

**EMLAK KONUT REAL ESTATE INVESTMENT COMPANY
FROM THE CHAIRMANSHIP OF BOARD OF THE DIRECTORS
INVITATION TO THE ORDINARY GENERAL ASSEMBLY OF THE FISCAL YEAR
2023 DATED 15.05.2024**

The Ordinary General Assembly of the Shareholders of our Company for the fiscal year 2023 shall be held on 15.05.2024, at 10:00 at Mor Sümbül Sokak No:7/2 B, Barbaros Mahallesi, Ataşehir, Istanbul to address the following agenda items.

Shareholders may attend the Ordinary General Assembly of our Company in person or through representatives, physically or electronically. Shareholders or their representatives may attend the General Assembly electronically using their secure electronic signatures. Therefore, shareholders who will conduct transactions in the EGAS must first register on the e-CSD Information Portal of the Central Securities Depository (CSD), save their contact information, and have a secure electronic signature. Shareholders or their representatives who do not register on the e-CSD Information Portal and do not have a secure electronic signature may not participate in the General Assembly electronically.

Open voting by show of hands shall be used at the ordinary general assembly without prejudice to the electronic voting provisions regarding the voting of the agenda items.

In addition, shareholders or their representatives who wish to attend the meeting electronically shall fulfill their obligations in accordance with the provisions of the "Regulation on General Assemblies to be Held Electronically in Joint Stock Companies" (EGAS), published in the Official Gazette dated August 28, 2012, and numbered 28395 and "Communiqué on the Electronic General Assembly System to Apply in the General Assemblies of Joint Stock Companies," published in the Official Gazette dated August 29, 2012, and numbered 28396.

Under paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of Article 30 of the Capital Markets Law No. 6362, the right to attend and vote at the General Assembly shall not depend on depositing documents proving the shareholder's ownership of the shares or share certificates. Within this framework, there is no need for our shareholders to have their shares blocked if they wish to attend the General Assembly. Shareholders who wish to attend the General Assembly in person may exercise their rights relating to their shares registered in the "List of Shareholders" in the Central Securities Depository (CSD) system by presenting their identity. However, if shareholders wishing to be included in the General Assembly Shareholders List anticipate a restriction on the communication of their identity and shareholding information to our Company, they shall apply to the intermediary institutions holding their accounts to disclose their identity and shareholding information to our Company remove the said restriction no later than 16:30 on the day prior to the date of the General Assembly.

Without prejudice to the rights and obligations of those who will not be able to attend the meeting in person but electronically, shareholders shall arrange their proxies in accordance with the sample proxy form below or obtain the sample proxy form from our Company departments, our website at www.emlakkonut.com.tr or the Public Disclosure Platform at www.kap.org.tr and submit their notarized proxy forms to the Company by complying with the requirements stipulated in the Capital Markets Board's Communiqué on Principles of "Voting by Proxy and Proxy Solicitation" No. II-30.1. In addition, the matters specified in the Corporate Governance Principle No. 1.3.1 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1 shall also be announced to investors separately in a noticeable way. It is not necessary for a proxy appointed electronically via the Electronic General Assembly System to submit a proxy document.

The Report of the Board of Directors, the Consolidated Financial Statements, the Independent Audit Report, the proposal on Dividend Distribution, the Annual Report, and the annexed Corporate Governance

Principles Compliance Report as well as the detailed Information Note on the agenda items for the Fiscal Year 2023 shall be made available for the review of the shareholders three weeks before the general assembly at the Company Headquarters, Branches, our website at www.emlakkonut.com.tr and Public Disclosure Platform at www.kap.org.tr as well as Electronic General Assembly system of the Central Securities Depository. Under the Capital Markets Law, shareholders holding registered shares that are traded on the Stock Exchange shall not be notified by registered mail.

We would like to inform our shareholders and kindly request your presence.

