

**ZİRAAT REAL ESTATE INVESTMENT TRUST INC.**  
**INFORMATIVE DOCUMENT FOR ORDINARY GENERAL ASSEMBLY MEETING**  
**TO BE HELD ON MAY 7, 2025**

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON MAY 7, 2025**

Our Company's Ordinary General Assembly Meeting regarding the fiscal year 2024 will be held on May 7, 2025, Wednesday at 14:30 p.m., at the address of "Finanskent Mahallesi Finans Caddesi Ziraat Kuleleri 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 electronically using their secure electronic signatures. Shareholders who will attend the meeting via the Electronic General Meeting System (EGMS) shall first register their credentials with the Central Registry Agency (MKK)'s e-Investor: Investor Information Center and obtain secure digital signatures. Accordingly, the representatives who will attend the meeting via EGMS are also required to obtain a secure digital signature. Shareholders or their representatives who do not register with e-Investor and do not have secure electronic signatures will not be able to attend the General Assembly Meeting electronically.

In order to attend the meeting via EGMS or to appoint a representative/proxy, the registration process shall be completed till 9:00 p.m. on the day prior to the meeting. Detailed information on the procedures and principles regarding meeting participation, appointing a representative, making suggestions, expressing comments and voting electronically via EGMS is available on 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, while reserving the rights and obligations of shareholders participating electronically, shall prepare their proxy documents in accordance with the attached sample form and submit the notarized proxy documents, issued in compliance 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 date. A proxy document is not required from a proxy appointed electronically via Electronic General Meeting System. The proxy may participate in the meeting either physically or through EGMS. Regardless of whether the proxy is appointed via a notarized proxy form or through EGMS, proxies attending the meeting in person are required to present their identification documents at the meeting.

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

Financial statements for 2024 prepared using inflation accounting in accordance with the provisions of “Turkish Accounting Standard 29 Financial Reporting in Hyperinflationary Economies”, Board of Directors’ Annual Report including the Corporate Governance Compliance Reports and Sustainability Report, Independent Audit Report and Profit Distribution Statement will be made available to shareholders at least three weeks prior to the General Assembly meeting on the Public Disclosure Platform at [www.kap.gov.tr](http://www.kap.gov.tr), on the Company’s corporate website at [www.ziraatgyo.com.tr](http://www.ziraatgyo.com.tr) and through 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 B Blok No:44/B İç Kapı No:12 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 April 4, 2025 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:**

All of our 5 million shares in our subsidiary Ziraat İşletme Yönetimi ve Gayrimenkul Geliştirme A.Ş. were sold to Ziraat Filo ve Mobilite Çözümler A.Ş. on January 2, 2025.

There have been no changes in management or operations in 2024 that could significantly affect the activities of the Company or its significant subsidiaries and affiliates. 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:**

There is no item regarding the dismissal or replacement of board members on the agenda of the General Assembly Meeting.

## **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 2024**

- 1) Opening of the General Assembly Meeting and establishment of the Meeting Presidency,
- 2) Authorizing the Meeting Presidency to prepare and sign the meeting minutes,
- 3) Reading and discussion of the Board of Directors' Annual Report and the Independent Audit Report on the activities and accounts of 2024,
- 4) Reading, negotiating and approving the independently audited 2024 financial statements prepared using inflation accounting in accordance with the provisions of "Turkish Accounting Standard 29 Financial Reporting in Hyperinflationary Economies",
- 5) Submitting the Dividend Distribution Policy for the approval of the General Assembly,
- 6) Submitting the Board of Directors' proposal on the distribution of the profit in 2024 for the approval of the General Assembly,
- 7) Discharge of the Board Members for their activities in 2024,
- 8) Selection and determining the financial and other rights of the Board Members,
- 9) Informing the General Assembly regarding the remuneration principles of Board Members and Senior Executives,

- 10) Submitting the selection of the Independent Audit Firm for the "Financial Statement Audit" for the year 2025, and for the "Sustainability Assurance Audit" for the years 2024 and 2025, to the approval of the General Assembly,
- 11) Informing the General Assembly on donations and aids for the year 2024 within the scope of Capital Markets Board regulations,
- 12) Informing the General Assembly regarding the related party transactions for the year 2024 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 Communique (II-17.1.),
- 15) Wishes, requests and closing.

