

INTERNAL DIRECTIVE ON WORKING PRINCIPLES AND PROCEDURES FOR THE GENERAL ASSEMBLY

Internal Directive on Working Principles and Procedures for the General Assembly of Akmerkez Gayrimenkul Yatırım Ortaklığı Anonim Şirketi

PART ONE

Purpose, Scope, Basis and Definitions

Purpose and scope

ARTICLE 1- (1) The aim of the present Internal Directive is to determine the working principles and procedures to be adopted by the general assembly of **Akmerkez Gayrimenkul Yatırım Ortaklığı Anonim Şirketi** in line with the applicable law, regulations, and the provisions of the Articles of Association. The Internal Directive applies to all of the ordinary and extraordinary general assembly meetings of **Akmerkez Gayrimenkul Yatırım Ortaklığı Anonim Şirketi**.

Basis

ARTICLE 2- (1) The Internal Directive has been drafted by the Board of Directors in line with the provisions of the Regulations regarding the Principles and Procedures for General Assembly Meetings of Joint Stock Companies and the Superintendents of the Ministry of Customs and Trade to be Present at such Meetings.

Definitions

ARTICLE 3- (1) For the purpose of the Internal Directive, the following terms shall have the meanings ascribed to them;

- a) Session: One-day meeting held by the General Assembly,
- b) Code: Turkish Commercial Code dd. 13/01/2011 and no. 6102,
- c) Communiqué: Communiqué on the Determination and Implementation of Corporate Management Principles (Serial: IV, No: 56),
- ç) Sitting: Each section of a session interrupted due to break, meal break etc.,
- d) CMB: Capital Market Board,
- e) Meeting: Ordinary and extraordinary general assembly meetings,
- f) Meeting presidency: The board composed of a meeting president elected by the general assembly to preside the meeting, a vice president elected by the general assembly if necessary, a secretary specified by the meeting president and a vote collector if deemed necessary by the meeting president pursuant to article 419/1 of the Code,
- g) Regulation: Regulation on Principles and Procedures of General Assembly Meetings for Joint Stock Companies and Representatives of the Ministry of Customs and Trade to Attend the Meetings.

PART TWO

Working Principles and Procedures for the General Assembly

Governing provisions

ARTICLE 4 – (1) Meetings shall be held in line with the applicable provisions of the Code, regulations and the articles of association governing general assembly meetings.

Admission to the meeting venue and preparations

ARTICLE 5 – (1) Shareholders indicated in the list of attendees issued by the board of directors or their representatives, directors, auditor if any, Ministerial Superintendent if any, the General Manager of the Company, persons to be elected or appointed as the meeting president and nominees to the Board of Directors, CEO and Directors of the Company, those who have any responsibility for the agenda items to be discussed, those who are required to provide explanations, guests who are allowed to attend the general assembly meeting by the Company, sound and video recording technicians shall be admitted to the meeting venue.

(2) During entrance to the meeting venue, the real person shareholders and the representatives appointed by means of the electronic general assembly system established pursuant to article 1527 of the Code shall be bound to present their ID cards, the representatives of the real person shareholders shall be bound to present their ID cards along with the representation certificates and the representatives of the legal entity shareholders shall be bound to present an applicable power of attorney before signing the applicable sections in the list of attendees. The aforementioned control procedures shall be undertaken by the board of directors or one or more than director specified by the board of directors or else person or persons appointed by the board of directors.

(3) The board of directors shall assume such duties as preparing the meeting venue that shall accommodate all the shareholders and making available the office supplies, documents, tools and equipment to be required during the meeting.

(4) Audio and/or video recording of the meetings shall be allowed.

Opening a meeting

ARTICLE 6 – (1) The meeting shall be opened within the boundaries of the administrative unit where the company head office is situated at the time declared beforehand (provisions of article 416 of the Code governing meetings without invitation shall remain reserved) by either of the chairman of the board of directors or vice chairman or else any director after it is determined in a report that the meeting quorum provided in articles 418 and 421 of the Code is present. The provisions of other regulations regarding the Capital Market Code shall remain reserved.

Formation of a presidency council for the meeting

ARTICLE 7- (1) Pursuant to article 6 of the Internal Directives, a meeting president and a vice president, if necessary, shall be elected from among the candidates who shall not be shareholders necessarily under the direction of the person opening the meeting for the purpose of ensuring the management of the general assembly.

(2) The president shall assign at least one secretary and adequate number of vote collectors if necessary. The meeting president may assign experts to perform technical tasks related to the electronic general assembly system.

(3) The meeting presidency shall be authorized to sign the meeting report and other documents forming the basis of the report.

(4) The meeting president shall act in compliance with the Code, Communiqué, articles of association and provisions of the Internal Directives while presiding the general assembly meeting.