Respectfully yours,

EMLAK KONUT REAL ESTATE INVESTMENT COMPANY
BOARD OF DIRECTORS

Company Address: Barbaros Mahallesi, Mor Sümbül Sokak, No: 7/2 B, Ataşehir, İstanbul

Contact: 444 36 55

Trade Registry and Number: İstanbul/273488-0

Mersis (Central Registration System No): 0334002803400018

**EMLAK KONUT REAL ESTATE INVESTMENT COMPANY'S AGENDA OF THE
ORDINARY GENERAL ASSEMBLY OF THE FISCAL YEAR 2023 DATED 15.05.2024**

1. Opening, moment of silence, national anthem, and election of the Meeting Council,
2. Authorization of the Meeting Council to sign the minutes of the General Assembly,
3. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2023,
4. Reading of the Independent Auditors Report for the fiscal year 2023,
5. Reading, discussion, and approval of the Consolidated Financial Statements for the fiscal year 2023,
6. Discussion and resolution on the release of liability of the Members of the Board of Directors regarding the Company activities in 2023,
7. Discussion and resolution on the proposal of the Board of Directors regarding the profit for 2023, determined in accordance with the Company's dividend policy,
8. Submission to our shareholders for approval the independent auditing company selected by the Board of Directors for the fiscal year 2024 in accordance with the Turkish Commercial Code and Capital Market Legislation,
9. Submission of the change made to the Membership of the Board of Directors during the year under Article 363 of the Turkish Commercial Code to our shareholders for approval,
10. Election of the members of the Board of Directors and determination of their terms of office under Article 12 of the Articles of Association,
11. Determination of remuneration of the members of the Board of Directors and rights such as honoraria, bonuses and premiums
12. Providing shareholders with information on the amount and beneficiaries of donations and aids in 2023,
13. Determination of the upper limit for donations to be made in 2024,
14. Discussion and resolution on the authorization of the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,
15. Providing information to the shareholders on the current situation regarding the repurchase of the company shares,
16. Providing information to our shareholders on the guarantees, pledges, mortgages, and suretyships granted by the Company and its subsidiaries in favor of the third parties in 2023, under Article 12 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, as well as the income and benefits received,
17. Providing information to our shareholders on the transactions specified in Article 1.3.6 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1
18. Providing information to our shareholders on the compensation of the members of the Board of Directors and executives with administrative responsibilities under the Remuneration Policy established in accordance with the corporate governance principles,
19. Providing information to our shareholders under Article 37 of the Capital Markets Board's Communiqué on Principles of Real Estate Companies No. III. 48.1,
20. Good wishes, expectations and closing.

EMLAK KONUT REAL ESTATE INVESTMENT COMPANY .

**ORDINARY GENERAL ASSEMBLY OF THE FISCAL YEAR 2023 DATED 15.05.2024
 ADDITIONAL DISCLOSURES WITHIN THE SCOPE OF CMB REGULATIONS**

Of the additional disclosures required by Corporate Governance Principle No. 1.3.1 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, those relating to the agenda items are set out below under the relevant agenda item, and other mandatory general disclosures are presented in this section for your information:

1- Information on Emlak Konut's Partnership Structure, Shares and Voting Rights

Information on the total number of shares and voting rights representing the shareholding structure of our Company as of the date of announcement of this Information Document, the number of shares and voting rights representing each group of privileged shares, and the nature of the privileges is presented below;

Company shares are divided into group A and B. Group A shares have the privilege to nominate candidates for the election of board members under Article 9 of the Articles of Association.

The issued capital of our company is 3,800,000,000.00.TRY and the said issued capital has been fully paid up without any collusion.

Name, Surname and Trade Name	Group	Type	Capital Ratio (%)	Share Amount	Number of Shares
TOKİ	A	Registered (Privileged)	6.67	253,369,919	25,336,991,900
TOKİ	B	Bearer	42.7	1,621,460,838.35	162,146,083,835
Publicly Traded	B	Bearer	50.6	1,925,120,897.70	1,925,120,897.70
Others (*)	B	Bearer	<1	48,344.95	4,834,495
TOTAL			100	3,800,000,000.00	380,000,000,000.00

(*) Indicates shareholders holding less than 5% of the Company's capital.

