

**1. INVITATION FROM EMLAK KONUT GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.  
BOARD OF DIRECTORS TO THE GENERAL ASSEMBLY OF THE FISCAL YEAR  
2019 DATED 22.07.2020**

The Company's Ordinary General Assembly for the shareholders concerning the fiscal year 2019, which was planned to be held on April 21, 2020 but postponed with the Decision of The Board of Directors No. 19-047 dated 01.04.2020 within the framework of the recommendations for the measures to be taken to prevent the spread of the COVID-19 pandemic in our country, will be held on July 22, 2020, at 10.00, at Mor Sümbül Sokak No:7/2, Barbaros Mahallesi, Ataşehir, Istanbul for the discussion and resolve of the following agenda items.

Shareholders can participate in the Company's General Assembly physically or electronically as well as through their representatives. Shareholders or their representatives are able to participate in the General Assembly electronically through their secure electronic signatures. Therefore, shareholders who will make transactions at the electronic general meeting system (EGKS) shall first record their credentials by registering first in the e-MKK Information Portal of the Central Registry Agency Inc. and have a secure electronic signature. Shareholders or their representatives who are not registered in the e-MKK Information Portal and lack secure electronic signatures cannot attend the General Assembly electronically.

The open voting method shall be used with show of hands at the ordinary general assembly provided that the electronic voting provisions regarding the voting of the agenda items are reserved.

In addition, shareholders or their representatives who want to attend the meeting electronically shall fulfill their obligations in accordance with their provisions of the "Regulation on General Assembly Meetings 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.

The right to attend and vote in the General Assembly cannot be attributed to the storage of share certificates pursuant to paragraph 4 of Article 415 of the Turkish Commercial Law numbered 6102 and paragraph 1 of Article 30 of the Capital Markets Law numbered 6362. In this context, our shareholders do not need to have their shares blocked if they wish to attend the General Assembly. Our shareholders who wish to attend the General Assembly physically in person can use their rights related to their shares registered in the "List of Shareholders" in the Central Registry Agency (CRA) system by submitting their identity. However, shareholders wishing to be included in the General Assembly Shareholders List but foreseeing a restriction in the provision of information related to their identity and shares in their accounts to our Company, shall apply to the intermediary institutions hosting their accounts to ensure that information related to their identity and shares are communicated to our Company and remove the relevant restriction until 16:30, one day before the General Assembly the latest.

Shareholders who cannot attend the meeting in person shall arrange their power of attorney in accordance with the sample power of attorney form below provided that the rights and obligations of the shareholders who will attend electronically are reserve or obtain a copy of the power of attorney form from our Company units or our Company's website, [www.emlakkonut.com.tr](http://www.emlakkonut.com.tr) and submit their power of attorney with notarized signatures by fulfilling the issues stipulated in the Capital Markets Board Communiqué "Voting by Proxy and Proxy Solicitation" numbered II-30.1. It is not necessary for a proxy appointed electronically via the Electronic General Assembly System to submit a proxy document.

Detailed Information Note on the Board of Directors' Report for the 2019 Activity Year, Consolidated Financial Statements and Independent Audit Report, Proposal for Dividend Distribution, Annual Report and its Annexes, Corporate Governance Principles Compliance Report and the agenda items will be made available for the examination of shareholders at the Company Headquarters, Branches, the Company website, [www.emlakkonut.com.tr](http://www.emlakkonut.com.tr), and the Electronic General Assembly system of the Central Registry Agency within the legal period and three weeks before the meeting.

According to the Capital Markets Law, the shareholders holding registered shares that are traded on the Stock will not be notified through registered letter.

We kindly present this invitation to the information of our shareholders and kindly request your participation.

Yours sincerely,

## **2. EMLAK KONUT GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**

### **EMLAK KONUT REAL ESTATE INVESTMENT COMPANY AGENDA OF THE ORDINARY GENERAL ASSEMBLY FOR THE FISCAL YEAR 2019 DATED 22.07.2020**

1. Opening and formation of the Meeting Council and, authorizing the Meeting Council to sign the minutes of the General Meeting,
2. Reading and deliberating on the Board of Directors' Annual Report pertaining to the accounting period of 2019,
3. Reading the Independent Audit Report pertaining to the accounting period of 2019,
4. Reading, deliberating on and approving the Consolidated Financial Statements pertaining to the accounting period of 2019,
5. Deliberation on and approval of the release of each Board Member due to their activities performed within 2019,
6. Discussion of the Board of Directors' dividend payout proposal for 2019 prepared in accordance with the Company's dividend payout policy.
7. Submitting the selection of the Independent Auditing Firm by the Board of Directors for 2020 fiscal year in line with the Turkish Commercial Code and the Capital Market Legislation to the shareholders for approval,
8. Election of the members of the Board of Directors and establishment of their terms of office pursuant to Article 12 of the Articles of Association,
9. Determination of annual fees of the Board members,
10. Informing the shareholders of the donations made in 2019 and, identifying the upper limit for the donations to be made in 2020,
11. Authorization of the Board Members to engage in such activities as stated in the articles no. 395 and 396 of the Turkish Commercial Code.

