

MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING OF ALARKO GAYRİMENKUL
YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ HELD ON

26 MARCH 2019

2018 General Assembly Meeting of Alarko Gayrimenkul Yatırım Ortaklığı Anonim Şirketi was held on 26 March 2019 at 3:00 pm. at the company's headquarters located at the address of Muallim Naci Cad. No.69 Ortaköy/Istanbul under the supervision of **EMRAH GÖZELLER**, Ministry Representative appointed with the letter of Istanbul Provincial Directorate of Commerce dated 25 March 2018 and numbered 42885283.

As seen in the invitation to the meeting and the articles of association, the General Assembly Meeting was held within due time upon being announced in the Turkish Trade Registry Gazette dated 1 March 2019 and numbered 9778, issue dated 1 March 2019 and numbered 12390 of Yenigün daily newspaper circulated in the place where the company headquarters is located and on the Electronic General Assembly System of Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş.) (e-GKS) in a manner to include the meeting agenda and the text of the amendment to the articles of association.

The examination of the list of attendants has revealed that out of the total nominal value of Company shares of TL 10,650,794.-, 623,637,246 shares that have a total nominal value of TL 6,236,372.46 were represented by proxy while 25,966,518 shares that have a total nominal value of TL 259,665.18 were represented in person during the meeting and thus the minimum meeting quorum set forth in both the law and the articles of association was met, and therefore **MUSTAFA FİLİZ**, Chairman of the Board, opened the meeting in both physical and electronic environment at the same time upon stating that Board Members **MEHMET AHKEMOĞLU**, **HİLMİ ÖNDER ŞAHİN**, **MUSTAFA TANSU USLU** and **KUDRET VURGUN**, as well as **ÖMER ARAM** representing Auditor DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Member of Deloitte Touche Tohmatsu Limited) were present at the meeting. It was moved to the discussion of the agenda.

1. Meeting attendants stood in silent homage.
2. It was unanimously decided that **MUSTAFA FİLİZ** be elected as the Meeting Chairman. The Meeting Chairman appointed **ZÜMRÜT DİLEK ELMAS** as Vote Collector, **CANAN ÖNEN** as Minutes Clerk and **FATMA ACAR** who holds a certificate in order to be responsible for using the Electronic General Assembly System.

The Meeting Chairman explained to the General Assembly that the representatives who delivered their proxies represented shares worth TL 777,428.-.

The agenda items were read to the General Assembly and because no proposals were made to change the order of agenda items, discussion of such items was continued in the same order of their announcement.

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3. It was unanimously decided that Meeting Chairing Committee be authorized to sign the General Assembly Meeting minutes.
4. The annual report of the Board of Directors was read out by the Board Members, and the Auditor's Report was read out by **ÖMER ARAM** as the representative of Auditor Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Member of Deloitte Touche Tohmatsu Limited), and after the Independent Auditing Firm's report was read, the reports were opened for discussion.

Shareholder Alpaslan Aydın took the floor, expressed his views and suggestions related to the market value of the shares, and submitted his written explanation related to his views to the Meeting Chairing Committee (Annex 1). Out of the shareholders who took the floor, E. Gökhan Kökoğuz abstained from his right of speaking. Shareholder Selim Sason communicated his questions about the Valuation Reports both verbally and in writing (Annex 2). Shareholder Volkan Yüksek communicated his questions both verbally and in writing (Annex 3), stated that the inflation correction differences could be added to the company capital, and asked about which price level reflects the company performance. The Board Member responded that it is not possible for the management to know who trades stocks on the stock exchange, or why and how they do that. The Company repurchased its own shares in order to improve the progress of its shares' value. The share price increased on the stock exchange after the repurchase decision was announced. Shares were bought at the price that was reached, and the share market value was determined. The timing of the share purchase was determined upon decision of the board of directors.

