

**ZİRAAT REAL ESTATE INVESTMENT TRUST INC.**  
**INFORMATION DOCUMENT FOR ORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON ON 16 AUGUST 2023**

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON ON 16/08/2023**

Our Company's Ordinary General Assembly Meeting regarding the fiscal year 2022 will be held on August 16, 2023, Wednesday at 04:00 p.m., at the address of "Finanskent Mahallesi Finans Caddesi A Blok No:44/A Ümraniye-İstanbul /Türkiye" for the discussion and conclusion of the following agenda items.

Our shareholders are able to attend the meeting physically or electronically; in person or through their representatives. Shareholders or their representatives are able to participate in the General Assembly Meeting in electronic environment using their secure electronic signatures. Shareholders who will attend the meeting via electronic general meeting system (EGMS) shall first record their credentials by registering to Central Registry Agency (MKK)'s e-Investor: Investor Information Center and have secure digital signatures. Accordingly, the representatives to attend the meeting via EGMS shall have a secure digital signature as well. Shareholders or their representatives who do not register in the e-Investor and do not have secure electronic signatures cannot attend the General Assembly Meeting electronically.

In order to attend the meeting via EGMS or to appoint a representative/proxy, registration procedures shall be completed till 9:00 p.m. on the day prior to the meeting. In accordance with the electronic general assembly legislations, the meeting entrance starts 1 hour before the meeting and ends 5 minutes before the meeting time; it is required to enter the e-Meeting Hall during this period. Detailed information on the procedures and principles regarding participation in the meeting, appointing a representative, making suggestions, expressing comments and voting electronically via EGMS can be obtained from the website of MKK, <https://www.mkk.com.tr/en>.

Shareholders or their representatives who want to attend the meeting electronically shall fulfill their obligations in accordance within the framework of the provisions of the "Regulation on General Assemblies in Electronic Media in Joint-stock Companies", published in the Official Gazette dated 28 August 2012 and numbered 28395 and "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated 29 August 2012 and numbered 28396.

Shareholders who are unable to attend the meeting in person, provided that the rights and obligations of shareholders participating electronically are reserved, shall prepare their proxy documents as per the attached sample form and shall submit the signature notarized proxy documents issued in accordance with the requirements of the "Communiqué No. II-30.1, Use of Proxy Vote and Proxy Collection through Invitation" to the Company prior to the meeting day. A proxy document is not required from a proxy appointed electronically via Electronic General Meeting System. The proxy can participate in the meeting both physically and through EGMS. Whether appointed by a notarized proxy form or via EGMS, proxies that will attend the meeting by physically are required to present their identity documents in the meeting.

Our shareholders who will attend the meeting physically and in person shall attend the meeting just by presenting their identity documents.

2022 Financial Statements, Board of Directors' Annual Report including the Corporate Governance Compliance Report, Independent Audit Report and Profit Distribution Statement shall be made available to the shareholders three weeks prior to the meeting on the website of the Public Disclosure Platform addressed [www.kap.gov.tr/en/](http://www.kap.gov.tr/en/), on the Company's corporate website addressed [www.ziraatgyo.com.tr/en](http://www.ziraatgyo.com.tr/en) and on the EGMS.

In accordance with the Law on the Protection of Personal Data numbered 6698, the detailed information regarding the personal data processing by our Company, through the Policy for Protection and Processing of Personal Data is shared with the public on the Company's corporate website addressed [www.ziraatgyo.com.tr/en](http://www.ziraatgyo.com.tr/en).

It is submitted for shareholders' information with respect.

## **BOARD OF DIRECTORS OF ZİRAAT REAL ESTATE INVESTMENT TRUST**

**Company Address:** Finanskent Mahallesi Finans Caddesi A Blok No:44/A Ümraniye / İstanbul

**Trade Registration and Number:** İstanbul Ticaret Sicil Müdürlüğü, 54300-5

**Mersis No:** 0998083652500016

## **2. ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS**

This section contains additional required disclosures to be declared pursuant to the Corporate Governance Principle numbered 1.3.1 of the CMB's Corporate Governance Communique numbered II-17.1 for our shareholders' information.