Duties and powers of the meeting presidency

ARTICLE 8 – (1) The meeting presidency shall assume the following duties under the leadership of the president:

a) Checking if the meeting is held on the venue specified in the announcement.

b) Checking if the general assembly was invited to hold a meeting in the manner specified in the articles of association through an announcement published in Turkish Trade Registry Gazette and in the website of the Company, if the invitation was made at least three weeks before the general assembly meeting date excluding the days of announcement and meeting, if the shareholders registered in the share ledger and shareholders submitting documents proving their shareholder status beforehand and indicating their addresses have been sent registered mail informing the day and agenda of the meeting and the newspapers in which the announcement has been or is to be published and recording the same duly in the meeting report.

c) Checking if those who are not authorized to enter the meeting venue have been admitted to the meeting and if the duties provided in article 5/2 of the Internal Directives concerning admission to the meeting venue have been performed by the board of directors.

ç) Checking if all of the shareholders or representatives are present in case general assembly holds a meeting without invitation pursuant to article 416 of the Code, if there is

any objection to hold a meeting under the applicable conditions, and if the meeting quorum is maintained until the end of the meeting.

d) Determining if the articles of association containing the amendments if applicable, share ledger, annual activity report of the board of directors, auditor's report, financial statements, agenda items, amendment draft prepared by the board of directors if the agenda includes amendments to the articles of association, authorization certificates received from the Ministry, CMB and Energy Market Regulatory and Supervisory Authority along with the attached amendment draft if amendment is subject to the authorization of the Ministry of Customs and Trade, list of attendees prepared by the board of directors, the adjournment report concerning the previous meeting if the general assembly has been invited upon adjournment, and other relevant meeting documents are available completely and indicating the same in the meeting report.

e) Performing identity check for those present in the general assembly in person or by proxy by means of signing the list of attendees upon any objection or necessity and checking the accuracy of representation certificates.

f) Determining if executive directors and at least one director and the auditor, if the company is subject to audit, are present and indicating the same in the meeting report.

g) Directing general assembly activities based on the agenda, preventing the general assembly from dealing with issues not provided in the agenda apart from the exceptions indicated in the Code, providing meeting order, and taking measures to that end.

ğ) Opening and closing sessions and sittings and closing the meeting.

h) Reading out the resolutions, drafts, minutes, reports, suggestions and similar documents containing the issues to be discussed to the general assembly or having them read out and allowing requesting participants to speak about them.

ı) Holding a voting process for the resolutions to be rendered by the general assembly and indicating the results thereof.

ii) Monitoring if the minimum meeting quorum is available at the beginning of, during and at the end of the meeting and if the resolutions are taken in line with the quora indicated in the Code and the articles of association.

j) Explaining the notifications made by the representatives indicated in article 428 of the Code to the general assembly (not applicable for Public Companies pursuant to the provisions of the Capital Market Code).

ıı) Preventing those deprived of voting rights under article 436 of the Code from using voting rights for resolutions indicated in the aforementioned article, monitoring all kinds of restrictions to the voting right and use of privileged votes in line with the Code and the articles of association.

ııı) Postponing the negotiation and discussion of financial statements to the meeting to be held one month later with no need for further resolution of the general assembly upon the request of the shareholders holding one twentieth of the capital.

ıııı) Making sure that reports are drafted for general assembly activities, recording objections to the report, signing the resolutions and reports, indicating the votes for and against the resolutions explicitly without causing any doubt.

k) Delivering the meeting report, annual activity report of the board of directors, auditor reports for companies subject to audit, financial statements, list of attendees, agenda, motions, ballot papers and reports if any, and all the documents pertaining to the meeting to one of the directors present at the meeting along with a minute at the end of the meeting.

Procedures to be performed before discussing agenda items

ARTICLE 9 – The meeting president shall read out the meeting agenda to the general assembly or have the same read out. The president shall ask if there is any proposal as to the order of discussion and shall present the proposal, if any, to the approval of the general assembly. The order of agenda items may be changed through the resolution of the majority of participants.

Agenda and discussion of agenda items

ARTICLE 10 – (1) The following issues should be included in the agenda of ordinary general assembly meetings:

- a) Opening and formation of a presidency council for the meeting.
- b) Discussion of the annual activity report drafted by the Board of Directors, the auditor's report for companies subject to audit, and financial statements.
- c) Release of the Board of Directors and auditors, if any.
- ç) Election of directors and an auditor for companies subject to audit if their term of office is over.
- d) Determining on the benefits to be provided to the directors including remuneration, attendance fee, bonus and premium.
- e) Determining on the manner of usage of profit, profits and dividends to be distributed.
- f) Discussion of amendments to the articles of association, if any.
- g) All the other necessary issues.