2- Information about changes in the management and operations of our company and its subsidiaries that have occurred during the past fiscal year or that will materially affect operations in future fiscal years, and the reasons for such changes;

At the Extraordinary General Assembly dated 07.09.2023 of **Emlak Planlama İnşaat Proje Yönetimi ve Ticaret A.Ş.**, a subsidiary of our Company in which we hold 100% of the shares representing its capital, it was decided to increase the company's capital was decided to be increased from **150,000,000.00 Turkish liras** to **550,000,000.00 Turkish liras**, all of which will be fully funded in cash.

The Company's Board of Directors decided that 1/4 of the increase amount will be paid in cash during the increase and the remaining amount will be paid in cash within the legal period of 24 months. As a result of the capital increase transactions, there was no change in the shareholding structure and shareholding ratios of our subsidiary Emlak Planlama İnşaat Proje Yönetimi ve Ticaret A.Ş.

The capital increase was registered with the Istanbul Trade Registry Office on 25.09.2023 and published in the Turkish Trade Registry Gazette dated 25.09.2023 and numbered 10921.

3- If the General Assembly agenda includes the removal, replacement, or election of the members of the Board of Directors, the reasons for the removal and replacement, and information on the persons to be nominated for the membership of the Board of Directors

The number of board members and their terms of office shall be established, and new members shall be elected to replace the outgoing members under the CMB regulations, the TCC, the Regulation, and the principles in the Articles of Association regarding the election of Board members. Also, independent members shall be elected in compliance with the CMB's Communique on Corporate Governance No. II-17.1.

Under Article 12 of the Articles of Association, the Company's management, representation, and engagement with third parties shall be entrusted to a Board of Directors consisting of 7 members elected by the General Assembly under the provisions of the Turkish Commercial Code and having the qualifications specified in the Turkish Commercial Code and capital markets legislation. The number and qualifications of the independent members to serve on the Board of Directors shall be determined in accordance with the CMB regulations on Corporate Governance Principles.

In this context, 3 members of the 7-member Board of Directors to be proposed to the General Assembly must meet the independence criteria defined in the CMB's Corporate Governance Principles and they shall be submitted to our shareholders for approval at the 2023 Ordinary General Assembly.

Hakan Gedikli, Member of the Board of Directors and General Manager of our Company, resigned from both positions on 06.07.2023 due to retirement. Under Article 363 of the TCC, Cengiz Erdem was appointed as Board Member and General Manager to serve until the first General Assembly.

Independent Board Member of our company, **Mr. Burak Demiralp** and **Mr. İsmailÇataklı** resigned from their positions as Members of the Board of Directors of our Company and from all committees on which they served as of 11.07.2023, and **Mr. Refik Tuzcuoğlu** and **Mr. Hakkı Alp**, who were found eligible to be independent members of the Board of Directors by the letter of the Capital Markets Board dated 21.07.2023 and No. E-12233903-340.13-39881 dated 21.07.2023, were appointed in their place to serve until the first General Assembly under Article 363 of the TCC.

Such amendments shall be submitted to the approval of our shareholders at the General Assembly.

4- Information on the Written Requests of the Shareholders to the Investor Relations Department for Adding Items to the Agenda;

With regard to the Ordinary General Assembly, no shareholder request to add an item to the agenda has been submitted to the Investor Relations Department of our Company.

5- Information on the Amendment to the Articles of Association;

There is no item on the agenda to amend the Articles of Incorporation.

TO THE CHAIRMANSHIP OF THE BOARD OF EMLAK KONUT REAL ESTATE INVESTMENT COMPANY

I/We hereby authorize and appoint as my/our proxy _____, to represent me/our company in line with the opinions I/we have expressed below, to vote, to submit motions and to sign necessary documents at Emlak Konut REIC 2023 Ordinary General Assembly to be held on May 15, 2023 at 10:00 at Barbaros Mahallesi, Mor Sümbül Sokak No:7/2 B Ataşehir, Istanbul.

PROXY'S NAME/TITLE (*):

TR ID No/Tax No :

Trade Registry and Number (if legal entity) :

MERSİS No. :

Address :

Signature :

(*) It is mandatory to submit the equivalent of the cited information, if any, for proxies with foreign nationality.