### **2.1. Information on Partnership Structure and Voting Rights:**

Company's issued capital amounts to 4.693.620.000 Turkish Liras. It has been divided into 4.693.620.000 shares, each with a nominal value of 1 TRY.

Company shares are divided in two groups; portion with a value of TRY 714.219.129 is Group A registered shares and the remaining with a value of TRY 3.979.400.871 is Group B bearer shares. Group A shares have privilege to nominate candidates for the election of Board members.

The partnership structure of our Company as of 14 July 2023 is shown below.

Shareholders	Group	Share Amount (TRY)	Share Rate (%)	Voting Right Rate (%)
T.C. Ziraat Bankası A.Ş.	A	714.219.129	15,22%	15,22%
T.C. Ziraat Bankası A.Ş.	B	3.090.371.040	65,84%	65,84%
PO Investors	B	889.029.831	18,94%	18,94%
<b>Total</b>		<b>4.693.620.000</b>	<b>100,00%</b>	<b>100,00%</b>

## **2.2. Information On The Changes In The Administration And Operations Of The Company And Its Affiliates That Could Have Major Impact On The Activities Of The Company:**

On 03.04.2023, our Company's 16,000,000 shares at a face value of TRY 16,000,000, corresponding to 50% of Konkur İnşaat Yatırım ve Pazarlama A.Ş.'s TRY 32,000,000 paid-in capital, was sold to Kurmel Holding A.Ş. for a total amount of TRY 245,886,216 which was calculated in accordance with the terms of the “Buyback Rights” determined under other the conditions agreed within the “Share Transfer Agreement” and Its Additional Protocols.

Except for the aforementioned transaction, no management and operational changes that will materially affect our Company's and its subsidiaries' activities has taken place during 2022. Material event disclosures are published by the Company on the Public Disclosure Platform's and the company's websites within the scope of related regulations.

## **2.3. Information on Grounds for Dismissal and Replacement, and the Persons to be Nominated for the Board Membership if the General Assembly Agenda Contains Items regarding the Dismissal, Replacement or Election of the Board Members:**

Our Company's Independent Board Member Mr.Yunus SÖNMEZ resigned on 16.03.2023. Mr.Yüksel DEMİRCİ has been appointed to the vacant independent board membership with the Capital Markets Board's letter dated 18.05.2023 and numbered E-12233903-110.07.07-37563 in order to complete the term of office. The appointment will be submitted to the approval of the General Assembly.

## **2.4. Information on the Written Requests of the Shareholders Submitted to the Investor Relations Department for Adding Agenda Items:**

The shareholders made no requests to the Company's Investor Relations Department to add an agenda item regarding the Ordinary General Assembly.

## **2.5. Information on the Amendment of the Articles of Association:**

There is no agenda item regarding the amendment of the Articles of Association.

## **3. AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR 2022**

**3.1.** Opening of the General Assembly Meeting and establishment of the Meeting Presidency,

**3.2.** Authorizing the Meeting Presidency to prepare and sign the meeting minutes,

**3.3.** Reading and discussion of the Annual Report of the Board of Directors and the Independent Audit Report on the activities and accounts of 2022,

**3.4.** Reading, negotiating and approving the independently audited 2022 financial statements,

**3.5.** Submitting the Board of Directors' proposal on the distribution of the profit in 2022 for the approval of the General Assembly,

**3.6.** Submission of the new Independent Board Member elected in order to replace the vacant Independent Board Membership for the approval of the General Assembly,