(2) Extraordinary general assembly meetings shall be organized on agenda items making it obligatory to hold a meeting.

(3) Apart from the following exceptions, it shall not be possible to discuss and resolve on the issues that are not included in the meeting agenda:

- a) In case all of the shareholders are present, it shall be possible to add items to the agenda unanimously.
- b) Pursuant to article 438 of the Code, the private audit request to made by a shareholder shall be resolved by the general assembly no matter whether it is involved in the agenda or not.
- c) Dismissal and replacement of directors shall be deemed to be relevant to the negotiation of year-end financial statements and discussed and resolved directly upon request no matter whether it is involved in the agenda or not.
- ç) Even if they are not included in the agenda, in case of corruption, inadequacy, violation of engagement liability, problems with performing the duties as a result of assuming a position in the boards of directors of various companies, lack of harmony, abuse of power and similar justifiable causes, dismissal and replacement of directors shall be included in the agenda through the votes of the majority of participants.

(4) An agenda item discussed and resolved in the general assembly shall not be re-discussed and resolved unless the participants decide on the same unanimously.

(5) If the Ministry requests an issue to be discussed by the general assembly as a result of an audit or due to any reason, the issue shall be included in the agenda.

(6) The agenda shall be determined by the party inviting the general assembly to hold a meeting.

(7) Pursuant to the Communiqué, the demands of shareholders, CMB and/or other public institutions and organizations relevant to the operations of the Company with respect to the agenda items shall be announced at the corporate website along with the announcement for the general assembly meeting.

(8) While preparing the meeting agenda, the Board of Directors shall take into consideration the matters that are communicated in writing to the Shareholders Relations Division by shareholders to be added to the agenda. If the Board of Directors does not accept the suggestions of shareholders for agenda items, the suggestions which are denied shall be explained in the general assembly meeting along with the reasons for the denial.

Speaking up at meetings

ARTICLE 11 – (1) Shareholders or other non-laymen who desire to speak up on an agenda item or make a proposition shall duly inform the meeting president of their request. The presidency shall announce those who shall speak up to the general assembly and entitle applicable persons to speak up according to the order of application. If the person is not present at the meeting venue when it is his/her turn, s/he shall lose the right to speak up. Speeches shall be made from the platform in address to the general assembly. The persons may exchange their turns. In the event that the speech period is restricted, a speaker may

continue his/her speech when the applicable period is over only if the person succeeding him/her transfers such his/her right to speak to the former speaker provided that the speaker concludes his/her speech within the period allocated to the latter. The period may not be extended further in any manner.

(2) The meeting president shall take care to ensure that the agenda items are expressed objectively in detail in a clear and coherent manner during the general assembly meeting. Shareholders shall be given equal opportunity to express their opinions and ask questions. The meeting president shall ensure that all questions asked by shareholders are answered directly during the general assembly meeting to the extent that they are not regarded trade secret. If the question has no relevance to the agenda or it is too comprehensive to be answered right at that time, the question shall be answered in writing by Shareholders Relations Division within maximum 30 business days.

(3) The meeting president may entitle the directors and auditor to speak at any time on an agenda item without taking the order into consideration.

(4) The speech period shall be determined by the general assembly according to the intensity of the agenda, the number and significance of agenda items, and the number of those who want to speak up upon the proposal of the president or shareholders. In such cases, the general assembly shall determine if it is necessary to restrict the period of speech and then the period itself separately through voting.

(5) As for entitling the shareholders or representatives participating in the general assembly meeting in electronic media pursuant to article 1527 of the Code, the principles and procedures indicated in the aforementioned article and sub-regulations shall be applicable.

Voting and manner of voting

ARTICLE 12 – (1) Before the voting is initiated, the meeting president shall announce the issue to be voted to the general assembly. If a resolution draft is to be voted, it shall be determined and read in writing before voting is held. It shall be possible to ask for permission to speak on the procedure only after it is announced that voting shall be performed. At that stage, a shareholder who is not entitled to speak despite making a request may speak provided that s/he notes the situation and the President acknowledges such request. No one shall be entitled to speak after voting process is initiated.

(2) Voting for the agenda items shall be performed by means of raising hands, standing up or expressing acceptance or rejection one by one. The votes shall be counted by the meeting presidency. The presidency may appoint adequate number of persons to assist in counting votes if necessary. Those who do not raise hands, stand up or make any expression shall be deemed to have voted negatively and those shall be deemed to be against the resolution in the evaluation phase.

(3) As for the voting rights of the shareholders or representatives participating in the general assembly meeting in electronic media pursuant to article 1527 of the Code, the principles and procedures indicated in the aforementioned article and sub-regulations shall be applicable.