A) SCOPE OF REPRESENTATION

1. Regarding the Issues in Agenda of General Assembly;

a) A proxy shall be authorized to vote in line with her/his own opinion.

b) Proxy shall be authorized to vote as per the proposals of the company management.

c) Proxy shall be authorized to cast vote as per the following instructions given in the table. **Instructions:** ((For shareholders who select option (c), instructions for the agenda item should be given by marking one of the options (in favor or against) across the relevant General Assembly agenda item and, if the against option is selected, by indicating the dissenting opinion, if any, that is requested to be included in the General Assembly minutes.)

Agenda Items (*)	In favor	Against	Dissenting Opinion
1- Opening, moment of silence, national anthem, and election of the Meeting Council,			
2- Authorization of the Meeting Council to sign the minutes of the General Assembly,			
3- Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2023,			
4- Reading of the Independent Auditors Report for the fiscal year 2023,			
5- Reading, discussion, and approval of the Consolidated Financial Statements for the fiscal year 2023,			
6- Discussion and resolution on the release of liability of the Members of the Board of Directors regarding the Company activities in 2023,			
7- Discussion and resolution on the proposal of the Board of Directors regarding the profit for 2023, determined in accordance with the Company's dividend policy,			
8- Submission to our shareholders for approval the independent auditing company selected by the Board of Directors for the fiscal year 2024 in accordance with the Turkish Commercial Code and Capital Market Legislation,			

9- Submission of the change made to the Membership of the Board of Directors during the year under Article 363 of the Turkish Commercial Code to our shareholders for approval,			
10- Election of the members of the Board of Directors and determination of their terms of office under Article 12 of the Articles of Association,			
11- Determination of remuneration of the members of the Board of Directors and rights such as honoraria, bonuses and premiums			
12- Providing shareholders with information on the amount and beneficiaries of donations and aids made in 2023,			
13- Determination of the upper limit for donations to be made in 2024,			
14- Discussion and resolution on the authorization of the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,			
15- Providing information to the shareholders on the current situation regarding the repurchase of the company shares,			
16- Providing information to our shareholders on the guarantees, pledges, mortgages, and suretyships granted by the Company and its subsidiaries in favor of the third parties in 2023, under Article 12 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, as well as the income and benefits received,			
17- Providing information to our shareholders on the transactions specified in Article 1.3.6 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1			
18- Providing information to our shareholders on the compensation of the members of the Board of Directors and executives with administrative responsibilities under the Remuneration Policy established in accordance with the corporate governance principles,			
19- Providing information to our shareholders under Article 37 of the Capital Markets Board's Communiqué on Principles of Real Estate Companies No. III. 48.1,			
20- Good wishes, expectations and closing.			

2. Special instruction for other matters that may arise at the General Assembly and especially on the exercise of minority rights:

- A proxy shall be authorized to vote in line with her/his own opinion.
- A proxy shall not be authorized to represent in these matters.
- A Proxy shall be authorized to cast vote in accordance with the following special instructions.

Special Instructions: (*special instructions shall be written*)

Note: The scope of representation shall be determined by selecting one of the options (a), (b), or (c) for Sections 1 and 2 in Part (A).

B) SHARES REPRESENTED

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

a) Order and serial:*

b) Number/Group: **

c) Quantity-Nominal value:

ç) Whether there are any voting privileges:

d) On behalf of the barer or holder:*

e) The ratio to the total shares/voting rights held by the shareholder:

*(*This information is not requested for shares tracked through registries).*

*(*For shares tracked through registries, group information, if any, shall be given instead of the number).*

2. I hereby approve the representation by proxy of all of my shares included in the list of shareholders who can attend the general assembly prepared by the CSD on the day prior to the date of the General Assembly.

Note: In Part (B), one of the options (1) or (2) shall be selected and the shares to be represented by the proxy shall be specified.