12. Informing the shareholders of the guarantees, liens, mortgages and securities granted in favor of 3rd persons and the incomes and benefits obtained therefrom in 2019 as per the article 12 of the Capital Market Board’s Corporate Governance Communique Serial No. II-17.1.,
13. Informing the shareholders of the transactions as per the article no. 1.3.6 of the Capital Market Board’s Corporate Governance Communique Serial No. II-17.1.,
14. Informing the shareholders of the payments to the Board Members and the executives with administrative responsibilities as per the Remuneration Policies put in writing in line with the respective Corporate Governance Principles,
15. Informing the share owners for the Company’s share buy-back transactions in accordance with the decision of The Board of Directors on March 20th,2020,
16. Wishes, recommendations and closing.

### **3. ADDITIONAL DISCLOSURES AS PER THE CMB REGULATIONS**

Out of the additional disclosures that need to be made in accordance with the Corporate Governance Principles No. 1.3.1 as set forth under the Corporate Governance Communique, Serial No. II-17.1 issued by the Capital Market Board, those concerning the agenda items have been made in the respective agenda item below and, the other compulsory disclosures are hereby made in this section:

#### **1. Information on the Shareholding Structure of Emlak Konut, Shares and Voting Rights**

As of the date of the announcement of this Information Document, please find below the information on the total number of shares and the voting rights thereof, the number of shares that represent each privileged group of shares and, the voting rights thereof as well as the nature of these privileges, that reflect the shareholding structure of our Company;

The shares in our Company are divided to two groups: the Group “A” and, the Group “B”. The shares in the Group “A” are privileged in respect of the nomination of candidates in the election of the board members as per the article 9 of the Articles of Association.

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

<b>Full Name and Corporate Name</b>	<b>Group</b>	<b>Type</b>	<b>Capital Percentage (%)</b>	<b>Share Amount</b>	<b>Number of Shares</b>
TOKI	D	Registered (Privileged)	[6.67]	253,369,919.00	25,336,991,900.00
TOKI	B	Bearer	[42.7]	1,621,460,838.35	162,146,083,835.00
Public Shares	B	Bearer	[50.6]	1,925,118,787	192,511,878,749.00
Others <sup>(*)</sup>	B	Bearer	[<1]	50,455	5,045,516.00
<b>TOTAL</b>			[100]	3,800,000,000.00	380,000,000,000.00

(\*) Indicates the shareholders holding a share percentage of less than 5% in the capital of our Company.

**2. Information on Changes in Management and Activities of our Company and its Affiliates That Have Already Been Made in the Previous Accounting Period or That Have Been Planned to be Made in the Subsequent Accounting Periods, Which Would Significantly Affect the Activities of the Company:**

There is no change in the management and activities of the Company and its Affiliates that have already been made in the previous accounting period or that have been planned to be made in the subsequent accounting periods, which would significantly affect the activities of the Company.

**3. Information on the Reasons of Dismissal and Replacement and People Who Would Be Nominated to the Position of Board Member If the Agenda of the General Meeting Includes Dismissal, Replacement or Election of Board Members:**

As per the regulations of the CMB, the Turkish Commercial Code and the Regulations and, in line with the principles as set forth under the Articles of Association concerning the election of Board Members, the number of Board Members and, their terms of office are identified and, the Board Members, whose terms of office have expired, will be replaced by the new ones by means of an election. Further, independent Board Members will also be elected in order to comply with the CMB's Corporate Governance Communique, Serial No. II-17.1.

In accordance with the article 12 of the Articles of Association, a Board of Directors consisting of 7 members elected by the General Meeting in line with the provisions of the TCC, who fulfills the respective conditions as set forth under the TCC and the Capital Market Regulations, is authorized to manage, represent and bind the Company. The number and qualifications of the independent Board Members who are to take office in the Board of Directors are identified as per the Regulations of the CMB concerning the Corporate Governance Principles.

Accordingly, it is mandatory that in the Board of Directors that will consist of 7 persons who are to be recommended to the General Meeting, 3 Board Members fulfills the independency criteria as defined under the CMB's compulsory Corporate Governance Principles and, the nomination of these persons will be submitted to the General Meeting for 2019 for approval by the shareholders.

The Declaration of Independence and CVs of the Independent Board Member Candidates are presented in Annex-1.

**4. Information on the Requests Submitted by the Shareholders in Writing to the Investors Relations Department for the Inclusion of Items to the Agenda:**

There is no such request submitted for the Ordinary General Meeting, where the activities carried out in 2019, would be deliberated on.

**5. Information on Amendments to the Articles of Association:**

There is no proposal for any amendment to the articles of association within the agenda of the Ordinary General Meeting for 2019 to be held on 22 July, 2020.

#### **4. DISCLOSURES ABOUT THE AGENDA ITEMS OF THE ORDINARY GENERAL MEETING HELD ON 22.07.2020**

##### **1. Opening and formation of the Meeting Council and, authorizing the Meeting Council to sign the minutes of the General Meeting,**

As per the pertinent provisions of the Turkish Commercial Code No. 6102 (the “TCC”) and of the Regulations on Procedures and Principles of General Meetings of Joint Stock Companies and, Representatives of the Ministry of Customs and Trade Attending These Meetings (the “Regulations”) as well as the Articles of Association of our Company in force and, the Internal Directive of Emlak Konut G.Y.O A.Ş. on Working Principles and Methods of the General Meeting, a Meeting Council that is to preside over the General Meeting is to be formed. In addition, the agenda item concerning the authorization of the Meeting Council to sign the minutes in which the resolutions adopted at the General Meeting are recorded will be submitted to the General Meeting for approval by shareholders.

