Regulation on the General Assemblies in Corporates to be Held Electronically” published in the Official Gazette dated 28 August 2012 and no. 28395 and “Declaration on Electronic General Meeting System to be Implemented in the General Assemblies of Corporates” published in the Official Gazette dated 29 August 2012 and no.28396. Otherwise, they shall not be able to participate in the meetings.

With rights and obligations of shareholders who shall participate electronically over the EGKS being reserved, shareholders who are unable to attend the meeting in person have to issue their proxies according to the attached proxy form or obtain the proxy form from the Company headquarters or the Company website at [www.avrupakentgyo.com](http://www.avrupakentgyo.com) and accordingly submit their proxies bearing their notarised signatures to the Company by fulfilling the conditions set forth in the “Communiqué on Voting by Proxy and Proxy Solicitation” number II-30.1 which took effect upon publication on the Official Gazette dated 24.12.2013 and numbered 28861. A proxy document is not required from a proxy appointed electronically through the Electronic General Meeting System. It shall not be possible to attend the general assembly with a proxy which does not comply with the proxy form required under the aforementioned Communiqué and a copy of which is attached hereto.

Pursuant to Paragraph 4 of Article 415 of Turkish Commercial Code No. 6102 (“TCC”) and Paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the General Assembly and voting rights shall not be conditional on depositing the share certificates. Accordingly, shareholders participating in the General Assembly Meeting do not need to block their shares.

It is necessary and sufficient for our shareholders who will attend the General Assembly Meeting in person to show their ID cards at the meeting. In addition, if our shareholders, whose identity and information regarding the shares in their accounts are concealed and therefore cannot be seen by our Company, wish to participate in the General Assembly Meeting, they are required to apply to the intermediary institutions where their accounts are held and ensure that the restriction on the concealed identity and information regarding their shares is removed until 1 (one) day before the date of the General Assembly Meeting.

Without prejudice to the provisions on electronic voting, open voting by raising hands shall be used for voting on the agenda items at the General Assembly Meeting.

Kindly submitted to the information of our shareholders.

## **AVRUPAKENT GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**

### **BOARD OF DIRECTORS**

Company Address: Ataköy 7-8-9-10. Kısım Mah. Çobançeşme E-5 Yan Yol Cad. Avrupa Residence-Office

No:8/2/7 Bakırköy / İstanbul

Trade Registry and Number: İstanbul Ticaret Sicil Müdürlüğü-740979-0

Mersis No: 0105-0571-0290-0011

## **2. ADDITIONAL EXPLANATIONS REGARDING CAPITAL MARKETS BOARD REGULATIONS**

Pursuant to the disclosures mandated by the Capital Markets Board's Communiqué on Corporate Governance (No. II-17.1), information concerning matters extraneous to the agenda items is presented hereunder.

### **2.1.Shareholding Structure and Voting Rights:**

The Company's issued capital is TL 400,000,000, fully paid. The Company's issued capital is divided into 400,000,000 shares with a par value of TL 1 each. The share groups representing the issued capital consist of 22,570,369 Group A shares corresponding to TL 22,570,369.00; 1,422,014 Group B shares corresponding to TL 1,422,014.00; and 376,007,617 Group C shares corresponding to TL 376,007,617.00.

Pursuant to Article 15 of the Articles of Association, Group A and Group B shares have the privilege of nominating candidates for the election of Board of Directors members. In the event that the Board of Directors consists of five members, two Board of Directors members shall be elected from among the candidates nominated by Group A shareholders; in the event that it consists of six members, three Board of Directors members shall be elected from among the candidates nominated by Group A shareholders; in the event that it consists of seven members, three Board of Directors members shall be elected from among the candidates nominated by Group A shareholders; in the event that it consists of eight members, four Board of Directors members shall be elected from among the candidates nominated by Group A shareholders; in the event that it consists of nine members, five Board of Directors members shall be elected from among the candidates nominated by Group A shareholders; and in any case, one Board of Directors member shall be elected from among the candidates nominated by Group B shareholders. The remaining candidates, including independent candidates, shall be elected by the General Assembly from among the candidates nominated by Group A, Group B, and Group C shareholders.

The Company's shareholding structure as of December 31, 2024, is provided below.

Name Surname/Trade Name of the Shareholders	Share in Capital (TRY)	Share in Capital (%)	Voting Right Ratio (%)
ARTAŞ İNŞAAT SANAYİ VE TİCARET A.Ş. *	197.900.472	49,48	49,48
SÜLEYMAN ÇETİNSAYA	111.770.357	27,94	27,94
DİĞER	90.329.171	22,58	22,58
TOPLAM	400.000.000	100,00	100,00

\* Süleyman Çetinsaya holds 93.075% of the shares of ARTAŞ İNŞAAT SANAYİ VE TİCARET A.Ş.