FULL NAME or TITLE OF SHAREHOLDER^(*)

TR ID No/Tax No :

Trade Registry and Number (if legal entity) :

MERSİS No. :

Address :

Signature :

()For foreign shareholders, the equivalent of the foregoing information, if any, shall be provided.*

EMLAK KONUT REAL ESTATE INVESTMENT COMPANY’S ORDINARY GENERAL ASSEMBLY AGENDA OF THE FISCAL YEAR 2023 DATED 15.05.2024
OUR DISCLOSURES REGARDING THE ITEMS

1. Opening, moment of silence, national anthem, and election of the Meeting Council,

A Meeting Council shall be formed to conduct the General Assembly under the provisions of the Turkish Commercial Code No. 6102 (“TCC”), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend These Meetings (“Regulation”), the current Articles of Association of the Company and the Internal Directive on the Working Principles and Procedures of the General Assembly of Emlak Konut REIC.

2. Authorization of the Meeting Council to sign the minutes of the General Assembly,

The Meeting Council of the General Assembly shall be authorized to record and sign the resolutions taken at the Ordinary General Assembly under the Turkish Commercial Code No. 6102 (“TCC”), Emlak Konut REIC's Internal Directive on the Working Principles and Procedures of the General Assembly and the applicable regulations.

3. Reading and discussion of the Annual Report of the Board of Directors for the fiscal year 2023,

Under the Capital Markets Board (“CMB”) regulations, the TCC and Regulatory provisions, the Annual Report of the Board of Directors for the fiscal year 2023 is available at the headquarters of our Company, on our Company's website at www.emlakkonut.com.tr and on the Public Disclosure Platform at www.kap.org.tr on the Electronic General Assembly Platform of the Central Securities Depository, three weeks before the General Assembly. The Annual Report of the Board of Directors for the fiscal year 2023 and the Declaration of Compliance with the Corporate Governance Principles shall be presented to our shareholders for discussion at the General Assembly.

4. Reading of the Independent Audit Report for the fiscal year 2023,

Under the CMB regulations, the TCC and Regulatory provisions, the Independent Audit Report for the fiscal year 2023 is available at the headquarters of our Company, on our Company's website at www.emlakkonut.com.tr and on the Public Disclosure Platform at www.kap.org.tr on the Electronic General Assembly Platform of the Central Securities Depository, three weeks before the General Assembly. The Independent Audit Report for the fiscal year 2023 shall be read and presented to our shareholders at the General Assembly.

5. Reading, discussion, and approval of the Consolidated Financial Statements for the fiscal year 2023,

Under the CMB regulations, the TCC and Regulatory provisions, the Consolidated Financial Tables for the fiscal year 2023 is available at the headquarters of our Company, on our Company's website at www.emlakkonut.com.tr and on the Public Disclosure Platform at www.kap.org.tr on the Electronic General Assembly Platform of the Central Securities Depository, three weeks before the General Assembly. The consolidated financial statements for the fiscal year shall be presented to our shareholders for discussion and approval at the General Assembly.

6. Discussion and resolution on the release of liability of the Members of the Board of Directors regarding the Company activities in 2023,

Under the provisions of the Turkish Commercial Code and the Regulation, the release of the members of the Board of Directors for their activities, transactions and accounts for the year 2023 shall be presented to our shareholders for approval at the General Assembly.

7. Discussion and resolution on the proposal of the Board of Directors regarding the profit for 2023 under the Company's dividend policy,

Our company's net loss for the period, as stated in our financial statements prepared in accordance with the Capital Markets Board's Communiqué on Principles Regarding Financial Reporting in Capital Markets numbered II-14.1 is **(-4,074,314,000.00.Turkish liras)**; net profit for the period included in our financial statements prepared within the framework of the provisions of the Tax Procedure Law is **8,528,473,098.52.Turkish liras**.

|||UNTRANSLATED_CONTENT_START|||II-19.1 sayılı Kar Payı Tebliği ve bu Tebliğ uyarınca ilan edilen Kar Payı Rehberi'nde yer alan Kar Dağıtım Tablosu formatına uygun olarak hazırlanan tablo Ek-1'de yer almaktadır.|||UNTRANSLATED_CONTENT_END|||

Based on our Board of Directors' resolution dated 17.04.2024:

As of 31.12.2023, it was decided that no dividends would be distributed **to the shareholders due to the net loss for the period amounting to (-3,174,022,000.00 Turkish liras)**, which was reached by adding 1,084,425,000.00 Turkish lira Donations and Aids made in **2023 to the net loss for the period** amounting to (-4,074,314,314,000.00 Turkish liras) in our consolidated financial statements.