##### **2. Reading and deliberating on the Board of Directors’ Annual Report pertaining to the accounting period of 2019,**

The Board of Directors’ Annual Report pertaining to the activity period of 2019 is made available for the review by the shareholders three weeks before the date of the General Meeting at the registered office of our Company, on the website of our Company at [www.emlakkonut.com.tr](http://www.emlakkonut.com.tr) and, on the Public Disclosure Platform at [www.kap.org.tr](http://www.kap.org.tr), as well as on the Central Registry Agency’s Electronic General Meeting Platform as per the regulations of the Capital Market Board (the “CMB”) and, the pertinent provisions of the TCC and the Regulations. The Board of Directors’ Annual Report pertaining to the activity period of 2019 and, the Declaration of Compliance with the Corporate Governance Principles are to be read at the General Meeting and, deliberated on by the shareholders.

##### **3. Reading the Independent Audit Report pertaining to the accounting period of 2019,**

The Independent Audit Report pertaining to the activity period of 2019 is made available for the review by the shareholders three weeks before the date of the General Meeting at the registered office of our Company, on the website of our Company at [www.emlakkonut.com.tr](http://www.emlakkonut.com.tr) and, on the Public Disclosure Platform at [www.kap.org.tr](http://www.kap.org.tr), as well as on the Central Registry Agency’s Electronic General Meeting Platform as per the regulations of the CMB and, the pertinent provisions of the TCC and the Regulations. The Independent Audit Report pertaining to the activity period of 2019 is to be read at the General Meeting and, submitted to the information of our shareholders.

##### **4. Reading, deliberating on and approving the Consolidated Financial Statements pertaining to the accounting period of 2019,**

The Consolidated Financial Statements pertaining to the activity period of 2019 is made available for the review by the shareholders three weeks before the date of the General Meeting at the registered office of our Company, on the website of our Company at [www.emlakkonut.com.tr](http://www.emlakkonut.com.tr) and, on the Public Disclosure Platform at [www.kap.org.tr](http://www.kap.org.tr), as well as on the Central Registry Agency’s Electronic General Meeting Platform as per the regulations of the CMB and, the pertinent provisions of the TCC and the Regulations.

Information is to be provided at the General Meeting about the Consolidated Financial Statements pertaining to the activity period of 2019 and, it will be deliberated on by and submitted to our shareholders for approval.

**5. Deliberation on and approval of the release of each Board Member due to their activities performed within 2019,**

As per the pertinent provisions of the TCC and the Regulations, the agenda item concerning the release of each Board Member due to their accounts and transactions carried out in 2019 will be submitted to the General Meeting for approval by the shareholders.

**6. Discussion of the Board of Directors' dividend payout proposal for 2019 prepared in accordance with the Company's dividend payout policy.**

The net consolidated period profit as shown in the financial statements prepared as per the pertinent provisions of the CMB's Communique Serial No. II-14.1 concerning the Principles Pertaining to Financial Reporting in the Capital Market and, the net profit period as shown in the financial statements prepared as per the pertinent provisions of the Tax Procedure Law are TRY 778,369,000.00 and TRY 639,211,883.75 respectively.

Please see the **Annex-2** for the statement concerning the dividend proposal prepared as per the Dividend Communique Serial No. II-19.1 and the format of the Dividend Statement made available on the Dividend Guidance announced in line with the said Communique.

Information on the proposal of the Board of Directors concerning the distribution of the profit pertaining to the accounting period of 2019 was disclosed at the Public Disclosure Platform by means of a Material Event Disclosure of 30.06.2020 and, will be submitted to the General Meeting for approval by the shareholders.

**7. Submitting the selection of the Independent Auditing Firm by the Board of Directors for 2020 fiscal year in line with the Turkish Commercial Code and the Capital Market Legislation to the shareholders for approval,**

Proposal of the Board of Directors as approved by the resolution thereof no. 17-39 of 26.03.2020 for the selection of **DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte)** as the independent auditor in line with the Audit Committee of the Company to audit the financial reports of our Company in the accounting period of 2020 in accordance with the principles asset set forth under the Turkish Commercial Code No. 6102 and, the Capital Market Law No. 6362 and, carry out other activities under the scope of the pertinent regulations as set forth under the said laws will be submitted to the General Meeting for approval by the shareholders.

**8. Election of the members of the Board of Directors and establishment of their terms of office pursuant to Article 12 of the Articles of Association,**

The number of board members and their term of office shall be established, and new members shall be elected to replace them pursuant to 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 Corporate Governance Communique No. No. II-17.1.

Pursuant to 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 TTC provisions. The number and specifications of the independent members to serve on the Board of Directors shall be determined according to the CMB regulations on Corporate Governance Principles.

Accordingly, out of the seven-member board of directors, three members shall meet the independence criteria stipulated in the CMB's mandatory Corporate Governance Principles and will be submitted to the approval of our shareholders at the 2019 Ordinary General Assembly Meeting.

The Declaration of Independence and CVs of the Independent Board Member Candidates are presented in Annex-1

**9. Determination of annual fees of the Board members,**

In line with the Remuneration Policy submitted to the shareholders on General Assembly on 30.04.2019 for information as per the pertinent provisions of the TCC and, the Capital Market Legislation as well as the pertinent provisions of the Articles of Association of the Company and the net monthly remunerations of the Board Members will be determined at the General Meeting.