**3.7.** Discharge of the Board Members for their activities in 2022,

**3.8.** Selection and determining the financial and other rights of the Board Members,

- 3.9.** Informing the General Assembly about the remuneration principles of Board Members and Senior Executives,
- 3.10.** Submitting the selection of the Independent Audit Firm for the year 2023 to the approval of the General Assembly,
- 3.11.** Informing the General Assembly on donations and aids for the year 2022 within the scope of Capital Markets Board regulations,
- 3.12.** Informing the General Assembly regarding the related party transactions for the year 2022 in accordance with the regulations of the Capital Markets Board,
- 3.13.** Authorization of the Board Members to conduct the transactions provided under the Articles 395 and 396 of the Turkish Commercial Law,
- 3.14.** Informing the shareholders regarding the collaterals, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of the third parties and regarding the income and benefits obtained from them, pursuant to the Article 12 of the Capital Markets Board's Corporate Governance Communique (II-17.1.),
- 3.15.** Wishes, requests and closing.

**Appx-1:**

**POWER OF ATTORNEY**

**Ziraat Real Estate Investment Trust Inc.**

I/we hereby appoint ....., to represent me/us in the General Assembly Meeting of Ziraat Gayrimenkul Yatırım Ortaklığı A.Ş. to be held on August 16, 2023 at the address of “Finanskent Mahallesi Finans Caddesi A Blok No:44/A Ümraniye-İstanbul /Türkiye” at 16:00 p.m. and in line with the views I/we have stated below, representative is authorized to vote, to make proposals and to sign the necessary documents.

**Representative's (\*);**

**Name/Title:**

**Identity No/Tax No:**

**Trade Registry and Number:**

**MERSİS No:**

**Address:**

**Signature:**

(\*) Foreign national representatives are required to submit the equivalents (if any) of the above information.

**A) SCOPE OF THE POWER OF ATTORNEY**

**1. About the agenda items in the General Assembly Meeting;**

- a) The representative is authorized to vote in line with his/her own opinion.
- b) The representative is authorized to vote only in line with the suggestions of the Company's management.
- c) The representative is authorized to vote in line with the instructions declared in the table below.

**Defination:**

In case the option (c) is chosen by the shareholder; instructions specific to the agenda items are given by marking one of the options (accept or reject) opposite the relevant general assembly agenda item and by stating the dissenting opinion (if any) that is requested to be written in the general assembly minutes if the reject option is selected.

<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
<b>1.</b> Opening of the General Assembly Meeting and establishment of the Meeting Presidency			
<b>2.</b> Authorizing the Meeting Presidency to prepare and sign the meeting minutes			
<b>3.</b> Reading and discussion of the Annual Report of the Board of Directors and the Independent Audit Report on the activities and accounts of 2022			
<b>4.</b> Reading, negotiating and approving the independently audited 2022 financial statements			
<b>5.</b> Submitting the Board of Directors' proposal on the distribution of the profit in 2022 for the approval of the General Assembly			

6. Submission of the new Independent Board Member elected in order to replace the vacant Independent Board Membership for the approval of the General Assembly			
7. Discharge of the Board Members for their activities in 2022			
8. Selection and determining the financial and other rights of the Board Members			
9. Informing the General Assembly about the remuneration principles of Board Members and Senior Executives			
10. Submitting the selection of the Independent Audit Firm for the year 2023 to the approval of the General Assembly			
11. Informing the General Assembly on donations and aids for the year 2022 within the scope of Capital Markets Board regulations			
12. Informing the General Assembly regarding the related party transactions for the year 2022 in accordance with the regulations of the Capital Markets Board			
13. Authorization of the Board Members to conduct the transactions provided under the Articles 395 and 396 of the Turkish Commercial Law			
14. Informing the shareholders regarding the collaterals, pledges, mortgages and sureties granted by the Company and its subsidiaries in favor of the third parties and regarding the income and benefits obtained from them, pursuant to the Article 12 of the Capital Markets Board's Corporate Governance Communiqué (II-17.1.)			
15. Wishes, requests and closing			

(\*) Items included in the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure voting by proxy.