The said information was also announced on the Public Disclosure Platform with the Material Event Disclosure dated 17.04.2024 and shall be presented to our shareholders for approval at the General Assembly.

8. Submission to our shareholders for approval the independent auditing company selected by the Board of Directors for the fiscal year 2024 in accordance with the Turkish Commercial Code and Capital Market Legislation,

In line with the resolution of our Board of Directors dated 17.04.2024 and the Audit Committee's opinion, the proposal regarding the selection of PWC BAĞIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MÜŞAVİRLİK A.Ş. as the independent auditor to audit the financial reports for the fiscal year 2024 in accordance with the principles determined in the Turkish Commercial Code and the Capital Markets Law and to carry out other activities within the scope of the relevant regulations in these laws shall be presented shareholders for approval at the General Assembly.

9. Submission of the change made to the Membership of the Board of Directors during the year under Article 363 of the Turkish Commercial Code to our shareholders for approval,

Hakan Gedikli, Member of the Board of Directors and General Manager of our Company, resigned from both positions on 06.07.2023 due to retirement. Under Article 363 of the TCC, **Cengiz Erdem** was appointed as Board Member and General Manager to serve until the first General Assembly.

Independent Board Member of our company, **Burak Demiralp** and **İsmail Çataklı** resigned from their positions as Members of the Board of Directors of our Company and from all committees on which they served as of 11.07.2023, and **Refik Tuzcuoğlu** and **Hakkı Alp**, who were found eligible to be independent members of the Board of Directors by the letter of the Capital Markets Board dated 21.07.2023 and No. E-12233903-340.13-39881 dated 21.07.2023, were appointed in their place to serve until the first General

Assembly under Article 363 of the TCC. Such changes shall be submitted to the approval of our shareholders at the General Assembly.

10. Election of the members of the Board of Directors and determination of their terms of office under Article 12 of the Articles of Association,

Under the CMB regulations, the TCC and its Regulation, and the principles in the Articles of Association regarding the election of Board members, new members shall be elected to replace the outgoing members. Also, independent members shall be elected in compliance with the CMB's Communique on Corporate Governance No. II-17.1.

Under Article 12 of the Articles of Association, a seven-member Board of Directors shall be able to manage and represent the company and be binding on behalf of it against third parties. The members shall possess the specifications stipulated by the TCC and CML, and shall be elected by the General Assembly under the TCC provisions. The number and qualifications of the independent members to serve on the Board of Directors shall be determined in accordance with the CMB regulations on Corporate Governance Principles.

In this context, 3 members of the 7-member Board of Directors to be proposed to the General Assembly must meet the independence criteria defined in the CMB's mandatory Corporate Governance Principles and they shall be submitted to our shareholders for approval at the Ordinary General Assembly.

11. Determining remunerations and rights, such as daily allowance, bonus and premium, of the members of the board of directors,

The monthly net remuneration of the members of the Board of Directors shall be determined at the General Assembly under the relevant provisions of the Turkish Commercial Code and Capital Markets legislation, the Company's Articles of Association and the Remuneration Policy presented to our shareholders at the General Assembly on April 30, 2019.

In this context, the proposal of the Corporate Governance Committee, which fulfills the duties of the Remuneration Committee regarding the remuneration of the Board of Directors, shall be submitted for the opinion and approval of our shareholders at the General Assembly.

12. Providing shareholders with information on the amount and beneficiaries of donations and aids made in 2023,

Under Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, the General Assembly shall determine the limit of donations in cases not specified in the Articles of Association. Additionally, donations and payments shall be disclosed to shareholders at the ordinary general assembly. In 2023, the total amount of donations made amounted to **705,123,520.00 Turkish liras** indexed according to inflation accounting is **1,084,425,000.00 Turkish liras**. This matter is included in footnote **18** of our Consolidated Financial Statements dated 31.12.2023.

13. Determination of the maximum donation limit for 2024,

The maximum donation amount for 2024 shall be determined by our shareholders at the General Assembly.