Accordingly, considering the proposal of the Corporate Governance Committee fulfilling the tasks of the Remuneration Committee concerning the remunerations to the Board of Directors, this will be submitted to the General Meeting to receive opinion of and approval by the shareholders.

**10. Informing the shareholders of the donations made in 2019 and, identifying the upper limit for the donations to be made in 2020,**

As per the article 6 of the Capital Market Board's Dividend Communiqué Serial No. II-19.1, the upper limit must be determined by the general meeting if not mentioned in the Articles of Association and, the shareholders must be informed of the donations and payments, which have been made, during the general meeting. The donation made in 2019 is TRY 19,997,300.00. This was mentioned in the footnote no. 21-22 to the Consolidated Financial Statement of 31.12.2019. In addition, the upper limit of the donations to be made in 2020 will be determined by the shareholders at the General Meeting.

**11. Authorization of the Board Members to engage in such activities as stated in the articles no. 395 and 396 of the Turkish Commercial Code.**

Since the Board Members are permitted to engage in such activities as stated in the article 395 of the TCC "Prohibition on carrying out business with and borrowing from the Company" and, the article 396 of the said law "Non-Competition" only if approved by the General Meeting, this permit will be submitted to the shareholders for approval.

**12. Informing the shareholders of the guarantees, liens, mortgages and securities granted in favor of 3<sup>rd</sup> persons and the incomes and benefits obtained therefrom in 2019 as per the article 12 of the Capital Market Board's Corporate Governance Communiqué Serial No. II-17.1.,**

It is necessary that a separate agenda item is included to the agenda of the ordinary general meeting concerning the guarantees, liens, mortgages and securities granted by the Company in favor of 3<sup>rd</sup> persons and the incomes and benefits obtained therefrom as per the article 12 of the Capital Market Board's Corporate Governance Communiqué Serial No. II-17.1. and, this is mentioned on the footnote no. 31 to the consolidated financial statements of 31.12.2019 and, there is no guarantees, liens, mortgages and securities granted in favor of 3<sup>rd</sup> persons. The shareholders will be informed accordingly at the General Meeting.

**13. Informing the shareholders of the transactions as per the article no. 1.3.6 of the Capital Market Board's Corporate Governance Communiqué Serial No. II-17.1.,**

The shareholders will be informed at the General Meeting of the transactions, if any, performed, which fall into the scope of the article (1.3.6) of the Corporate Governance Principles attached to the Capital Market Board's Corporate Governance Communique Serial No. II-17.1, which reads as follows: "In case the shareholders holding the management control, the board members, the executives with administrative responsibilities and, the spouses and relatives by blood and marriage up to the second degree, have made a transaction that may cause a conflict of interest with the company or its affiliates and/or carry out a transaction that fall into the scope of business of the company or its affiliates on their own behalf or on behalf of others or, participated in a company engaging in such commercial activities the same as those of the company or its affiliates in the capacity of a general partner, then the said transactions are included as a separate agenda item into the agenda of the general meeting and recorded in the minutes of the general meeting in order to provide detailed information thereon during the general meeting".

**14. Informing the shareholders of the payments to the Board Members and the executives with administrative responsibilities as per the Remuneration Policies put in writing in line with the respective Corporate Governance Principles,**

As per the article no. 4.6.2 of the CMB's Corporate Governance Principles, the principles of remunerations to the Board Members and Senior Executives should be put in writing and, a separate agenda item should be formed in the agenda of the General Meeting to inform the shareholders accordingly, who should be allowed to express their opinions in this respect.

Accordingly, as per the remuneration policy of our Company approved at the ordinary general meeting held on 30.04.2019, the footnote no. 28 of the consolidated financial statements pertaining to the activity year of 2019 contains the information on the benefits granted by the Company to the board members and the executives with administrative responsibilities and, the shareholders will be informed accordingly at the General Assembly Meeting.

**15. Informing the share owners for the Company's share buy-back transactions in accordance with the decision of The Board of Directors on March 20<sup>th</sup>,2020,**

In accordance with the the decision of the Board of Directors on 20<sup>th</sup> March,2020, 10.500.000 nominal shares which are traded in BIST were taken back by our Company on 20.03.2020 and announced on the Public Disclosure Platform with the Material Event Disclosure dated 20.03.2020. The shareholders will be informed of the buy-back transactions within the scope of the decision of the Board of Directors at the General Assembly Meeting.

**16. Wishes, recommendations and closing.**



## 5. ANNEXES

### Annex-1

#### Declarations of Independence and CVs of Independent Board Member Candidate

<b>Adı ve Soyadı</b>	Havvanur YURTSEVER	
<b>T.C. Kimlik No</b>		
<b>Doğum Tarihi / Yeri</b>	08.10.1972 / Ankara	
<b>Mesleği</b>	Avukat / Arabulucu	
<b>Medeni Hali</b>	Evli / 3 Çocuk	
<b>Bedensel Engel Durumu</b>	Yok	
<b>Askerlik Durumu / Yıl</b>	-	
<b>Sürücü Belgesi</b>	B Sınıfı	
<b>Kan Grubu</b>		
<b>Telefon</b>		
<b>e-mail</b>	havvanur.yurtsever@csb.gov.tr – hyurtsever@emlakkonut.com.tr	
<b>Adres</b>	Emlak Konut GYO A.Ş. - Barbaros Mah. Mor Sümbül Sokak No:7/2B Ataşehir / İSTANBUL	
<b>Gerekli Durumlarda İrtibat Kurulabilecek Yakınının;</b>	<b>Adı ve Soyadı</b>	
	<b>Yakınlık Derecesi</b>	
	<b>Telefon</b>	