**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 May 7, 2025 at the address of “Finanskent Mahallesi Finans Caddesi Ziraat Kuleleri A Blok No:44/A Ümraniye-İstanbul /Türkiye” at 14:30 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 Board of Directors' Annual Report and the Independent Audit Report on the activities and accounts of 2024			
<b>4.</b> Reading, negotiating and approving the independently audited 2024 financial statements prepared using inflation accounting in accordance with the provisions of “Turkish Accounting Standard 29 Financial Reporting in Hyperinflationary Economies”			
<b>5.</b> Submitting the Dividend Distribution Policy for the approval of the General Assembly			
<b>6.</b> Submitting the Board of Directors' proposal on the distribution of the profit in 2024 for the approval of the General Assembly			
<b>7.</b> Discharge of the Board Members for their activities in 2024			

<b>8.</b> Selection and determining the financial and other rights of the Board Members			
<b>9.</b> Informing the General Assembly about the remuneration principles of Board Members and Senior Executives			
<b>10.</b> 10) Submitting the selection of the Independent Audit Firm for the "Financial Statement Audit" for the year 2025, and for the "Sustainability Assurance Audit" for the years 2024 and 2025, to the approval of the General Assembly			
<b>11.</b> Informing the General Assembly on donations and aids for the year 2024 within the scope of Capital Markets Board regulations			
<b>12.</b> Informing the General Assembly regarding the related party transactions for the year 2024 in accordance with the regulations of the Capital Markets Board			
<b>13.</b> Authorization of the Board Members to conduct the transactions provided under the Articles 395 and 396 of the Turkish Commercial Law			
<b>14.</b> 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.)			
<b>15.</b> 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:**

- The proxy is authorized to vote in line with his/her own opinion.
- The attorney is not authorized to represent with respect to these matters.
- 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.**

- Order and Serial:\*
- No/Group:\*\*
- Quantity-Nominal Value:
- Whether or not it has privilege in voting:
- Whether it is Bearer's or Registered share:\*
- 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:**

**ZİRAAT REAL ESTATE INVESTMENT TRUST INC.**  
**PROFIT DISTRUBITION STATEMENT FOR 2024**

1)	Paid-In / Issued Capital	4.693.620.000
2)	Total Legal Reserves (According to Legal Records)	178.174.816
Information on privileges in dividend distribution, if any, in the Articles of Association		None
		Based on CMB Regulations
3)	Current Period Profit	5.436.911.395
4)	Taxes Payable (-)	2.379.471.859
5)	Net Current Period Profit	3.057.439.536
6)	Losses in Previous Years (-)	-
7)	Primary Legal Reserve (-)	49.965.355
8)	Net Distributable Current Period Profit	3.007.474.181
9)	Donations Made During The Year ( + )	6.000.000
10)	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	3.013.474.181
11)	First Dividend to Shareholders	234.681.000
	-Cash	234.681.000
	-Stock	-
	-Total	234.681.000
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	51.921.524
16)	Secondary Legal Reserves	5.192.152
17)	Statutory Reserves	-
18)	Special Reserves	-
19)	Extraordinary Reserves	2.715.679.505
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 (%)
A Grubu	43.611.755	0	4,57	0,0610621	6,106215
B Grubu	242.990.769	0	25,43	0,0610621	6,106215
TOPLAM	286.602.524	0	30,00	0,0610621	6,106215



**Ziraat GYO | Dividend Distribution Policy**

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**1. Scope**

This policy document contains the principles of determining the amount of dividend to be distributed within the framework of the provisions of the Capital Markets Legislation, the Turkish Commercial Code and the Company's Articles of Association and its distribution within the legal timeframes.

**2. Duties and Authorities**

The date and manner of dividend distribution to the beneficiaries shall be determined by the General Assembly upon the proposal of the Board of Directors, taking into account the relevant regulations of the Capital Markets Board. In this context, the Board of Directors may decide whether to propose the distribution of profits along with the dividend amount and the shareholders may accept or reject this proposal at the General Assembly Meeting.