14. Discussion and resolution on the authorization of the members of the Board of Directors to perform the transactions specified in Articles 395 and 396 of the Turkish Commercial Code,

Because our Board Members may carry out transactions only with the approval of the General Assembly under Articles 395 titled "Prohibition of Transactions with the Company and Borrowing from the Company" and 396 titled "Prohibition of Competition" of the TCC, the matter of granting such permission shall be presented our shareholders for approval.

15. Providing information to the shareholders on the current situation regarding the repurchase of the company shares,

No share buyback transaction was completed as part of Emlak Konut REIC's Share Buyback Program dated 31.03.2023 in 2023.

16. Providing information to our shareholders on the guarantees, pledges, mortgages, and suretyships granted by the Company and its subsidiaries in favor of the third parties to conduct ordinary commercial activities in 2023, under Article 12 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, as well as the income and benefits received,

Under Article 12 of the Capital Markets Board's Communiqué on Corporate Governance II-17.1, the income or benefits obtained from guarantees, pledges, mortgages and sureties given in favor of third parties by the Company and/or its Subsidiaries shall be included as a separate item in the agenda of the Ordinary General Assembly, our consolidated financial statements dated as 31.12.2023 covers this matter in footnote [27](#) and there are no guarantees, pledges, mortgages and suretyships given in favor of third parties by the Company and its subsidiaries. It shall be presented to our shareholders at the General Assembly.

17. Providing information to our shareholders on the transactions specified in Article 1.3.6 of the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1

Under Article titled (1.3.6) "In cases where shareholders who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree conduct a significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, or/and conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with the corporation or subsidiaries thereof, such transactions shall be included in the agenda as a separate item for providing detailed information at the general assembly on the matter and recorded in the minutes of meeting." of the "Corporate Governance Principles" annexed to the Capital Markets Board's Communiqué on Corporate Governance No. II-17.1, the transactions of the persons in question, if any, shall be presented to our shareholders for information at the General Assembly.

18. Providing information to our shareholders on the compensation of the members of the Board of Directors and executives with administrative responsibilities under the Remuneration Policy established in accordance with the corporate governance principles,

In accordance with CMB's Corporate Governance Principle No. 4.6.2, the principles of remuneration of board members and senior executives should be documented in writing and presented to the shareholders as a separate item at the General Assembly and shareholders should be given the opportunity to express their opinions on this matter.

In this framework, according to the remuneration policy of our Company approved at the ordinary general assembly dated 30.04.2019, footnote [24](#) of our consolidated financial statements for the fiscal year 2023 provides information about the benefits provided by our Company to the members of the board of directors and managers with administrative responsibility, and it shall be submitted to our shareholders at the General Assembly.

19. Providing information to our shareholders under Article 37 of the Capital Markets Board's Communiqué on Principles of Real Estate Companies No. III. 48.1,

In its letter dated 09.10.2023 and numbered E-44790636-756.01-5806232, the Provincial Directorate of Youth and Sports of the Governorship of the Republic of Turkey requested to purchase 32 units in Block A under the name of Ata Sports Center within the boundaries of Bizim Mahalle Project, located in Istanbul Province, Küçükçekmece District, Halkalı Neighborhood on Plot no. 1, Block no. 1463, the price to be agreed upon by way of purchase in accordance with Article 8 of the Expropriation Law No. 2942.

The total appraisal value of the said units dated 30.12.2022 is **572,315,179.20 Turkish liras including VAT and the total appraisal values dated 11.05.2023 is 1,192,627,728.83 Turkish lira including VAT.**

Based on the resolution of the Board of Directors of our Company dated 08.11.2023 and numbered 57-162,