#### Emlak Konut GYO A.Ş.' ne İlişkin Bilgileri:

<b>Sicil No</b>	-	<b>İşe Giriş Tarihi</b>	11.2014	<b>Unvanı/Görevi</b>	Yönetim Kurulu Üyesi
<b>Birimi</b>	-				

#### EĞİTİM BİLGİLERİ:

<b>Eğitim Seviyesi</b>	Yüksek Lisans
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#### Lisans:

<b>Üniversite</b>	İstanbul Üniversitesi
<b>Fakülte veya YO</b>	Hukuk Fakültesi
<b>Bölüm / Yıl</b>	Hukuk Bölümü / 1996

#### Yüksek Lisans

<b>Üniversite</b>	Yeniüzyıl Üniversitesi
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<b>Fakülte veya YO</b>	Hukuk Fakültesi
<b>Bölüm / Yıl</b>	Sosyal Bilimler Enstitüsü / Özel Hukuk Bölümü / 2016

### **YABANCI DİL BİLGİSİ:**

İngilizce	Orta Düzey
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### **KULLANILAN BİLGİSAYAR PROGRAMLARI:**

Microsoft Office
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### **İŞ DENEYİMİ:**

<b>05/09/2018 ~ Devam</b>	T.C. Çevre ve Şehircilik Bakanlığı – Bakan Müşaviri
<b>24.11/2014 ~ Devam</b>	Emlak Konut GYO A.Ş - Yönetim Kurulu Üyesi (Bağımsız)
<b>2014 ~ 2018</b>	İstanbul Büyükşehir Belediyesi - Meclis Üyesi
<b>2014 ~ 2018</b>	Zeytinburnu Belediyesi - Meclis Üyesi, Hukuk Komisyonu Başkanı, Meclis 2. Başkan Vekili
<b>2008 ~ 2014</b>	Kurucusu ve ortağı bulunduğum Hukuk Bürosunda Serbest Avukatlık ve Danışmanlık hizmetleri verilmiştir.
<b>2003 ~ 2014</b>	T. Telekomünikasyon A.Ş.ve T.Halkbankası A.Ş.gibi kurumsal Şirketlerle Sözleşmeli Avukat sıfatı ile çalışılmıştır.
<b>1996 ~ 1997</b>	Avukatlık Stajı
<b>Genel Tecrübe</b>	Üst Düzey Yöneticilik Tecrübesi

### **SAHİP OLUNAN MESLEKİ BELGELER:**

1- Arabuluculuk Sertifikası 2- CMK Meslek İçi Eğitim Belgesi 3- Kadın Hakları Eğitim Sertifikası 4- Yerel Yönetimlerde Akıllı Şehirler Eğitim Belgesi
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### **ALINAN EĞİTİM VE SEMİNERLER:**

1- Arabuluculuk Sertifikası 2- CMK Meslek İçi Eğitim Belgesi 3- Kadın Hakları Eğitim Semineri 4- Yerel Yönetimlerde Akıllı Şehirler Eğitim Semineri
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### **ÜYE OLUNAN KURULUŞLAR:**

1- Uluslararası Hukukçular Birliği (UHUB) - Üye 2- Hukukçular Derneği - Üye 3- Hukukun Üstünlüğü Platformu - Üye
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**KİŞİSEL BİLGİLER:**

<b>Adı ve Soyadı</b>	Muhterem İNCE	
<b>T.C. Kimlik No</b>		
<b>Doğum Tarihi / Yeri</b>	01.01.1971 / Çanakkale - Karaköy	
<b>Mesleği</b>	Kamu Yönetimi	
<b>Medeni Hali</b>	Evli / 2 Çocuk	
<b>Bedensel Engel Durumu</b>	Yok	
<b>Askerlik Durumu / Yıl</b>	Yaptı / 2000	
<b>Sürücü Belgesi</b>	Var	
<b>Kan Grubu</b>		
<b>Telefon</b>		
<b>e-mail</b>		
<b>Adres</b>	T.C. İçişleri Bakanlığı, Bakanlıklar / ANKARA	
<b>Gerekli Durumlarda İrtibat Kurulabilecek Yakınının;</b>	<b>Adı ve Soyadı</b>	
	<b>Yakınlık Derecesi</b>	
	<b>Telefon</b>	

**Emlak Konut GYO A.Ş.' ne İlişkin Bilgileri:**

<b>Sicil No</b>	-	<b>İşe Giriş Tarihi</b>	01.2017	<b>Unvanı/Görevi</b>	Yönetim Kurulu Üyesi
<b>Birimi</b>	-				

**EĞİTİM BİLGİLERİ:**

<b>Eğitim Seviyesi</b>	Yüksek Lisans
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**Yüksek Lisans:**

<b>Üniversite</b>	Kırıkkale Üniversitesi
<b>Bölüm</b>	Sosyal Bilimler Enstitüsü
<b>Konu - Alan / Yıl</b>	2000

**Lisans:**

<b>Üniversite</b>	İstanbul Üniversitesi
<b>Fakülte veya YO</b>	Siyasal Bilgiler Fakültesi
<b>Bölüm / Yıl</b>	Kamu Yönetimi / 1993

**YABANCI DİL BİLGİSİ:**

<b>İngilizce</b>	İleri Düzey
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**KULLANILAN BİLGİSAYAR PROGRAMLARI:**