## **2.2. Changes in the Management and Activity, which will materially affect the Activities of Our Company or Affiliates:**

Our Company, which currently has no subsidiaries, has not experienced any significant management or operational changes in the past fiscal period, nor does it anticipate any such changes for the 2025 fiscal period, that would materially affect the Company's operations.

## **2.3. Informations about the Requests of the Shareholders for Inclusion of Certain Items in the Agenda:**

There has not been any requests for the items to be included to the agenda.

## **3. OUR DISCLOSURES ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY DATED 15.04.2025**

### **1. Opening of the meeting and election of the Chairmanship Council.**

In accordance with the provisions of the TCC, “Regulation on the Procedures and Principles of the General Assembly Meetings of Corporations and Ministry Representatives to Attend These Meetings” (“Regulation” or “General Assembly Regulation”) and General Assembly Internal Directives the Chairmanship Council that will chair the General Assembly Meeting will be established. At least one Record Clerk is appointed by the Meeting Chairman according to the General Assembly Internal Directives. Meeting Chairman may also select sufficient number of vote collectors.

### **2. Presentation, discussion and approval of the Annual Report prepared by the Board of Directors for the year 2024.**

In accordance with the provisions of the TCC and Regulations, as well as the Capital Markets Law and related regulations, the Board of Directors' Annual Report, which is made available for shareholders' review at the Company Headquarters, at [www.kap.org.tr](http://www.kap.org.tr), on the EGKS, and on the Company's website at

<https://www.avrupakentgyo.com/> along with the general assembly meeting announcement, will be read at the general assembly meeting and submitted for shareholders' consideration and approval.

### **3. Presentation of the summary of the Independent Audit Report for the year 2024.**

The General Assembly will be informed of the Independent Audit Report prepared by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the appointed independent auditor for the 2024 financial period.

### **4. Presentation, discussion and approval of the Financial Statements for the year 2024.**

In accordance with the provisions of the TCC and Regulations, as well as the capital market legislation, the financial statements for the year 2024, prepared in accordance with the capital market legislation and made available for shareholders' review at the Company Headquarters, at [www.kap.org.tr](http://www.kap.org.tr), on the EGKS, and on the Company's website at <https://www.avrupakentgyo.com/> along with the general assembly meeting announcement, will be read and submitted for shareholders' consideration and approval at the general assembly meeting.

### **5. Release of each member of the Board of Directors from their liability for the Company's activities in 2024.**

In accordance with the provisions of the TCC and Regulations, the separate discharge of the Board of Directors members for their activities, transactions, and accounts of the year 2024 will be submitted for the approval of the General Assembly, as required by Article 408 of the TCC.

### **6. Adoption of a resolution on the Board of Directors' profit distribution proposal.**

The Company's net profit for the period is TL 7,380,600,157 in the financial statements dated December 31, 2024, prepared in accordance with the Capital Markets Board's Communiqué II-14.1, "Principles of Financial Reporting in Capital Markets" and TL 2,465,426,359.35 in the legal records kept according to the Tax Procedure Law. The dividend distribution proposal (Appendix), prepared by our Board of Directors in accordance with the capital market legislation, the Company's Dividend Distribution Policy, and the Company's Articles of Association, will be submitted to the General Assembly for approval.

### **7. Determining the remuneration of the Board Members.**

In accordance with the provisions of the TCC and Regulations, as well as the principles set forth in the Articles of Association, the monthly net fees of the Board of Directors members will be determined by the General Assembly.

### **8. Approval of the appointment of the Independent Audit Firm, selected by the Board of Directors, in accordance with TCC and Capital Markets Board regulations.**

In accordance with the TCC, the Capital Markets Board and the Turkish Public Oversight, Accounting and

Auditing Standards Authority (“KGK”) regulations, and taking into consideration the opinion of the Audit Committee, the Board of Directors resolved at their meeting on 18.03.2025 to nominate PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.to audit the Company's financial reports for the year 2025 accounting period and to fulfil all other obligations required for the auditors by the TCC, the Capital Markets Law and related regulations, including but not limited to, the mandatory assurance audits of reports to be prepared in accordance with the Turkish Sustainability Reporting Standards as published by the KGK. This decision will be submitted to the General Assembly for approval.

**9. Informing the General Assembly of the donations made by the Company in 2024 within the scope of the Company’s Donation and Aid Policy and determining an upper limit for donations in 2025.**

No donations were made during the year 2024. In accordance with Article 19 of the Capital Markets Law, the limit for donations to be made by companies must be determined at the General Assembly. The limit set for donations to be made during the year 2025 is TL 3,000,000, and this donation limit will be submitted for the approval of the General Assembly.

**10. Informing the General Assembly of the purchase, sale and lease transactions made in 2024 pursuant to Article 37 of the Communiqué on Principles of Real Estate Investment Companies.**

The general assembly will be informed in accordance with Article 37 of the CMB's Communiqué No. III-48.1.