(4) Shareholders may be represented in general assembly meetings by other shareholders or third person representatives they shall assign pursuant to the relevant provisions of the Code as well as the Capital Market regulations. Representatives who are also shareholders in the company shall be entitled to cast votes for their own shares as well as the shares belonging to the shareholder who they represent. If one share belongs to more than one shareholder, the shareholders shall be obliged to assign a representative to cast vote for them. The form of the authorization certificate shall be determined by the Board of Directors provided that the relevant regulations of CMB shall remain reserved. If a share is held by more than one person, one of those people or a third person may be assigned as representative. The person exercising the attendance rights as a representative shall abide by the instructions of the person s/he represents. The vote shall not be null and void in case of non-compliance with the instructions.

Drafting a meeting report

ARTICLE 13 – (1) The meeting president shall sign the list of attendees indicating the shareholders or representatives, their shares, classes, numbers and nominal values and ensure that a report is drafted in line with the principles provided in the Code and the applicable legislations by means of summarizing the questions asked in the general assembly and the answers, and indicating the resolutions and the number of positive and negative votes for each resolution explicitly.

(2) General assembly report shall be drafted at the meeting venue during the meeting by means of a typewriter, computer or else legible handwriting with a pen. In order for the report to be written on a computer, a printer should be available at the meeting venue for print out.

(3) The report shall be drafted in at least two counterparts and each page of the report shall be signed by the presidency along with the Ministerial superintendent, if available.

(4) The report should include the trade title of the company, meeting date and venue, total nominal value of company shares and number of shares, total number of shares represented in the meeting in person or by proxy, name and surname of the Ministerial superintendent, if applicable, and the number and date of the appointment letter, the mode of invitation, if applicable, and if the meeting is held without invitation.

(5) The number of votes as to the resolutions taken in the meeting shall be indicated in the report in figures and words in a manner not to cause any doubt.

(6) The name and surname of those who vote on the resolutions negatively shall be indicated in the report along with their justifications if they want the same to be recorded in the report.

(7) In case the justification for objection is indicated in writing, it shall be attached to the report. The report shall include the name and surname of the shareholder or representative making objection and it shall be indicated that the justification is attached. The objection letter attached to the report shall be signed by the meeting presidency and the Ministerial superintendent, if applicable.

Procedures to be performed at the end of the meeting

ARTICLE 14- (1) The meeting president shall deliver a copy of the report and all the other documents pertaining to the general assembly to one of the directors present at the end of the meeting. The situation shall be specified in a minute to be issued separately between the parties.

(2) The Board of Directors shall be bound to submit a notarized copy of the report to the trade registry office within maximum fifteen days as from the date of the meeting and have the applicable issues registered and announced.

(3) The report shall be published on the website within maximum five days as from the date of the general assembly meeting by the companies liable for having a website.

(4) The meeting president shall also deliver a copy of the list of attendees, agenda items and general assembly meeting report to the Ministerial superintendent if applicable.

Participating in the meeting in electronic media

ARTICLE 15- (1) In case it is possible to participate in a general assembly meeting in electronic media pursuant to article 1527 of the Code, the procedures ascribed to the board of directors and the meeting presidency shall be performed with due regard for article 1527 of the Code and the applicable legislations.

PART THREE Miscellaneous

Participation of a Ministerial superintendent and documents pertaining to the general assembly meeting

ARTICLE 16 – (1) It is mandatory to ensure that Ministerial representatives attend the ordinary and extraordinary general assembly meetings and any other meetings to be held in case of adjournment of the same pursuant to article 407 of the Code. Other provisions regarding the Ministerial Representatives as well as the Regulation shall be observed

according to article 407 of the Code. As for requesting a superintendent and determination of duties and powers of such person, the provisions of the Regulation shall remain reserved.

(2) It is obligatory to comply with the provisions of the Regulation indicated in subparagraph one while drafting the list of attendees and those eligible for participating in the general assembly and arranging the representation certificates required for the general assembly and the meeting report.

Situations unforeseen in the internal directives

ARTICLE 17 – In case of any situation which is not provided in the present Internal Directives, the resolution to be rendered by the general assembly shall be applicable.

Adoption of and variations in the internal directives

ARTICLE 18 – The present Internal Directives shall be executed, registered and announced by the board of directors of Akmerkez Gayrimenkul Yatırım Ortaklığı Anonim Şirketi upon the approval of the general assembly. The same procedure applies for any amendments to be introduced to the Internal Directives.

Enforcement of the internal directives

ARTICLE 19 – The present Internal Directives were adopted in the general assembly meeting of Akmerkez Gayrimenkul Yatırım Ortaklığı Anonim Şirketi on 26.03.2013 and shall enter into force as of the date of announcement at Turkish Trade Registry Gazette.