

AVRUPAKENT GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
MEETING MINUTES OF THE 2024 ORDINARY GENERAL ASSEMBLY
MEETING DATED 15/04/2025

The 2024 Annual Ordinary General Assembly Meeting of Avrupakent GYO A.Ş. was held at Radisson Collection Hotel, Vadistanbul, Ayazağa Mah., Azerbaycan Cad. 1A Apt. No:3A, Sarıyer/İstanbul at 11:00 on April 15, 2025, in the presence of the Ministry Representative, Ms. Huriye Aksoy, who was assigned by the Istanbul Directorate of Commerce via letter dated April 11, 2025, and numbered E-90726394-431.03-00108127971.

The meeting invitation, including the agenda, was announced in accordance with the Law and the Articles of Association on the Turkish Trade Registry Gazette dated March 21, 2025, and numbered 11297, as well as on the Company's website, the Public Disclosure Platform (PDP), and the Electronic General Assembly System of the Central Registry Agency.

According to the list of attendees, it has been understood that out of the Company's total 400,000,000 shares representing its capital of TRY 400,000,000, a total of 311,179,657 shares representing a nominal value of TRY 311,179,657 were represented at the meeting; that TRY 310,622,788 of the nominal value of the aforementioned shares were represented physically, and the remaining portion was represented electronically; that TRY 112,784,168 of the nominal value (112,784,168 shares) of the shares represented at the meeting were represented in person, and TRY 198,395,489 of the nominal value (198,395,489 shares) were represented by proxy; and that the attendance rate at the meeting was 77.79% based on the total number of shares. The minimum meeting quorum is reached as stipulated both in the Turkish Commercial Code and the Articles of Association. Then, Süleyman Çetinsaya, Chairman of the Board of Directors, has started the meeting with the presence of Burak Özpoyraz, representative of the Company's auditor Pwc Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi. The meeting is also simulatenously started on electronic system.

- 1-** The proposal submitted regarding Vahdettin Ertaş's chairmanship was accepted by majority vote. The Meeting Chairman appointed Hasan Ali Yaktı as Vote-Collector and Funda Akyüzlü as Secretary of the meeting. Thus, the Presidency of the Meeting was formed.

The Meeting Chairperson also appointed Simay Ağaçdiken Ünal to use electronic general assembly system.

The agenda items were read as they were disclosed. Since there is no request for changing the discussion order of the agenda items, the discussion on the agenda items has been continued as declared.

- 2-** The Board of Directors' Annual Report was deemed read upon acceptance of the submitted proposal with TRY 311.163.194 aye votes against TRY 16.463 nay votes and approved with TRY 311.163.194 aye votes against TRY 16.463 nay votes by majority by the participants.
- 3-** The opinion section of the Audit Report was read.
- 4-** Upon the approval of the given proposal with TRY 311.163.194 aye votes against TRY

16.463 nay votes, the 2024 Financial Statements were read at the main accounts level. Then, the 2024 financial statements were accepted and approved with TRY 311.163.194 aye votes against TRY 16.463 nay votes by majority by the participants.

- 5-** The board members were released from liability by a majority vote of the meeting attendees. For this agenda item, the Meeting Chairman noted that the votes possessed by the Directors who own shares did not count with regard to their releases.
- 6-** Pursuant to the article 6 of the Agenda, Board of Directors' proposal on the distribution of the 2024 profit was discussed and the Board of Directors' proposal was put to a vote. The proposal was approved by a majority vote of those present at the meeting with TRY 311.178.327 aye votes against TRY 1.330 nay votes.
- 7-** Pursuant to the article 7 of the Agenda, "Determination of the remuneration of the Board of Directors members," the proposal concerning the payment of a monthly net fee of TRY 80,000 to the Independent Board Members and the non-payment of meeting fees to other Board Members was submitted to a vote. The proposal was approved by a majority vote of those present at the meeting with TRY 310.732.644 aye votes against TRY 447.013 nay votes.
- 8-** Pursuant to the article 8 of the Agenda, the appointment of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., as determined by the Audit Committee and approved for selection by the Board of Directors, to audit the financial statements for the 2025 fiscal year and to conduct the mandatory sustainability assurance audit of the 2024 and 2025 reports, was submitted for the approval of the General Assembly. The proposal was approved by a majority vote of those present at the meeting with TRY 311.163.194 aye votes against TRY 16.463 nay votes.
- 9-** Pursuant to the article 9 of the Agenda, it was stated that no donations were made in 2024, and the Board of Directors' proposal to set the upper limit for donations in 2025 at TRY 3,000,000 was put to a vote. The proposal was approved by a majority vote of those present at the meeting with TRY 311.178.327 aye votes against TRY 1.330 nay votes.
- 10-** Pursuant to the article 10 of the Agenda, shareholders were informed that there were no transactions within the scope of Article 37 of the Communiqué on Principles Regarding Real Estate Investment Trusts.
- 11-** Pursuant to the article 11 of the Agenda, shareholders were informed that there were no guarantees, pledges, mortgages and sureties given by our Company in favor of third parties in 2024, and that there were no income or benefits obtained.
- 12-** Pursuant to the article 12 of the Agenda, it was decided to grant permission to the Chairperson and the members of the Board of Directors for the activities under the Articles 395 and 396 of the Turkish Commercial Code with TRY 311.178.327 aye votes against TRY 1.330 nay votes.
- 13-** Pursuant to the article 13 of the Agenda, the shareholders have been informed that no transactions stated under the Article (1.3.6) of the "Corporate Governance Principles", which are provided in the annex of the Communiqué numbered II-17.I of the Capital Markets Board, have been made by the shareholders having the control of the management of the Company, the members of the Board of directors, the managers having an administrative responsibility or their spouses or relatives with blood or with marriage until the second degree.

14-The shareholders were informed about the Company's share buy-back and liquidity provider transactions that took place in 2024.

15-The Chairman invited attendees to voice any wishes or requests. Questions raised by the attending shareholders of the Company concerning the Company's share buyback program (including the potential for a share buyback by Artaş İnşaat), rental income, and the value of the Company's shares were answered.

As there were no further agenda items to discuss, the Chairman declared the meeting closed, noting that the meeting quorum had been maintained throughout.