**3. Determination and Distribution of Profit**

The dividend distribution policy of the company is set forth in Articles 33 and 34 of the Company's Articles of Association, titled "Determination and Distribution of Profit" and "Reserve Funds," in accordance with the relevant provisions of the Turkish Commercial Code and the Capital Markets Board.

The fiscal profit remaining after deducting amounts to be paid or set aside by the company, such as general expenses, various depreciations and statutory taxes payable by the company in its capacity as a legal entity, from the income calculated at the end of the fiscal year and which is shown on the annual balance sheet, less any losses from previous years, if applicable, shall be distributed in the order set forth below.

**General Legal Reserve Fund**

a) 5% of the profit is allocated as the legal reserve.

**First Dividend**

b) From the remaining amount, the first dividend is allocated in accordance with the Turkish Commercial Code and the capital markets legislation, based on the amount calculated by adding any donations made during the year, if applicable.

c) After the above deductions, the General Assembly has the right to decide on the distribution of dividends to members of the Board of Directors, employees, workers, foundations established for various purposes, and similar entities and individuals.

**Second Dividend**

d) After deducting the amounts specified in paragraphs (a), (b), and (c) from the net fiscal profit, the General Assembly may distribute the remaining amount, either partially or entirely, as a second dividend or as a reserve fund, at its discretion, in accordance with Article 521 of the Turkish Commercial Code.

e) One-tenth of the remaining amount, after deducting 5% of the paid-up capital from the portion to be distributed to shareholders and other beneficiaries of the profit, is added to the general legal reserve in accordance with paragraph two of Article 519 of the Turkish Commercial Code.

Unless the legally required reserve funds are set aside, and as long as the dividend specified in the Articles of Association for shareholders is paid in cash and/or in the form of shares, no decision may be made to allocate additional reserve funds, transfer profits to the next year, or distribute dividends to members of the Board of Directors, employees, workers, or foundations established for various purposes, as well as similar persons or entities.

In accordance with the provisions of our Company's Articles of Association, no privilege in terms of the distribution of dividends. Dividends shall be equally distributed to all existing shares as of the distribution date, without regard to their issue or acquisition dates.

In regard to profit distribution, our company has adopted a policy aimed at ensuring a balanced and consistent approach between the interests of shareholders and those of the Company, in accordance with the Corporate Governance Principles. This policy takes into account the Company's medium- and long-term strategy, investment and financing policies, sustainable growth rate, profitability, and cash position. Based on this, it is proposed to the General Assembly that at least 30% of the distributable profit for the year 2024 be distributed either in the form of bonus shares or cash, and that at least 50% of the profits derived from real estate assets in the portfolio be distributed in the form of bonus shares or cash in 2025 and subsequent years.

In the event that the General Assembly decides to distribute dividends in 2025 and subsequent years, the dividend distribution process will commence no later than the end of June of the fiscal year in which the General Assembly meeting for the distribution decision is held.

If the Board of Directors proposes not to distribute the profit to the General Assembly, information on the reasons for this and the way the undistributed profit will be used is presented to the shareholders at the General Assembly meeting, and they are included in the Company's annual report and disclosed to the public.

There is no provision regarding advance dividends in our Company's Articles of Association, and in this context, there will be no practice of dividend advance distribution.

If the Board of Directors proposes not to distribute the profit to the General Assembly, information on the reasons for this and how the undistributed profit will be used will be presented to the shareholders at the General Assembly meeting, and will be included in the Company's annual report and disclosed to the public.

There is no provision regarding advance dividends in the Company's Articles of Association, and therefore, there will be no practice of distributing advance dividends.

#### **4. Public Disclosure**

The profit distribution decision becomes effective upon approval at the General Assembly Meeting, and the decisions made are disclosed to the public on the same day through the Public Disclosure Platform (KAP).

In the event of a proposed change to the profit distribution policy, the decision of the Board of Directors and the rationale for the change will be announced to the public in accordance with the regulations of the Capital Markets Board on the public disclosure of material events.