**2. Special instruction regarding other issues that may arise in the General Assembly meeting and especially the use of minority rights:**

- a) The proxy is authorized to vote in line with his/her own opinion.
- b) The attorney is not authorized to represent with respect to these matters.
- c) The proxy is authorized to vote in accordance with the following special instructions.

**Special instructions**, if any, to be given by the shareholder to the proxy shall be specified here.

**B) SHARES REPRESENTED**

**1. I hereby approve the representation of my shares detailed below by the proxy.**

- a) Order and Serial:\*
  - b) No/Group:\*\*
  - c) Quantity-Nominal Value:
  - d) Whether or not it has privilege in voting:
  - e) Whether it is Bearer's or Registered share:\*
  - f) The ratio to the total shares / voting rights of the shareholder:
- \* The information about shares followed with registration is not requested
- \*\* If any, group information shall be used instead of numbers for shares followed through registration.

**2. I approve the representative's representation of all of my shares included to the list of eligible shareholders to the general shareholders' meeting as prepared by the Central Registry Agency one day before the date of the General Shareholders' Meeting.**

**NAME, SURNAME or TITLE OF THE SHAREHOLDER (\*)**

**Identity No/Tax No:**

**Trade Registry and Number (if legal entity):**

**MERSİS No:**

**Address:**

(\*)For the foreign shareholders, it is mandatory to submit the equivalents (if any) of the above information

**Signature:**

Appx-2:

**ZİRAAT REAL ESTATE INVESTMENT TRUST INC.**  
**PROFIT DISTRIBUTION STATEMENT**

1)	Paid-In / Issued Capital		4.693.620.000
2)	Total Legal Reserves (According to Legal Records)		15.887.214,95
Information on privileges in dividend distribution, if any, in the Articles of Association			None
		Based on CMB Regulations	Based on Legal Records
3)	Current Period Profit	10.945.828.062,00	242.400.392,97
4)	Taxes Payable (-)	514.801,00	-
5)	Net Current Period Profit	10.945.313.261,00	242.400.392,97
6)	Losses in Previous Years (-)	-	-
7)	Primary Legal Reserve (-)	12.120.019,65	12.120.019,65
8)	<b>Net Distributable Current Period Profit</b>	<b>10.933.193.241,35</b>	<b>230.280.373,32</b>
9)	Donations Made During The Year ( + )	-	-
10)	<b>Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated</b>	<b>10.933.193.241,35</b>	<b>230.280.373,32</b>
11)	First Dividend to Shareholders	23.028.037,33	23.028.037,33
	-Cash	23.028.037,33	23.028.037,33
	-Stock	-	-
	-Total	23.028.037,33	23.028.037,33
12)	Dividend Distributed to Owners of Privileged Shares	-	-
13)	Other Dividend Distributed	-	-
	- To the Members of the Board of Directors	-	-
	- To the Employees	-	-
	- To Non-Shareholders	-	-
14)	Dividend to Owners of Redeemed Shares	-	-
15)	Second Dividend to Shareholders	-	-
16)	Secondary Legal Reserves	-	-
17)	Statutory Reserves	-	-
18)	Special Reserves	-	-
19)	<b>Extraordinary Reserves</b>	<b>10.910.165.204,02</b>	<b>207.252.335,99</b>
20)	Other Distributable Resources	-	-

**Dividend Payment Rates Table**

Share Group	CASH DIVIDEND AMOUNT (TL)	STOCK DIVIDEND AMOUNT (TL)	TOTAL DIVIDEND AMOUNT (TL) / NET DISTRIBUTABLE CURRENT PERIOD PROFIT (%)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (TL)	DIVIDEND TO BE PAID FOR SHARE WITH PAR VALUE OF 1 TL - NET (%)
Group A	3.504.132,15	0	1,52	0,0049062	0,490624
Group B	19.523.905,18	0	8,48	0,0049062	0,490624
<b>TOTAL</b>	<b>23.028.037,33</b>	<b>0</b>	<b>10,00</b>	<b>0,0049062</b>	<b>0,490624</b>