Shareholder Ali Erdal Erdik communicated his suggestions about increasing the dividend rate and abolishment of golden shares, and asked questions about the building in Moscow. Shareholder Ahmet İlkbal Arslan asked questions about the method of assessment of real properties, repurchase procedure, increasing costs of the staff and foreign exchange losses. Shareholder Mehmet Murat Kulaksızoğlu communicated his suggestions about the share value performance, and noted that we need to inform the CMB of the acts that may constitute crime. Shareholder Alpaslan Aydın asked questions about Turkish Accounting Standards No. 8 and the assessment report. All questions of the shareholders were answered by Board Member Mehmet Ahkemoğlu, and the Assessment Reports are organized by independent auditing firms authorized by the CMB. We have no impact on these reports. The correction procedure was performed retrospectively as required under Turkish Account Standards 8. The Independent Auditing Firm also made comments in the same direction. The decreased value of Mosalarko investment is the result of particularly the currency movements. Actions are taken in accordance with the result of the assessment company's reports. Ahkemoğlu said that it was not possible to answer the questions about the manipulative transactions related to shares. The discount ratio being determined as 13% for the assessment of Hillside Beach Club was the decision of the independent auditing firm. We have no impact on the issue. We have noted your recommendations about the necessary measures, and will discuss these recommendations as part of the agenda of our Board Meeting. It is not possible to say anything about the continuation of the repurchase decisions. Foreign exchange profits and losses are not set-off against each other in the Comprehensive Income Statement. Thus, we see both foreign exchange profits and losses separately. Our foreign exchange profit is higher due to our position. We are noting down your suggestion about the addition of capital adjustment differences to the share capital. The increase observed in the remunerations is the result of the severance paid to two of our employees due to their retirement.

5. 2018 Balance Sheet and Comprehensive Income Statement were read. They were opened for discussion. No one took the floor. They were accepted as a result of the voting held with majority of the votes (negative votes corresponding to TL 207,654,182 and affirmative votes corresponding to TL 6,288,383,463).
6. The Board Members were released from liability with regard to transactions in 2018 with majority of the votes (negative votes corresponding to TL 207,654,182 and affirmative votes corresponding to TL 6,288,383,463) as a result of the voting held. Board Members did not cast votes for their own release from liability. Shareholder Alparslan Aydın communicated his dissenting opinion about said agenda item.

7. Another proposal was submitted by the Shareholders other than the dividend distribution proposal of the Board of Directors. The proposal submitted by the shareholders was voted. As a result of the voting held, this proposal was dismissed with majority of the votes (affirmative votes corresponding to TL 982,052,182 and negative votes corresponding to TL 5,459,382.463). Then, the proposal of the Board of Directors was voted. As a result of the voting held, it was decided with majority of the votes (negative votes corresponding to TL 205,654.182 TL and affirmative votes corresponding to TL 6,290,383.463) that
- our Company's profit for the period as set forth in 2018 financial statements is TL 269,599,472.-, and since the maximum amount has been reached in previous years in terms of first-series general statutory reserves, no first-series general statutory reserves be set aside;
 - out of the net distributable profit for the period in the amount of TL 269,599,472.-, the TL 27,053,017.- part be distributed to the shareholders as dividends;
 - second-series general statutory reserves of TL 2,652,048.- be set aside out of the distributable dividends;
 - the remaining amount be added to the extraordinary reserves; and
dividend distribution be started on 27 May 2019.
8. The authorization letter dated 27 November 2018 and numbered 12233903-340.17-E.12927 of the Capital Markets Board about the amendment to Article 4 of the Company's Articles of Association and the letter dated 6 December 2018 and numbered 50035491-431.02 of the General Directorate of Domestic Trade of the Ministry of Trade of the Republic of Turkey were read out. Shareholder Alparslan Aydın took the floor, and requested explanation about the sentence added for in-kind capital in the amendment to the Articles of Association. The Board of Directors explained that said addition was made in line with the CMB rules and standards. Shareholder Volkan Yüksel took the floor, and asked whether the granting of donation authority was related to Fethiye Hillside or not. Chairman Mustafa Filiz said that it had nothing to do with this. Shareholder Göksu Arslan asked why the articles of association was being amended. The Board of Directors explained that said amendment was made in line with the CMB rules and standards.
- The former and new versions of the article included in the amendment to the articles of association, which is annexed to the authorization letters, were deemed to have been read in line with the proposal made; and
- as a result of the negotiation and voting held, it was unanimously decided that the new version of Article (4) of the company's articles of association as set forth in the amendment text, which is annexed to the above-mentioned authorization letters of the Capital Markets Board and the General Directorate of Domestic Trade of the Ministry of Trade of the Republic of Turkey and also to these meeting minutes, be accepted.
9. It was decided with majority of the votes (negative votes corresponding to TL 643,689,182 and affirmative votes corresponding to TL 5,852,348.463) that the limit of donations to be made in 2019 be TL 900,000.-.
10. It was decided with majority of the votes (negative votes corresponding to TL 462,954.182.- and affirmative votes corresponding to TL 6,033,083.463) that out of the Board Members, a monthly gross salary of TL 5,000.- be paid to independent members **Kudret Vurgun** and **Mustafa Tansu Uslu** and that no remuneration be paid to the other Board Members.