**11. Informing the General Assembly of any guarantees, pledges, mortgages and sureties issued by the Company in favour of third parties in 2024 and the income or benefit obtained by the Company, in accordance with Capital Markets Board regulations.**

Information will be provided regarding the footnote 13 of the financial statements for 2024, prepared in accordance with the provisions of the Capital Markets Board's Communiqué No. II-14.1 on "Principles of Financial Reporting in Capital Markets" and Article 12 of the Communiqué No. II-17.1 on Corporate Governance, titled "Collaterals, Pledges, Mortgages, and Sureties.

**12. Granting authority to the Members of the Board of Directors according to Articles 395 and 396 of TCC.**

As the performance of transactions by the members to the Board of Directors, under Article 395 of the TCC, titled “Prohibition of Transactions and Borrowing with Company” and Article 396, titled “Non-Competition,” may only be possible with the approval of the General Assembly, the issuance of the authorization in question will be presented for approval of our shareholders in the General Assembly.

**13. Informing the General Assembly of any transactions within the context of Article 1.3.6 of the Capital Markets Board's Corporate Governance Communiqué (II-17.1).**

Pursuant to the Capital Markets Board's mandatory Corporate Governance Principle no. 1.3.6, the General Assembly will be informed in the event that shareholders having managerial control, board members, senior management and their relatives up to the second degree of blood or affinity engaged in a significant business transaction creating a conflict of interest with the Company or its subsidiaries, competed with the company in the same line of business on their own behalf or on the behalf of others, or was involved in the same business as that of the Company as unlimited partner in another company. Information about said transactions must be included as a separate item on the agenda and recorded into the minutes of the General Assembly. In 2024, there has not been any material transaction which requires notification in accordance with Corporate Governance Principle no. 1.3.6 of the Corporate Governance Communiqué.

**14. Informing the General Assembly regarding the Share Buyback Program initiated by the Company's Board of Directors on March 25, 2024, and terminated on December 4, 2024, in accordance with the Capital Markets Board's Communiqué No. II-22.1 on Buy-Backed Shares and the Principle Decision numbered i-SPK.22.7 (Resolution No. 9/177 dated February 14, 2023) and the liquidity providing transactions initiated on March 25, 2024, and terminated on September 5, 2024.**

Information will be provided at the General Assembly meeting regarding the share buyback program and the liquidity provider activities initiated by the Board of Directors and the transactions carried out.

**15. Wishes and opinions.**

**APPENDIX:**

<b>AVRUPAKENT GYO A.Ş.</b>		
<b>Profit Distribution Table for 2024 (TL)</b>		
<b>1. Paid/Issued capital</b>		400.000.000,00
<b>2. General Statutory Reserves</b>		608.181.506,63
Information on any privileges on dividend distribution provided for in the Articles of Association, if any		No
	<b>As per CMB Records</b>	<b>As per Statutory Records</b>
<b>3. Profit for the period</b>	10.260.883.424,00	2.465.426.359,35
<b>4. Taxes (-)</b>	2.880.283.267,00	0
<b>5. NET PROFIT (=)</b>	7.380.600.157,00	2.465.426.359,35
<b>6. Previous Years' Losses (-)</b>	0	0
<b>7. General Statutory Reserves (-)</b>	0	0
<b>8. NET DISTRIBUTABLE PROFIT (=)</b>	7.380.600.157,00	2.465.426.359,35
<b>9. Donations made during the year (+)</b>	0	0
<b>10. NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS</b>	7.380.600.157,00	2.465.426.359,35
<b>11. First category dividend to shareholders</b>	20.000.000,00	20.000.000,00
-Cash	20.000.000,00	20.000.000,00
-Shares	0	0
<b>12. Dividends distributed to privileged shareholders</b>	0	0
<b>13. Other dividends distributed</b>	0	0
-Members of the Board of Directors		
- Employees		
- Non-shareholders		
<b>14. Dividend Payments to Usufruct Certificate Holders</b>	0	0
<b>15. Second category dividend to shareholders</b>	1.955.000.000,00	1.955.000.000,00
<b>16. General Statutory Reserves</b>	195.500.000,00	195.500.000,00
<b>17. Other Statutory Reserves</b>	0	0
<b>18. Special Reserves</b>	0	0
<b>19. Extraordinary Reserves</b>	5.405.600.157,00	490.426.359,35
<b>20. Other sources planned for distribution</b>	0	0



**DETAILS OF DIVIDEND PER SHARE**

	GROUP	TOTAL DIVIDEND DISTRIBUTED (TL)	DIVIDEND PER 1 TL NOMINAL VALUED SHARE	
			AMOUNT (TL)	RATE (%)
NET	A	111.441.197,00	4,94	494
	B	7.021.194,00	4,94	494
	C	1.856.537.609,00	4,94	494
	<b>TOTAL</b>	<b>1.975.000.000,00</b>	<b>4,94</b>	<b>494</b>