Microsoft Office

**İŞ DENEYİMİ:**

<b>8/2018 ~ Devam</b>	İçişleri Bakanlığı – Vali / Bakan Yardımcısı
<b>1/2017 ~ Devam</b>	Emlak Konut GYO A.Ş. - Yönetim Kurulu Üyesi (Bağımsız)
<b>9/2016 ~ 8/2018</b>	İçişleri Bakanlığı – Vali / Müsteşar
<b>6/2016 ~ 9/2016</b>	Artvin Valisi
<b>2/2014 ~ 6/2016</b>	İçişleri Bakanlığı Personel Genel Müdürlüğü – Genel Müdür
<b>8/2013 ~ 2/2014</b>	İçişleri Bakanlığı Personel Genel Müdürlüğü – Genel Müdür Vekili
<b>7/2013 ~ 8/2013</b>	İçişleri Bakanlığı Personel Genel Müdürlüğü – Genel Müdür Yardımcısı
<b>9/2011 ~ 7/2013</b>	İçişleri Bakanlığı Personel Genel Müdürlüğü – Daire Başkanı
<b>9/2009 ~ 9/2011</b>	İçişleri Bakanlığı Personel Genel Müdürlüğü- Eğitim Dairesi Başkanlığı Şube Müdürü
<b>10/2005 ~ 9/2009</b>	Çanakkale Eceabat Kaymakamı
<b>10/2002 ~ 10/2005</b>	Erzurum Nayman Kaymakamı
<b>10/2000 ~ 10/2002</b>	Adıyaman Samsat Kaymakamı
<b>9/1997 ~ 10/2000</b>	Kırıkkale Sulakyurt Kaymakamı
<b>7/1994 ~ 9/1997</b>	Edirne Valiliği – Kaymakam Adayı
<b>Genel Tecrübe</b>	Üst Düzey Yöneticilik Tecrübesi

**SAHİP OLUNAN MESLEKİ BELGELER:**

--

**ALINAN EĞİTİM VE SEMİNERLER:**

--

**ÜYE OLUNAN KURULUŞLAR:**

- 1- e-İçişleri Projesi 08.04.2010
- 2- İçişleri Bakanlığı Kamu İdarecilerinin AB (IPA) Fonlarının Etkin Kullanımının Desteklenmesi 04.01.2010
- 3- Sınır ve Gümrük İşlemleri 10.12.2007
- 4- Nezarethanelerin Denetimi 08.03.2007
- 5- Yerel Yönetim Reformu 07.12.2006
- 6- Kolluk Denetim ve Gözetim Kapasitelerinin Artırılması 25.06.2006
- 7- Kamu Yönetiminde Yeniden Yapılanma 14.06.2004
- 8- İnsan Hakları 24.06.2002 ve 15.06.1998
- 9- İngilizce Dil Kursu 05.06.1995

**KİŞİSEL BİLGİLER:**

<b>Adı ve Soyadı</b>	Sinan AKSU	
<b>T.C. Kimlik No</b>		
<b>Doğum Tarihi / Yeri</b>	1980 / Ankara	
<b>Mesleği</b>	Tarih Bölümü	
<b>Medeni Hali</b>	Evli / 1 Çocuklu	
<b>Bedensel Engel Durumu</b>	Yok	
<b>Askerlik Durumu / Yıl</b>		
<b>Sürücü Belgesi</b>		
<b>Kan Grubu</b>		
<b>Telefon</b>		
<b>e-mail</b>	aksusinan@msn.com	
<b>Adres</b>	T.C. Gençlik ve Spor Bakanlığı Örnek Mah. Oruç Reis Cad. No: 13 Altındağ / ANKARA	
<b>Gerekli Durumlarda İrtibat Kurulabilecek Yakınının;</b>	<b>Adı ve Soyadı</b>	
	<b>Yakınlık Derecesi</b>	
	<b>Telefon</b>	

**Emlak Konut GYO A.Ş.' ne İlişkin Bilgileri:**

<b>Sicil No</b>	-	<b>İşe Giriş Tarihi</b>	8/2018	<b>Unvanı/Görevi</b>	Yönetim Kurulu Üyesi
<b>Birimi</b>	-				

**EĞİTİM BİLGİLERİ:**

<b>Eğitim Seviyesi</b>	Lisans
------------------------	--------

**Lisans:**

<b>Üniversite</b>	Gazi Üniversitesi
<b>Fakülte veya YO</b>	Eğitim Fakültesi
<b>Bölüm / Yıl</b>	Tarih Bölümü / 2002

**YABANCI DİL BİLGİSİ:**

İngilizce	İleri Derece
-----------	--------------

**KULLANILAN BİLGİSAYAR PROGRAMLARI:**

Microsoft Office
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**İŞ DENEYİMİ:**