11. It was decided with majority of the votes (negative votes corresponding to TL 230,734.182.- and affirmative votes corresponding to TL 6,265,303.463) that the Board Members be granted the authorities set forth in Articles 395 and 396 of the Turkish Commercial Code.
12. It was indicated that the shareholders controlling the management, members of the board of directors, administrative officers and their spouses and relatives by blood and marriage up to the second degree, as set forth in Article 1.3.6 of the "Corporate Governance Principles" annexed to the Communiqué No. II-17.1 of the Capital Markets Board, did not perform the transactions specified in such communiqué.
13. It was decided with majority of the votes (negative votes corresponding to TL 732,910.182.- and affirmative votes corresponding to TL 5,763,127.463) that election by the Board of Directors of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A Member Firm of Ernst & Young Global Limited) registered with Istanbul Trade Registry under Trade Registration No. 479920 be approved for the auditing of the 2019 accounts and transactions in accordance with the Turkish Commercial Code and the Capital Market legislation. Shareholder Alparslan Aydın took the floor, and explained the reason why he cast negative vote for the election of the auditor.
14. Information was given that a lawsuit may be filed by the investors who have incurred losses (if any) for the act of changing the assessment company without the Board's approval requiring the imposition of an administrative fine of TL 27.047 on the grounds of violation of the second paragraph of Article 35 "Election of Real Estate Assessment Company" of the "Communiqué on the Principles Governing Real Estate Investment Companies" No III-48.1, which was decided to be applicable to our company with the decision dated 27 December 2018 and numbered 65/1514 of the Capital Markets Board with the CMB's letter dated 11 January 2019 and numbered 12233903-340.14-E.555, against the Board Members of our Company who had responsibility in said acts within the framework of the general law provisions, if the required legal conditions are met. Shareholder Alparslan Aydın took the floor, and requested explanation about the assessment company. The Board of Directors made an explanation.
15. It was discussed whether recourse will be made to the Board Members who had responsibility in the acts requiring the imposition of the administrative fine of TL 27,047 set forth in Item 14 of the agenda. Alpaslan Aydın, who took the floor, indicated his opinion that recourse should not be made. Shareholder Ali Erdal Erdik requested that the assessment company be revised again. It was agreed with majority of the votes (negative votes corresponding to TL 432,010,182,- and affirmative votes corresponding to TL 610,705) of the shareholders casting votes other than the legal entity shareholders to whom the Board Members who had responsibility were related that recourse be made for the imposition of said administrative fine.
16. Wishes and suggestions were asked. Shareholder Ali Erdal Erdik said that a dormitory and cold storage depot could be built. Shareholder Alpaslan Aydın took the floor, and communicated the verbal and written offer of the relevant shareholders for the Board of Directors to apply with the CMB for an artificial price inquiry about the company shares. Alpaslan Aydın requested that the dividend distribution policy be amended. This was answered by Chairman Mustafa Filiz. Shareholder Cemil Günger took the floor, and asked whether the repurchase decision was made by the Board of Directors at its own free will. He requested that the investors' opinion be communicated to the controlling shareholders. Board Member Mehmet Ahkemoğlu answered this question. Shareholder Alpaslan Aydın asked why the intended objective could not be achieved with the repurchase transaction. Mehmet Murat Kulaksızoğlu communicated his views and opinion about the repurchase procedure. Ali Erdal Erdik requested that the dividend rate be

increased and the golden shares be abolished. Shareholder Sayat Temelci asked questions about the Büyükçekmece and Maslak lands. He asked whether there is any project considered within the scope of Mosalarko. These questions were answered by our Board Member Mehmet Ahkemođlu and General Manager. Shareholder Volkan Yüksel requested that the brand be carried to the point it deserves. Shareholder Göksu Arslan said that the company could be a shareholder also in Cyprus and suggested that something be offered for investment planning.

As there was no other agenda item left to be discussed, the Meeting Chairman said that the meeting was ended.

These minutes were issued at the place of the meeting and signed pursuant to Decision No. 3. The required copies of the meeting documents were delivered to the Ministry Representative, and the remaining copies were delivered to Meeting Chairman Mustafa Filiz under a report.

MINISTRY REPRESENTATIVE
EMRAH GÖZELLER

MEETING CHAIRMAN
MUSTAFA FİLİZ

VOTE COLLECTOR
ZÜMRÜT DİLEK ELMAS

MINUTES CLERK
CANAN ÖNEN