- It was decided that in Block A within the boundaries of **Bizim Mahalle Project**, located in **Istanbul Province, Küçükçekmece District, Halkalı Neighborhood on Plot no. 1**, Block no. 1463 subject to expropriation under the name of Ata Sports Center's **32** units be sold to the Provincial Directorate of Youth and Sports of the Governorship of Istanbul, Republic of Türkiye, on the condition of cash sale by reaching a compromise over the offered price of **700,000,000.00 Turkish liras (Seven Hundred Million Turkish liras)** due to the performance of sports activities, operation, extra costs for our Company resulting from maintenance and expenses,
- the said activity not falling within our Company's main field of activity, the land with the relevant units being located within the recreational area, the direct operation of the said center by our Company being contrary to the provisions of the CMB, the necessity to undertake maintenance costs and the wearing out of the unused structure if the center is not disposed of as soon as possible, very unlikely sale of the relevant units to another buyer, our being Company a public subsidiary and the institution requesting the purchase is also a public institution and to inform the shareholders by including it on the **agenda of the first General Assembly** within the framework of the provisions of the CMB after the completion of the sales transaction since the said sales transaction is below the appraisal price.

Since the sales price of the said units is below the appraisal value, it shall be presented to our shareholders at the General Assembly.

20. Good wishes, expectations and closing.

21. Annex-1, 2023 Dividend Distribution Table

EMLAK KONUT GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.				
2023 YILI KAR DAĞITIM TABLOSU (TL)				
1.	Ödenmiş/ Çıkarılmış Sermaye			3.800.000.000,00
2.	Toplam Yasal Yedek Akçe (Yasal Kayıtlara Göre)			760.000.000,00
	Esas sözleşme uyarınca kar dağıtımında imtiyaz var ise konusu imtiyaza ilişkin bilgi			
			SPK'ya Göre	Yasal Kayıtlara (YK) Göre
3.	Dönem Karı		-4.074.314.000,00	8.528.473.098,52
4.	Ödenecek Vergi	(-)		0,00
5.	Net Dönem Karı	(=)	-4.074.314.000,00	8.528.473.098,52
6.	Geçmiş Yıllar Zararları	(-)		0,00
7.	Birinci Tertip Yasal Yedek	(-)	0,00	0,00
8.	NET DAĞITILABİLİR DÖNEM KARI	(=)	-4.074.314.000,00	8.528.473.098,52
9.	Yıl İçinde Yapılan Bağışlar	(+)	1.084.425.000,00	
10.	Birinci Temettünün Hesaplanacağı Bağışlar Ekleniş Net Dağıtılabilir Dönem Karı		-2.989.889.000,00	
11.	Ortaklara Birinci Temettü (*)		0,00	
	- Nakit		0,00	
	- Bedelsiz			
	- Toplam		0,00	
12.	İmtiyazlı Hisse Senedi Sahiplerine Dağıtılan Temettü			
13.	Yönetim Kurulu Üyelerine, Çalışanlara vb.'e Temettü			
14.	İntifa Senedi Sahiplerine Dağıtılan Temettü			
15.	Ortaklara İkinci Temettü			
16.	İkinci Tertip Yasal Yedek Akçe		0,00	
17.	Statü Yedekleri			
18.	Özel Yedekler			
19.	OLAĞANÜSTÜ YEDEK		-4.074.314.000,00	8.528.473.098,52
20.	Dağıtılması Öngörülen Diğer Kaynaklar			
	- Geçmiş Yıl Karı			
	- Olağanüstü Yedekler		0,00	
	- Kanun ve Esas Sözleşme Uyarınca Dağıtılabilir Diğer Yedekler			
DAĞITILAN KÂR PAYI ORANI HAKKINDA BİLGİ				
PAY BAŞI TEMETTÜ BİLGİLERİ				
	GRUBU	TOPLAM TEMETTÜ TUTARI (TL)	1 TL NOMİNAL DEĞERLİ HİSSEYE İSABET EDEN TEMETTÜ	
			TUTARI (TL)	ORAN (%)
NET	A	0,00	0,000000000	0,00000
	B	0,00	0,000000000	0,00000
	TOPLAM	0,00		
DAĞITILAN KÂR PAYININ BAĞIŞLAR EKLENMİŞ NET DAĞITILABİLİR DÖNEM KÂRINA ORANI				
ORTAKLARA DAĞITILAN KAR PAYI TUTARI (TL)		ORTAKLARA DAĞITILAN KÂR PAYININ BAĞIŞLAR EKLENMİŞ NET DAĞITILABİLİR DÖNEM KÂRINA ORANI (%)		
0,00		0,0000000000000000		