<b>8/2018 ~ Devam</b>	Emlak Konut GYO A.Ş. – Yönetim Kurulu Üyesi (Bağımsız)
<b>7/2018 ~ Devam</b>	T.C. Gençlik ve Spor Bakanlığı – Bakan Yardımcısı
<b>3/2015 ~ 7/2018</b>	T.C. Gençlik ve Spor Bakanlığı Yüksek Öğrenim Kredi Yurtlar Kurumu - Genel Müdür
<b>2/2014 ~ 3/2015</b>	T.C. Gençlik ve Spor Bakanlığı Gençlik Hizmetleri Genel Müdürlüğü - Genel Müdür
<b>2003 ~ 2/2014</b>	1- Başbakan Müşavirliği 2- T.C. Gençlik ve Spor Bakanlığı Gençlik Hizmetleri Genel Müdürlüğü - Genel Müdür Yardımcısı, 3- T.C. Aile Sosyal Politikalar Bakanlığı - Özel Kalem Müdürü 4- T.C. Çevre Şehircilik Bakanlığı - Özel Kalem Müdürü 5- Milletvekili Danışmanı
<b>Genel Tecrübe</b>	Üst Düzey Yöneticilik Tecrübesi

**SAHİP OLUNAN MESLEKİ BELGELER:**

--

**ALINAN EĞİTİM VE SEMİNERLER:**

--

**ÜYE OLUNAN KURULUŞLAR:**

--

## BAĞIMSIZLIK BEYANI

№30014

Emlak Konut Gayrimenkul Yatırım Ortaklığı A.Ş.'de ("Sirket") Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun Kurumsal Yönetim Tebliği'nde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığı, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başıma sahip olmadığımı ya da önemli nitelikte ticari ilişkinin kurulmamış olduğunu,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olması sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) 31.12.1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşmiş sayıldığımı,

d) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

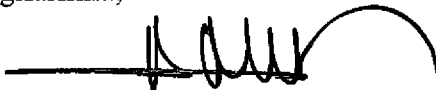
e) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabiliyor olduğumu,

f) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

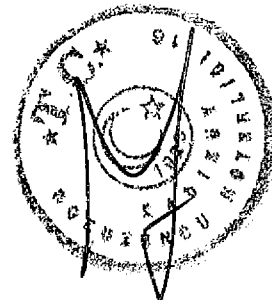
g) Yönetim kurulu üyesi olarak seçilmiş bir tüzel kişi adına gerçek kişi temsilci olarak tescil ve ilan edilmemiş olduğumu beyan ve kabul ederim.

Yine ilgili Kurumsal Yönetim Tebliği hükümleri çerçevesinde herhangi bir sebepten ötürü, bağımsızlığımı ortadan kaldıracak bir durumun ortaya çıkması halinde, bu değişikliği kamuya duyurulmak üzere derhal yönetim kuruluna iletteceğimi beyan ve kabul ederim.

Saygılarımla,



**Havvanur Yurtsever**



0207 2020 3 2  
BAĞIMSIZLIK BEYANI

№ 30018

Emlak Konut Gayrimenkul Yatırım Ortaklığı A.Ş.'de ("Sirket") Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun Kurumsal Yönetim Tebliği'nde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmadığı, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başıma sahip olmadığımı ya da önemli nitelikte ticari ilişkinin kurulmamış olduğunu,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olması sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) 31.12.1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşmiş sayıldığımı,

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e) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabiliyor olduğumu,

f) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmamış olduğumu,

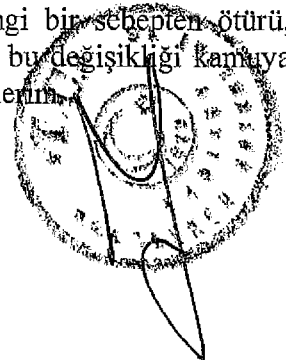
g) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

ğ) Yönetim kurulu üyesi olarak seçilmiş bir tüzel kişi adına gerçek kişi temsilci olarak tescil ve ilan edilmemiş olduğumu beyan ve kabul ederim.

Yine ilgili Kurumsal Yönetim Tebliği hükümleri çerçevesinde herhangi bir sebepten ötürü, bağımsızlığımı ortadan kaldıracak bir durumun ortaya çıkması halinde, bu değişikliği kamuya duyurulmak üzere derhal yönetim kuruluna iletteceğimi beyan ve kabul ederim.

Saygılarımla,

  
Muhterem İNCE





25 Haziran 2020

## BAĞIMSIZLIK BEYANI

1030019

Emlak Konut Gayrimenkul Yatırım Ortaklığı A.Ş.'de ("Sirket") Yönetim Kurulunda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu'nun Kurumsal Yönetim Tebliği'nde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

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b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olması sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) 31.12.1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşmiş sayıldığımı,

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f) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmamış olduğumu,

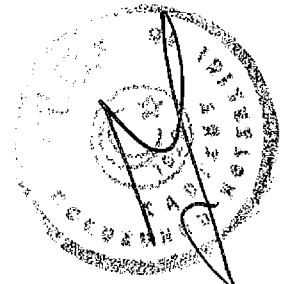
g) Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,

ğ) Yönetim kurulu üyesi olarak seçilmiş bir tüzel kişi adına gerçek kişi temsilci olarak tescil ve ilan edilmemiş olduğumu beyan ve kabul ederim.

Yine ilgili Kurumsal Yönetim Tebliği hükümleri çerçevesinde herhangi bir sebepten ötürü, bağımsızlığımı ortadan kaldıracak bir durumun ortaya çıkması halinde, bu değişikliği kamuya duyurulmak üzere derhal yönetim kuruluna iletteceğimi beyan ve kabul ederim.

Saygılarımla,

  
Sinan AKSU



**Annex-2**  
**Profit Distribution Table for the Profit Distribution Proposal for 2019**

**EMLAK KONUT REAL ESTATE INVESTMENT COMPANY**  
**PROFIT DISTRIBUTION CONSOLIDATED FINANCIAL STATEMENTS (TRY) FOR THE YEAR 2019**

1.	Paid/Issued Capital		3.800.000.000,00
2.	Total Legal Contingency Reserve ( According to Legal Records )		713.342.601,44
Information on Concession, if any, regarding profit distribution as required by the articles of incorporation			
		According to CMB	According to Legal Records(LR)
3.	Period Income	778.369.000,00	639.211.883,75
4.	Taxes to be paid (-)	0,00	0,00
5.	<b>Net Period Income (=)</b>	<b>778.369.000,00</b>	<b>639.211.883,75</b>
6.	Losses from Previous Years (-)	0,00	0,00
7.	Primary Legal Reserve (-)	31.960.594,19	31.960.594,19
8.	<b>NET DISTRIBUTABLE PERIOD INCOME (=)</b>	<b>746.408.405,81</b>	<b>607.251.289,56</b>
9.	Donations Made Throughout The Year (+)	19.997.300,00	
10.	<b>Net Distributable Period Income by adding Donations to be calculated for first Dividend</b>	<b>766.405.705,81</b>	
11.	First Dividend Shareholders (*)	76.646.000,00	
	0,100007084261911 - Cash	76.646.000,00	
	-No-Par		
	- Total	76.646.000,00	
12.	Dividends Distributed to Preference Shareholders		
13.	Dividends to Members Divide		
14.	Dividends Distrubuted to Preference Shareholders		
15.	Second Dividend for Shareholders		
16.	Secondary Legal Contingency Reserve	0,00	
17.	Status Reserves		
18.	Special Reserves		
19.	<b>EXCESS RESERVE</b>	<b>669.762.405,81</b>	<b>530.605.289,56</b>
20.	Other Resources Estimated to Distributed		
	- Profit of previous year		
	- Excess Reserves		
	- Other Reserves distirutable as Required by bthe law and article of Incorporation		

**INFORMATION ABOUT DISTRIBUTED PROFIT SHARE RATIO**

**DIVIDEND INFORMATION PER SHARE**

	GROUP	TOTAL DIVIDEND AMOUNT (TRY)	DIVIDEND CORRESPONDING TO SHARE WITH A NOMINAL VALUE OF 1 TRY	
			AMOUNT (TRY)	PERCENTAGE (%)
NET	A	5.110.471,266230	0,0201700	2,01700
	B	71.535.528,733770	0,0201700	2,01700
	<b>TOTAL</b>	<b>76.646.000,00</b>		

**INFORMATION ON DISTRIBUTES PROFIT SHARE PERCENTAGES**

AMOUNT OF PROFIT SHARE DISTRIBUTED SHAREHOLDERS (TRY)	RATIO ON AMOUNT OF PROFIT SHARE DISTRIBUTED TO SHAREHOLDERS TO THE NET DISTRIBUTABLE PERIOD INCOME INCLUDING DONATIONS (%)
76.646.000,00	0,1000070842619110

**ANNEX-3**  
**Instance of Power of Attorney**

**Emlak Konut REIC To Chairman of the Board of Directors**

I/we hereby authorize and appoint as proxy \_\_\_\_\_, who is introduced below to represent

me/our company, to vote, to submit proposals and to sign necessary documents on my/our company's behalf at Emlak Konut REIC's 2019 Ordinary General Assembly to be held on 22.07.2020, at 10:00 at Barbaros Mahallesi, Mor Sümbül Sokak No:7/2 B Ataşehir, İstanbul.

**PROXY'S NAME/TITLE (\*)**

Identity No/Tax No:

Trade Register and Number (if a 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 THE POWER OF ATTORNEY**

**1. Regarding the Issues in Agenda of General Assembly;**

- a) The proxy shall be authorized to vote as per her/his own opinion.
- b) The proxy shall be authorized to vote as per the proposals of the company management
- c) The proxy shall be authorized to cast vote as per the following instructions given in the table.  
**Instructions:** In the event that the shareholder chooses option (c), instructions related to agenda items shall be given if one of the options across the general assembly relevant agenda item (acceptance or refusal) or if refusal option is chosen by stating the dissenting opinion which is requested to be written in general assembly minutes (if any).

Agenda items (*)	In favor	Against	Dissenting opinion
1-			
2-			

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

- a) The proxy shall be authorized to vote as per her/his own opinion.
- b) The proxy shall not be authorized to represent in these issues.

c) The proxy shall be authorized to cast vote as per the following special instructions.

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

**NOTE: (a), (b) or (c) shall be selected for sections 1 and 2 in Part (A) to determine the scope of representation authority.**

**B) REPRESENTED SHARES**

**1. I certify that proxy shall represent my shares which are specified below in detail.**

a) Order and serial:\*

b) Number/Group: \*\*

c) Quantity-Nominal value:

ç) Any signature privilege:

d) Written in name:\*

e) The proportion of shareholder to their total/shares voting rights:

*(\*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 hereby certify that proxy shall represent all shares of mine in the list regarding the shareholders who can attend to general assembly organized by Merkezi Kayıt Kuruluşu A.Ş. the day before General Assembly**

**NOTE: In section (B), one of the options (1 or 2) shall be chosen and the shares to be represented by the proxy shall be indicated.**

**SHAREHOLDER'S NAME AND SURNAME OR TITLE (\*)**

Identity No/Tax No:

Trade Register and Number (if a legal entity):

MERSİS No. :

Address:

Signature:

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

